

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

U55101OR1995PLC004224

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAECM6873E

(ii) (a) Name of the company

MAYFAIR HOTELS & RESORTS L

(b) Registered office address

8B, JAYADEV VIHAR
BHUBANESWAR
KHURDA
Orissa
751013

(c) *e-mail ID of the company

cs.corporate@mayfairhotels.co

(d) *Telephone number with STD code

06746660101

(e) Website

www.mayfairhotels.com

(iii) Date of Incorporation

13/11/1995

(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

(b) CIN of the Registrar and Transfer Agent

U99999MH1994PTC076534

Pre-fill

Name of the Registrar and Transfer Agent

BIGSHARE SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

E-3 ANSA INDUSTRIAL ESTATESAKI VIHAR ROAD
SAKINAKA

(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

(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,	50.35
2	I	Accommodation and Food Service	I2	Food and beverage services provided by hotels, restaurants, caterers, etc.	47.75

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

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

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Mayfair Hotels and Resorts (Be	U55204WB2021PTC243156	Associate	49
2	Mayfair Hotels and Resorts (Sik		Subsidiary	91.69
3	Mayfair Hotels & Resorts (Goa)	U22219OR1998PTC005462	Associate	49

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	30,000,000	15,963,233	15,963,233	15,963,233
Total amount of equity shares (in Rupees)	300,000,000	159,632,330	159,632,330	159,632,330

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	30,000,000	15,963,233	15,963,233	15,963,233
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	300,000,000	159,632,330	159,632,330	159,632,330

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(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	15,200,000	763,233	15963233	159,632,330	159,632,330	

Increase during the year	0	0	0	0	0	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	0
x. Others, specify <input type="text"/>						
Decrease during the year	0	0	0	0	0	0
i. Buy-back 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 <input type="text"/>				0	0	
At the end of the year	15,200,000	763,233	15963233	159,632,330	159,632,330	
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 <input type="text"/>	0	0	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 capital	0	0	0	0	0	0
iv. Others, specify	0	0	0	0	0	
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(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		<input type="text"/>
Date of registration of transfer (Date Month Year)		<input type="text"/>
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

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
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

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

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

(i) Turnover

3,137,155,000

(ii) Net worth of the Company

1,193,360,000

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	15,962,033	99.99	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)	0	0	0	
10.	Others	0	0	0	
	Total	15,962,033	99.99	0	0

Total number of shareholders (promoters)

5

(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	1,200	0.01	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)	0	0	0	
10.	Others	0	0	0	
	Total	1,200	0.01	0	0

Total number of shareholders (other than promoters)

2

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

7

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	5	5
Members (other than promoters)	2	2
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
A. Promoter	2	1	3	1	0.27	99.39
B. Non-Promoter	1	3	1	4	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	2	0	3	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	4	4	5	0.27	99.39

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

11

(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)
Dilip Kumar Ray	00937564	Director	15,866,587	
Pooja Ray	02945569	Managing Director	100	
Ashta Ray	01531623	Whole-time director	100	
Sanjana Ray	07209675	Whole-time director	43,204	
Ratanlal Gaggar	00322904	Director	0	14/04/2022
Mrutyunjay Mahapatra	03168761	Director	0	
Ashok Kumar Bal	06664134	Director	0	
Dipti Ranjan Patnaik	00600887	Director	0	
CA Manoj Kumar Goud	03208696	Whole-time director	0	
CA Manoj Kumar Goud	AFEPG0595B	CFO	0	
CS Sujata Sarkar	CFIPS5855Q	Company Secretary	0	

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

4

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)
Sanjana Ray	07209675	Whole-time director	14/03/2022	Appointment
Sidhartha Pradhan	06938830	Director	20/03/2022	Cessation
Mrutyunjay Mahapatra	03168761	Director	05/05/2021	Appointment
.Ashok Kumar Bal	06664134	Director	14/03/2022	Appointment

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 attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	25/10/2021	7	5	99.99
Extra-Ordinary General Meeting	14/03/2022	7	5	99.99
Extra-Ordinary General Meeting	05/05/2021	7	5	99.99

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	02/08/2021	8	7	87.5
2	13/11/2021	8	7	87.5
3	17/02/2022	10	5	50
4	31/03/2022	9	5	55.56

C. COMMITTEE MEETINGS

Number of meetings held

6

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	02/08/2021	5	5	100
2	Audit Committee	13/11/2021	5	4	80
3	Audit Committee	17/02/2021	5	3	60
4	Audit Committee	31/03/2022	5	3	60
5	CSR Committee	13/11/2021	4	4	100
6	Nomination & Remuneration Committee	17/02/2022	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	
								(Y/N/NA)
1	Dilip Kumar Ray	4	4	100	0	0	0	
2	Pooja Ray	4	2	50	5	4	80	
3	Ashta Ray	4	3	75	0	0	0	
4	Sanjana Ray	1	1	100	0	0	0	
5	Ratanlal Gaggi	4	3	75	5	1	20	
6	Mrutyunjay Ma	4	4	100	6	6	100	
7	Ashok Kumar	2	2	100	1	1	100	
8	Dipti Ranjan P	4	0	0	0	0	0	
9	CA Manoj Kumar	4	4	100	5	3	60	

