



RAS RESORTS AND APART HOTELS LIMITED

ANNUAL REPORT 2010-11



EXECUTIVE GUEST ROOM

BISTRO - THE FEAST VILLAGE



THE BANYAN TREE - LOUNGE & BAR



RAS RESORTS AND APART HOTELS LIMITED

BOARD OF DIRECTORS

PRAVIN VEPARI *Chairman*

VIJAY RANJAN

AMEET HARIANI

TEKCHAND SHEWAKRAMANI

NALINI SHEWAKRAMANI *Executive Director (w.e.f. 15.02.2011)*

GAUTAM SHEWAKRAMANI

VISHAMBER SHEWAKRAMANI *Managing Director*

AUDITORS

Dayal and Lohia

CORPORATE LAW ADVISOR

Bipin S. Acharya

BANKERS

Allahabad Bank

State Bank of India

Syndicate Bank

HDFC Bank

REGISTERED OFFICE

Rosewood Chambers, 99/C, Tulsiwadi, Tardeo,
Mumbai - 400 034.

RESORT SITE

Survey No. 128, Hissa No. 1, Silvassa Naroli Road,
Silvassa-396 230,
Union Territory of Dadra & Nagar Haveli.

REGISTRAR & SHARE TRANSFER AGENT

Satellite Corporate Services Private Limited
B-302, Sony Apartment,
Opp. St. Jude's High School,
Off Andheri Kurla Road, Jarimari,
Sakinaka, Mumbai - 400 072

Contents	Page Nos.
1. Notice	3-4
2. Annexure Notice	5-10
2. Directors' Report	11-12
3. Compliance Certificate	13-17
4. Management Discussion and Analysis	18-21
5. Report on Corporate Governance	22-27
6. Practising Company Secretaries' Certificate on Corporate Governance	28
7. Auditors' Report	29
8. Annexure to the Auditors' Report	30-31
9. Balance Sheet	32
10. Profit & Loss Account	33
11. Schedules	34-46
12. Cash Flow Statement	47
13. Balance Sheet Abstract	48

*As some of us fight a little harder,
so too are the results a little better.*

Jonathan Simango

NOTICE

Notice is hereby given that the Twenty-Seventh Annual General Meeting of the Members of the Company will be held at, Garware Club House, Banquet Hall, Wankhede Stadium, 'D' Road, Churchgate, Mumbai 400 020 on Friday, 30th September 2011 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March 2011 and the Profit & Loss Account for the year ended on that date and Directors' and Auditors' Reports thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri Vijay Ranjan who retires by rotation, and is eligible for re-appointment.
4. To appoint a Director in place of Shri Tekchand Shewakramani who retires by rotation, and is eligible for re-appointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

6. To consider, and if, thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 309 and 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956, including any Statutory modification or re-enactment thereof, for the time being in force and as approved by the Remuneration Committee, the Company in General Meeting hereby approves the payment of remuneration to Shri Vishamber Shewakramani as Managing Director of the Company for the residual period of his tenure from 13th August, 2011 to 12th August, 2013 on the terms and conditions as set out in the Supplemental agreement dated 14th July, 2011 entered into between the Company and Shri Vishamber Shewakramani as placed before the meeting, which agreement be and is hereby specifically approved."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to vary any of the terms of remuneration in consultation with Managing Director provided such variation is in accordance with the provisions in part II of

Schedule XIII of the Companies Act, 1956 and/or the provisions of law as may be applicable thereto from time to time."

"FURTHER RESOLVED THAT in the event of any statutory amendments or relaxation by the Central Government to Schedule XIII of the Act the Board be and is hereby authorized to vary or increase the remuneration including the perquisites within such prescribed limits or ceiling and the Agreement between the Company and Shri Vishamber Shewakramani be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company."

"FURTHER RESOLVED THAT Board be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution."

SPECIAL BUSINESS

7. To consider, and if, thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 269, 198, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, including statutory modification or re-enactment thereof, for the time being in force and as approved by the Remuneration Committee, the Company in General Meeting hereby approves the appointment of Smt. Nalini Shewakramani, as Whole-time Director of the Company, designated as an Executive Director for a period of five years with effect from 15th February, 2011 on the terms and conditions and remuneration for a period of first three years as set out in the agreement dated 10th March, 2011 entered into between the Company and Smt. Nalini Shewakramani as placed before the meeting, which agreement be and is hereby specifically approved."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to vary any of the terms of remuneration in consultation with the Executive Director provided such variation is in accordance with the provisions in part II of

RAS RESORTS AND APART HOTELS LIMITED



Schedule XIII of the Companies Act, 1956 and/ or the provisions of law as may be applicable thereto from time to time.”

“FURTHER RESOLVED THAT in the event of any statutory amendments or relaxation by the Central Government to Schedule XIII of the Act the Board be and is hereby authorized to vary or increase the remuneration including the perquisites within such prescribed limits or ceiling and the Agreement between the Company and Smt. Nalini Shewakramani be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company.”

“FURTHER RESOLVED THAT Board be and is hereby authorized to do all such acts, matters, deeds and things and to take such steps as expedient or desirable to give effect to this resolution.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of the special business under item nos 6 and 7 is annexed hereto.
3. a) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23rd September, 2011 to Friday, 30th September, 2011 (both days inclusive).
b) The dividend on Equity Shares as recommended by the Directors for the year ended 31st March, 2011, if approved at the Annual General Meeting, will be paid to those Members whose names appear in the Register of Members as on 30th September, 2011. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by the depositories for this purpose as at the close of business hours on 22nd September, 2011.
4. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
5. Members are requested to note that pursuant to the provisions of Section 205C of the Companies Act, 1956 the dividend remaining unclaimed or unpaid for a period of seven years from the date became due for payment shall be credited to the Investor Education and protection Fund set up by the Central Government. Members who have so far not claimed the dividend are requested to make claim with the Company as no claim shall lie against the fund or the Company in respect of the individual amounts once credited to the said funds.
6. Members are requested to notify immediately change in their Registered address, if any, or make correspondence to the Registered Office of the Company or to Satellite Corporate Services Private Limited, B- 302, Sony Apartment, Opp. St. Jude's High School, Off Andheri-Kurla Road, Jarimari, Sakinaka, Mumbai - 400 072, Share Transfer Agents of the Company quoting their Folio No.
7. As a responsible corporate citizen, the Company welcomes and supports the “Green Initiative” taken by the Ministry of Corporate Affairs, enabling the Company to effect electronic delivery of documents. The above initiative will go long way in conserving paper which is natural resource as also result in substantial savings on printing and posting of annual reports and other documents of your Company sent to shareholders.
Members are requested to support this green initiative by updating their email addresses with the respective Depository Participants, in case of electronic shareholding; or registering their email addresses with the Company's Registrar and Transfer Agents, in case of physical shareholding. Join this cause and make the world a cleaner, greener and healthier place to live.

By order of the board,

Vishamber Shewakramani
Managing Director

Registered Office:

Rosewood Chambers,
99/ C, Tulsiwadi, Tardeo,
Mumbai 400 034.

Dated: 14th July, 2011

ANNEXURE TO NOTICE

Explanatory Statement Under Section 173 of the Companies Act, 1956.

Item No. 6

The Board of Directors at its meeting held on 14th July, 2011 has approved the remuneration to Shri Vishamber Shewakramani, Managing Director of the Company for the residual period of his tenure i.e. with effect from 13th August, 2011 upto 12th August 2013 at the same remuneration and the terms and conditions as in the previous period and as per the details contained in the Supplemental Agreement dated 14th July, 2011 entered into between the Company and Shri Vishamber Shewakramani.

The main terms of his remuneration as contained in the said Agreement dated 14th July, 2011 are as follows:

- a) Salary: Rs. 1,50,000/- per month.
- b) Commission: Commission on Net Profits of the Company computed in the manner laid down in Section 349 of the Companies Act, 1956 as may be fixed by the Board subject to the ceiling limits laid down in Sections 198 and 309 of the Companies Act, 1956.
- c) Perquisites: In addition to the aforesaid Salary and commission the Managing Director shall be entitled to the following perquisites:
 - i) Free Furnished residential accommodation or House Rent Allowance together with utilities, such as gas, electricity, water, furnishings, repairs, servants salaries, society charges and property taxes as may be approved by the Board.
 - ii) Reimbursement of Medical Expenses incurred for self and family and medical/accident insurance.
 - iii) Leave Travel concession for self and family once in a year in accordance with the rules of the Company or as may be agreed to by the Board of Directors.
 - iv) Fees of clubs/ annual membership fees for professional bodies.

The above perquisites shall be evaluated as per the Income tax Rules wherever applicable. In the absence of such rules, perquisites will be evaluated at actual costs.

Where in any financial year during the currency of the tenure of the Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Managing Director, the above Salary and perquisites except commission not exceeding the ceiling limits prescribed in Schedule XIII of the Companies Act, 1956 as Minimum Remuneration.

- d) The Managing Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein above:
 - i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
 - ii) Gratuity payable at the rate not exceeding half a month's Salary for each completed year of service.
 - iii) Earned privilege leave at the rate of one month's leave for every eleven months of service. The Managing Director shall be entitled to encash leave at the end of his tenure as Managing Director.
 - iv) Provision for Car and Telephone at the residence of the Managing Director including mobile phones shall not be treated as perquisites.
- e) All income tax and other impositions, if any, in respect of Shri Vishamber Shewakramani's remuneration shall be calculated by the Company and deducted in accordance with the applicable provisions of the Income tax law for the time being in force.

RAS RESORTS AND APART HOTELS LIMITED



Additional information required to be given alongwith a Notice calling General Meeting as per sub para (B) of para 1 of Section II of Part II of Schedule XIII of the Companies Act, 1956 is given hereunder:

I. General Information:

(1) Nature of industry	Hotel Industry		
(2) Date or expected date of commencement of commercial production	The Company has been in the business for many years		
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable		
(4) Financial performance based on given indicators	(Rs. in lacs)		
	2008-09	2009-10	2010-11
Turnover	514.69	583.21	741.42
Net profit/ (Loss) as per profit and loss account	13.54	45.19	113.81
Amount of Dividend paid	-	38.00	57.00
Rate of Dividend declared	-	10%	15%
Earning before interest, depreciation & taxes	60.12	118.49	208.42
% of EBIDT to turnover	11.68%	20.32%	28.11%
(5) Export performance and net foreign exchange collaborations	5.50	5.80	2.58
(6) Foreign investments or collaborators, if any	-	-	-

II. Information about the appointee:

(1) Background details	Name: Shri Vishamber Shewakramani Designation: Managing Director Father's name: Shri Tekchand Shewakramani Qualifications: Bachelor of Industrial Engineering, University of Washington, Seattle USA; Masters of Business Administration, Texas A&M University College Station USA. Experience: Over 26 years in Hotel industry
(2) Past remuneration	Rs. 24,00,000/- per annum inclusive of perquisites.
(3) Recognition or awards	Executive and Committee member - Hotel & Restaurant Association (Western India)
(4) Job profile and his suitability	The Managing Director shall be responsible for the day to day affairs of the Company and to do all acts and things which, in the ordinary course of business, he considers necessary or proper or in the interest of the Company.

RAS RESORTS AND APART HOTELS LIMITED



- Considering the above and having regard to, qualifications, ability and experience and looking to the business requirement the appointment and proposed remuneration is in the interest of the Company.
- (5) Remuneration proposed Salary of Rs.1,50,000/- per month as in the previous period and other perquisites as mentioned elsewhere in the explanatory statement for residual period.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin) Compared to the remuneration with respect to the other hotel industry, the remuneration proposed to be paid is very low.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. The Managing Director is the promoter of the Company and is related to Smt. Nalini Shewakramani, Executive Director and Shri Tekchnd Shewakramani & Shri Gautam Shewakramani, Directors of the Company.

