

Best Eastern Hotels Ltd.

CIN : L99999MH1943PLC040199

Regd. Offi.: 401, Chartered House, 293/297, Dr. C. H. Street,
Near Marine Lines Church, Mumbai-400 002.

☎ : +91 22-2207 8292 / 6931 4400

email : booking@ushaascot.com • www.ushaascot.com



Date: 28th August, 2024

To,
BSE Limited
Department of Corporate Services,
P.J. Towers, Dalal Street,
Mumbai - 400 001

Ref: Best Eastern Hotels Ltd (Scrip Code: BSE: 508664)

Sub: Notice of the 81st Annual General Meeting of the Members of Best Eastern Hotels Limited and Annual Report for the Financial Year 2023-24

Dear Sir/ Ma'am,

Pursuant to Regulation 30 and Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") please find enclosed the Annual Report of Best Eastern Hotels Limited ("the Company") for the FY 2023-24 along with the Notice of the 81st Annual General Meeting ("AGM") scheduled to be held on Thursday, 19th September, 2024 at 03:00p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company has dispatched the Notice and the Annual Report to the Members today i.e. Wednesday, 28th August, 2024 to those Members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent/Depository Participant(s).

Pursuant to the applicable provisions of the Companies Act, 2013, Listing Regulations and Secretarial Standard-2 on General Meetings, each as amended, the Company is pleased to provide to its Members, the facility to exercise their right to vote electronically, through e-voting services provided by Central Depository Services (India) Limited (CDSL) on all resolutions as set out in the Notice. Further, the facility for voting through e-voting system will also be made available at the AGM and Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM.



The Remote e-Voting period will commence from Monday, 16th September, 2024 (09:00 a.m.) and ends on Wednesday, 18th September, 2024 (05:00 p.m.). The cut-off date for determining the eligibility of Members to vote by remote e-voting or voting at the AGM is Thursday, 12th September, 2024.

The aforesaid documents are available on the website of the Company at www.ushaascot.com and also on the website of CDSL at www.evotingindia.com

This is for your information and appropriate dissemination.

Thanking you,
For Best Eastern Hotels Limited


Dilip V Kothari
Jt. Managing Director
DIN: 00011043





BEST EASTERN HOTELS LIMITED

81st Annual Report 2023-2024



BEST EASTERN HOTELS LIMITED



(CIN-L99999MH1943PLC040199)
BOARD OF DIRECTORS

Mr. Vinaychand Kothari (DIN-00010974)
Chairman & Managing Director

Mr. Dilip V. Kothari (DIN-00011043)
Joint Managing Director

Dr. Ramnik K. Baxi (DIN-00011048)
Independent Director

Mr. Mangal S. Chheda (DIN-00010927)
Independent Director

Mr. Rajesh Kedia
Company Secretary and Compliance Officer
ICSI Membership No. A11282

Ms. Neelam D. Kothari (DIN-02312332)
Non Executive Director

Mr. Manohar R. Tambat (DIN-00011062)
Independent Director

Mr. Dilip V. Kothari
Chief Financial Officer (CFO)

BOARD COMMITTEE

Audit Committee

Dr. Ramnik K. Baxi Chairman
Mr. Dilip V. Kothari Member
Mr. Mangal S. Chheda Member

Stakeholders Relationship Committee

Dr. Ramnik K. Baxi Chairman
Mr. Dilip V. Kothari Member
Mr. Mangal S. Chheda Member

NOMINATION AND REMUNERATION COMMITTEE

Dr. Ramnik K. Baxi Chairman
Mr. Mangal S. Chheda Member

Ms. Neelam D. Kothari Member

AUDITORS

M/s GMJ & Co.
Chartered Accountants
(FRN: 103429W)

SECRETARIAL AUDITOR

Ferrao MSR and Associates.
Company Secretaries

BANKERS

UNION BANK OF INDIA
ICICI BANK LTD.
HDFC BANK LTD.

REGISTRARS & TRANSFER AGENT

Link Intime India Private Limited,
C-101, 247 Park, LBS Marg, Vikhroli West,
Mumbai - 400083 Tel.: 022-49186270
Website: <https://linkintime.co.in/>

REGISTERED OFFICE:

401, Chartered House,
293/299, Dr. C. H. Street, Mumbai – 400 002.
Tel.: 91 22 2207 8292 Tel: 91 22 6931 4400
Email: booking@ushaascot.com

HOTEL SITE:

USHA ASCOT
M. G. Road, Matheran, Dist. Raigad.
Tel.: 91 2148 230360 Fax: 91 2148 230213
Web site: www.ushaascot.com

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NOTICE

NOTICE is hereby given that the 81st Annual General Meeting of **Best Eastern Hotels Limited** will be held on Thursday, 19th September, 2024 at 03:00 pm through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

The proceedings of the Annual General Meeting (“AGM”) shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2024 and the Profit and Loss Account for the year ended on that date together with the Report of the Directors and Auditors thereon.
2. To declare a dividend at the rate of 10% on 10% Cumulative Non-Convertible Redeemable Preference Shares for the financial year 2023-24.
3. To appoint a director in place of Mr. Dilip Vinaychand Kothari (DIN: 00011043), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. To appoint Dr. Rahul Ramnik Baxi (DIN: 10694427) as Independent Director of the Company
To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as ‘the Listing Regulations’) (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Dr. Rahul Ramnik Baxi (DIN: 10694427), be hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from 16th July, 2024 and who is not disqualified to become a director under the Act and who meets the criteria of independence as provided in Act and the Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing 16th July, 2024 to 15th July, 2029.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

For Best Eastern Hotels Limited

Sd/-

Vinaychand Kothari
Chairman & Managing Director
DIN: 00010974

Place: Mumbai

Date: 13th August, 2024

NOTES

1. The Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 2/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 and General Circular No. 3/2022 dated May 5, 2022 and General Circular No.10/2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (*collectively referred to as 'MCA Circulars'*) and Securities Exchange Board of India (SEBI) circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (*collectively referred to as 'SEBI Circulars'*) permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the MCA Circulars, SEBI Circulars and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the Annual General Meeting ("AGM") of the Company is scheduled to be held on **Thursday, September 19, 2024 at 03:00 p.m. (IST)** through VC/OAVM. The members can attend and participate in the AGM only through VC / OAVM only.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents (RTA), Link Intime India Private Limited.
4. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
5. Members are requested to inform regarding changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
6. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.

