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]

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



Annual Return

(other than OPCs and Small Companies)

	language English Hindi the instruction kit for filing the forn	n.			
I. RE	GISTRATION AND OTHER	DETAILS			
(i) * Co	orporate Identification Number (CI	N) of the company	L999991	MH1987PLC042891	Pre-fill
Global Location Number (GLN) of the company					
* P	ermanent Account Number (PAN)	of the company	AAACR	AAACR6389Q	
(ii) (a) Name of the company		ADVANI	HOTELS AND RESORTS		
(b)	Registered office address				
1	18A & 18B, Jolly Maker Chambers-II Nariman Point Mumbai Maharashtra 100021				
(c)	*e-mail ID of the company		cs.ho@a	dvanihotels.com	
(d)	*Telephone number with STD co	de	02222850101		
(e)	Website		www.c	ARAVELABEACHRESOF	
(iii)	Date of Incorporation		13/03/1	987	
(iv)	Type of the Company	Category of the Company		Sub-category of the C	Company
	Public Company	Company limited by share	res Indian Non-Government company		rnment company
(v) Wh	ether company is having share ca	pital • Y	es () No	

Yes

O No

(a) Details of stock exchanges where shares are listed

*Number of business activities

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

(b) CIN of the Registrar and	d Transfer Agent	U7414	40MH1982PLC028446	Pre-fill
Name of the Registrar and	Transfer Agent			
DATAMATICS BUSINESS SOL	LUTIONS LIMITED			
Registered office address	of the Registrar and T	ransfer Agents		_
PLOT NO. B - 5, PART B CROS	SS LANE , MIDC, MAROL	,		
(vii) *Financial year From date	01/04/2022	(DD/MM/YYYY) To da	ate 31/03/2023	(DD/MM/YYYY)
(viii) *Whether Annual general n	neeting (AGM) held	Yes	○ No	_
(a) If yes, date of AGM	25/09/2023			
(b) Due date of AGM	30/09/2023			
(c) Whether any extension	•	○ Yes	No	

S.No	Main Activity group code		Business Activity Code		% of turnover of the company
1	I	Accommodation and Food Service	11	Accommodation services provided by Hotel, Inns, Resorts, holiday homes, hostel,	68.93
2	I	Accommodation and Food Service	12	Food and beverage services provided by hotels, restaurants, caterers, etc.	31.07

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	o. 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 Equity Share	Authoricad	Icabitai	Subscribed capital	Paid up capital
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

	Authorised capital	Issued capital	Subscribed capital	Paid up capital
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			

At the beginning of the year	754,905	45,464,345	46219250	92,438,500	92,438,500	
Increase during the year	0	0	0	139,040	139,040	0
i. Pubic 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				139,040	139,040	
Dematerialisation of Shares from physical holdings				100,040	100,040	
Decrease during the year	0	0	0	139,040	139,040	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify				139,040	139,040	
Dematerialisation of Shares from physical holdings				139,040	139,040	
At the end of the year	754,905	45,464,345	46219250	92,438,500	92,438,500	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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						
0				0	0	
Decrease during the year	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 capi	iii. Reduction of share capital		0	0	0	0	0
iv. Others, specify					0	0	
	0				0	O O	
At the end of the year		0	0	0	0	0	
SIN of the equity shares	of the company						
(ii) Details of stock spl	it/consolidation during th	e year (for ea	ch class of	shares)	0		
Class o	f shares	(i)		(ii)		(ii	i)
Before split /	Number of shares						
Consolidation	Face value per share						
After split /	Number of shares						
Consolidation	Face value per share						
of the first return a Nil [Details being pro	es/Debentures Trans It any time since the Vided in a CD/Digital Medi	incorporat	ion of the	Yes (* No C	year (or i	
Separate sheet attached for details of transfers Yes No 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							
Date of registration of transfer (Date Month Year)							
Type of transfer 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock							

Number of Shares/ D Units Transferred	Debentures/	Amount per Share/ Debenture/Unit (in Rs.)			
Ledger Folio of Trans	sferor				
Transferor's Name					
	Surname	middle name	first name		
Ledger Folio of Trans	sferee				
Transferee's Name					
	Surname	middle name	first name		
Date of registration of transfer (Date Month Year)					
Type of transfe	1 - E	Equity, 2- Preference Shares,3	- Debentures, 4 - Stock		
Number of Shares/ D Units Transferred	Debentures/	Amount per Share/ Debenture/Unit (in Rs.)			
Ledger Folio of Trans	sferor				
Transferor's Name					
	Surname	middle name	first name		
Ledger Folio of Trans	sferee				
Transferee's Name					
	Surname	middle name	first name		
(iv) *Debentures (Oเ	itstanding as at the end	of financial year)	1		