III. Other information:

- (1) Reasons of loss or inadequate profits The Company has to compete with the other Hotels in Silvassa. However the efforts are continue to improve the profitability of the Company.
- (2) Steps taken or proposed to be taken for improvement By substantial marketing efforts and encashing good business opportunities, the turnover of the Company and its profitability are likely to increase further.
- (3) Expected increase in productivity and profits in measurable terms. Increase in the turnover and encashing good business opportunity the Company expects to make good profit.

The Board commends the approval by the members the payment of remuneration to the Managing Director for the residual period of his tenure.

Shri Vishamber Shewakramani is concerned or interested in the Resolution at item no. 6 of the accompanying notice as it relates to the payment of remuneration to him. Shri Teckchand Shewakramani, Smt. Nalini Shewakramani and Shri Gautam Shewakramani being relatives of Shri Vishamber Shewakramani are also deemed to be interested or concerned in the said resolution.

The Supplemental Agreement dated 14th July, 2011 entered into between the Company and Shri Vishamber Shewakramani is open for inspection at the registered office of the Company between 11.00 a.m. & 1.00 p.m. on any working day.

Item No. 7

The Board of Directors of the Company have appointed Smt. Nalini Shewakramani as Whole time Director of the Company designated as Executive Director for a period of five years with effect from 15th February, 2011. Smt. Nalini Shewakramani promoter director of the Company had been devoting her valuable time towards the affairs of the Company since its inception and it is now time that she should be remunerated for her services.

RAS RESORTS AND APART HOTELS LIMITED



The main terms of her appointment and remuneration as contained in the Agreement dated 10th March, 2011 are as follows:

- a) Salary: Rs. 1,00,000/- per month.
- b) Perquisites: In addition to the aforesaid Salary the Executive Director shall be entitled to the following perquisites:
 - i) Free Furnished Residential Accommodation or House Rent Allowance together with utilities, such as gas, electricity, water, furnishings, repairs, servants salaries, society charges and property taxes as may be approved by the Board.
 - ii) Reimbursement of Medical Expenses incurred for self and family and medical/ accident insurance.
 - iii) Leave Travel concession for self and family once in a year in accordance with the rules of the Company or as may be agreed to by the Board of Directors.
 - iv) Fees of clubs/ annual membership fees for professional bodies.

The above perquisites shall be evaluated as per the Income tax Rules wherever applicable. In the absence of such rules, perquisites will be evaluated at actual costs.

Where in any financial year during the currency of the tenure of the Executive Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Executive Director, the above Salary and perquisites not exceeding the ceiling limits prescribed in Schedule XIII of the Companies Act, 1956 as Minimum Remuneration.

- c) The Executive Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling on remuneration specified herein above:
 - i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
 - ii) Gratuity payable at the rate not exceeding half a month's Salary for each completed year of service.
 - iii) Earned privilege leave at the rate of one month's leave for every eleven months of service. The Executive Director shall be entitled to encash leave at the end of her tenure as Executive Director.
- d) Provision for Car and Telephone at the residence of the Executive Director including mobile phones shall not be treated as perquisites.
- e) All income tax and other impositions, if any, in respect of Smt. Nalini Shewakramani's remuneration shall be calculated by the Company and deducted in accordance with the applicable provisions of the Income tax law for the time being in force.

The aforesaid remuneration shall be paid to the Executive Director for a period of first three years of her appointment as Executive Director.

Additional information required to be given alongwith a Notice calling General Meeting as per sub para (B) of para 1 of Section II of Part II of Schedule XIII of the Companies Act, 1956 is given hereunder:

I. General Information:

- | | |
|--|---|
| (1) Nature of industry | Hotel Industry |
| (2) Date or expected date of commencement of commercial production | The Company has been in the business for many years |

RAS RESORTS AND APART HOTELS LIMITED



(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
(4) Financial performance based on given indicators	(Rs. in lacs)		
	2008-09	2009-10	2010-11
Turnover	514.69	583.21	741.42
Net profit/ (Loss) as per profit and loss account	13.54	45.19	113.18
Amount of Dividend paid	–	38.00	57.00
Rate of Dividend declared	–	10%	15%
Earning before interest, depreciation & taxes	60.12	118.49	208.42
% of EBIDT to turnover	11.68%	20.32%	28.11%
(5) Export performance and net foreign exchange collaborations	5.50	5.80	2.58
(6) Foreign investments or collaborators, if any	–	–	–

II. Information about the appointee:

- | | |
|--|---|
| (1) Background details | Name: Smt. Nalini Shewakramani
Designation: Executive Director
Husband's name: Shri Vishamber Shewakramani
Qualifications: BSC, LLB, Bombay University; Masters Food & Science Technology Texas A&M University, USA
Experience: Over 26 years. |
| (2) Past remuneration | Nil |
| (3) Recognition or awards | --- |
| (4) Job profile and her suitability | The Executive Director shall be responsible for the business development of the Company and to do all acts and things, which, in the ordinary course of business, she considers necessary or proper or in the interest of the Company.

Considering the above and having regard to, qualifications, ability and experience and looking to the business requirement the appointment and proposed remuneration is in the interest of the Company. |
| (5) Remuneration proposed | Salary of Rs.1,00,000/- per month and other perquisites as mentioned elsewhere in the explanatory statement. |
| (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin) | Compared to the remuneration with respect to the other hotel industry, the remuneration proposed to be paid is very low. |

RAS RESORTS AND APART HOTELS LIMITED



- | | |
|--|---|
| (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | The Executive Director is the promoter of the Company and is related to Shri Vishamber Shewakramani, the Managing Director and Shri Tekchand Shewakramani and Shri Gautam Shewakramani, Directors of the Company. |
|--|---|

III. Other information:

- | | |
|--|---|
| (1) Reasons of loss or inadequate profits | The Company has to compete with the other Hotels in Silvassa. However the efforts are continue to improve the profitability of the Company. |
| (2) Steps taken or proposed to be taken for improvement | By substantial marketing efforts and encashing good business opportunities, the turnover of the Company and its profitability are likely to increase further. |
| (3) Expected increase in productivity and profits in measurable terms. | Increase in the turnover and encashing good business opportunity the Company expects to make good profit. |

The Board commends the approval by the members of the appointment of Executive Director and payment of remuneration to her.

Smt. Nalini Shewakramani is concerned or interested in the said Resolution at item no. 7 of accompanying notice as it relates to her own appointment. Shri Teckchand Shewakramani, Shri Vishamber Shewakramani and Shri Gautam Shewakramani being relatives of Smt. Nalini Shewakramani are also deemed to be interested or concerned in the said resolution.

A copy of the Agreement dated 10th March, 2011 for the appointment of Smt. Nalini Shewakramani as Whole-time Director designated as Executive Director of the Company is open for inspection by the members at the Registered Office of the Company on any working day between 11.00 a.m. and 1.00 p.m.

By order of the board,

Vishamber Shewakramani
Managing Director

Registered Office :
Rosewood Chambers,
99/ C, Tulsiwadi, Tardeo,
Mumbai 400 034.

Dated: 14th July, 2011

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the Twenty-Seventh Annual Report together with the Statement of Accounts for the year ended 31st March 2011.

Operations

The Company has completed its Twenty-second year of operations. Income for the year was Rs. 741.42 lakhs as compared to Rs. 583.21 lakhs in the previous year.

The working results of the Company show a net profit of Rs. 113.81 lakhs after making provision for depreciation of Rs. 32.54 lakhs.

Dividend

Your Directors are pleased to recommend the payment of dividend of Rs. 1.50 per equity share for the financial year ended 31st March, 2011 amounting to Rs. 57,00,000/-.

Conservation of Energy

During the year, the Company continued to make efforts to prevent wasteful electrical consumption. Solar Water Heating System has been extended and this has helped in saving of energy cost.

Technology Absorption

The Company does not need any technology for its existing business.

Foreign Exchange

The Company has earned Rs. 2.58 lakhs by way of foreign exchange and the outgo of foreign exchange was Nil.

Directors

Shri Vijay Ranjan and Shri Tekchand Shewakramani, Directors of the Company would retire at the ensuing Annual General Meeting and they are eligible for re-appointment.

Brief resume of the above Directors, nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership / chairmanship of committees of the Board, as stipulated under clause 49 of the Listing

Agreement with the Stock Exchange are given in the section on Corporate Governance in the Annual Report.

Managing Director

Necessary resolution has been proposed at the ensuing Annual General Meeting for the payment of remuneration to Shri Vishamber Shewakramani as Managing Director of the Company for the residual period of two years with effect from 13th August, 2011 to 12th August, 2013 subject to the approval of the members in the Annual General Meeting.

Executive Director

Smt. Nalini Shewakramani has been appointed as Wholetime Director designated as Executive Director for a period of five years with effect from 15th February 2011. Necessary resolution for her appointment and payment of remuneration has been proposed at the ensuing Annual General Meeting.

Directors' Responsibility Statement

The Directors confirm:

- (i) that in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts on a going concern basis.

RAS RESORTS AND APART HOTELS LIMITED



Particulars of Employees

The Company does not have any employees whose particulars are required to be given pursuant to the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

Compliance Certificate

A Compliance Certificate from the Secretary in whole time practice in respect of the financial year ended 31st March 2011 is attached.

Auditors

M/s. Dayal & Lohia, Chartered Accountants, the Auditors of the company would retire at the forthcoming Annual General Meeting and they are eligible for reappointment.

You are requested to appoint the Auditors and fix their Remuneration.

Listing

The Equity Shares of the Company are listed on the Bombay Stock Exchange Ltd.

The Company has paid the Annual Listing Fees to the Bombay Stock Exchange Ltd. for the year 2011-2012.

Corporate Governance

Pursuant to clause 49 of the Listing Agreement with the Stock Exchanges, reports on Management Discussion & Analysis and on Corporate Governance alongwith a certificate from the Practicing Company Secretary form part of this report.

Acknowledgement

Your Directors convey their gratitude to the Allahabad Bank and every official of the administration of Dadra and Nagar Haveli and Daman and Diu for their continued assistance and support. The Directors also wish to place on record their appreciation of the hard work put in by the staff, both at Silvassa and Mumbai. The Directors are also grateful to you, the Shareholders for the confidence you continue to repose in the Company.

