

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L99999MH1987PLC042891

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACR6389Q

(ii) (a) Name of the company

ADVANI HOTELS AND RESORTS

(b) Registered office address

18A & 18B, Jolly Maker Chambers-II  
Nariman Point  
Mumbai  
Maharashtra  
400021

(c) \*e-mail ID of the company

cs.ho@advanihotels.com

(d) \*Telephone number with STD code

02222850101

(e) Website

WWW.CARAVELABEACHRESORTS.COM

(iii) Date of Incorporation

13/03/1987

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE	1
2	National Stock Exchange	1,024

(b) CIN of the Registrar and Transfer Agent

U74140MH1982PLC028446

Pre-fill

Name of the Registrar and Transfer Agent

DATAMATICS BUSINESS SOLUTIONS LIMITED

Registered office address of the Registrar and Transfer Agents

PLOT NO. B - 5, PART B CROSS LANE , MIDC, MAROL,  
ANDHERI EAST

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

27/09/2022

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	I	Accommodation and Food Service	I1	Accommodation services provided by Hotel, Inns, Resorts, holiday homes, hostel,	67.3
2	I	Accommodation and Food Service	I2	Food and beverage services provided by hotels, restaurants, caterers, etc.	32.7

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

#### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	99,750,000	46,219,250	46,219,250	46,219,250
Total amount of equity shares (in Rupees)	199,500,000	92,438,500	92,438,500	92,438,500

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share				
Number of equity shares	99,750,000	46,219,250	46,219,250	46,219,250
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	199,500,000	92,438,500	92,438,500	92,438,500

#### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	5,050,000	0	0	0
Total amount of preference shares (in rupees)	50,500,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares				
Number of preference shares	5,050,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	50,500,000	0		

#### (c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

#### (d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			

<b>At the beginning of the year</b>	790,915	45,428,335	46219250	92,438,500	92,438,500	
<b>Increase during the year</b>	0	36,010	36010	72,020	72,020	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	
x. Others, specify		36,010	36010	72,020	72,020	0
Dematerialisation of Shares from physical holdings						
<b>Decrease during the year</b>	36,010	0	36010	72,020	72,020	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	36,010		36010	72,020	72,020	
Dematerialisation of Shares from physical holdings						
<b>At the end of the year</b>	754,905	45,464,345	46219250	92,438,500	92,438,500	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE199C01026

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<div style="border: 1px solid black; height: 20px;"></div>
Date of registration of transfer (Date Month Year)	<div style="border: 1px solid black; height: 20px;"></div>
Type of transfer	<div style="border: 1px solid black; width: 100px; height: 20px; display: inline-block;"></div> 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)		
Ledger Folio of Transferor					
Transferor's Name					
	Surname		middle name		first name
Ledger Folio of Transferee					
Transferee's Name					
	Surname		middle name		first name

Date of registration of transfer (Date Month Year)						
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)			
Ledger Folio of Transferor						
Transferor's Name						
	Surname		middle name		first name	
Ledger Folio of Transferee						
Transferee's Name						
	Surname		middle name		first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

513,444,604

**(ii) Net worth of the Company**

498,528,642

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	22,813,502	49.36	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	378,500	0.82	0	
10.	Others	0	0	0	
	<b>Total</b>	23,192,002	50.18	0	0

**Total number of shareholders (promoters)**

13

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,316,962	17.99	0	
	(ii) Non-resident Indian (NRI)	337,569	0.73	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	2,500	0.01	0	



6.	Foreign institutional investors	37,481	0.08	0	
7.	Mutual funds	47,000	0.1	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	13,605,067	29.44	0	
10.	Others IEPF Authority, Unclaimed	680,669	1.47	0	
	<b>Total</b>	23,027,248	49.82	0	0

**Total number of shareholders (other than promoters)**

14,968

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

14,981

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
QUADRATURE CAPITA	JPMORGAN CHASE BANK N.A., INC			37,481	0.08

## **VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	13	13
Members (other than promoters)	6,600	14,968
Debenture holders	0	0