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
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	_	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(1) 0000111100	(other than onaros a	na aosomaroo,		<u> </u>	
Type of	Number of	Nominal Value of	Total Nominal	Paid up Value of	Total Paid up Value
Securities	Securities	each Unit	Value	each Unit	
Total				_	
Total					

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

	٠.	_				
ı	I١	Tu	ırn	O١	ıρ	r

986,408,750

(ii) Net worth of the Company

615,182,610

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equi	ty	Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	20,708,303	44.8	0	
	(ii) Non-resident Indian (NRI)	2,125,199	4.6	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)	392,500	0.85	0	
10.	Others 0	0	0	0	
	Total	23,226,002	50.25	0	0

Total number of shareholders (promoters)

12			

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

S. No.	Category	Equi	ity	Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,519,443	18.43	0	
	(ii) Non-resident Indian (NRI)	293,190	0.63	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	2,500	0.01	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	47,000	0.1	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	13,540,835	29.3	0	
10.	Others IEPF Authority, Unclaimed	590,280	1.28	0	
	Total	22,993,248	49.75	0	0

Total number of shareholders (other than promoters)

13,889

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

13,901

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	12
Members (other than promoters)	14,968	13,889
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category		directors at the g of the year		Number of directors at the end of the year Percentage of shares held directors as at the end of y		
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	3	2	3	2	33.78	7.46
B. Non-Promoter	0	6	0	5	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	6	0	5	0	0
C. Nominee Directors representing	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	7	33.78	7.46

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

13

(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 GURDAS AD'	00001365	Managing Director	9,445,893	
HARESH GURDASMAL	00001358	Whole-time directo	4,793,039	
PRAHLAD ADVANI	06943762	Whole-time directo	1,374,000	
PRAKASH VASANTLAL	00001366	Director	0	
VINOD KUMAR DHALL	02591373	Director	0	
ADHIRAJ ANIL HARISH	03380459	Director	0	
SHIVKUMAR DHALUM	00125532	Director	0	17/10/2023
MENAKA SUNDER AD'	00001375	Director	1,310,880	
NINA HARESH ADVAN	00017274	Director	2,137,350	
RAGINI CHOPRA	07654254	Director	0	
SUREESH MEHTA	06992229	Director	0	21/04/2023
PRAHLAD ADVANI	ADOPA2640K	CEO	0	
VIKRAM JAYESH SON	BMPPS2320P	Company Secretar	0	

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

2

Name	DIN/PAN	beginning / during	ichango in docignation/	Nature of change (Appointment/ Change in designation/ Cessation)
VIKRAM JAYESH SON	BMPPS2320P	Company Secretar	10/10/2022	Appointment
NILESH JAIN	AFSPJ7489P	Company Secretar	16/04/2022	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	3	
-------------------------	---	--

Type of meeting	Date of meeting	Total Number of Members entitled to		lance
			Number of members attended	% of total shareholding
Annual General Meeting	27/09/2022	14,106	48	42.71
01/2022 Extra ordinary Gen	25/08/2022	14,367	59	44.98
02/2022 Extra Ordinary Ger	20/12/2022	13,765	53	47.06

B. BOARD MEETINGS

*Number of meetings held	8
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S. No.	Date of meeting	Total Number of directors associated as on the date of meeting		Attendance % of attendance				
1	16/04/2022	11	10	90.91				
2	20/05/2022	11	9	81.82				
3	25/07/2022	11	11	100				
4	27/09/2022	11	10	90.91				
5	14/11/2022	11	11	100				
6	16/12/2022	11	11	100				
7	10/02/2023	11	11	100				
8	25/02/2023	11	11	100				

C. COMMITTEE MEETINGS

Audit Committe 20/05/2022

Number of meetings held

						Attendance
	S. No.	Type of		Total Number		
5. NO	S. NO.	meeting	D-464: 0	of Members as on the date of		
		_	Date of meeting	on the date of	Number of members	
				the meeting	attended	% of attendance