For and on behalf of the Board

PRAVIN VEPARI
Chairman

Date: 14th July, 2011

RAS RESORTS AND APART HOTELS LIMITED



Registration No: L45200MH1985PTC035044

Authorised Capital : 12,00,00,000/-

COMPLIANCE CERTIFICATE

To,

The Members
RAS RESORTS AND APART HOTELS LIMITED.
99/C, Rosewood Chambers,
Tulsiwadi, Tardeo,
Mumbai 400 034

We have examined the registers, records, books and papers of Ras Resorts and Apart Hotels Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all the registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and entries therein have been recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities as mentioned in the said annexure.
3. The Company being a Public Limited Company, comments that a Private Limited Company has minimum prescribed capital, maximum number of members, invitation to public to subscribe for shares and acceptance of deposits from persons other than its members, directors or their relatives, are not required.
4. The Board of Directors duly met 5 (Five) times on 23.04.2010, 13.08.2010, 24.09.2010, 29.10.2010 and on 12.02.2011 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. (No circular resolution was passed).
5. The Company had originally fixed the date of closure of its Register of Members from September 21, 2010 to September 24, 2010. However, refixed the date of closure of its Register of Members from September 28, 2010 to September 30, 2010, both days inclusive instead of earlier dates fixed and necessary compliance of Section 154 of the Act has been made.
6. The annual general meeting for the financial year ended on 31st March, 2010 was held on 24.09.2010 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. The Company has not advanced any loan to its Directors and/or persons or firms or companies referred to in Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or previous approval of the Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. (i) The Company has delivered all the certificates on lodgement of securities for transfer/transmission in accordance with

RAS RESORTS AND APART HOTELS LIMITED



- the provisions of the Act. There was no allotment of securities during the year.
- (ii) The Company has deposited the amount of dividend declared in a separate Bank Account on September 27, 2010 which is within five days from the date of declaration of such Dividend.
 - (iii) The Company posted Demand Drafts for dividend to all the members within a period of 30 (Thirty) days from the date of declaration of dividend. The Company has not transferred Unclaimed/Unpaid dividend to Unpaid Dividend Account of the Company in view of the dividend sent through demand Draft. However, as per the Bank Reconciliation Statement Rs. 74,028/- (Rupees Seventy Four Thousand Twenty Eight only) have been shown as Unclaimed/Unpaid.
 - (iv) There are no unpaid dividends, application money due for refund, matured deposits, matured debentures or the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.
 - (v) The Company has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
 15. The appointment of Whole-time Director has been made in compliance with the provisions of section 269 read with Schedule XIII to the Act.
 16. The Company has not appointed any sole selling agents during the financial year.
 17. The Company was not required to obtain any approvals of the Central Government, Company law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
 18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
 19. The Company has not issued any shares, debentures or other securities during the financial year.
 20. The Company has not bought back any shares during the financial year.
 21. The Company has not issued any preference shares/debentures.
 22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
 23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year. However, the Company has filed Statement in lieu of advertisement during the year.
 24. The amount borrowed by the Company from directors, banks and others during the financial year 31st March, 2011 are within the borrowing limits of the Company and that necessary resolution as per section 293(1)(d) of the Act has been passed in Annual General Meeting.
 25. The Company has not made any loans and investments, or given guarantees or provided securities to other bodies corporate during the financial year.
 26. The Company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
 27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
 28. The Company has not altered the provisions of the Memorandum with respect to name of

RAS RESORTS AND APART HOTELS LIMITED



- the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
 30. The Company has not altered its Articles of Association during the year under scrutiny.
 31. There were no prosecutions initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the company during the financial year, for offences under the Act.
 32. The Company has not received any money as security from its employees during the financial year.
 33. The Company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act.

For **Parikh Parekh & Associates**

Shalini Bhat
(Partner)

Place : Mumbai
Date : July 14, 2011

C. P. No. : 6994

Annexure 'A'

I. Statutory Registers as maintained by the company:

1. Register of Charges u/s 143 of the Act.
2. Register of Members u/s 150 of the Act.
3. Minutes Book of Board Meetings u/s 193 of the Act. (In loose leaf)
4. Minutes Book of General Meetings u/s 193 of the Act. (In loose leaf)
5. Books of Accounts u/s 209 of the Act are being audited by the Statutory Auditors of the Company.
6. Register of Contracts u/s 301 of the Act.
7. Register of disclosure of interest u/s 301 of the Act.
8. Register of particulars of Directors etc. u/s 303 of the Act.
9. Register of Directors' Shareholding u/s 307 of the Act.
10. Register of Investment u/s 372A of the Act.

II. Other Registers:

1. Register of Directors' Attendance
2. Register of Shareholders' Attendance
3. Register of Transfers

For **Parikh Parekh & Associates**

Place : Mumbai
Date : July 14, 2011

Shalini Bhat
(Partner)
C. P. No. : 6994

RAS RESORTS AND APART HOTELS LIMITED



Annexure 'B'

Forms and Returns as filed by the Company with the Registrar of Companies during the financial year ended on March 31, 2011:

Sr. No.	Form No. / Return	Filed under section	For	Date of filing	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid. Yes/No
1.	Form 23AC & 23ACA alongwith Balance Sheet as at 31.3.2010	220	Adopted at the Annual General Meeting held on 24.09.2010	25.09.2010	Yes	N.A
2.	Form 66 alongwith Compliance Certificate for the year ended 31.03.2010	383A	Financial Year 2009-2010	25.09.2010	Yes	N.A.
3.	Form 62	Rule 4A of Companies Deposit Rules	Statement in lieu of advertisement	18.10.2010	Yes	N.A.
4.	Form 20B alongwith Annual Return made upto 24.09.2010	159	Annual General Meeting held on 24.09.2010	12.11.2010	Yes	N.A
5.	Form 32	303(2)	Appointment of Smt. Nalini Shewakramani as Executive Director w.e.f. 15.02.2011	21.02.2011	Yes	N.A.
6.	Form 25C	269(2)	Appointment of Smt. Nalini Shewakramani as Executive Director w.e.f. 15.02.2011	29.03.2011	Yes	N.A.

For **Parikh Parekh & Associates**

Place : Mumbai
Date : July 14, 2011

Shalini Bhat
(Partner)
C. P. No. : 6994

MANAGEMENT DISCUSSION AND ANALYSIS

1. BUSINESS OVERVIEW & TRENDS

Increasing disposable incomes, a change in the spending habits, increasing affordability due to numerous holiday packages and cheaper air fares, domestic tourist traffic has been growing at a rapid pace.

Hotels are increasingly cashing in on food and beverages, restaurants, wellness services and other ancillary services. These services are contributing more than 30% of the overall revenues of our hotel. Non-room revenues of hotels have contributed substantially of overall revenues. Food and price inflation has been a major concern. The Corporates that form our market are likely to increase spends on company travel and conferences. Discretionary spending is likely to grow helping our business of holiday travel.

Your company has benefited from this year to year. Growth will continue but at a slower pace.

2. NATURE OF INDUSTRY

2.1 The hotel industry has always in a challenging stage over year to year. Every event affects the business.

2.1.1 The key characteristics of the hotel industry are :

The industry is primarily capital intensive coupled with depreciation costs on the buildings, furniture, fixtures and equipment and other assets. While your Company has an “Asset light” strategy, they are key strategic assets that need to be locked in through investment. During periods of growth the depreciation and interest costs rise rapidly as capacity additions take place. The relevant parameter for evaluation of management performance in the growth mode is thus EBITDA (Earnings Before Interest Tax Depreciation and Amortization), rather than Profit After Tax (PAT), since the depreciation and

interest costs are expensed relatively quickly (over a 8-10 year frame) against an asset that has a life of 80 to 100 years.

2.1.2 The hotel industry is also cyclical due to the nature of capacity additions being lumpy while the demand growth is smooth. However, the exact position of the industry on the business cycle varies from city to city, depending on the forces of demand and supply in that city. Silvassa has added more Hotels in the last 6 years.

2.1.3 Seasonality Trend : The Indian hotel industry reflects a clear seasonality trend. For example in India, the tourism and hospitality industry shows signs of an uptrend in the months of November to February due to higher tourist flows. The months of June to September on the other hand are months of low occupancies and revenue, with fewer business or leisure visitors. Although there is considerable improvement in the months of June to September that we have experienced.

2.1.4 Strong dependence on the services economy: The hotel industry tourist segment is highly dependent on services economy in terms of performance. Thus in the years of the services economy boom, the hotels business has grown well and has been relatively unaffected by the under performance of the manufacturing sectors of the economy.

2.1.5 Brand Impact: The hotel industry is characterized by strong brand focus resulting in choices being made by the customer based on factors beyond price – especially in the high-end segment where the brand is a hallmark of product and service quality. Your Company and its “Complete Vacation &

Conference Centre” have strong brand recognition and customer loyalty.

2.1.6 Instant perishability of the product: The industry belongs to the service sector and thus the product (service) is instantly consumed and cannot be replenished. Thus, one needs to maximize utilization of available capacity and reduce marginal costs over marginal revenues.

2.1.7 The major cost drivers in the industry are:

- Food and beverage costs
- Employee costs
- Power and fuel expenses
- Administrative and other overhead costs
- Advertising and publicity expenses

3. BUSINESS PERFORMANCE

The significant trends that drive the hotel industry are the opportunities for growth into new markets. Hospitality industry is under going a period of unprecedented change and becoming more a real estate play and will continue to transform. This is also a period of unparalleled opportunity and the need of the hour is to remain at the forefront of understanding the travellers need and demand, both now and into the future. Understanding these key business drivers and delivering the technology will support the hoteliers to stay competitive in a rapidly changing world.

3.1 The Company has continued the Real Estate business and has invested in plots at Silvassa.

4. RISK FACTORS

4.1 Risks related to presence in Silvassa, India

4.1.1 Political and economic environment risks: With the political and economic environment being stable in India, the hospitality industry will be benefited. With the services sector increasing its contribution share of the Indian GDP,

over the medium term the fortunes of our industry are expected to improve further. With India joining the global mainstream of business and attracting more foreign investments and its presently high levels of domestic tourist traffic, the future has good potential for the hotel industry.

4.1.2 Socio-Political risks: The Hotels industry faces risk from the volatile socio-political environment in the local area.

4.2 Industry / sector specific risks

4.2.1 Infrastructure related risks:

Presence of good infrastructure in terms of airports/ roads is critical to attract customers. With the Government of India planning to privatise the airport, to increase efficiency to international standards and the commissioning of the Golden Quadrilateral Highway, business activity is expected to improve, and the hotel industry will benefit from these improvements in infrastructure.

4.2.2 Government concessions / restrictions to the hospitality industry:

Tourism as a major economic activity has been identified as such by the Government of India. The importance of the sector is expected to grow in the coming years.

4.3 Risk associated with the Company

4.3.1 Risk of wage inflation: the hotel industry needs quality employees and with demand for the same improving across the industry, the Company feels that wage inflation is a critical factor in determining costs for the Company. Thus, your Company will continue to focus on improving manpower efficiencies and creating a lean organization, while maximizing effectiveness in terms of customer service and satisfaction, as an area of great importance for the management of your Company.

4.3.2 To strengthen the operations and develop attention to detail your company has added training as a requirement for all new hires.

4.3.3 Client Concentration: Your Company provides its services to 7 broad market segments, namely – Corporate/ Business, Leisure, Longstayers, Groups, Conferences, Events and Packages. The Company does not face any significant risk since there is no excessive concentration of business with any single client.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

5.1 The systematic evaluation and improvement of internal control and internal Audit continued during the year 2010-2011. The coverage has been comprehensive and exhaustive with a great degree of involvement of the Unit personnel and satisfactory compliance with previous year's agreed audit recommendations.

6. LIMITATIONS OF FINANCIAL STATEMENTS

6.1 Contingent Liabilities

6.1.1 The accounting standard definition of a contingent liability is as follows:

- a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence of one or more uncertain future events not wholly within the entity's control; or
- a present obligation that arises from past events but is not recognized because it is not probable that a transfer of economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability.

7. FUTURE OUTLOOK

7.1 INTERNATIONAL

7.1.1 Most economies of the world are in a sustained recession. The world's

largest economy, the United States has been stable in consumer spending and corporate confidence levels.

7.1.2 Increase in technological spending across the world is expected to improve the prospects for the services industry and further improve infrastructure facilities across the world to promote business deals and improve standard of living for the people.