7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Monday, 26th August, 2024 being cut-off date for the purpose. The Company will not be dispatching physical copies of the Notice and Annual Report to any Member. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.ushaascot.com and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 and 20/2020 dated 5th May 2020 and all other relevant circulars issued from time to time.

With reference to MCA's General Circular Nos. 20/2020 dated 5th May 2020, 02/2021 dated 13th January 2021, 19/2021 dated 18th December 2021, 21/2021 dated 14th December 2021, 10/2022 dated 28th December 2022, 09/2023 dated 25th September, 2023 and all other relevant circulars issued from time to time, it has been decided to allow the companies whose AGMs are due in the Year 2024 to conduct their AGMs in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 5th May 2020.

9. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
10. **Instructions for e-voting and joining the AGM are as follows:**
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April 2020, 13th April 2020 and 5th May 2020 and all other relevant circulars issued from time to time, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 - The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first serve basis.
 - The voting period begins on Monday, 16th September, 2024 (09:00 a.m.) and ends on Wednesday, 18th September, 2024 (05:00 p.m.).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Thursday, 12th September, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- v. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- vi. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

BEST EASTERN HOTELS LIMITED

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- vii. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
 - 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
1. Click on the EVSN for Best Eastern Hotels Limited on which you choose to vote.
 2. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 3. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 4. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 5. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

6. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
7. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

ix. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; accounts@ushaascot.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

11. Instructions for shareholders attending the AGM through VC/OAVM & E-voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at accounts@ushaascot.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

12. Process for those shareholders whose email/mobile no. are not registered with the Company/depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to accounts@ushaascot.com /anushka.shitole@linkintime.co.in
2. For Demat shareholders, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

13. The Board of Directors has appointed Mr. Martinho Ferrao, Company Secretary (Membership no. FCS 6221) of M/s. Martinho Ferrao & Associates as the Scrutinizer to scrutinize the e-voting process and voting during the AGM in a fair and transparent manner, and to ascertain requisite majority.
14. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
15. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.ushaascot.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

Your directors recommend all the resolutions.

For Best Eastern Hotels Limited

Sd/-
Vinaychand Kothari
Chairman & Managing Director
DIN: 00010974

Place: Mumbai
Date: 13th August, 2024

BEST EASTERN HOTELS LIMITED

INFORMATION ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015) AND SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA WITH RESPECT TO GENERAL MEETINGS

Name of Director	Mr. Dilip V Kothari	Dr. Rahul Ramnik Baxi
DIN	00011043	10694427
Date of Birth	15.01.1967	22.10.1980
Date of Original Appointment	01.06.2009	16.07.2024
Qualifications	B.Com, Chartered Accountant	Doctor (Medicine)
Experience / Expertise in specific functional Areas	Overall Business Control, Marketing, Finance and Operation of Resort	Business Control and Medicine
Terms and conditions of appointment / reappointment along with details of remuneration sought to be paid	Executive Director liable to retire by rotation	Non-Executive Independent Director not liable to retire by rotation
Shareholding in the Company including shareholding as Beneficial Owner (Individually or Jointly)	21,90,530	Nil
Number of Meetings of the Board Attended during the Year	5 (Five)	N.A.
Directorships in other Public Limited Companies	None	None
Resignations as Director in other Public Limited Companies	None	None
Membership of Committees in other Public Limited Companies	None	None
Relationship of the Directors Interse	Son of Mr. Vinaychand Kothari	Son of Independent Director Dr. Ramnik Baxi

For Best Eastern Hotels Limited

Sd/-
 Vinaychand Kothari
 Chairman & Managing Director
 DIN: 00010974

Place: Mumbai
 Date: 13th August, 2024

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**Item No. 7**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors propose the appointment of Dr. Rahul Ramnik Baxi (DIN: 10694427) as an Independent Director, for a term of five (5) years from 16th July, 2024 to 15th July, 2029 pursuant to Section 149 of the Act.

Based on the performance evaluation and considering his background, expertise, acumen, experience, and contribution, the association of Dr. Rahul Ramnik Baxi (DIN: 10694427) would be beneficial to the Company and it would be in the best interest of the Company that he serves as an Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”).

Dr. Rahul Ramnik Baxi (DIN: 10694427) is a Doctor and has a wide experience in medical as well as business knowledge.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and provisions of the Listing Regulations and other applicable provisions, the appointment of Dr. Rahul Ramnik Baxi (DIN: 10694427), as an Independent Director for a term of five (5) years is now being placed before the Members for their approval by way of Special Resolution, which the Board recommends.

Except Dr. Rahul Ramnik Baxi (DIN: 10694427), none of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

For Best Eastern Hotels Limited

Sd/-
Vinaychand Kothari
Chairman & Managing Director
DIN: 00010974

Place: Mumbai
Date: 13th August, 2024

DIRECTOR'S REPORT

To the Members,

Your Directors present their 81st Annual Report together with the Audited Statement of Accounts for the year ended on 31st March 2024.

Financial Results:

Particulars	Rupees in lakhs	
	2023-24	2022-23
Total Revenue	622.09	605.52
Total Expenses	599.92	557.96
Profit (Loss) before Taxation	22.17	47.56
Less : Provision for Tax		
Current Tax	9.43	9.29
Deferred Tax	(1.31)	(3.56)
MAT Credit Entitlement	-	(4.64)
Profit (Loss) after Tax for the year	14.05	46.47

Operating Results:

The Company has achieved total revenue of Rs. 622.09 lakh, as compared to total revenue of Rs. 605.52 lakh recorded in the previous year. However the Profit before Tax was lower at Rs. 22.17 lakh as compared to Rs. 47.56 lakh in the previous year mainly due to higher input cost. Your Directors are hopeful towards increasing the revenue and profit during this financial year.

Share Capital

The issued, subscribed and paid up equity share capital of the Company is Rs. 16,850,000 divided into 1,68,50,000 of Rs. 1/- per share (Rupee One each). 10% Cumulative Non-Convertible Preference shares of the Company are Rs. 12,00,000 divided into 12,00,000 shares of Rs. 10/- per share (Rupee Ten each). During the year, the Company has not issued any equity or preference shares.

Dividend on Equity and Preference Shares:

Considering the necessity to conserve resources of the Company, the Board of Directors do not recommend any dividend for the year ended 31st March 2024 on equity shares of the Company. However, the Board of Directors have declared a dividend at the rate of 10% on 10% Cumulative Non-Convertible Redeemable Preference Shares of Rs.12lakh for financial year 2023-24.