5

16

Page	11	of	15
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100

S. No.	S. No. Machine		Total Number of Members as				
		Date of meeting		Number of members attended	% of attendance		
2	Audit Committe	25/07/2022	5	5	100		
3	Audit Committe	27/09/2022	5	5	100		
4	Audit Committe	14/11/2022	5	5	100		
5	Audit Committe	10/02/2023	5	5	100		
6	Nomination an	16/04/2022	3	2	66.67		
7	Nomination an	25/07/2022	3	3	100		
8	Nomination an	27/09/2022	3	3	100		
9	Nomination an	14/11/2022	3	3	100		
10	Nomination an	10/02/2023	3	3	100		

D. *ATTENDANCE OF DIRECTORS

		Board Meetings			Co	Whether attended AGM		
S. No.	Name of the director	Number of Meetings which director was	Number of Meetings	% OI	Number of Meetings which director was	Number of Meetings	% of attendance	held on
		entitled to attend	attended	attendance	entitled to attend	attended	allendance	25/09/2023
								(Y/N/NA)
1	SUNDER GUF	8	8	100	6	6	100	Yes
2	HARESH GUF	8	8	100	6	6	100	Yes
3	PRAHLAD AD	8	8	100	0	0	0	Yes
4	PRAKASH VA	8	8	100	10	10	100	Yes
5	VINOD KUMA	8	8	100	5	5	100	Yes
6	ADHIRAJ ANI	8	8	100	16	16	100	Yes
7	SHIVKUMAR	8	8	100	5	5	100	Yes
8	MENAKA SUN	8	8	100	11	11	100	Yes
9	NINA HARESI	8	8	100	6	6	100	Yes
10	RAGINI CHOF	8	7	87.5	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing	Director Whole time	Directors and/or Manag	er whose remuneration	datails to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUNDER GURDAS	Managing Direct	12,692,550	0	0	0	12,692,550
2	HARESH GURDAS	Whole Time Dire	8,461,447	0	0	0	8,461,447
3	PRAHLAD ADVANI	CEO and Whole	10,881,136	0	0	0	10,881,136
	Total		32,035,133	0	0	0	32,035,133

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

13
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	AJAY GANPAT VIC	Chief Financial (4,494,858	0	0	0	4,494,858
2	VIKRAM JAYESH S	Company Secre	1,103,880	0	0	0	1,103,880
3	NILESH JAIN	Company Secre	110,997	0	0	268,053	379,050
	Total		5,709,735	0	0	268,053	5,977,788

Number of other directors whose remuneration details to be entered

8
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PRAKASH VASAN	Independent Dir	0	0	0	1,070,000	1,070,000
2	VINOD KUMAR DH	Independent Dir	0	0	0	810,000	810,000
3	ADHIRAJ ANIL HAF	Independent Dir	0	0	0	1,070,000	1,070,000
4	SHIVKUMAR DHAL	Independent Dir	0	0	0	810,000	810,000
5	MENAKA SUNDER	Director	0	0	0	750,000	750,000
6	NINA HARESH AD	Director	0	0	0	460,000	460,000
7	RAGINI CHOPRA	Independent Dir	0	0	0	470,000	470,000
8	SUREESH MEHTA	Independent Dir	0	0	0	600,000	600,000
	Total		0	0	0	6,040,000	6,040,000

* A. Whether the corprovisions of the B. If No, give reasons	e Companies A	ct, 2013 du	nces and discluring the year	osures in respect of a	pplicable Yes	No	
with additiona	al fees.			cie filed all the forms	within time and few fo	orms	
(II. PENALTY AND P A) DETAILS OF PEN				COMPANY/DIRECTO	DRS /OFFICERS 🔀	Nil	
Name of the company/ directors/ officers	Name of the coconcerned Authority		e of Order	Name of the Act and section under which penalised / punished	Details of penalty/	Details of appeal (if any) including present status	
(B) DETAILS OF CO	MPOUNDING	OF OFFEN	ICES 1	Nil			
Name of the company/ directors/ officers	company/ directors/ Authority		te of Order	Name of the Act ar section under whic offence committed	Particulars of	Amount of compounding (in Rupees)	
XIII. Whether comp	lete list of sha	reholders	, debenture h	olders has been enc	losed as an attachme	ent	
Ye							
In case of a listed co	mpany or a cor	npany hav	ing paid up sh	2, IN CASE OF LISTE are capital of Ten Cro crtifying the annual ret	re rupees or more or tu	urnover of Fifty Crore rupees or	
Name		Virendra	G Bhatt				
Whether associate	e or fellow		Associa	ate Fellow			
Certificate of pra	ctice number		124				