7.2 FUTURE OUTLOOK FOR INDIA

7.2.1 India has emerged as a strong performer in the world scenario in the last financial year. In the current political scenario focus on the reforms has slowed however the process of liberalization is expected to gain further momentum in the coming years.

7.2.2 The Indian economy has been performing consistently and has shown a lot of stability over the last year. This is an important stimulus expected to benefit further revival of economy.

7.2.3 Development in the road infrastructure is expected to improve conditions in the country and thus emerge as a growth driving factor for the economy on the whole.

7.3 FUTURE OUTLOOK FOR THE INDUSTRY

In the future, the demand for the rooms and F & B is expected to grow because of the following factors:

- Improvements in the infrastructure sector viz. roads
- Higher Disposable income
- High GDP growth
- Investment Reforms will further boost up long-term capital inflow into the sector.

In the long term, for the growth of the industry to be sustained, issues like poor infrastructure, high levels of taxation need to be solved. Land development, less of paper and legal work, faster execution is needed to meet the growing demand. Adding rooms at

a faster pace would stabilise the room rates and not have a negative effect on the potential demand in the future.

7.4 REAL ESTATE ACTIVITY

The efforts are on for starting the real estate business activities in Silvassa for high end residential space for leisure purchasers and corporate purchasers. Some success has been achieved in enchasing real estate rates during the current year.

7.5 CONCERNS FOR THE FUTURE

The Governments dependence on coalition partners could dampen business mood.

8. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

8.1 The Company's mission is to achieve and sustain leadership in the Hospitality industry and to deliver value to its customers by rewarding and recognizing quality customer care based upon individual and team performance. The Company provides opportunities for continuous learning and development and abides by fair policies to ensure the well being of its employees, their family, the community and the environment.

8.2 Improvements in all the areas of the hotels have been affected through:

8.2.1 A clear understanding of the group's vision, philosophy and flexibility in the Customer Relationship Management;

8.2.2 To build a culture of trust and transparency, Staff Meetings have been initiated where employees are briefed on the new activities and the business scenario and regular training imparted.

9. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. As 'forward looking statements' are based on certain assumptions and expectations of future events over which the Company exercises no control, the Company cannot guarantee their accuracy nor can it warrant that the same will be realized by the Company. Actual results could differ materially from those expressed or implied. Significant factors that could make a difference to the Company's operations include domestic and international economic conditions affecting demand, supply and price conditions in the hospitality industry, changes in government regulations, tax regimes and other statutes.

REPORT ON CORPORATE GOVERNANCE (Pursuant to clause 49 of the Listing Agreement)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy of Corporate Governance is aimed at assisting the top management of the Company in the efficient conduct of its business and in meeting its obligations to the shareholders.

The Company is committed to learn and adopt the best practices of corporate governance by adopting fair and transparent processes, reporting systems and ensuring regulatory compliance.

2. BOARD OF DIRECTORS

A. Composition of Board

The present strength of the Board of Directors of your Company is seven.

Composition and category of Directors, attendance at Board Meetings and at last AGM, directorships in other companies and in committees as on 31st March 2011 are as follows:

Name of Director	Category of Directorship*	No. of Board Meetings		Attendance at the last AGM	Directorship in other public limited companies in India	No. of Committees in which Chairman/ Member (other than Ras Resorts & Apart Hotels Ltd.)	
		Held	Attended			Member	Chairman
Shri Vishamber Shewakramani	Managing Director	5	5	YES	Nil	-	-
Shri Pravin Vepari	Chairman & I & N.E.D.	5	5	YES	Nil	-	-
Shri Ameet Hariani	*I & N.E.D.	5	5	YES	3	-	-
Shri Vijay Ranjan	*I & N.E.D.	5	4	YES	Nil	-	-
Shri Tekchand Shewakramani	**N.E.D.	5	-	-	Nil	-	-
Shri Gautam Shewakramani	N.E.D.	5	4	YES	Nil	-	-
***Smt. Nalini Shewakramani	E.D.	5	4	YES	Nil	-	-

*I & N.E.D. – Independent & Non-Executive Director

**N.E.D. –Non-Executive Director

***Appointed as Executive Director w.e.f. 15th February, 2011.

Shri Vishamber Shewakramani, Shri Tekchand Shewakramani, Smt. Nalini Shewakramani and Shri Gautam Shewakramani are related to each other. None of the other directors are related interse.

B. Non- executive Directors' Compensation

None of the non- executive directors is paid any remuneration other than sitting fees of Rs. 8000/- for each director for attending each Board Meeting and Rs. 2000/- for each Audit Committee Meeting.

The holdings of non- executive directors in the shares of the Company are as follows:

1. Shri Tekchand Shewakramani	697138 Equity Shares
2. Shri Gautam Shewakramani	206000 Equity Shares

C. Independent Directors

The independent directors are not related to promoters or management at the Board level. All independent directors have confirmed that they meet the independence criteria as mentioned under clause 49 of Listing Agreement. They review, at every board meeting, legal compliance reports prepared by the Company.

D. Board Procedure

Five Board Meetings were held during the year 2010 - 2011. The dates on which the said meetings were held are as follows:

23.04.2010, 13.08.2010, 24.09.2010,
29.10.2010 and 12.02.2011.

The Company has a process to provide inter-alia the information to the Board as required under Annexure IA to Clause 49 of the Listing Agreement. The Board periodically reviews the compliance of all laws applicable to the Company.

All directors have made necessary disclosures about the committee positions, if any, held in other companies.

The Company has not entered into any materially significant transactions, during the year under report, with promoters, directors, senior management personnel etc. other than transactions if any, entered into in the normal course of company's business.

E. Details of Directors to be appointed

The particulars of Directors who are proposed to be appointed / re-appointed at this Annual General Meeting, as required pursuant to clause 49 of the Listing Agreement, are given below:

1. Shri Tekchand Shewakramani is a Businessman and Hotelier since many years. The directorships he holds in various Companies are – Monish Investments Pvt. Ltd., Jamnomal Premises Pvt. Ltd., Ritika Properties & Premises Pvt. Ltd, Ras Diu Hotels Pvt. Ltd., Ras Erectors Pvt. Ltd., Rahul Agrotech(India) Pvt. Ltd. and Burger King Restaurant Pvt. Ltd.
2. Shri Vijay Ranjan is a retired Chief Commissioner of Income Tax. He has done his B.A. (Hons.) and M.A. in English Literature, LLB and P.G. Diploma in Fiscal Studies from the University of BATH, UK. The directorship he holds in other Companies are- Jayatma Informatics Pvt. Ltd.

F. Code of Conduct

The Board has laid down a code of conduct for all Board members and senior management personnel of the Company. The said code of conduct is posted on the company's website www.rrahl.com. All the Board members and senior management personnel have affirmed compliance with the said code of conduct. A declaration signed by the Managing Director and CEO is given at the end of this report.

The Company has also adopted a code of conduct for prevention of Insider Trading. All

the Directors, Senior Management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code. During the year under report, there has been due compliance with the said code of conduct for prevention of Insider Trading.

3. AUDIT COMMITTEE

The Audit Committee comprises of four directors:

1. Shri Pravin Vepari – Independent and Non-Executive Director, Chairman of the Committee
2. Shri Ameet Hariani – Independent and Non-Executive Director
3. Smt. Nalini Shewakramani – Executive Director
4. Shri Vijay Ranjan – Independent and Non-Executive Director

The members of the Committee have the relevant experience in the field of finance, taxation and accounting, with Shri Pravin Vepari, Chairman of the committee, being a Chartered Accountant and Independent Director.

The Managing Director attends the Audit Committee Meetings. Besides the Internal Auditors and finance personnel are invitees to the Audit Committee.

The terms of reference to the Audit Committee cover the matters specified under Clause 49 of the Listing Agreement such as oversight of the Company's financial reporting process; recommending the appointment/reappointment of statutory auditors; reviewing with the management, annual financial statements, quarterly financial statements and other matters, as covered under the role of the Audit Committee in Clause 49. The audit committee has powers, inter alia, to investigate any activity within its terms of reference and to seek information from any employee of the Company/ Company's subsidiary as well as seek outside legal and professional advice. The Audit Committee reviews all the issues that are required to be mandatorily reviewed by it under Corporate Governance.

RAS RESORTS AND APART HOTELS LIMITED



Four meetings of the Committee were held during the financial year. The dates on which the said meetings were held are as follows:

23.04.2010, 13.08.2010, 29.10.2010 and 12.02.2011.

The attendance of each member of the Audit Committee in the meetings is given below:

Name of the Director	No. of meetings held	No. of meetings attended
Shri Pravin Vepari	4	4
Shri Ameet Hariani	4	4
Shri Vijay Ranjan	4	3
Smt. Nalini Shewakramani	4	4

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 24th September, 2010.

4. SUBSIDIARY COMPANY

The Company does not have a subsidiary.

5. REMUNERATION COMMITTEE

The Remuneration Committee comprises of the following directors:

1. Shri Pravin Vepari – Independent and Non-Executive Director, Chairman of the Committee
2. Shri Ameet Hariani – Independent and Non-Executive Director
3. Shri Vijay Ranjan – Independent and Non-Executive Director
4. Smt. Nalini Shewakramani – Executive Director

The Remuneration Committee deals with the matters specified in clause 49 of the listing agreement and also reviews the overall compensation structure and policies of the Company.

Two meetings of the Committee were held during the financial year. The dates on which the said meetings were held are as follows:

29.10.2010 and 12.02.2011.

The attendance of each member of the Remuneration Committee in the meetings is given below:

Name of the Director	No. of meetings held	No. of meetings attended
Shri Pravin Vepari	2	2
Shri Ameet Hariani	2	2
Shri Vijay Ranjan	2	2
Smt. Nalini Shewakramani	2	1

Details of remuneration paid to the Directors of the Company during the year ended 31st March, 2011 are given below:

Name of Director	Salary	Perqui-sites	Com-mission	Others	Sitting fees	Total
Shri Vishamber Shewakramani Managing Director	18,00,000/-	6,00,000/-	-	-	-	24,00,000/-
Smt. Nalini Shewakramani Executive Director	1,50,000/-	-	-	-	38,000/-	1,88,000/-
Shri Pravin Vepari	-	-	-	-	48,000/-	48,000/-
Shri Ameet Hariani	-	-	-	-	48,000/-	48,000/-
Shri Tekchand Shewakramani	-	-	-	-	-	-
Shri Gautam Shewakramani	-	-	-	-	32,000/-	32,000/-
Shri Vijay Ranjan	-	-	-	-	38,000/-	38,000/-

Non-Executive Directors are not entitled to any remuneration other than the sitting fees.

The Company does not have a scheme for grant of stock options.

6. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

The Shareholders'/ Investors' Grievance Committee comprises of Shri Pravin Vepari, Shri Vishamber Shewakramani and Smt. Nalini Shewakramani. The Chairperson of the Committee was Smt. Nalini Shewakramani, a non-executive director upto 12th February 2011.

The Committee looks into redressing of shareholders' and investors' complaints such as transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc. Shri B. H. Joshi is the Compliance Officer of the Company.

No investor complaint was received during the year under review. Outstanding complaints as on 31st March, 2011 were Nil. No requests

RAS RESORTS AND APART HOTELS LIMITED



for transfers were pending for approval as on 31st March, 2011.