## **VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	3	2	3	2	33.74	7.46
<b>B. Non-Promoter</b>	0	6	0	6	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	6	0	6	0	0

<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	8	3	8	33.74	7.46

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

12

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SUNDER G ADVANI	00001365	Managing Director	9,425,893	
HARESH G ADVANI	00001358	Whole-time director	4,793,039	
PRAHLAD S ADVANI	06943762	Whole-time director	1,374,000	
PRAKASH V MEHTA	00001366	Director	0	
VINOD DHALL	02591373	Director	0	
ADHIRAJ HARISH	03380459	Director	0	
DR. S D ISRANI	00125532	Director	0	
ADM. SUREESH MEHTA	06992229	Director	0	
MENAKA S ADVANI	00001375	Director	1,310,880	
NINA H ADVANI	00017274	Director	2,137,350	
RAGINI CHOPRA	07654254	Director	0	
NILESH JAIN	AFSPJ7489P	Company Secretary	0	16/04/2022

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/11/2021	7,913	53	50.39

### B. BOARD MEETINGS

\*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/05/2021	11	11	100
2	26/06/2021	11	11	100
3	13/08/2021	11	11	100
4	08/09/2021	11	10	90.91
5	13/11/2021	11	11	100
6	07/02/2022	11	11	100
7	22/02/2022	11	11	100
8	29/03/2022	11	11	100

### C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	12/05/2021	5	5	100
2	Audit Committee	26/06/2021	5	5	100
3	Audit Committee	13/08/2021	5	5	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
4	Audit Committee	13/11/2021	5	5	100
5	Audit Committee	07/02/2022	5	5	100
6	Audit Committee	28/03/2022	5	5	100
7	Stakeholder Relationship	20/07/2021	5	5	100
8	Stakeholder Relationship	29/07/2021	5	5	100
9	Stakeholder Relationship	13/08/2021	5	5	100
10	Nomination and Remuneration	08/09/2021	3	2	66.67

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	27/09/2022
								(Y/N/NA)
1	SUNDER G A	8	8	100	8	6	75	Yes
2	HARESH G A	8	8	100	8	8	100	Yes
3	PRAHLAD S A	8	8	100	0	0	0	Yes
4	PRAKASH V M	8	8	100	7	7	100	Yes
5	VINOD DHALI	8	8	100	6	6	100	Yes
6	ADHIRAJ HAF	8	8	100	15	15	100	Yes
7	DR. S D ISRA	8	8	100	6	6	100	Yes
8	ADM. SUREE	8	7	87.5	1	0	0	Yes
9	MENAKA S AI	8	8	100	14	12	85.71	Yes
10	NINA H ADVA	8	8	100	8	7	87.5	Yes
11	RAGINI CHOF	8	8	100	0	0	0	Yes

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sunder G Advani	Managing Director	12,531,777	0	0	0	12,531,777
2	Prahlad H Advani	Whole Time Director	9,015,265	0	0	0	9,015,265
3	Haresh G Advani	Executive Director	8,356,729	0	0	0	8,356,729
	Total		29,903,771	0	0	0	29,903,771

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Nilesh Jain	Company Secretary	1,718,761	0	0	0	1,718,761
2	Ajay Vichare	Chief Financial Officer	2,109,701	0	0	0	2,109,701
	Total		3,828,462	0	0	0	3,828,462

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vinod Dhall	Independent Director	0	0	0	700,000	700,000
2	Menaka S Advani	Director	700,000	0	0	0	700,000
3	Nina H Advani	Director	350,000	0	0	0	350,000
4	Sureesh Mehta	Independent Director	0	0	0	400,000	400,000
5	Adhiraj Harish	Independent Director	0	0	0	770,000	770,000
6	DR. S D ISRANI	Independent Director	0	0	0	775,000	775,000
7	Prakash V Mehta	Independent Director	0	0	0	770,000	770,000
8	Ragini Chopra	Independent Director	0	0	0	475,000	475,000
	Total		1,050,000	0	0	3,890,000	4,940,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- \* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

## XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Virendra G Bhat

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

124

#### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

#### Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

10

dated

25/07/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

To be digitally signed by

Director



DIN of the director

00001365

To be digitally signed by



- ☒ Company Secretary
- ☐ Company secretary in practice

Membership number 36705

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT\_PCSCMrVirendraBhatt.pdf

ListofShareholders\_March2022.pdf

Committee Meetings attendance details.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

Date: November 24, 2022

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### C. COMMITTEE MEETINGS

Number of meetings held:

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit Committee	12/05/2021	5	5	100%
2.	Audit Committee	26/06/2021	5	5	100%
3.	Audit Committee	13/08/2021	5	5	100%
4.	Audit Committee	13/11/2021	5	5	100%
5.	Audit Committee	07/02/2022	5	5	100%
6.	Audit Committee	28/03/2022	5	5	100%
7.	Stakeholder Relationship Committee	20/07/2021	5	3	60%
8.	Stakeholder Relationship Committee	29/07/2021	5	3	60%
9.	Stakeholder Relationship Committee	13/08/2021	5	4	80%
10.	Stakeholder Relationship	02/11/2021	5	5	100%

Owned and operated by : **ADVANI HOTELS & RESORTS (INDIA) LIMITED**  
(CIN: L99999MH1987PLC042891)

Registered Office : 18A & 18B, Jolly Maker Chambers – II, Nariman Point, Mumbai - 400021

Tel: (91-22) 22850101 Website: [www.caravelabeachresortgoa.com](http://www.caravelabeachresortgoa.com)

EMAIL: [cs.ho@advanihotels.com](mailto:cs.ho@advanihotels.com)



	Committee				
11.	Stakeholder Relationship Committee	13/11/2021	5	5	100%
12.	Stakeholder Relationship Committee	29/12/2021	5	5	100%
13.	Stakeholder Relationship Committee	07/01/2022	5	5	100%
14.	Stakeholder Relationship Committee	28/01/2022	5	5	100%
15.	Nomination and Remuneration Committee	08/09/2021	3	2	66.66%

**For Advani Hotels and resorts (India) Limited**

SUNDER  
GURDAS ADVANI

Digitally signed by SUNDER  
GURDAS ADVANI  
Date: 2022.11.25 20:41:26  
+05'30'

**Sunder G Advani**  
**Chairman and Managing Director**

**DIN:** 00001365

**ADDRESS:** 18A & 18B, Jolly Maker Chambers-II  
Nariman Point Mumbai MH 400021 IN

Owned and operated by : **ADVANI HOTELS & RESORTS (INDIA) LIMITED**  
**(CIN: L99999MH1987PLC042891)**

Registered Office : 18A & 18B, Jolly Maker Chambers – II, Nariman Point, Mumbai - 400021

Tel: (91-22) 22850101 Website: [www.caravelabeachresortgoa.com](http://www.caravelabeachresortgoa.com)

EMAIL: [cs.ho@advanihotels.com](mailto:cs.ho@advanihotels.com)

# Virendra Bhatt

*Practicing Company Secretary*

Office:

Office No.: 03, A Wing, 9<sup>th</sup> Floor,

Pinnacle Corporate Park

BKC CST Link Road, MMRDA Area,

Bandra Kurla Complex,

Bandra East, Mumbai - 400 051

Tel.: 022 - 2652 9367 / 68

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Email: bhattvirendra1945@yahoo.co.in

**Form No.: MGT-8**

*[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014]*

## **CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers and records of Advani Hotels and Resorts (India) Limited (hereinafter referred as "the Company") having CIN: L99999MH1987PLC042891 as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made there under for the financial year ended on 31<sup>st</sup> March, 2022 ("audit period"). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company and its Officers, I am of the opinion that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has prima facie complied with the provisions of the Act & Rules made there under in respect of:

1. Its status under the Act - **The Company is a Listed Public Company;**
2. As per information provided, maintenance of registers / records and making entries therein were made generally within the time prescribed;
3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within / beyond the prescribed time –  
**The Company has prima facie filed forms within the prescribed time.**

4. Calling / convening / holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book / registers maintained for the purpose and the same have been signed-



The Company has held Meetings of the Board and various Committees, prima facie as per the provisions of the Companies Act, 2013 and Rules made there under.