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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 Aut	horised by the Board of Dir	ectors of the compa	any vide resolution no		17		dated	14/11/2022	
	/YYYY) to sign this form an ct of the subject matter of th								er
1.	Whatever is stated in this f the subject matter of this for								
2.	All the required attachmen	ts have been comp	oletely and legibly atta	ched	to this form.				
Note: A punishi	ttention is also drawn to t ment for fraud, punishme	the provisions of statement	Section 447, section ent and punishment	448 a for f	and 449 of th alse evidence	e Com e resp	panies Actectively.	t, 2013 which p	provide for
To be d	gitally signed by								
Director		SUNDER CURDAS SUNDER GURDAS ADVANI Diete 2023 1123 1827-11 10530							
DIN of t	ne director	00001365							
To be d	igitally signed by	VIKRAM JAYESH SONI							
Com	pany Secretary								
○ Com	pany secretary in practice								
Member	ship number 36705		Certificate of practic	e nui	mber				
	Attachments						List	of attachments	
	1. List of share holders, de	ebenture holders		At				ers AHRIL 31Ma GT-8 2022-23	
	Approval letter for exter	nsion of AGM;		At	ttach	MGT-7	′ - Committe	ee Meetings Att s - Dir Attendan	tendance
	3. Copy of MGT-8;			At				ROC on CFO F	
	4. Optional Attachement(s	s), if any		At	ttach				
							Rem	nove attachme	nt

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

Check Form

Modify

Prescrutiny

Submit



Date: November 23, 2023

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

C. COMMITTEE MEETINGS

Number of meetings held: 16

	T	ı			•	
S. No.	Type of		te of	Total		ndance
	meeting	me	eting	Number	Number	% of
				of Members	of	attendance
				as	members	
				on the date	attended	
				of		
				the meeting		
1.	Audit Committee	20/0	5/2022	5	5	100%
2.	Audit Committee	25/07	7/2022	5	5	100%
3.	Audit Committee		9/2022	5	5	100%
4.	Audit Committee		1/2022	5	5	100%
5.	Audit Committee		2/2023			100%
6.	Nomination and		4/2022	5 3	5 2	66.67%
	Remuneration		.,		_	00.0.70
	Committee					
7.	Nomination and	25/07	7/2022	3	3	100%
	Remuneration					
	Committee					
8.	Nomination and	27/09	9/2022	3	3	100%
	Remuneration					
	Committee					
9.	Nomination and	14/1	1/2022	3	3	100%
	Remuneration					
	Committee					
10.	Nomination and	10/02	2/2023	3	3	100%
	Remuneration					
	Committee					

Owned and operated by: ADVANI HOTELS & RESORTS (INDIA) LIMITED (CIN: L99999MHI987PLC04289I)

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

Tel: (91-22) 22850101 Website: www.caravelabeachresortgoa.com EMAIL: cs.ho@advanihotels.com



VARCA, GOA

11.	Stakeholder Relationship Committee	03/10/2022	5	5	100%
12.	Stakeholder Relationship Committee	28/10/2022	5	5	100%
13.	Stakeholder Relationship Committee	14/11/2022	5	5	100%
14.	Stakeholder Relationship Committee	27/12/2022	5	5	100%
15.	Stakeholder Relationship Committee	10/02/2023	5	5	100%
16.	Stakeholder Relationship Committee	20/02/2023	5	5	100%

For Advani Hotels and resorts (India) Limited

SUNDER Digitally signed by SUNDER GURDAS ADVANI Date: 2023.11.23 11:35:14 +05'30'

Sunder G Advani Chairman and Managing Director

DIN: 00001365

ADDRESS: 18A & 18B, Jolly Maker Chambers-II

Nariman Point Mumbai MH 400021 IN

Virendra Bhatt

Practicing Company Secretary

Office: Office No. 03, A Wing, 9th Floor, Pinnacle Corporate Park BKC CST Link Rd., MMRDA Area, Bandra Kurla Complex, Bandra East, Mumbai- 400 051, Maharashtra, India. Tel.: 022 - 2652 9367 / 68 Mobile No.: +91 98200 48670 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 thereunder for the financial year ended on 31st March, 2023 ("audit period"). In my opinion and to the best of my information and according to the examinations carried outby 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
- B. as at the close of the aforesaid financial year correctly and adequately.
- C. 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 -

During the audit period, the Company has prima facie filed forms within time and few forms with additional fees, details of which are provided in Annexure-I.