Four meetings of the Committee were held during the financial year. The dates on which the said meetings were held are as follows

23.04.2010, 13.08.2010, 29.10.2010 and 12.02.2011

The attendance of each member of the Shareholders' Grievance Committee in the meetings is given below:

Name of the Director	No. of meetings held	No. of meetings attended
Shri Pravin Vepari	4	4
Shri Vishamber Shewakramani	4	4
Smt. Nalini Shewakramani	4	4

The Shareholders' / Investors' Grievance Committee has delegated the powers of approving transfer / transmission of shares to a Share Transfer Committee, which met on frequent basis during the year 2010-2011 (also see para 12.9)

7. GENERAL BODY MEETINGS

Location and time for last three Annual General Meetings:

Year	Location	Date	Time	Special Resolution, if any
2006-07	Green Room, Bombay Cricket Association, Garware Club, Ground Floor, 'D' Road, Churchgate, Mumbai 400 020	17.09.2007	10.00 a.m.	-
2007-08	Green Room, Bombay Cricket Association, Garware Club, Ground Floor, 'D' Road, Churchgate, Mumbai 400 020	18.09.2008	10.00 a.m.	Appointment of Managing Director and payment of remuneration to him.
2008-09	Prince Hall, The National Sports Club of India, Lala Lajpatrai Marg, Worli, Mumbai 400 018	18.09.2009	10.00 a.m.	-
2009-10	Lounge A, The National Sports Club of India, Lala Lajpatrai Marg, Worli, Mumbai 400 018	24.09.2010	10.00 a.m.	--

All the resolutions, including special resolution, set out in the respective notices convening the Annual General Meeting were passed by the shareholders.

No postal ballots were used for voting at these meetings. At the ensuing Annual General Meeting, there is no item on the agenda that needs approval by postal ballot.

8. DISCLOSURES

A. Related Party Transactions

The particulars of transactions between the Company and its related parties as per Accounting Standard 18, are set out in the Notes to Accounts in the Annual Report and were placed before the Audit Committee periodically. Besides these, there were no other materially significant related party transactions that may have potential conflict with the interest of the Company at large.

B. Risk Management

The Board of Directors have been informed from time to time the business risks faced by the Company and the steps taken by the management to face them.

C. Proceeds from Initial Public Offerings (IPOs)

The Company has not made any IPO during the year.

D. Management

A separate report on Management Discussion & Analysis, which forms part of the report, is annexed.

The Company has complied with the requirements of regulatory authorities on matters related to capital markets and no penalties/strictures have been imposed against the Company during the last three years.

Clause 49 of the Listing Agreement mandates to obtain a certificate from either the Auditors or Practicing Company Secretaries regarding the compliance of conditions of Corporate Governance stipulated in the clause and

RAS RESORTS AND APART HOTELS LIMITED



annex the certificate with the Directors' Report, which is sent annually to all the shareholders. The Company has obtained a certificate from the Practicing Company Secretary to this effect and the same is given as an annexure to the Directors' Report.

9. WHISTLE BLOWER POLICY

The Company has not framed any whistle blower policy. However, no person has been denied any access to the Audit Committee.

The Company has not adopted non - mandatory requirements of Clause 49. However the particulars relating to the remuneration committee are given in this report.

10. POSTAL BALLOT

The Company does not have any proposal for postal ballot this year.

11. MEANS OF COMMUNICATION

The quarterly/ half-yearly/ yearly results are regularly submitted to the Stock Exchange in accordance with the Listing Agreement and are published in newspapers like, Mahanayak, Aapli Mumbai, Apala Mahanagar and Business Standard. These are not sent individually to the shareholders.

As per the new clause 52 of Listing Agreement with Stock Exchange, the Company is regularly filing quarterly results, annual report, corporate governance report and the shareholding pattern statement on the corp filing website maintained by Iris Business Services (India) Pvt. Ltd.

There were no presentations made to the institutional investors or analysts.

12. GENERAL SHAREHOLDERS INFORMATION

12.1 Annual General Meeting :

Date and Time : Friday, 30th September, 2011 at 10.00 a.m.

Venue : Garware Club House, Wankhede Stadium, 'D' Road, Churchgate, Mumbai 400 020.

12.2 CIN NO. : L45200MH1985PTC035044

12.2 Financial Calendar

: April to March
 First quarter results
 – last week of July
 Second quarter results
 – last week of October
 Third quarter results
 – last week of January
 Fourth quarter results
 – last week of April

12.3 Date of Book Closure : Friday, 23rd September, 2011 to Friday, 30th September, 2011

12.4 Dividend Payment Date : The dividend if declared shall be paid on or after 30th September, 2011.

12.5 Listing on Stock Exchange : The Bombay Stock Exchange Ltd.

12.6 (a) Stock Code : 507966 at BSE
 – Physical

(b) ISIN Number : INE651D01016
 in NSDL and CDSL

12.7 Stock Price Data

Table below gives the monthly highs and lows of the Company's shares on the Mumbai Stock Exchange (BSE).

High and Low prices of the Company's shares on BSE with corresponding BSE sensex April 2010 to March 2011				
Months	High (Rs.)		Low (Rs)	
	Ras Resort Price	BSE Sensex	Ras Resort Price	BSE Sensex
April 2010	31.35	18,047.86	24.25	17,276.80
May 2010	46.65	17,536.86	30.00	15,960.15
June 2010	47.00	17,919.62	34.95	16,318.39
July 2010	45.90	18,237.56	31.30	17,395.58
August 2010	48.30	18,475.27	37.85	17,819.99
September 2010	44.25	20,267.98	33.85	18,027.12
October 2010	44.00	20,854.55	33.05	19,768.96
November 2010	47.95	21,108.64	31.55	18,954.82
December 2010	43.20	20,552.03	26.65	19,074.57
January 2011	43.65	20,664.80	31.25	18,038.48
February 2011	30.85	18,690.97	27.20	17,295.62
March 2011	40.00	19,575.16	28.95	17,792.17

RAS RESORTS AND APART HOTELS LIMITED



12.8 Registrar & Transfer Agents:

Satellite Corporate Services Private Limited
Registrar and Share Transfer Agents having
their office at:

B-302, Sony Apartment, Opp. St. Jude's High
School, Off Andheri – Kurla Road, Jarimari,
Sakinaka, Mumbai 400 072

12.9 Share Transfer System:

Share transfers are registered and duly
transferred share certificates are returned
to the lodger within a period of thirty days
from the date of receipt, if the documents are
otherwise in order.

The share transfer committee meets as often
as possible to approve transfers and related
matters as may be required.

12.10 Distribution of shareholding as on 31st March, 2011 :

Particulars	No. of shares held	Percentage to total share capital
Promoters	2954450	77.75
Financial Institutions / Banks / Mutual Funds	200	0.01
Corporate Bodies	15294	0.40
NRI/OCB/FII	752	0.02
Hindu Undivided Families	108166	2.85
Individuals	721138	18.97
Total	3800000	100.00

12.11 Dematerialization of shares and Liquidity:

As on 31st March, 2011, 48.45% of the paid
up share capital has been dematerialized.
The shares of the Company are infrequently
traded.

12.12 Outstanding GDRs / ADRs : NA

12.13 Hotel Location:

Survey No. 128, Hissa No. 1, Silvassa Naroli
Road, Silvassa 396 230, Union Territory of
Dadra & Nagar Haveli.

12.14 Addresses for Correspondence:

Registrar and Share Transfer Agents	: Compliance Officer
Satellite Corporate Services Private Limited Unit: RAS RESORTS & APART HOTELS LTD. B - 302, Sony Apartment, Opp. St. Jude's High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai - 400 072 Tel. : +91 22 28520461 +91 22 28520462 Telefax : +91 22 28511809	Shri B. H. Joshi Rosewood Chambers, 99/C, Tulsiwadi, Tardeo, Mumbai 400 034. Tel.: +91 22 4321 6600, 2352 6325 Email: mumbaioffice@ rasresorts.com

13. CEO/CFO Certification

A Certificate from the Managing Director of
the Company in terms of Clause 49(V) of
the Listing Agreement was placed before
the Board Meeting held on July 14, 2011 to
approve the Audited Annual Accounts for the
year ended 31st March 2011.

14. Declaration

As provided under Clause 49 of the listing
agreement with the Stock Exchange, the
Board members and the senior management
personnel have affirmed compliance with the
Code of Conduct for the Board of Directors
and senior management for the year ended
31st March 2011.

RAS RESORTS AND APART HOTELS LIMITED



PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

To the members of
Ras Resorts & Apart Hotels Limited

We have examined the compliance of the conditions of Corporate Governance by **RAS RESORTS & APART HOTELS LIMITED** for the year ended on March 31, 2011, as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and

the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Parikh & Associates**

P. N. Parikh
FCS: 327
CP: 1228

Place : Mumbai
Date : July 14, 2011

AUDITORS' REPORT

To The Members of
RAS RESORTS AND APART HOTELS LIMITED,

We have audited the attached Balance Sheet of **RAS RESORTS AND APART HOTELS LIMITED** as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date, and also the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test check basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to above, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of accounts as required by the law have been kept by the Company so far as it appears from our examination of the books.
 - c) The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Profit and Loss Account and Balance Sheet comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e) In our opinion and based on the information and explanations given to us, none of the directors are disqualified as on 31st March, 2011 from being appointed as directors in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view
 - i. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2011;
 - ii. in the case of the Profit and Loss Account, of the profit of the Company for the year ended on that date; and
 - iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **DAYAL & LOHIA**
Chartered Accountants
Firm Regn. No. 102200W

(S. L. Khandelwal)

Place : Mumbai
Date : 14th July, 2011

Partner
M No: 101388

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 2 of our Report of even date on the accounts of Ras Resorts and Apart Hotels Limited for the year ended 31st March, 2011)

1. In respect of its Fixed assets:
 - a) The Company has maintained proper records showing particulars, including quantitative details and situation of fixed assets.
 - b) The fixed assets have been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
 - c) The Company has not disposed off any substantial part of fixed assets so as to affect its going concern.
2. According to information and explanations given to us, the Company's inventory of stores, food & beverages and operating supplies have been physically verified by the Management at reasonable intervals during the year. The Company has a perpetual inventory system. In our opinion, the frequency of such verification is reasonable.
3. In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firm or other parties covered in the register maintained under section 301 of the Companies Act, 1956:
 - a) According to the information and explanation given to us, the Company has not granted any loan, secured or unsecured to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956;
 - b) According to the information and explanation given to us, the Company has not taken any loan, secured or unsecured, from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956;
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the purchase of inventory, fixed assets and sale of goods and services. During the course of our audit, we have not observed any major weakness in the internal control system.
5. In respect of transactions covered under Section 301 of the Companies Act, 1956, according to the information and explanations given to us, we are of the opinion that there are no contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956.
6. According to the information and explanations given to us, the Company has not accepted the deposit u/s. 58A, 58AA or any other relevant provisions of the Companies Act, 1956 during the year.
7. In our opinion, the Company has an internal audit system commensurate with the size and the nature of the business.
8. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 to the Company.
9.
 - a) According to the records of the Company, there were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other statutory dues outstanding as on 31st March, 2011, for a period of more than six months from the date they became payable.
 - b) According to the records of the Company and information and explanations given to us there are no dues of sales tax,

RAS RESORTS AND APART HOTELS LIMITED



income tax, wealth tax, service tax, custom duty, excise duty on account of any disputes.

10. In our opinion, the Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the year and in the immediately preceding financial year.
11. The Company has not defaulted in repayment of dues to financial institutions or banks.
12. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures or any other securities.
13. In our opinion, the Company is not a Chit Fund, Nidhi or Mutual Fund/Society.
14. According to the information and explanations given to us, the Company does not trade in shares, securities, debentures and other investments.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from any bank or financial institution.
16. In our opinion and on the basis of information and explanations given to us, the term loans availed by the Company were prima facie

applied for the purpose for which the loans were obtained.

17. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, during the year no funds raised on short-term basis have been used for long-term investment by the Company.
18. The Company has not made preferential allotment of shares to Company covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. According to the information and explanations given to us, and to the best of our knowledge and belief no fraud on or by the Company, has been noticed or reported during the year.

For **DAYAL & LOHIA**
Chartered Accountants
Firm Regn. No. 102200W

(S. L. Khandelwal)

Place : Mumbai
Date : 14th July, 2011

Partner
M No: 101388

RAS RESORTS AND APART HOTELS LIMITED



BALANCE SHEET AS AT 31ST MARCH, 2011

	'Schedules'	Rupees	As at 31.03.2011 Rupees	Rupees	As at 31.03.2010 Rupees
SOURCES OF FUNDS					
1. Shareholders' Funds					
Share Capital	'A'		38,000,000		38,000,000
2. Reserves & Surplus	'B'		67,046,413		62,907,295
3. Loan Funds:					
(a) Secured Loans	'C'		35,631,189		28,399,916
(b) Unsecured Loans	'D'		931,533		60,000
4. Time Share	'E'		2,787,522		2,926,850
5. Deferred Tax Liabilities (Net) (Refer Note 9 to Schedule 'P')			6,427,668		6,421,433
TOTAL			150,824,325		138,715,494
APPLICATION OF FUNDS					
6. (a) Fixed Assets	'F'				
Gross Block		149,589,524		144,170,020	
Less: Depreciation		47,861,924		44,013,380	
Net Block		101,727,600		100,156,640	
(b) Capital Work-in-Progress (including Advances on Capital Account)		46,148,703	147,876,303	35,220,406	135,377,046
7. Investments	'G'		1,930		8,276,375
8. Current Assets, Loans & Advances:	'H'				
(a) Inventories		1,448,344		967,945	
(b) Sundry Debtors		2,938,918		1,549,174	
(c) Cash & Bank Balances		1,760,600		1,980,078	
(d) Loans & Advances		24,824,854		9,896,641	
(e) Interest Accrued but not due		32,814		18,354	
		31,005,530		14,412,192	
9. Less: Current Liabilities and Provisions	'I'				
(a) Current Liabilities		11,572,578		7,882,694	
(b) Provisions		16,486,860		11,467,425	
		28,059,438		19,350,119	
Net Current Assets (8-9)			2,946,092		(4,937,927)
TOTAL			150,824,325		138,715,494
Notes to Accounts	'P'				

As per our attached report of even date

For **DAYAL AND LOHIA**
Chartered Accountants
Firm Regn.No. 102200W

S.L. KHANDELWAL
Partner
Membership No. 101388
Mumbai, 14th July, 2011

For and on behalf of the Board

PRAVIN VEPARI

Chairman

VIJAY RANJAN
AMEET HARIANI
NALINI SHEWAKRAMANI
GAUTAM SHEWAKRAMANI

Directors

VISHAMBER SHEWAKRAMANI

Managing Director

Mumbai, 14th July, 2011

RAS RESORTS AND APART HOTELS LIMITED



PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	'Schedules'	Rupees	Year Ended 31.03.2011 Rupees	Rupees	Year Ended 31.03.2010 Rupees
INCOME					
Income from Operations	'J'		68,952,904		56,723,917
Other Income	'K'		5,189,006		1,597,469
TOTAL INCOME			74,141,910		58,321,386
EXPENDITURE					
Food, Beverages, Tobacco & Liquor Consumed	'L'		12,617,815		10,820,498
Payment to and Provisions for Employees	'M'		12,044,566		10,199,644
Operating and Other Expenses	'N'		28,636,493		25,451,967
Depreciation		3,848,544		3,836,689	
Less: Transfer to Revaluation Reserve		594,526		594,526	
Interest	'O'		3,254,018		3,242,163
			3,621,006		2,643,751
TOTAL EXPENDITURE			60,173,898		52,358,023
PROFIT BEFORE TAX			13,968,012		5,963,363
Provision For Tax					
– Current			2,710,000		2,200,000
– Deferred			6,235		(755,807)
– Earlier Years			(128,867)		–
PROFIT AFTER TAX			11,380,644		4,519,170
Balance of Profit brought forward			7,637,347		8,178,177
Profit Carried to Balance Sheet			19,017,991		12,697,347
APPROPRIATION					
General Reserve			600,000		500,000
Dividend Paid/Proposed			5,700,000		3,800,000
Tax on Dividend Paid/Proposed			947,000		760,000
Surplus to Balance Sheet			11,770,991		7,637,347
			19,017,991		12,697,347
Earnings per Share - Basic & Diluted					
Face Value of Share Rs. 10/- each.			2.99		1.19
(Refer Note 8 of Schedule 'P')					
Notes to Accounts	'P'				

As per our attached report of even date

For **DAYAL AND LOHIA**
Chartered Accountants
Firm Regn.No. 102200W

S.L. KHANDLWAL
Partner
Membership No. 101388
Mumbai, 14th July, 2011

For and on behalf of the Board

PRAVIN VEPARI

Chairman

VIJAY RANJAN
AMEET HARIANI
NALINI SHEWAKRAMANI
GAUTAM SHEWAKRAMANI

Directors

VISHAMBER SHEWAKRAMANI

Managing Director

Mumbai, 14th July, 2011

RAS RESORTS AND APART HOTELS LIMITED



SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

	Rupees	As at 31.03.2011 Rupees	Rupees	As at 31.03.2010 Rupees
SCHEDULE 'A'				
SHARE CAPITAL				
Authorised				
100,00,000 (P.Y 100,00,000) Equity Shares of Rs.10/- each		100,000,000		100,000,000
2,00,000 (P.Y 2,00,000) Cumulative Redeemable Shares of Rs.100/- each		20,000,000		20,000,000
TOTAL		120,000,000		120,000,000
Issued, Subscribed and Paid-up				
38,00,000 (P.Y 38,00,000) Equity Shares of Rs.10/- each fully paid-up		38,000,000		38,000,000
TOTAL		38,000,000		38,000,000
SCHEDULE 'B'				
RESERVES & SURPLUS				
CAPITAL RESERVE				
As per last Balance Sheet		2,585,500		2,585,500
SHARE PREMIUM				
As per last Balance Sheet		752,400		752,400
REVALUATION RESERVE				
As per last Balance Sheet	51,432,048		52,026,574	
Less: Depreciation on Revaluation	<u>594,526</u>	50,837,522	<u>594,526</u>	51,432,048
GENERAL RESERVE				
As per last Balance Sheet	500,000		-	
Transferred from Profit & Loss A/c	<u>600,000</u>	1,100,000	<u>500,000</u>	500,000
Balance in Profit & Loss Account		11,770,991		7,637,347
TOTAL		67,046,413		62,907,295

RAS RESORTS AND APART HOTELS LIMITED



SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

	Note No.	As at 31.03.2011 Rupees	As at 31.03.2010 Rupees
SCHEDULE 'C'			
SECURED LOANS			
A. TERM LOANS			
1. From HDFC Bank Ltd (Car Loan) (Repayable within one year Rs 5.64 lacs (P.Y. Rs. 7.58 lacs))	1	1,508,728	2,091,800
2. From ICICI Bank Ltd (Car Loan) (Repayable within one year Rs.2.26 lacs (P.Y. Rs.4.03 lacs))	1	218,046	571,577
(A)		1,726,774	2,663,377
B. WORKING CAPITAL LOAN			
1. From Allahabad Bank overdraft facility	2	33,904,415	25,736,539
(B)		33,904,415	25,736,539
GRAND TOTAL (A+B)		35,631,189	28,399,916

Notes :

- Secured by Hypothecation of Motor Car.
- Secured by a primary charge on the entire fixed assets of the Company, both present & future.

SCHEDULE 'D'

UNSECURED LOANS

From a Director		931,533	60,000
TOTAL		931,533	60,000

SCHEDULE 'E'

TIME SHARE

Time Share Dream Vista		2,193,522	2,332,850
Time Share - Refundable (Refer Note 4 of Schedule 'P')		594,000	594,000
TOTAL		2,787,522	2,926,850

RAS RESORTS AND APART HOTELS LIMITED



SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

SCHEDULE 'F' FIXED ASSETS

Sr. No.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as at 01.04.2010	Additions during the year	Deductions during the year	Total as at 31.03.2011	As at 01.04.2010	For the year	Deductions	Total as at 31.03.2011	As at 31.03.2011	As at 31.03.2010
1.	FREEHOLD LAND AND LAND DEVELOPMENT (Notes 'A' & 'B' Below)	25,889,743	-	-	25,889,743	-	-	-	-	25,889,743	25,889,743
2.	BUILDINGS (Note 'B' below)	71,976,899	2,785,057	-	74,761,956	16,569,121	1,187,899	-	17,757,020	57,004,936	55,407,778
3.	PLANT AND MACHINERY	23,893,559	2,060,705	-	25,954,264	16,306,357	1,230,981	-	17,537,338	8,416,926	7,587,202
4.	WATER SUPPLY SYSTEM	489,592	-	-	489,592	471,370	5,222	-	476,592	13,000	18,222
5.	FURNITURE & FIXTURES	11,220,588	373,768	-	11,594,356	6,285,309	539,815	-	6,825,124	4,769,232	4,935,279
6.	OFFICE AND OTHER EQUIPMENT	2,024,201	199,974	-	2,224,175	1,520,601	143,586	-	1,664,187	559,988	503,600
7.	VEHICLES	8,675,438	-	-	8,675,438	2,860,622	741,041	-	3,601,663	5,073,775	5,814,816
	TOTAL	144,170,020	5,419,504	-	149,589,524	44,013,380	3,848,544	-	47,861,924	101,727,600	100,156,640
	PREVIOUS YEAR	140,358,702	4,044,358	233,040	144,170,020	40,268,926	3,836,689	92,235	44,013,380	100,156,640	100,089,776

NOTE : 'A' Includes cost of land development on leasehold land in respect of which lease rent is paid by the Company.

'B' Includes addition on revaluation of land Rs.24,458,118/-and Building Rs.3,64,73,977/-.

'C' C.W.I.P. Includes advances for various lands Rs 45,148,703/- (P.Y. 35,220,406/-).