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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Pooja Ray	Managing Director	15,875,000	0	0	0	15,875,000
2	Ashta Ray	Whole-time Director	5,823,000	0	0	0	5,823,000
3	Sanjana Ray	Whole-time Director	429,000	0	0	0	429,000
4	CA Manoj Kumar	Whole-time Director	5,613,000	0	0	0	5,613,000
	Total		27,740,000	0	0	0	27,740,000

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	CA Manoj Kumar	CFO	5,613,000	0	0	0	5,613,000
2	CS Sujata Sarkar	Company Secretary	768,000	0	0	0	768,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		6,381,000	0	0	0	6,381,000

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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

CS DEVIKA PANDA

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

10650

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. ...

dated

(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

02945569

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

10519

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****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

Form No. MR-3
Secretarial Audit Report
For the financial year ended 31st March, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
MAYFAIR Hotels & Resorts Limited
8B. Jaydev Vihar
Bhubaneswar.

We have conducted the Secretarial Audit for the compliance of applicable statutory provisions and the adherence to good corporate practices by MAYFAIR Hotels & Resorts Limited (hereinafter called 'the Company') for the year ended on March 31, 2022 (the 'audit period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Books, Papers, Minute Books, Forms and Returns filed with Statutory Authorities and other records maintained by the Company as also the information provided by the Company, its Officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period complied with the Statutory Provisions listed hereunder and also that the Company has proper board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter for the audit period according to the provisions of:

- The Companies Act, 2013 (the 'Act') and the Rules made thereunder.
- Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of payment of imports made.
- The Memorandum and Articles of Association.

Other laws specifically applicable to the Company are:

- a) Food Safety & Standards Act, 2006 and Food Safety and Standards Rules, 2011 and
- b) Food Safety and Standards (Packing & Labeling) Regulations, 2011.

Other significant policies and regulations specifically applicable to the company, including:

- a) Tourism Policy of Government of India and classification of hotels.
- b) Food Safety and Standards Act, 2006 and Rules made thereunder.
- c) The Air (Prevention and Control of Pollution) Act, 1981 and Rules made there under.
- d) The Water (Prevention and Control of Pollution) Act, 1974 and Rules made there under.
- e) Photographic and Performance License.
- f) Indian Explosives Act, 1884 and Rules made thereunder.
- g) The Apprentices Act, 1961 and Rules made thereunder.
- h) Indian Boiler Act, 1923

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India with the relaxation as given in the wake of the Covid - 19 Pandemic.

During the period under review the Company has complied with the Provisions of the Act, Rules, Regulations, Guidelines Standards etc mentioned above.

We Further Report that:

The Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under the Act and the provisions of Companies Act, 2013 and the Rules made under as notified by Ministry of Corporate Affairs and the memorandum and Articles of Association of the Company, with regard to

1. Maintenance of various Statutory Registers and Documents and making necessary entries therein
2. Forms, Returns, Documents and Resolutions required to be filed with Registrar of Companies and the Central Government;

3. Service of Documents by the Company on its Members, Auditors and the Registrar of Companies;
4. Notice of Board Meetings and Committee Meeting of Directors;
5. The Meeting of Directors and Committees of Directors , though it has been observed that one of the director, Mr. Dipti Ranjan Patnaik, has not attended, physically or virtually any of the Board Meetings held during the Financial Year 2021-22 as observed from the attendance register maintained for Board Meetings resulting in non-compliance of Section 167(b) of the Companies Act, 2013 read with Clause 4.2 of the Secretarial Standard 1, where under the office of a Director becomes vacant in case the Director absents himself from all the Meetings of the Board held during a period of twelve months with or without seeking leave of absence of the Board.
6. Approvals of the members, the Board of Directors, the Committees of Directors and the Government Authorities, wherever required;

We Further Report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors; the Changes in the Composition of the Board of Directors that took place during the Period under Review were in accordance with the Applicable Provisions of the Act.

Adequate Notice was given to all Directors to Schedule the Board Meetings, Agenda and Detailed Notes on Agenda were sent at least Seven Days in Advance and where the same were given at shorter notice than seven days, prior consent thereof were obtained and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The Directors has Complied with the Disclosure Requirements in respect of their eligibility of Appointment their being Independent and Compliance with the Code of Business Conduct & Ethics for Directors and management Personnel.

The meeting of the Board of Directors and other Board / Committee Meetings were held physically, wherein the facility to attend the meeting via video conferencing was provided

Date : The 23rd day of June, 2022