

FORM NO. MGT-7

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



सत्यमेव जयते

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

L22222MI11907PI C042091

Pro 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

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	2
2	NATIONAL STOCK EXCHANGE	1,025

(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 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/11/2021

(c) Whether any extension for AGM granted ☒ Yes ☐ No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension

T36840676

Pre-fill

(e) Extended due date of AGM after grant of extension

30/11/2021

(f) Specify the reasons for not holding the same

THE DATE IS YET TO BE FIXED

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	11	Accommodation services provided by Hotel, Inns, Resorts, holiday homes, hostel,	63.83
2	I	Accommodation and Food Service	12	Food and beverage services provided by hotels, restaurants, caterers, etc.	28.42

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	997,500,000	46,219,250	46,219,250	46,219,250
Total amount of equity shares (in Rupees)	1,995,000,000	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
Number of equity shares	997,500,000	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)	1,995,000,000	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
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	790,915	45,428,335	46219250	92,438,500	92,438,500	
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				0	0	
NA						
Decrease during the year	0	0	0	0	0	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	
iv. Others, specify	0		0	0	0	
NA						
At the end of the year	790,915	45,428,335	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	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
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	
NA						
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		22/12/2020	
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
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
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

274,683,012

(ii) Net worth of the Company

432,475,661

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	22,811,602	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	
	Total	23,190,102	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	6,341,536	13.72	0	
	(ii) Non-resident Indian (NRI)	267,439	0.58	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	0	0	0	
7.	Mutual funds	47,000	0.1	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	15,825,271	34.24	0	
10.	Others unclaimed suspense & IEPF	545,402	1.18	0	
	Total	23,029,148	49.83	0	0

Total number of shareholders (other than promoters)

6,600

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

6,613

**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)	5,582	6,600
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	3	2	3	2	33.73	7.46
B. Non-Promoter	0	5	0	6	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	5	0	6	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	7	3	8	33.73	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	4,791,139	
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	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ADM. SUREESH MEHTA	06992229	Director	0	
MENAKA S ADVANI	00001375	Director	1,310,880	
NINA H ADVANI	00017274	Director	2,136,350	
RAGINI CHOPRA	07654254	Director	0	
NILESH JAIN	AFSPJ7489P	Company Secretary	0	

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

2

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)
SACHIN JAIN	ADJPJ0496K	CFO	13/03/2021	CESSATION
RAGINI CHOPRA	07654254	Director	30/08/2020	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

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	22/12/2020	6,830	54	0.79

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	14/05/2020	10	9	90
2	30/06/2020	10	10	100
3	14/09/2020	11	11	100
4	10/11/2020	11	11	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	11/02/2021	11	11	100

C. COMMITTEE MEETINGS

Number of meetings held

9

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 COMM	30/06/2020	5	5	100
2	AUDIT COMM	14/09/2020	5	5	100
3	AUDIT COMM	10/11/2020	5	5	100
4	AUDIT COMM	11/02/2021	5	5	100
5	AUDIT COMM	12/03/2021	5	5	100
6	NOMINATION	30/06/2020	3	3	100
7	NOMINATION	14/09/2020	3	3	100
8	NOMINATION	11/02/2021	3	3	100
9	INDEPENDENT	24/03/2021	8	8	100

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	SUNDER G A	5	5	100	0	0	0	
2	HARESH G A	5	5	100	0	0	0	
3	PRAHLAD S A	5	5	100	0	0	0	
4	PRAKASH V M	5	5	100	9	9	100	
5	VINOD DHALI	5	5	100	6	6	100	
6	ADHIRAJ HAF	5	5	100	9	9	100	

7	DR. S D ISRA	5	5	100	6	6	100	
8	ADM. SUREE	5	5	100	4	4	100	
9	MENAKA S AI	5	5	100	5	5	100	
10	NINA H ADVA	5	4	80	0	0	0	
11	RAGINI CHOP	3	3	100	1	1	100	