RAS RESORTS AND APART HOTELS LIMITED



SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

	Rupees	As at 31.03.2011 Rupees	Rupees	As at 31.03.2010 Rupees
SCHEDULE 'G'				
INVESTMENTS (Unquoted – at cost)				
Long Term				
193	Equity Shares of New India Co-operative Bank Ltd. of Rs 10/- each, fully paid-up	1,930		1,930
Nil	(Previous Year 986,100) Equity Shares of Ras Stock & Financial Services Limited of Rs.10/- each, fully paid-up	–		4,174,445
Nil	(Previous Year 4,10,000) Equity Shares of Hungry Jack Fast Food Pvt Ltd of Rs 10/- each fully paid-up	–		4,100,000
	TOTAL	1,930		8,276,375
SCHEDULE 'H'				
CURRENT ASSETS, LOANS AND ADVANCES				
A. CURRENT ASSETS				
Inventories:				
	Food, Beverages & Tobacco	223,059		200,144
	Liquor & Wine	285,961		89,027
	Operating Supplies (At Cost)	491,890		440,133
	Stores (At Cost)	447,434	1,448,344	238,641
	Sundry Debtors			
	Outstanding over six month - Considered Good	–		13,051
	Others - Considered Good	2,938,918	2,938,918	1,536,123
	Cash and Bank Balances :			
	Cash on Hand & Remittances in Transit	152,034		310,889
	Balances with Scheduled Banks:			
	On Current Account	1,421,066		1,481,689
	On Deposit Account	187,500	1,760,600	187,500
B. LOANS AND ADVANCES				
(Unsecured, Considered Good)				
	Advances recoverable in cash or in kind or for value to be received		19,873,752	5,080,541
	Deposits		4,951,100	4,816,100
			24,824,854	9,896,641
	TOTAL	30,972,716		14,393,838

RAS RESORTS AND APART HOTELS LIMITED



SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

	Rupees	As at 31.03.2011 Rupees	Rupees	As at 31.03.2010 Rupees
SCHEDULE 'I'				
CURRENT LIABILITIES AND PROVISIONS				
CURRENT LIABILITIES				
Sundry Creditors (Refer Note 15 of Schedule 'P')		8,953,538		6,017,784
Other Liabilities		2,619,040		1,864,910
TOTAL CURRENT LIABILITIES		<u>11,572,578</u>		<u>7,882,694</u>
PROVISIONS				
Provision for Taxation		7,616,000		4,906,000
Provision for Gratuity		2,223,860		2,001,425
Provision for Dividend Proposed		5,700,000		3,800,000
Provision for Tax on Dividend		947,000		760,000
TOTAL PROVISIONS		<u>16,486,860</u>		<u>11,467,425</u>
TOTAL		<u><u>28,059,438</u></u>		<u><u>19,350,119</u></u>

SCHEDULE ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	Rupees	Year Ended 31.03.2011 Rupees	Rupees	Year Ended 31.03.2010 Rupees
SCHEDULE 'J'				
INCOME FROM OPERATIONS				
Room Sales		48,582,969		37,432,600
Food, Beverages & Tobacco Sales		11,157,424		10,276,411
Liquor & Wine Sales		7,840,451		6,559,916
Income from Other Services		1,249,666		1,699,387
Miscellaneous Income		122,394		755,603
SUB TOTAL		<u><u>68,952,904</u></u>		<u><u>56,723,917</u></u>

RAS RESORTS AND APART HOTELS LIMITED



SCHEDULE ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	Year Ended 31.03.2011 Rupees	Year Ended 31.03.2010 Rupees
SCHEDULE 'K'		
OTHER INCOME		
Income from Services	–	1,022,352
Interest on Deposit with Banks (Tax Deducted at Source Rs. 1,702/- (P. Y Rs. Nil))	14,460	18,555
Sundry Credit Balances Written Back	201,569	390,997
Miscellaneous Income	388,072	153,565
Profit on Sale of Investment	4,582,905	–
Rent Received	2,000	12,000
SUB TOTAL	5,189,006	1,597,469
TOTAL	74,141,910	58,321,386
SCHEDULE 'L'		
FOOD, BEVERAGES AND TOBACCO CONSUMED		
Opening Stock	200,144	216,524
Add: Purchases	8,573,905	7,046,998
	8,774,049	7,263,522
Less: Closing Stock	223,059	200,144
SUB TOTAL	8,550,990	7,063,378
LIQUOR AND WINE CONSUMED		
Opening Stock	89,027	329,369
Add: Purchases	4,263,759	3,516,778
	4,352,786	3,846,147
Less: Closing Stock	285,961	89,027
SUB TOTAL	4,066,825	3,757,120
TOTAL	12,617,815	10,820,498
SCHEDULE 'M'		
PAYMENTS TO AND PROVISIONS FOR EMPLOYEES		
Salaries, Wages, Training & Bonus	11,556,407	9,786,528
Contribution to Provident & Other Funds	437,694	388,861
Staff Welfare Expenses	50,465	24,255
TOTAL	12,044,566	10,199,644

RAS RESORTS AND APART HOTELS LIMITED



SCHEDULE ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	Year Ended 31.03.2011 Rupees	Year Ended 31.03.2010 Rupees
SCHEDULE 'N'		
OPERATING AND OTHER EXPENSES		
Linen and Room Supplies	2,197,002	1,621,108
Other Operating Supplies	729,943	416,707
Fuel, Power and Light	4,119,883	4,733,613
Repairs & Maintenance:		
Building	3,518,074	1,759,969
Plant & Machinery	784,597	764,037
Others	2,407,042	2,509,522
Telephone, Postage & Telegram	831,819	735,999
Rent	710,346	322,838
Rates & Taxes	300	36,320
Insurance	840,282	873,624
Printing & Stationery	1,012,833	895,038
Traveling, Conveyance & Guest Transportation	2,779,169	2,473,828
Watch & Ward	507,575	587,213
Gardening Expenses	907,587	871,837
Advertisement & Publicity	981,712	975,565
Business Promotion Expenses	494,555	568,133
Commission on Credit Card	274,992	270,031
Legal & Professional Charges	1,556,285	1,238,479
Payment to Auditors:		
Audit Fees	137,875	110,300
Other Matters	82,725	110,300
Directors' Sitting Fees	204,000	234,000
Bad Debts /Debit Balances Written off	3,049	119,243
Musical Expenses	564,412	366,030
Bank Charges	251,784	106,638
Decoration Charges	153,896	153,686
Hiring Charges	214,200	113,688
Labour Charges	768,841	596,376
Transport Charges	195,413	83,586
Travel Agency Commission	438,239	307,387
Membership & Subscription	273,952	346,383
Miscellaneous Expenses	694,111	1,150,489
TOTAL	28,636,493	25,451,967
SCHEDULE 'O'		
INTEREST		
On Term Loan	223,577	188,642
On Cash Credit	3,397,429	2,455,109
TOTAL	3,621,006	2,643,751

SCHEDULE 'P'

Significant Accounting Policies and Notes annexed to and forming part of the Balance Sheet as at 31st March, 2011 and Profit & Loss Account for the year ended 31st March, 2011.

1. STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES:

(i) General

The financial statements are prepared as a Going-concern and Historical cost convention, on an accrual basis and in accordance with the Companies Act 1956. Accounting policies not stated explicitly otherwise are consistent with the accounting principles generally accepted in India.

(ii) Use of Estimates

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and the estimates are recognized in the period in which the results are known / materialised.

(iii) Income Recognition

Revenues are accounted on accrual, except to the extent stated otherwise.

Non-refundable deposits received under a time-share scheme are recognized as revenue over the tenure of the scheme.

(iv) Borrowing costs

Borrowing cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets up to the date when such assets are ready for intended use. Other borrowing costs are charged as expense in the year in which they are incurred.

(v) Fixed Assets

Fixed Assets, other than Land and Building, are carried at cost less depreciation. Buildings and Land, which have been revalued, are carried at replacement cost value, net of depreciation, and fair market value respectively.

Direct costs are capitalized until fixed assets are ready for use. Capital work-in-progress comprises outstanding advances paid to acquire fixed assets, and the cost of fixed assets that are not ready for their intended use at the balance sheet date.

(vi) Depreciation

Fixed Assets, other than Room Airconditioning, Machinery and Electrical Installations acquired upto December 16, 1993 are depreciated on a Straight Line Basis at the rates then prescribed under Schedule XIV to the Companies Act, 1956, whereas those acquired thereafter are depreciated at the revised rates prescribed in the said Schedule XIV. Room Airconditioning, Machinery and Electrical Installations are depreciated on the Straight Line method over the shorter commercial life of 9 years, estimated by the management, in view of continued use of these assets.

Depreciation on additions to building on revaluation is being provided over the remaining useful life as indicated by the valuer. Such depreciation is adjusted against Revaluation Reserve.

(vii) Subsidies

Central Investment Subsidy granted by the Government is credited to "Capital Reserve".

(viii) Inventories

Food & Beverages, Operating supplies and Stores are valued at lower of cost (weighted average basis) or net realizable value.

SCHEDULE 'P' (Contd.)

(ix) Retirement Benefits

The Company contributes towards Provident Fund and Super annuation Fund which are defined contribution schemes. Liability in respect thereof is determined on the basis of contribution required under the statutes/rules. Gratuity liability is accrued and provided for on the basis of actuarial valuations made at the year end. Provision for leave encashment which is an actual liability, is provided for.

(x) Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the long-term investments.

(xi) Foreign Currency Transactions

Foreign currency transactions are recorded at the exchange rate prevailing on the date of the transaction. Gains/losses arising on banking of foreign currency are recognized in the Profit and Loss Account on realization / incurrence.

(xii) Taxes on Income

Provision for current tax is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961. Deferred tax provision is made considering 'timing differences' between book and taxable profit using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is reasonable/virtual certainty that asset will be realized in future.

(xiii) Impairment of Assets

Impairment is ascertained at each balance sheet date in respect of the Company's fixed assets. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimate future cash flows are discounted to their present value based on an appropriate discount factor.

(xiv) Accounting for Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that cash outflow will be required and a reliable estimate can be made of the amount of the obligation. A contingent liability is disclosed when the Company has a possible or present obligation where it is not probable that an outflow of resources will be required to settle it. Contingent assets are neither recognized nor disclosed in the financial statements.

2. CONTINGENT LIABILITY

Liability in respect of Sales Tax on sale of food and beverages at Silvassa is presently unascertainable pending completion of assessment by the authorities.

3. Unexpired Capital Commitment (net of advances) – Rs. 72,528,720/- (Previous Year: Rs.72,836,220/-)

4. TIME SHARE

Time Share Refundable Rs.594,000/- (Previous Year: Rs.594,000/-)

The amount is refundable to the members at the end of thirty years from the date of subscription, and does not carry any interest.

5. SEGMENT REPORTING

The segment reporting of the Company has been prepared in accordance with Accounting Standard (AS-17), "Accounting for Segment Reporting" issued by the institute of Chartered Accountants of India.

RAS RESORTS AND APART HOTELS LIMITED



SCHEDULE 'P' (Contd.)

Segment Reporting Policies

(a) Identification of Segments:

Primary – Business Segment

The Company has identified two reportable segments viz. Hoteliering & Real Estate on the basis of the nature of services, the risk return profile of individual business and the internal business reporting systems.

Secondary – Geographical Segment

The Company operates entirely in India and hence has no geographical segment.

(b) Revenue and expenses have been identified to the segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "allocable expenses". Since the Real Estate segment is still in 'preoperative stage' all the other unallocable expenses are allocated to Hoteliering segment.

(c) Segment assets and segment liabilities represent assets and liabilities in respective segments. Investment, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "unallocated assets" and "unallocated liabilities".

(Rs. in Lakhs)

Sr. No.	Particulars	31st March, 2011	31st March, 2010
1.	Segment Revenue		
	Hoteliering	741.42	583.21
	Real Estate	–	–
	Total	741.42	583.21
	Less: Inter-segment revenue	-	-
	Net Income from operations	741.42	583.21
2.	Segment Results		
	Hoteliering	175.89	86.07
	Real Estate	–	–
Total	175.89	86.07	
3.	Segment Assets		
	Hoteliering	750.53	630.37
Real Estate	341.49	313.70	
4.	Segment Liabilities		
	Hoteliering	142.49	145.60
Real Estate	–	–	
5.	Segment Non Cash Expenses		
	Hoteliering	32.54	32.42
Real Estate	–	–	

6. Consequent to the adoption of the Revised Accounting Standard 15'Employees Benefits' (Revised) issued by the ICAI following disclosures have been made as required by the standard:-

(a) The Company operates post retirement defined benefit plans as follows :

Funded : Provided Fund

Unfunded : Post Retirement Gratuity

SCHEDULE 'P' (Contd.)