Transfer to Reserves:

No amount was transferred to the reserves during the financial year ended 31st March 2024.

Deposits from Public:

The Company has neither invited nor accepted any deposits from Public. The Company does not have any unpaid or unclaimed deposits as at the end of financial year.

Directors and Key Managerial Personnel (KMP)

Shri Dilip Vinaychand Kothari (DIN: 00011043), Executive Non-Independent Director retires by rotation and being eligible offers himself for re-appointment.

Dr. Rahul Ramnik Baxi, (DIN : 10694427) has been appointed as an Independent director of the Company at the Board meeting held on 29th June, 2024 subject approval of the shareholders. The Board has recommended his appointment at the forthcoming Annual General Meeting as Non-Executive Independent Director of the Company, not liable to retire by rotation.

The following policies of the company are attached herewith and marked as **Annexure 1, Annexure 2 and Annexure 3.**

Policy on appointment of Directors and Senior Management (**Annexure 1**)

Policy on Remuneration to Directors' (**Annexure 2**)

Policy on Remuneration of Key Managerial Personnel and Employees (**Annexure 3**)

Directors Responsibility Statement:

Pursuant to sub-section (5) of section 134 of the Companies Act, 2013, the Board of Directors of the company hereby state and confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent 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 and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Social Responsibility (CSR):

The provisions of section 135 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to your company.

However, Company's social welfare and community development initiatives focus on the key areas of education, health care. As a socially responsible Corporate Citizen, the company continues to support a wide spectrum of community initiative through N.G.O.s / Charitable Institutes as well as programs for health, education and environment. Also, your company carries Medical Camps for the locals of Matheran & surrounded areas on regular Basis, including vaccination for school children. These projects are largely in accordance with Schedule VII of the Companies Act, 2013.

Risk Management:

The Company's principal financial liabilities include borrowing, trade and other payables. The Company's principal financial assets include loans, trade receivable, cash and cash equivalents and others. The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

Vigilance Function:

Your Company has developed a structured mechanism of vigilance functions and is focused towards creation of value for all the stakeholders. The practices involve multi-layer checks and balances to improve transparency. Vigilance awareness and preventive vigilance activities were continuously carried out during the year. Guidelines of central vigilance commission (CVC) are being followed.

Internal Financial Control and its Adequacy:

Your Company has put in place adequate internal financial controls with reference to the financial statements. The CFO periodically carries out inspection of assets, debtors and inventory. Audit Committee of the Company periodically reviews the internal financial controls.

Reporting of frauds by Auditors:

During the year, there were no instances of frauds reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013.

Particulars of Loan, Guarantees and Investments under Section 186:

During the year, Company has not given any loan, guarantee or made investment covered under Sec 186 of Companies Act, 2013.

Related Party Transactions:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties, which could be considered material. Particulars of contracts / arrangements / transactions made with related parties, in Form AOC-2 and Related Party Details as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR") given in **Annexure-4**.

Subsidiaries, Joint Ventures and Associate Companies:

During the year under review, no company has become or ceased to be the Company's subsidiary, joint venture or associate company.

Details of Significant and Material Orders passed by the Regulators, Courts and Tribunals:

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, no case of sexual harassment was reported.

Material Changes and Commitment if any affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate and the date of the report:

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate on the date of this report

Secretarial Standards:

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

Performance Evaluation:

The annual evaluation of the performance of the Board, its Committees and of individual directors has been carried out by the NRC and the Board of Directors on the basis of criteria such as experience, competencies, performance of duties & obligations, contribution in the meetings and otherwise, independent judgment and impact made by being on the Board of the Company.

Meetings of the Board and Committees:

Board:

During the financial year 2023-24, 5 (five) Board Meetings were held. Meetings were held on 30th May 2023, 03rd July, 2023, 11th August, 2023, 07th November, 2023 and 13th February, 2024.

Committees:

Audit Committee:

During the financial year 2023-24, 4 (four) Meetings were held on the following dates: 30th May 2023, 11th August, 2023, 07th November, 2023 and 13th February, 2024. The recommendation by the Audit Committee as and when made to the Board has been accepted. All members of the Audit Committee possess strong knowledge of accounting and financial management. The Chairman, the Managing Director, Chief Financial Officer, and Statutory Auditors are regularly invited to attend the Audit Committee Meetings. Significant audit observations and corrective actions as may be required and taken by the management are presented to the Audit Committee. The Board has accepted all recommendations made by the Audit Committee from time to time.

Name of Director	Designation	Number of Meetings	
		Held	Attended
Dr. Ramnik Baxi	Chairperson - Non Executive Independent Director	4	4
Mr. Dilip V. Kothari	Member - Joint Managing Directors & Chief Financial Officer	4	4
Mr. Mangal Chedda	Member - Non Executive Independent Director	4	4

Nomination & Remuneration Committee:

During the year under review, one meeting were held on 03rd July, 2023

Name of Director	Designation	Number of Meetings	
		Held	Attended
Dr. Ramnik Baxi	Chairperson - Non Executive Independent Director	1	1
Ms. Neelam D. Kothari	Member – Director	1	1
Mr. Mangal Chedda	Member - Non Executive Independent Director	1	1

Stakeholders Relationship Committee :

Pursuant to the Companies Act, 2013 and the Listing Regulations, the Company has constituted a Stakeholders Relationship Committee. The Committee looks into the grievances of security holders of the Company.

During the financial year 2023-24, the Committee met once on 11th August, 2023 to, inter alia, review the status of investors' services rendered. The Committee was apprised of all the major developments on matters relating to investors. In addition, the Committee also looked into matters that can facilitate better investor services and relations. During the financial year 2023-24, no complaints from investors were received on any matters.

Meeting of Independent Directors:

The Independent Directors of the Company meet without the presence of the Chairman, Managing Director / Chief Executive Officer, other Non- Independent Director, Chief Financial Officer, Company Secretary and any other Management Personnel. This Meeting is conducted to enable the Independent Directors to, inter-alia, discuss matters pertaining to review of performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company (taking into account the views of the Executive and Non-Executive Directors), assess the quality, quantity and timeliness of flow of information between the Company Management and the Board, that is necessary for the Board to effectively and reasonably perform its duties. One meeting of Independent Directors was held on 13th February, 2024. The said meeting was attended by all Independent Directors of the Company.