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 annualreturn in respect of whichmeetings, 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 thereunder.

The Annual General Meeting for the financial year ended 31st March, 2022 was held on Tuesday, 27th September, 2022.

The Extra-Ordinary General Meetings of the members were held on Thursday, 25th August, 2022 and Tuesday, 20th December, 2022.

During the audit period, none of the business was transacted by way of circular resolution and through postal ballot.

- 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 Wednesday, 21st September, 2022 to Tuesday, 27th September, 2022 (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 <u>Annexure-II</u>.

8. Issue or allotment or transfer or transmission orbuy 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 12,262 Equity shares on 07th April, 2022 and 15,002 Equity Shares on 08th December, 2022 relating to financial year 2014-2015 via corporate actions 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-

The Company has declared interim dividend of Rs. 1.40/- per Equity Share on Face Value of Rs. 2/- per Equity Share of the Company at its Board Meeting held on 20th May, 2022 for the financial year 2021 -2022.

The Company has declared first interim dividend of Rs. 2.00/- per Equity Share on Face Value of Rs. 2/- per Equity Share of the Company at its Board Meeting held on 16th December, 2022 for the financial year 2022 -2023.

The Company has declared a second interim dividend of Rs. 1.40/- per Equity Share on Face Value of Rs. 2/- per Equity Share of the Company at its Board Meeting held on 19th May, 2023 for the financial year 2022 -2023.

As per information provided by the Company, it has transferred unpaid and unclaimed dividends of Rs. 1,32,251/- on 22nd November, 2022 relating to financial year 2014-15 respectively to Investor Education and Protection Fund.

11. Signing of Audited Financial Statementsas 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 31st March, 2023 the Company has Eleven Directors consisting of Six Independent Directors including Woman Director, Three are Executive Directors and Two is Non-Executive Director.

Particulars of change in directors / key managerial personnel is as follows:

Sr. No.	Name Mrs.	DIN/PAN	Designation Non Executive - Non	Date of Appointment / Cessation / Change in Designation in the General Meeting / Board Meeting 27/09/2022	Nature of Change (Appointment / Cessation / Change in Designation)
	Nina H. Advani	- W-	Independent Director	21,03,2022	(Retire by rotation)
2.	Mr. Haresh G. Advani	00001358	Executive Director	20/12/2022	Reappointment as the Executive Director of the Company for a period of 2 years commencing from 01st March, 2023.
3.	Mr. Sunder G. Advani	00001365	Executive Director, Chairperson related to Promoter, Managing Director	20/12/2022	Re- appointment as the Chairman and Managing Director of the Company for a period of 2 years commencing from 01st March, 2023.
4.	Mr.	06943762	Executive Director, Chief Executive Officer	25/08/2022	Re-

	Prahlad S. Advani				appointment as the Whole- Time Director and Chief Executive Officer of the Company for a period of 5 years commencing from 01st August, 2022.
5.	Mr. Nilesh Jain	AFSPJ7489P	Company Secretary	16/04/2022	Resigned with effect from 15th April, 2022.
6.	Mr. Vikram Soni	BMPPS2320P	Company Secretary	27/09/2022	Appointed with effect from 10 th October, 2022.

The Company has paid following remuneration / sitting fees including perquisites, Commission, incentive, etc. to the Directors and Key Managerial Personnel.

(Rs. in Lakhs)

Sr. No.	Name	Designation	Total remuneration/ sitting fees including perquisites
1.	Mr. SunderG. Advani	Executive Director, Chairperson related to Promoter, Managing Director	126.93
2.	Mr. Haresh G. Advani	Executive Director	84.61
3.	Mr. Prahlad S. Advani	Prahlad S. Advani Executive Director, Chief Executive Officer	
4.	Mr. Prakash V. Mehta	Non- Executive- Independent Director	10.70
5.	Mrs. Menaka S.Advani	Non- Executive- Non Independent Director	7.50
6.	Mr. Sureesh Mehta	Non- Executive- Independent Director	6.00
7.	Mr. Adhiraj A. Harish	Non- Executive- Independent Director	10.70
8.	Mrs. NinaH. Advani	Non Executive - Non Independent Director	4.60