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 ADVAN	CHAIRMAN & M	12,536,423	0	0	0	12,536,423
2	HARESH G ADVAN	EXECUTIVE DIR	8,692,067	0	0	0	8,692,067
3	PRAHLAD S ADVA	WHOLE TIME D	8,460,225	0	0	0	8,460,225
	Total		29,688,715	0	0	0	20,688,715

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	SACHIN JAIN	CFO	1,887,575	0	0	0	1,887,575
2	NILESH JAIN	CS	1,857,015	0	0	0	1,857,015
	Total		3,744,590	0	0	0	3,744,590

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

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XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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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

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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

(In case of 'No', submit the details separately through the method specified in instruction kit)

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 BHATT

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. 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

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

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 Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

ROC Approval letter for extension of AGM.

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

Draft Received on 14-10-21



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 31st March, 2021 ("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. 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, one form with additional fees and few forms under additional fees waiver scheme, 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 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-

During the audit period, 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 of the Members was held on Tuesday, 22nd December, 2020.

During the audit period, the Company has transacted businesses by the way of circular resolution but none of business was transacted through postal ballot.

5. Closure of Register of Members/Security holders, as the case may be-
- During the audit period, the Register of Members and Share Transfer Books of the Company was closed once during the financial year from Saturday, 12th December, 2020 to Tuesday, 22nd December, 2020 (both days inclusive).**

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

During the audit period, as per the Minutes of the Meetings produced before me and as per the Audited Financial Statements and Statutory Auditors report, the Company has not given any loan or provided any security to its Directors or any other person in whom the Director is interested.

7. Contracts/arrangements with related parties as specified in Section 188 of the Act-
- During the audit period, as per the Minutes of the Meetings produced before me as per the Audited Financial Statements and Statutory Auditors report, 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-II.

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.

As per information provided by the Company, it has transferred 29,100 Equity Shares relating to financial year 2012-13 to Investor Education and Protection Fund.

During the audit report, 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, during the audit period, 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.

The Members of the Company at the Annual General Meeting held on 22nd December, 2020 confirmed the payment of 1st interim dividend @40% (Rs. 0.80 paise per equity share) and 2nd Interim dividend @55% (Rs. 1.10 per equity share) which is already paid for the financial year ended 31st March, 2020.

As per information provided by the Company, it has transferred unpaid and unclaimed dividends of Rs. 2,96,499/- relating to financial year 2012-13 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 31st March 2021, the Company has Eleven Directors consisting of Five Independent Directors and One Women Independent Director, Three Executive Directors and Two Non-Executive Directors.

During the audit period, there were following changes in the constitution:

- a. Re-appointed Mrs. Nina H. Advani (DIN00017274), who retires by rotation at the Annual General Meeting held on 22nd December, 2020;
- b. Re-appointed Dr. S. D. Israni (DIN: 00125532) as an Independent Director of the Company for a second term of five consecutive years with effect from 01st October, 2020 up to 30th September, 2025 at the Annual General Meeting held on 22nd December, 2020;
- c. Regularized the appointment of Mrs. Ragini Chopra (DIN: 07654254) as an Women Independent Director of the Company for a term of five consecutive years with effect from 30th August, 2020 to 29th August, 2025 at the Annual General Meeting held on 22nd December, 2020;
- d. Mr. Sachin Jain, Chief Financial Officer of the Company has resigned with effect from 13th March, 2021.

The Company had paid following remuneration including perquisites or sitting fees to the Directors and Key Managerial Personnel:

(Amount in Rs.)