Annual Return:

The Annual Return in Form MGT-7 for the financial year ended 31st March 2024, is available on the website of the Company at www.ushaascot.com

Transfer of Dividend to IEPF:

In terms of Section 124 of the Act, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. No claim lies against the Company in respect thereof.

Auditors:

M/s GMJ & Co. (Firm Registration No. 103429W), Chartered Accountants were appointed as statutory auditors of the company for a period of five years i.e. from the conclusion of the 80th Annual General Meeting till the conclusion of the 85th Annual General Meeting of the Company.

Auditors Report:

The comments made in Auditors Report read with notes on accounts are self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

With reference to the remark at GMJ & Co of the Statutory Audit report it is hereby clarified that pursuant to the provision to Rule 3(1) of the Companies (Accounts) Rules, 2014 as amended by the Companies (Account) Amendment Rules 2021, the Company was required to enable the audit trail feature in the accounting software however due to some reasons the feature was not enabled. The management upon realization has already taken corrective steps and have now ensured that the said feature stays activated.

Listing:

The Equity Shares of the Company are listed on BSE Limited, Mumbai. It may be noted that there are no payment outstanding to the said Exchange by way of listing fees etc.

Secretarial Audit Report:

In accordance with Section 204 of the Companies Act, 2013, the Company had appointed Ferrao MSR & Associates, Company Secretaries as Secretarial Auditors for the financial year ended 31st March 2024. The Secretarial Auditor's report forms part of the Annual Report.

Particulars of Employees:

Information as per Section 197 of the Companies Act, 2013 (the 'Act') read with the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended by notification dated 30/06/2016, list of the top ten employees in terms of remuneration drawn is annexed as **Annexure - 5**. None of the employees are employed on a remuneration of Rs. 8,50,000/- p.m. or Rs. 1,02,00,000/- p.a.

Energy Conservation, Technology Transfer and Foreign Exchange Earnings and Outgo:

Information required to be disclosed pursuant to section 134 (3) (m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 with respect to conservation of energy, technology absorption and foreign exchange earning & outgo are furnished hereunder:

- a) **Conservation of Energy:** The Company has always given high priority to energy conservation. Constant efforts have been made to reduce energy consumption on continuous basis. Employee awareness and effective monitoring of uses of energy are being pursued. The Company is also examining the use of alternative source of energy. It had already implemented Hot Water System at the hotel site and converting normal lighting to PL/CFL lighting to save fuel and electricity consumption to the considerable extent.
- b) **Technology Absorption:** The Company being in the hospitality industry, its activities do not as such involve any technology absorption or expenditure on research and development. Nonetheless, the Company's endeavors would be to achieve what is best possible in its business.
- c) **Foreign Exchange Earnings & Outgo:** Rs. 1.09 lakh being realization under credit cards (Previous year Rs. 0.07) and Outgo Rs. Nil (Previous year Nil)

Corporate Governance:

Regulation 15(2t) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 in respect of Corporate Governance is not applicable to your Company since the paid-up capital of the company is less than Rs. 3 crore.

Cost Records as Specified by the Central Government:

Making and Maintenance of cost records as specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013 is not required by the Company.

Acknowledgements:

The Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, Central & State Government, Local Authorities and all other authorities during the year under review. Your Directors would also like to thank its customers, contractors and suppliers for their continuous support and confidence in its management.

The Directors would like to appreciate the efforts of the Company's employees for their dedicated support extended to the Company.

For and on behalf of the Board

Sd/-

Vinaychand Kothari

Chairman & Managing Director

DIN: 00010974

Sd/-

Dilip V Kothari

Jt. Managing Director & CFO

DIN: 00011043

Place: Mumbai

Date : 29th May, 2024

ANNEXURE 1

POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT

Appointment of Directors

The Nomination and Remuneration Committee (NRC) of the Board of Directors (Board) of the Company reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and also independence of director when Independent Director is to be appointed:

1. All Board appointments will be based on merit, in the context of the skills, experience, diversity, and knowledge, for the Board as a whole to be effective.
2. Ability of the candidates to devote sufficient time and attention to his / her professional obligations as Director for informed and balanced decision making;
3. Adherence to the applicable Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Directors;

Based on the recommendations of the NRC the board will evaluate the candidates and decide on the selection the appropriate member. The Board through the Chairman or the Managing Director will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act, 2013 and Rules made there under.

Removal of Directors

If a director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations there under or due to non - adherence to the applicable policies of the Company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions.

Senior Management Personnel

The NRC shall identify persons based on merit, experience and knowledge who may be appointed in senior management team.

Senior Management personnel are appointed or promoted and removed/relieved with the authority of Managing Director & CEO based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed one level below the Key Managerial Personnel during a quarter shall be presented to the Board.

For and on behalf of the Board

Sd/-
Vinaychand Kothari
Chairman & Managing Director
DIN: 00010974

Sd/-
Dilip V Kothari
Jt. Managing Director & CFO
DIN: 00011043

Place: Mumbai
Date: 29th May, 2024

ANNEXURE 2**POLICY FOR REMUNERATION OF THE DIRECTORS****General**

This Policy sets out the approach to Compensation/remuneration/commission etc. will be determined by Committee and Recommended to the Board of Directors, for approval. Also remuneration to be paid to the Managing Director, other executive directors in accordance with provisions of Companies Act, 2013, and other statutory provisions if any, would require to complying for time being of appointment of such person.

Policy Statement

The Company has a well-defined Compensation policy for Directors, including the Chairman of the Company. The overall compensation philosophy which guides us to focus on enhancing the value, to attract, to retain and motivate Directors for achieving objectives of Company and to become a major player in market, to be the most trusted brand in the business we operate in and focus on customer serenity through transparency, quality and on time delivery to be a thought leader and establish industry benchmarks in sustainable development.

In order to effectively implement this, the Company has built a compensation structure by a regular annual benchmarking over the years with relevant players across the industry the Company operates in.

Non-Executive Including Independent Directors

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV to the Companies Act, 2013 and the LODR with Stock Exchanges and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolutions.

Managing Director (MD) and Executive Director

Remuneration of the MD and Executive Directors reflects the overall remuneration philosophy and guiding principle of the Company. While considering the appointment and remuneration of Managing Director and Executive Directors, the NRC shall consider the industry benchmarks, merit and seniority of the person and shall ensure that the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. The policy aims at a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The remuneration to the MD shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as per the policy of the Company from time to time and as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of appointment, the variable compensation will be determined annually by the NRC based on the performance of MD.