The Annual General Meeting for the financial year ended 31<sup>st</sup> March, 2021 was held on Tuesday, 30<sup>th</sup> November, 2021 and the Annual General Meeting for the financial year ended 31<sup>st</sup> March, 2022 was held on Tuesday, 27<sup>th</sup> September, 2022.

The Company has transacted businesses by the way of circular resolutions and through postal ballot.

5. Closure of Register of Members / Security holders, as the case may be-  
**The Register of Members and Share Transfer Books of the Company was closed once during the financial year from Sunday, 21<sup>st</sup> November, 2021 to Tuesday, 30<sup>th</sup> November, 2021 (both days inclusive).**

6. Advances / loans to its directors and / or persons or firms or companies referred in Section 185 of the Act-

**As per the Minutes of the Meetings produced before me and as per the Audited Financial Statements, no advances or loans have been made to the Company's directors or persons or firms or Companies referred in Section 185 of the Act.**

7. Contracts / arrangements with related parties as specified in Section 188 of the Act-

**As per the Minutes of the Meetings produced before me as per the Audited Financial Statements and Statutory Registers, the Company has entered into related party transactions and it has prima facie complied with Section 188 of the Companies Act, 2013.**

**The disclosure of related parties transactions covered under Section 188 of the Companies Act, 2013 are mentioned in Annexure-I.**

8. Issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities and issue of security certificates in all instances-

**The documents relating to transfers and transmission of securities are maintained with the Registrar and Transfer Agent of the Company.**

**As per information provided by the Company, it has transferred 24,875 Equity Shares relating to financial year 2013-2014 to Investor Education and Protection Fund.**



**There were no instances of issue or allotment or buy back of securities / redemption of preference shares or debentures / alteration or reduction of share capital / conversion of shares / securities.**

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act-

**As informed by the Company, there was no transaction which requires the Company to keep in abeyance the right to dividend, right shares and bonus shares required under the provisions of the Act.**

10. Declaration / payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act-

**During the audit period, the Company has not declared any Dividend.**

**As per information provided by the Company, it has transferred unpaid and unclaimed dividends of Rs. 2,87,205/- and Rs. 3,28,856/- relating to financial year 2013-14 and 2014-15 (interim) respectively to Investor Education and Protection Fund.**

11. Signing of Audited Financial Statements as per the provisions of Section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof-

**During the audit report, the Company has prima facie complied with signing of the Audited Financial Statements as per the provisions of Section 134 of the Companies Act, 2013 and report of directors is as per sub-sections (3), (4) and (5) thereof.**

12. Constitution / appointment / re-appointments / retirement / filling up casual vacancies / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them-

**As on 31<sup>st</sup> March, 2022, the Company has following directors and key managerial personnel on the Board and payment of remuneration to them:**

*(Rs. in Lacs)*

Sr. No.	Name	DIN/PAN	Designation	Total remuneration including perquisites / sitting fees
1.	Mr. Sunder G. Advani	00001365	Managing Director	125.32
2.	Mr. Haresh G. Advani	00001358	Whole-Time Director	83.57
3.	Mr. Prahlad S. Advani	06943762	Whole-Time Director	90.15



4.	Mrs. Menaka S. Advani	00001375	Non-Executive Director	7.00
5.	Mrs. Nina H. Advani	00017274	Non-Executive Director	3.50
6.	Mr. Vinod Dhall	02591373	Independent Director	7.50
7.	Adm. Sureesh Mehta	06992229	Independent Director	4.00
8.	Mr. Adhiraj Harish	03380459	Independent Director	7.70
9.	Dr. Shivkumar D. Israni	00125532	Independent Director	7.75
10.	Mrs. Ragini Chopra	07654254	Independent Director	4.75
11.	Mr. Prakash V. Mehta	00001366	Independent Director	7.70
12.	Mr. Ajay G. Vichare (w.e.f. 09 <sup>th</sup> September, 2021)	ADCPV3015F	Chief Financial Officer	21.10
13.	Mr. Nilesh Jain (Till 15 <sup>th</sup> April, 2022)	AFSPJ7489P	Company Secretary	17.19