(b) Details of gratuity plan are as follows:-

(i) **Amount to be recognized in Balance Sheet and movement in net liability** (Amount in Rupees)

Particulars	31st March, 2011	31st March, 2010
Present Value of Unfunded Obligations	2,223,860	2,001,425
Unrecognised Past Service Cost		
Amount not recognized as an Asset because of the limit in para 59 (b)		
Net Liability recognized in the Balance Sheet	2,223,860	2,001,425

(ii) **Expenses recognized in the Profit & Loss Account**

Particulars	31st March, 2011	31st March, 2010
Current Service Cost	340,390	252,022
Interest Cost	160,114	98,788
Expected return on Plan Assets	—	—
Actuarial Losses / Gains	(278,069)	333,438
Net gratuity expenses included in payments to and provision for employees	222,435	684,248
Actual Return on Plan Assets	—	—

(iii) **Reconciliation of Defined Benefit Obligation**

Particulars	31st March, 2011	31st March, 2010
Opening Defined Benefit Obligation	2,001,425	1,317,177
Current Service Cost	340,390	252,022
Interest Cost	160,114	98,788
Actuarial Losses / Gains	(278,069)	333,438
Liabilities assumed on Amalgamation	—	—
Benefits Paid	—	—
Closing Defined Benefit Obligation	2,223,860	2,001,425

(iv) **Summary of Actuarial Assumptions**

Particulars	31st March, 2011	31st March, 2010
Discount Rate	8%	7.5%
Expected Rate of return on Assets	N.A.	N.A.
Salary Escalation Rate	5%	5%
Mortality	Published notes under the LIC (1994-96) morality tables	

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion, and other relevant factors. The above information is certified by the actuary and relied upon by the Auditors.

RAS RESORTS AND APART HOTELS LIMITED



SCHEDULE 'P' (Contd.)

7. RELATED PARTY DISCLOSURE

The Names of related parties are as under:

A. Key Management Personnel

Vishamber Shewakramani
Nalini Shewakramani

B. Relatives of Key management Personnel

Tekchand Shewakramani
Kamla Shewakramani
Gautam Shewakramani

C. Associate Enterprises

Ras Stock & Financial Services Pvt. Ltd.	Ras Maestros Technology Pvt. Ltd.
Rahul Agrotech (I) Pvt. Ltd.	Primary Cuisine Pvt. Ltd.
Ras Erectors Pvt. Ltd.	Burger King Restaurant Pvt. Ltd.
Gras Health Resorts Pvt. Ltd.	Hungry Jacks Fast Food Pvt. Ltd.
Gautam Premises Pvt. Ltd.	Gautam Enterprises
Ras Diu Hotels Pvt. Ltd.	

D. TRANSACTIONS WITH RELATED PARTIES:

(Amount in Rupees)

		Key Management Personnel	Relatives of Key Management Personnel	Associate Enterprises
Purchase of Services	(Current Yr.) (Previous Yr.)	400 400	800 800	– –
Deposit for Flat	(Current Yr.) (Previous Yr.)	– –	– –	– 25,000
Rent paid	(Current Yr.) (Previous Yr.)	– –	60,000 60,000	119,124 81,000
Remuneration to Directors	(Current Yr.) (Previous Yr.)	2,550,000 1,800,000	– –	– –
Advance for Land	(Current Yr.) (Previous Yr.)	12,000,000 –	– –	– –
Sale of Investment	(Current Yr.) (Previous Yr.)	– –	– –	12,806,350 –

8. EARNINGS PER SHARE (Basic and Diluted):

(Amount in Rupees)

	31st March, 2011	31st March, 2010
1) Profit computation for Earnings per Share of Rs.10/- each: Net Profit (loss) as per Profit & Loss Account, available for Equity Share Holders	11,380,644	4,519,170
2) Weighted Average Number of Equity Shares for Earnings Per Share Computation	3,800,000	3,800,000
3) Earnings Per Share (Basic and Diluted):	2.99	1.19

RAS RESORTS AND APART HOTELS LIMITED



SCHEDULE 'P' (Contd.)

9. The Composition of Net Deferred Tax Liability as at March 31, 2011 is as under: (Amount in Rupees)

		As at March 31, 2011	31st March, 2010
A)	Deferred Tax Liabilities Depreciation	7,114,841	7,039,873
B)	Deferred Tax Assets		
	Disallowance u/s 43B of I.T. Act	687,173	618,440
	Net Deferred Tax Liability	6,427,668	6,421,433

10. Food & Beverages consumption is inclusive of cost of complimentary meals provided to houseguests and staff.
11. Creditors, debtors and advance balances are subject to confirmation and subsequent reconciliation, if any.
12. Salaries and Wages include the following payments/provisions in respect of the Managing Director & Executive Director (excluding provision for gratuity) :

	Current Year Rs.	Previous Year Rs.
Salary & Perks	2,550,000	1,800,000

13. Pursuant to the Company's application, the Government of India has vide its order no.46/7/2010-CL-III dtd 20th January 2010, exempted the Company from giving particulars in respect of quantity-wise details of the turnover consumption and stock for the year ended 31st March, 2011.

14.

	Current Year Rs.	Previous Year Rs.
(a) Earnings in Foreign Exchange	257,795	579,933

15. The company is under process of compiling the data about status of its vendor as micro small and medium enterprises. Hence amount due to micro small and medium enterprises as on 31st March 2011 cannot be ascertained.
16. Current assets, loans and advances have a value on realization in the ordinary course of business atleast equal to the amount at which they are stated.
17. As per bank certificate 371 demand draft totaling to Rs.74,028/- towards dividend for the year 2009-10 are un-encashed.
18. Previous year's figures disclosed have been recast, wherever necessary, to make them comparable with those for the current year.

SIGNATURES TO SCHEDULE "A" TO "P"

As per our attached report of even date

For **DAYAL AND LOHIA**
Chartered Accountants
Firm Regn.No. 102200W

S.L. KHANDELWAL
Partner
Membership No. 101388
Mumbai, 14th July, 2011

For and on behalf of the Board

PRAVIN VEPARI *Chairman*
VIJAY RANJAN
AMEET HARIANI
NALINI SHEWAKRAMANI
GAUTAM SHEWAKRAMANI } *Directors*

VISHAMBER SHEWAKRAMANI *Managing Director*

Mumbai, 14th July, 2011

RAS RESORTS AND APART HOTELS LIMITED



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

	Rs. in lacs	Year ended 31.3.2011 Rs. in lacs	Rs. in lacs	Year ended 31.3.2010 Rs. in lacs
(A) CASH FLOW FROM OPERATING ACTIVITIES:				
Profit/(Loss) before tax		139.68		59.63
Adjustments for :				
Depreciation	32.54		32.42	
Interest Expense	36.21		27.70	
Loss on sale of assets	-		0.64	
Provision for Employee Benefit	2.22		6.84	
Profit on sale of assets	(45.83)		-	
Time Share Dream vista Income	(1.39)		(1.39)	
Interest Income	(0.14)	23.61	(0.19)	66.02
Operating profit before working capital changes		163.29		125.65
Adjustments for :				
Trade & Other receivables	(152.24)		(77.10)	
Inventories	(4.80)		9.47	
Trade Payables & Other Liabilities	36.90	(120.14)	(15.34)	(82.97)
Cash Generated from Operations		43.15		42.68
Income Tax Paid		(10.94)		59.62
Net cash from Operating Activities (A)		32.21		102.30
(B) CASH FLOW FROM INVESTING ACTIVITIES:				
Purchases of fixed assets	(163.48)		(90.98)	
Sale of fixed assets	-		0.77	
Sale of Investment	128.57		-	
Interest received	-	(34.91)	0.02	(90.19)
Net cash used in Investing activities (B)		(34.91)		(90.19)
(C) CASH FLOW FROM FINANCING ACTIVITIES:				
Borrowings (net)		72.31		8.49
Borrowing Unsecured Loan		8.72		(1.25)
Interest Paid on Long Term Loan		(36.21)		(27.70)
Dividend & Dividend Tax Paid		(44.31)		-
Net cash from Financing Activities (C)		0.51		(20.46)
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)		(2.19)		(8.35)
CASH & CASH EQUIVALENTS AS AT 1ST APRIL, 2010 (Opening Balance)		19.80		28.15
CASH & CASH EQUIVALENTS AS AT 31.03.2011 (CLOSING)		17.61		19.80

As per our attached report of even date

For **DAYAL AND LOHIA**
Chartered Accountants
Firm Regn.No. 102200W

S.L. KHANDELWAL
Partner
Membership No. 101388
Mumbai, 14th July, 2011

For and on behalf of the Board

VISHAMBER SHEWAKRAMANI

Managing Director

NALINI SHEWAKRAMANI

Director

Mumbai, 14th July, 2011

RAS RESORTS AND APART HOTELS LIMITED



BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE AS PER PART IV TO SCHEDULE VI TO THE COMPANIES ACT, 1956

1	Registration Details			
	Registration No.	: 35044	State Code	: 11
	Date of Balance Sheet	: 31.03.2011		
2	Capital raised during the year (Amount in Rs. thousands)			
	Public Issue	: NIL	Right Issue	: NIL
	Bonus Issue	: NIL	Private Placement	: NIL
3	Position of Mobilisation and Deployment of Funds (Amount in Rs. thousands)			
	Total Liabilities	: 150824	Total Assets	: 150824
	Source of Funds			
	Paid-up Capital & Share	: 38000	Reserves & Surplus	: 67046
	Application Money	: NIL	Deferred Tax Liabilities	: 6428
	Secured Loans	: 35631	Unsecured Loans	: 932
	Time Share	: 2787		
	Application of Funds			
	Net Fixed Assets	: 147876	Investments	: 2
	Net Current Assets	: 2946	Misc. Expenditure	: NIL
	Debit Balance in P & L A/c	: -		
	Earnings per Share (Basic & Diluted)	: 2.99	Dividend Rate	: 15%
4	Performance of Company (Amount in Rs. thousands)			
	Turnover	: 74142	Total Expenditure	: 60174
	Profit/(Loss) before Tax	: 13,968	Profit/(Loss) after Tax	: 11,381
5	Generic Names of Three Principal Products/ Services of Company (As per Monetary Terms)			
	Item Code No. (ITC Code)	: NOT APPLICABLE		
	Product Description	: HOTEL & RESTAURANT		
	Item Code No. (ITC Code)	: NOT APPLICABLE		
	Product Description	: TIME SHARE		
	Item Code No. (ITC Code)	: NOT APPLICABLE		
	Product Description	: RECREATIONAL SERVICES		

As per our attached report of even date

For **DAYAL AND LOHIA**
Chartered Accountants
Firm Regn.No. 102200W

S.L. KHANDELWAL
Partner
Membership No. 101388
Mumbai, 14th July, 2011

For and on behalf of the Board

PRAVIN VEPARI

Chairman

VIJAY RANJAN

AMEET HARIANI

NALINI SHEWAKRAMANI

GAUTAM SHEWAKRAMANI

Directors

VISHAMBER SHEWAKRAMANI

Managing Director

Mumbai, 14th July, 2011

BOOK-POST

If undelivered please return to :
RAS RESORTS AND APART HOTELS LIMITED
Rosewood Chambers, 99/C, Tulsiwadi,
Tardeo, MUMBAI - 400 034.