The term of office and remuneration of MD is subject to the approval of the Board of Directors, shareholders, and Central Government, as may be required and within the statutory limits laid down in this regard from time to time.

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay, subject to the requisite approvals, remuneration to its MD in accordance with the provisions of Schedule V to the Companies Act, 2013

If a MD draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government of the Company.

Remuneration for MD is designed subject to the limits laid down under the Companies Act, 2013 to remunerate him / her fairly and responsibly. The remuneration to the MD comprises of salary, perquisites and benefits as per policy of the Company and performance-based incentive apart from retirement benefits like P.F., Superannuation, Gratuity, Leave Encashment, etc. as per Rules Salary is paid within the range approved by the Shareholders. Increments are effective annually, as recommended /approved by the NRC / Board. The MD is entitled for grant of Stock Options as per the approved Stock Options Schemes of the Company from time to time.

Directors

The MD is an executive of the Company and draws remuneration from the Company. The Non-Executive Independent Directors receive sitting fees for attending the meeting of the Board and Committee thereof, as fixed by the Board of Directors from time to time subject to statutory provisions. The Non-Executive Independent Directors would be entitled to the remuneration under the Companies Act, 2013. In addition to the above, the Directors are entitled for reimbursement of expenses incurred in discharge of their duties.

The Company may also grant Stock Options to the eligible employees and Directors (other than Independent Directors) in accordance with the ESOP Schemes of the Company from time to time and subject to the compliance statutes and regulations.

Disclosures

Information on the total remuneration of members of the Company's Board of Directors, Managing Director and Executive Directors and KMP/senior management personnel may be disclosed in the Board's report and the Company's annual report / website as per statutory requirements in this regard.

For and on behalf of the Board

Sd/-
Vinaychand Kothari
Chairman & Managing Director
DIN: 00010974

Sd/-
Dilip V Kothari
Jt. Managing Director & CFO
DIN: 00011043

Place: Mumbai
Date: 29th May, 2024

ANNEXURE 3**POLICY ON REMUNERATION OF KEY MANAGERIAL PERSONNEL AND EMPLOYEES****Objective**

To establish guidelines of remuneration/ compensation/ commission etc. to be paid for employees by way of fairly and in keeping with Statutes, it will be determined by the Nomination & Remuneration committee (NRC) and the NRC will recommend to the Board for approval.

Standards

1. All employees, irrespective of contract, are to be paid remuneration fairly and the remuneration is to be externally competitive and internally equitable. The remuneration will be paid in accordance with the laid down Statutes.
2. Remuneration for on-roll employees will include a fixed or guaranteed component payable monthly; and a variable component which is based on performance and paid annually.
3. The fixed component of remuneration will have a flexible component with a bouquet of allowances to enable an employee to choose the allowances as well as the quantum based on laid down limits as per Company policy. The flexible component can be varied only once annually in the month of July, after the salary increment exercise.
4. The variable component of the remuneration will be a function of the employee's grade.
5. The actual pay-out of variable component of the remuneration will be function of individual performance as well as business performance. Business performance is evaluated using a Balance Score Card (BSC) while individual performance is evaluated on Key Result Areas (KRA). Both the BSC & KRAs are evaluated at the end of the fiscal to arrive at the BSC rating of the business and PPS rating of the individual.
6. An Annual compensation survey is carried out to ensure that the Company's compensation is externally competitive. Based on the findings of the survey and the business performance, the committee decides:
 - (i) The increment that needs to be paid for different performance ratings as well as grades.
 - (ii) The increment for promotions and the total maximum increment.
 - (iii) The maximum increase in compensation cost in % and absolute.
 - (iv) Compensation corrections are made in a few cases where it is outside the band or to keep it tune with the market.

For and on behalf of the Board

Sd/-

Vinaychand Kothari
Chairman & Managing Director
DIN: 00010974

Sd/-

Dilip V Kothari
Jt. Managing Director & CFO
DIN: 00011043

Place: Mumbai

Date: 29th May, 2024

ANNEXURE 4

FORM AOC - 2

{Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014}

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third provision is given below:

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of Contracts or Arrangements with related parties along with justification of these contracts, pursuant to requirements of Section 134 (h) and 188 (2) of the Companies Act, 2013 is given hereunder.

1. Details of contracts or arrangements or transactions not at arm's length basis

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transaction	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first provision to section 188
1	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

2. Details of material contracts or arrangement or transactions at arm's length basis.

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1.	Mr. Vinaychand Yadavsingh Kothari, Managing Director of the Company, also Owner of premises rented to Company.	Rental of premises duly approved by Board	Renewed w.e.f. 1st April, 2010 (with no increase in rent till date)	Premises situated at 401, Chartered House, 293/299, Dr. C H St., Near Marine Lines, Church, Mumbai - 400002 taken on rent by Company for Registered office from owner Shri Vinaychand Kothari at monthly rent of Rs. 70,000/-	30/04/2010	Nil
2.	Sardar Sarovar Holiday Resorts LLP	Support Services provided, duly approved by the Board	From 1st April, 2023	Human resource and other common shared facilities (such as telephone, etc). Rs.7,35,700/- Annual	29 th May 2023	Nil

Related Party Disclosures as per Schedule V of SEBI (LODR), 2013

Sr. No	In the accounts of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.
1	Holding Company	Loans and advances in the nature of loans to subsidiaries by name and amount. Loans and advances in the nature of loans to associates by name and amount. Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.
2	Subsidiary	Same disclosures as applicable to the parent company in the accounts of subsidiary Company
3	Holding Company	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan.

Note: Not applicable since the Company is has not entered into any related party transaction as per Companies Act, 2013, since all the transactions entered are on ordinary course of business and on arms length basis.

Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which holds 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results.

The above is disclosed in Note 35 of Financial Statements.