Particulars of change in directors / key managerial personnel during the audit period are as below:

Sr. No.	Name	DIN/PAN	Designation	Date of Appointment / Cessation / Change in Designation	Nature of Change (Appointment / Cessation / Change in Designation)
1.	Mrs. Menaka S. Advani	00001375	Non-Executive Director	21/06/2021	Continuation of directorship beyond the age of Seventy-Five Years
2.	Mrs. Menaka S. Advani	00001375	Non-Executive Director	30/11/2021	Re-appointed (Retire by rotation)
3.	Mr. Ajay G. Vichare	ADCPV3015F	Chief Financial Officer	09/09/2021	Appointed

13. Appointment / re-appointment / filling up casual vacancies of auditors as per the provisions of Section 139 of the Act-

**There is no such instance of the appointment or re-appointment or casual vacancies of the Auditor.**

14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act-

**None of the events were occurred, where the approvals from the Central Government, Tribunal, Regional Director, Registrar or Court / other authorities are required to be obtained by the Company under the Companies Act, 2013.**



15. Acceptance / renewal / repayment of deposits-

**As per the Audited Financial Statements and Statutory Auditors report, the Company has not accepted / renewed / repaid any public deposits.**

16. Borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable-

**Pursuant to the Section 180(1)(c) of the Companies Act, 2013, the Company had obtained approval from the Members through Postal ballot held on 22<sup>nd</sup> September, 2014 vide Special Resolution to borrow money upto Rs. 100 Crores and as on 31<sup>st</sup> March, 2022, the borrowings of the Company are within the limit approved by the Members.**

**The Company has not created or modified any charges though it has satisfied a charge.**

17. Loans and investments or guarantees have been disclosed in the Financial statement as given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act-

**As per the Audited Financial Statements and Statutory Auditors report, the Company has made investments but it has not given any guarantee or loans.**

18. Alteration of the provisions of the Memorandum and / or Articles of Association of the Company-

**During the audit period, the Company has not altered Memorandum and Articles of Association of the Company.**

Date: 16<sup>th</sup> November, 2022

Place: Mumbai

  
Virendra G. Bhatt

Practicing Company Secretary

ACS No.: 1157/ COP No.: 124

Peer Review Cert. No.: 1439/2021



UDIN: A001157D001771695

*This certificate is to be read with Annexures which forms an integral part of this certificate.*



**ANNEXURE-I**

**RELATED PARTY TRANSACTIONS AS PER THE AUDITED FINANCIAL STATEMENTS FOR  
THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022:**

*(Amount in Rs.)*

Name of Related Party	As at 31 <sup>st</sup> March, 2022
<b>Digital Marketing &amp; Other Design Services:</b>	
D'Bar Inc (Mrs. Shahna Garg Advani)	25,96,590
<b>Professional Fees:</b>	
Malvi Ranchoddas & Co.	42,59,563
D. M. Harish & Co.	9,00,000



**ANNEXURE-II**



To,  
Advani Hotels and Resorts (India) Limited

My certificate in Form No.: MGT-8 on the Annual Return (Form No.: MGT-7) as on the financial year ended on 31<sup>st</sup> March, 2022 of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. The compliance of the provisions of the Companies Act, 2013, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
4. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the standards.
5. I have conducted online verification and examination of records, as facilitated by the Company due to prevailing conditions owing to Covid-19 for the purpose of issuing this Certificate.

**Date: 16<sup>th</sup> November, 2022**

**Place: Mumbai**

  
**Virendra G. Bhatt**  
**Practicing Company Secretary**  
**ACS No.: 1157/ COP No.: 124**  
**Peer Review Cert. No.: 1439/2021**  


**UDIN: A001157D001771695**