Sr. No.	Name	Designation	Total remuneration including perquisites / sitting fees
1.	Mr. Sunder G. Advani	Managing Director	1,25,36,423
2.	Mr. Haresh G. Advani	Whole-Time Director	86,92,067
3.	Mr. Prahlad S. Advani	Whole-Time Director	84,60,225
4.	Mrs. Menaka S. Advani	Non-Executive Director	5,00,000
5.	Mrs. Nina H. Advani	Non-Executive Director	2,00,000

6.	Mr. Vinod Dhall	Independent Director	5,50,000
7.	Adm. Sureesh Mehta	Independent Director	3,60,000
8.	Mr. Adhiraj Harish	Independent Director	6,10,000
9.	Dr. Shivkumar D. Israni	Independent Director	5,50,000
10.	Mrs. Ragini Chopra	Independent Director	2,00,000
11.	Mr. Prakash V. Mehta	Independent Director	6,10,000
12.	Mr. Sachin Jain (till 13 th March, 2021)	Chief Financial Officer	18,87,575
13.	Mr. Nilesh Jain	Company Secretary	1,857,015

I observed that the Company has paid remuneration to the Chairman & Managing Director and Whole-Time Director of the Company for the month of March, 2021 which is subject to the approval of the members of the Company.

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

During the audit period, there was change of name of Statutory Auditors firm from M/s Amar Bafna & Associates, Chartered Accountants (Firm Registration No.: 114854W) to M/s JMT & Associates, Chartered Accountants (Firm Registration No.: 104167W) pursuant to merger of M/s Amar Bafna & Associates, Chartered Accountants with M/s JMT & Associates, Chartered Accountants.

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-

During the audit period, the Company had sought for extension of time for holding the Annual General Meeting of the Company for the financial year ended 31st March, 2020 by three months from the Registrar of Companies, Mumbai.

The Registrar of Companies, Mumbai has vide its Order dated 08th September 2020 granted such extension i.e. up to 31st December, 2020 for holding the Annual General Meeting of the Company for the financial year ended 31st March 2020.

15. Acceptance/ renewal/ repayment of deposits-

As per the Minutes of the Meetings produced before me and as per the Audited Financial Statements, the Company has not accepted 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, 2021, the borrowings of the Company are within the limit approved by the Members.

During the audit period, the Company has not modified and satisfied any charges though it has created 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 Minutes of the Meetings produced before me and as per the Audited Financial Statements, the Company has not made any investments and not given any guarantee or loans.

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

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

Place: Mumbai

Date: _____, 2021

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

UDIN: _____

Note:

I have conducted online verification and examination of records, as facilitated by the Company due to Covid-19 and subsequent lockdown situation for the purpose of issuing this Certificate.

ANNEXURE-I

Following Forms were filed with the Registrar of Companies with additional fees and under additional Fees waiver scheme;

Sr. No.	Particulars	Form No.	Date of Filing	SRN No.	Remarks
1	Statement of shares transferred to the Investor Education and Protection Fund	IEPF-4	22/07/2020	R46866935	Filed under additional Fees waiver scheme as per MCA General Circular No.: 11/2020 dated 24 th March, 2020.
2	Filing of particulars of transaction not considered as a deposit - Annual Return for the financial year ended 31 st March, 2020.	DPT-3	22/09/2020	R57766818	Filed under additional Fees waiver scheme as per MCA General Circular No.: 11/2020 dated 24 th March, 2020.
3	Filing of the Board Resolution passed at the Board Meeting held on 10 th November, 2020 to avail the financial assistance in the form of the following credit facilities (i) Overdraft against property of Rs. 15 Crores, (ii) Term Loan of Rs 3 Crores and (iii) Bank Guarantee of Rs. 1 Cröre Facility from the Saraswat Cooperative Bank Limited, SME, Goa Branch for the amount not exceeding in the aggregate, Rupees Nineteen Crores Only as per the Bank's sanction letter dated 28 th October, 2020.	MGT-14	09/02/2021	R96694542	Form filed with an additional fees of Rs. 3600/-

ANNEXURE-II

**RELATED PARTY TRANSACTIONS AS PER THE AUDITED FINANCIAL STATEMENTS FOR
THE FINANCIAL YEAR ENDED 31ST MARCH, 2021:**

(Amount in Rs.)

Name of Related Party	As at 31st March, 2021
Digital Marketing & Other Design Services:	
D'Bar Inc (Mrs. Shahna Garg Advani)	14,37,240