For and on behalf of the Board

Sd/-

Vinaychand Kothari

Chairman & Managing Director

DIN: 00010974

Sd/-

Dilip V Kothari

Jt. Managing Director & CFO

DIN: 00011043

Place: Mumbai

Date: 29th May, 2024

ANNEXURE 5

DISCLOSURE AS REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULE, 2014 AS AMENDED BY THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016 (As on 31.03.2024)

INFORMATION OF THE TOP 10 EMPLOYEES IN TERMS OF REMUNERATION DRAWN

Sr. No.	Name of Employee	Designation	Remuneration Received Gross (Rs.)	Nature of Employment (Contractual or Otherwise)	Qualification	Experience in years	Date of Commencement of Employment	Age in Years	Last Employment	% (Equity)	Employee is relative of Director / Manager (Name of Director/ Manager)
1	Mr. Vinaychand Kothari	Chairman & Managing Director	35,10,000	Regular	Matriculate	56	01.06.2000	76	Hotel Relax Pvt. Ltd.	25.798%	Relative of Dilip V. Kothari & Neelam D. Kothari
2	Mr. Dilip V Kothari	Jt. Managing Director	27,30,000	Regular	B.Com, C.A.	35	01.06.2000	57	Hotel Relax Pvt. Ltd.	13.00%	Relative of Shri Vinay Kothari & Neelam D. Kothari
3	Mr. Rahul Munot	GM	5,10,089	Regular	B. Com	26	10.09.2004	48	—	Nil	Nil
4	Mrs. Chanchal Munot	F&B Exec.	4,20,000	Regular	B. Com	17	01.04.2008	46	—	Nil	Nil
5	Mr. Nitesh Jain	Accountant	4,98,000	Regular	B. Com	12	01.01.2012	34	—	Nil	Nil
6	Mr. Kishore More	FOM	3,37,697	Regular	B. Com	28	01.10.2018	49	—	Nil	Nil
7	Mr. M. P. Pandey	Chief Engg.	3,22,256	Regular	Diploma	33	23.11.2011	64	—	Nil	Nil
8	Mr. Ranesh farande	Assist. Cook	2,40,892	Regular	B.com	05	01.11.2020	39	—	Nil	Nil
9	Mr. Vijay Ahir	Sales Exec.	2,58,000	Regular	F.Y. BA	10	01.04.2014	35	—	Nil	Nil
10	Mr. Dikar Singh Oli	Chief Cook	3,37,544	Regular	S.S.C.	9	01.10.2014	49	—	Nil	Nil

**By Order of the Board
Best Eastern Hotels Ltd.**

Sd/-

Vinaychand Kothari

Chairman & Managing Director

DIN: 00010974

Sd/-

Dilip V Kothari

Jt. Managing Director & CFO

DIN: 00011043

Place: Mumbai

Date: 29th May, 2024

MANAGEMENT DISCUSSION AND ANALYSIS**Industry Structure, Developments and Outlook****Economic Overview (Global Economy)**

Advanced economies will see a modest growth increase from 1.6% in 2023 to 1.8% in 2025. Emerging markets will experience a slight slowdown, with growth expected to stabilize at 4.2%. Global inflation is forecasted to decrease from 6.8% in 2023 to 4.5% by 2025.

In 2023, global tourism grew significantly, with international arrivals reaching 1,286 million, a 34% increase from 2022. The global hospitality industry also saw a boost, with revenues reaching US\$ 4.7 trillion and expected to hit US\$ 5.5 trillion in 2024. The industry adapted by enhancing guest experiences and integrating new technologies.

Indian Economy, Hospitality and Tourism

India's focus on infrastructure has spurred economic growth, with the country becoming the world's fifth-largest economy by nominal GDP. The GDP growth rate for FY 2023-24 is projected at 7.6%. Key sectors like manufacturing and construction showed strong growth. The RBI has maintained a steady repo rate of 6.5%, supporting stable inflation and economic growth. Private consumption and investment are expected to rise, benefiting from improved rural activity and consumer spending.

India's hospitality and tourism sector has rebounded with increased international arrivals. Government initiatives like easing visa restrictions and promotional campaigns are fostering growth. New projects and enhanced connectivity are set to drive further expansion. Technology adoption, such as contactless check-ins and digital payments, has boosted recovery, instilling traveler confidence and improving industry standards.

Outlook for the Matheran Hotel

Our Matheran hotel is well-positioned for continued success, benefiting from Matheran's rising popularity as a premier holiday destination. With approximately two lakh passengers using the toy train in 2023-24, and many more tourists arriving by other means of transport (including the new e-rickshaws), we are set to attract a diverse range of visitors. Government initiatives like 'Swadesh Darshan' and 'PRASHAD' are enhancing tourism infrastructure, creating a favorable environment for growth. Our investment in advanced amenities and flexible booking options will cater to the growing demand and enhance the guest experience.

Future Prospects Based on Market Research

Looking ahead, the future prospects for our Matheran hotel are bright. Government-led initiatives such as improved infrastructure projects and the electronic visa system are expected to boost tourism significantly. As international and domestic travel recovers, our hotel's modern offerings, align with industry trends towards technological integration and enhanced guest safety. Increased tourism and government support will drive growth, positioning our hotel as a key player in Matheran's evolving hospitality landscape.

India's hospitality sector is poised for growth with a resurgence in international travel, major events, and government support. The sector will benefit from increased MICE and corporate bookings, improved infrastructure, and rising demand for branded accommodations. Trends include a focus on wellness, sustainability, and technological integration.

Financial and Operating Performance

The Company has achieved total revenue of Rs. 622.09 lakh, an increase of 2.73% as compared to total revenue of Rs. 605.52 lakh recorded in the previous year. However, the Profit before Tax was reduced to Rs. 22.17 lakh, as compared to profit before tax of Rs. 47.56 lakh in the previous year. One of the main reasons for decrease in profit was mainly to higher input cost. The Company continues to be largely engaged in hospitality and related businesses.

The financial statement is in confirmation with provisions of the Companies Act, 2013 and applicable accounting standard recommended by the Institute of Chartered Accountants of India. The financial statement reflects the genuine desire for the transparency and best judgment for the estimates made on prudent and reasonable bases to correctly reflect the true and fair affairs of the company

Internal Control Mechanism and Adequacy

The Company has a proper and adequate system of internal control to ensure that all assets are safeguarded and protected against any loss from unauthorized use or disposition and that transaction are authorized, recorded, and reported correctly. The Company's internal control systems are periodically reviewed by the management together with the Audit Committee of the Board. The emphasis of internal control prevails across functions and processes, covering the entire gamut of activities.