9.	Mr. Shivkumar D. Israni	Non- Executive- Independent Director	8.10
10.	Mrs. Ragini Chopra	Non- Executive- Independent Director	4.70
11.	Mr. Ajay G. Vichare	Chief Financial Officer	44.95
12.	Mr. Nilesh Jain	Company Secretary (upto 15 th April, 2022)	3.79
13.	Mr. Vikram Soni	Company Secretary (with effect from 10 th October, 2022)	11.04

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

Messrs J. G. Verma & Co, Chartered Accountants (Firm Registration No.: 111381W), were appointed as the Statutory Auditors of the Company to hold office till the conclusion of Annual General Meeting to be held in the year 2027.

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-

137.7

1. 815

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 22nd September, 2014 vide Special Resolution to borrow money upto Rs. 100 Crores and as on 31st March, 2023, the borrowings of the Company are within the limit approved by the Members.

The Company has not created, modified or satisfied any charges.



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: 16th November, 2023

Place: Mumbai

Virendra G. Bhatt Practicing Company Secretary ACS No.:1157/ COP No.: 124

Peer Review Cert. No.: 1439/2021

UDIN: A001157E001885127

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

ANNEXURE-I

Following Forms were filed with the Registrar of Companies with additional fees:

Sr. No.	Particulars	Form No.	Date of Filing	SRN No.	Remarks
1	Re-appointment of Mr. Prahlad S. Advani as the Whole-Time Director and Chief Executive Officer of the Companyfor a period of 5 years commencing from 01st August, 2022.	MGT-14	14/09/2022	F24841074	Filed with additional fees.
2	Appointed Mr. Ajay G. Vichare as the Nodal Officer of the Company with vide Board Resolution dated 25th July, 2022.	IEPF-2	20/09/2022	F25614389	Filed with additional fees.
3	Form filed for application to the authority for claiming unpaid amounts and shares out of Investor Education and Protection Fund (IEPF)	IEPF-5	03/01/2023	F55825749	Filed with additional fees.
4	Form filed for application to the authority for claiming unpaid amounts and shares out of Investor Education and Protection Fund (IEPF)	IEPF-5	06/01/2023	F56448889	Filed with additional fees.
5	Form filed for application to the authority for claiming unpaid amounts and shares out of Investor Education and Protection Fund (IEPF)	IEPF-5	01/02/2023	F58258591	Filed with additional fees.
6	Form filed for reporting dividend transferred directly to PNB account of IEPF authority on such shares which have already been transferred to IEPF.	IEPF-7	27/02/2023	F59198630	Filed with additional fees.
7	Form filed for reporting dividend transferred directly to PNB account of IEPF authority on such shares which have already been transferred to IEPF.	IEPF-7	27/02/2023	F59195149	Filed with additional fees.
8	Form filed for reporting dividend transferred directly to PNB account of IEPF authority	IEPF-7	27/02/2023	F59180083	Filed with additional

	on such shares which have already been transferred to IEPF.				fees.
9	Form filed for reporting dividend transferred directly to PNB account of IEPF authority on such shares which have already been transferred to IEPF.	IEPF-7	28/02/2023	F59248179	Filed with additional fees.
10	Form filed for reporting dividend transferred directly to PNB account of IEPF authority on such shares which have already been transferred to IEPF.	IEPF-7	28/02/2023	F59245969	Filed with additional fees.
11	Form filed for reporting dividend transferred directly to PNB account of IEPF authority on such shares which have already been transferred to IEPF.	IEPF-7	28/02/2023	F59245209	Filed with additional fees.

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RELATED PARTYTRANSACTIONS AS PER THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023:

(Amount in Lakhs)

		(
Name of Related Party	As at 31st March, 2023	
Digital Marketing & O	ther Design Services:	
D'Bar Inc (Mrs. Shahna	Garg Advani)	22.36
Professional Fees:	100 30	
Malvi Ranchoddas& Co.		9.51
D. M. Harish & Co.		10.00
S. D. Israni Law Chambers		1.05

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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 31st March, 2023 of even date is to be read along with this letter:

- 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.

Date: 16th November, 2023

Place: Mumbai

Virendra G. Bhatt

Practicing Company Secretary

ACS No.: 1157/ COP No.: 124 Peer Review Cert. No.: 1439/2021

UDIN: A001157E001885127

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