Internal Financial Controls (IFC)

The Directors have devised a framework for Internal Financial Controls to be followed by the Company that conforms to the requirements of Section 134(5)(e) of the Companies Act, 2013 and incorporates measures that ensure adequate and continuing operating effectiveness of internal financial controls. Furthermore, in accordance with Section 149(8), read with the Code for Independent Directors laid down under Schedule IV, Clause II (3) of the Companies Act, 2013, the Independent Directors have satisfied themselves on the integrity of financial information and have ensured that Financial Controls and systems of Risk Management are robust and secure. To enable the Directors to meet these responsibilities, the Board has devised the necessary systems, frameworks and mechanisms within the Company. The Board has empowered the Audit Committee to periodically review and confirm that the mechanism remains effective and fulfill the objectives for which they have been created.

HUMAN RESOURCES DEVELOPMENT/INDUSTRIAL RELATIONS:

The Company recognizes the need for continuous growth and development of its employees to provide greater job satisfaction and also to equip them to meet growing organizational challenges. Industrial relations have continued to be harmonious at all units throughout the year. Measures for safety of employees, Welfare and development continue to receive top priorities.

CAUTIONARY STATEMENT:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward looking statements within the meaning of applicable security laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however differ materially from those expressed or implied. The Company assumes no responsibility in respect of forwarded looking statements herein which may undergo changes in future based on subsequent developments, information or events of the Company.

The Board takes this opportunity to thank all employees for their commitment, dedication and co-operation.

For and on behalf of the Board

Sd/-
Vinaychand Kothari
Chairman & Managing Director
DIN: 00010974

Sd/-
Dilip V Kothari
Joint Managing Director & CFO
DIN: 00011043

Place: Mumbai
Date: 29th May, 2024

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,

Best Eastern Hotels Limited

401, Chartered House, 293/299, Dr. C.H. Street,
Near Marine Lines Church,
Mumbai - 400002

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Best Eastern Hotels Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We have examined the papers, minute books, forms, returns filed and other records maintained by the Company provided to us for the financial year ended on 31st March 2024. Based on our examination as aforesaid and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

The Audit has been conducted for the financial year ended on 31st March 2024 in accordance with the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the financial year under review)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended:
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")
 - (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable to the Company during the financial year under review**
- (g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **Not applicable as the Company is not registered as a Registrar to an issue and Share Transfer Agent.**
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable as the Company has not delisted its equity shares from any Stock Exchange during the financial year under review** and
- (i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **Not applicable as the Company has not bought back any of its securities during the financial year under review.**

We have also examined the compliances of the provisions of the following other laws applicable specifically to the Company wherein we have also relied on the representations made by the head of the respective departments in addition to the checks carried out by us:

- i. Food Safety and Standards Act, 2006 and Rules made thereunder
- ii. The Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder
- iii. The Environment Protection Act, 1986
- iv. The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. Listing Agreements entered into by the Company with BSE Limited.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors for the Board Meetings. Agenda and detailed notes on agenda were, in most cases, sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Consent of the Board of Directors was obtained in cases where Meetings were scheduled by giving notice or agenda papers less than seven days.

All decisions are carried through with requisite majority. There were no dissenting views from the Board members during the period under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review:

The shareholders of the Company approved the following at their Annual General Meeting held on 18th August, 2023

- 1. Re-appointment of Shri Vinaychand Kothari (DIN: 00010974) as Chairman and Managing Director of the Company for another term of five (5) consecutive years commencing from June 01, 2024 to May 31, 2029.

2. Re-appointment of Shri Dilip V. Kothari (DIN: 00011043) as Joint Managing Director of the Company for another term of five (5) consecutive years commencing from June 01, 2024 to May 31, 2029.
3. Re-appointment of Shri Manohar Tambat (DIN: 00011062) as Independent Director of the Company for a second term of five (5) consecutive years commencing from September 12, 2022 to September 11, 2027.

For **Ferrao MSR & Associates**
Company Secretaries

Sd/-

Martinho Ferrao

Partner

FCS 6221

CP No 5676

UDIN: F006221F000550853

Place: Mumbai

Date: 29th May, 2024

This report is to be read with our letter which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,
The Members,
Best Eastern Hotels Limited
401, Chartered House, 293/299, Dr. C.H. Street,
Near Marine Lines Church,
Mumbai - 400002

Our report is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Ferrao MSR & Associates
Company Secretaries**

Sd/-

**Martinho Ferrao
Partner**

FCS 6221

CP No 5676

UDIN: F006221F000550853

Place: Mumbai

Date: 29th May, 2024

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF BEST EASTERN HOTELS LIMITED****Report on the Audit of the Ind AS Financial Statements****Opinion**

We have audited the accompanying Ind AS financial statements of **BEST EASTERN HOTELS LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and notes to financial statements, including a summary of material accounting policies.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No.	Key Audit Matter	How was the matter addressed in our audit
1	<p>Revenue recognition [refer note no. 2(f) and 20 to the Ind AS financial statements]</p> <p>Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion in so far as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of results for the year.</p>	<p>Audit procedures with regard to revenue recognition included testing controls, automated and manual, inventory reconciliations and circularization of receivable balances, substantive testing for cut-offs and analytical review procedures.</p>

Other information

The Company's Board of Directors is responsible for the other information. The other information comprises the Management Discussion and Analysis, Directors' Report including Annexures to Directors' Report and Corporate Governance, but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have

performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Ind AS financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Ind AS financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Ind AS financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Ind AS financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Ind AS financial statements have been kept by the Company so far as it appears from our examination of those books except for the matters stated in paragraph 2(j)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c) The company does not have any branches. Hence, the provisions of section 143(3)(c) is not applicable.
 - d) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - e) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - f) In our opinion, there are no financial transactions or matters which have any adverse effect on the functioning of the company.
 - g) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
 - h) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(b) above on reporting under Section 143(3)(b) and paragraph 2(j)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - i) With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"
 - j) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigation which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.

- (iii) There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) As stated in Note 14(1)(B) to the Ind AS financial statements, during the year the Company has declared and paid the dividend on cumulative preference shares (including arrears) is in compliance with Section 123 of the Act.

The Board of Directors of the Company has proposed dividend on cumulative preference shares for the year ended March 31, 2024 which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- (vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, the reporting under Rule 11(g) of Companies (Audit and Auditors) Rule, 2014 is applicable from April 1, 2023.

Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the feature of recording audit trail (edit log) facility was not enabled throughout the year for all relevant transactions recorded in the software or at the database level to log any direct data changes for the accounting softwares used for maintaining the books of account.

3. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration and sitting fees paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

For GMJ & Co
Chartered Accountants
(FRN: 103429W)

CA Amit Maheshwari
Partner
M. No.: 428706
UDIN : 244287 06BKFN KQ4523

Place : Mumbai
Date : May 29, 2024

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. (a) A. The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
B. The company does not have any intangible assets, Accordingly, reporting under clause 3(i)(a)(B) of the Order is not applicable to the Company.
- (b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and on the basis of our verification, title deeds of all immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year and the company does not have any intangible assets.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the company, no proceedings have been initiated during the year or are pending against the company as at March 31, 2024 for holding any benami property under the Benami transactions (Prohibition) act, 1988 (45 of 1988 as amended in 2016) and rules made thereunder.
- ii. (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the books of account that were more than 10% in the aggregate of each class of inventory.
(b) According to the information and explanations given to us and on the basis of our examination of the records of the company, during any point of time of the year, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, reporting under clause 3 (ii)(b) of the Order is not applicable to the Company.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnership or any other parties during the year. The Company has not made any investments in companies, firms and limited liability partnership.
(a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has not provided loans and advances in the nature of loans, any guarantee and security to any other entity. Therefore, clause 3(iii)(a)(A) & 3(iii)(a)(B) of the Order are not applicable to the Company.
(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the company has not made any investment during the year. The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans during the year.
According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans during the year. Therefore, clause 3 (iii)(c),(d),(e) and (f) of the Order are not applicable to the Company.
- iv. According to the information and explanation given to us, during the year, the company has not granted any loans or provided any guarantees or security to the parties covered under section 185 of the Companies Act, 2013. The Company has not made any investments during the year. Therefore, clause 3 (iv) of the Order is not applicable to the Company.
- v. According to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the

Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

- vi. According to the information and explanation given to us, The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act, 2013 for the nature of the Company's business / activities. Therefore, reporting under clause 3(vi) of the Order is not applicable to the Company.
- vii. (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, in respect of undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have generally been regularly deposited with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us and on the basis of our examination of our records of the Company, there have been no disputed dues which have not been deposited in respect of income tax, goods and services tax, sales tax, service tax, excise duty, duty of customs or value added tax as at March 31, 2024.
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us, during the year the company has not taken any term loans and the company has utilized the money obtained by way of term loans during the previous years for the purposes for which they were obtained.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) The Company does not have any subsidiary, associate or joint venture (as defined under the Act) during the year ended March 31, 2024. Therefore, the provisions of Clause 3(ix)(e) of the Order is not applicable to the Company.
- (f) The Company does not have any subsidiary, associate or joint venture (as defined under the Act) during the year ended March 31, 2024. Therefore, the provisions of Clause 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) According to the information and explanations given to us and based on the records and documents produced before us, during the year the company has not raised money by way of initial public offer or further public offer (including debt instruments), therefore, the provisions of Clause 3(x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality as outlined in the Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under Section 143(12) of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

- (c) As represented to us by the management, there are no whistleblower complaints received by the Company during the year.
- xii. As the company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, therefore the provisions of clause 3(xii) of the Order are not applicable to the company.
- xiii. According to the information and explanation given to us, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
(b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- xv. According to the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable to the Company.
(b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly the reporting under Clause 3 (xvi)(b) of the Order is not applicable to the Company.
(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under Clause 3(xvi)(c) of the Order is not applicable to the Company.
(d) Based on the information and explanations provided by the management of the Company, during the course of audit, the Company (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- xvii. The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the order is not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Ind AS financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us and on the basis of our examination of the records of the Company, Section 135 of the Companies Act, 2013 is not applicable to the company. Therefore, clause 3(xx)(a) & (b) of the Order is not applicable to the Company.
- xxi. The reporting under Clause 3(xx) of the Order is not applicable in respect of audit of standalone financial statements. Accordingly, no comment in respect of the said clause has been included in this report.

For GMJ & Co
Chartered Accountants
(FRN: 103429W)

CA Amit Maheshwari
Partner

M. No.: 428706

UDIN : 244287 06BKFN KQ4523

Place : Mumbai

Date : May 29, 2024

ANNEXURE – ‘B’ TO THE AUDITORS’ REPORT

(Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”))

We have audited the internal financial controls over financial reporting of “**BEST EASTERN HOTELS LIMITED**” (“the Company”) as of March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For GMJ & Co
Chartered Accountants
(FRN: 103429W)

CA Amit Maheshwari
Partner

M. No.: 428706

UDIN : 244287 06BKFN KQ4523

Place : Mumbai

Date : May 29, 2024

BEST EASTERN HOTELS LIMITED

BALANCE SHEET AS AT 31st MARCH, 2024

DESCRIPTIONS	Note No.	As at 31.03.2024 Rs. In Lacs	As at 31.03.2023 Rs. In Lacs
ASSETS			
Non-Current Assets			
(a) Property, Plant and Equipment	4	494.23	494.73
(b) Capital Work-in-Progress	4	-	23.83
(c) Right-of-use Assets	4(a)	24.08	-
(d) Financial Assets			
(i) Others	5	9.48	4.20
(e) Non-Current Tax Assets (Net)	10	12.60	14.04
Total Non-Current Assets		540.40	536.80
Current assets			
(a) Inventories	6	16.06	20.24
(b) Financial Assets			
(i) Trade Receivables	7	7.37	0.23
(ii) Cash and Cash Equivalents	8	4.36	7.07
(iii) Bank balances other than (ii) above	9	-	0.76
(iv) Loans	5	3.72	4.77
(v) Other Financial Assets	5	0.39	11.31
(c) Other Current Assets	10	6.09	3.97
Total Current Assets		38.00	48.36
TOTAL ASSETS		578.40	585.15
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	12	168.50	168.50
(b) Other Equity	13	62.98	49.59
Total Equity		231.48	218.09
Liabilities			
(A) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	137.38	145.10
(b) Provisions	18	-	-
(c) Deferred Tax liabilities (Net)	11	30.08	26.97
(d) Other Non-Current Liabilities	17	0.48	1.36
Total Non-Current Liabilities		167.94	173.43
(B) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	102.82	84.14
(ii) Trade Payables	16		
-Total outstanding dues of Micro enterprises and Small enterprises		1.59	1.16
-Total outstanding dues of Creditors other than Micro enterprises and Small enterprises		4.13	15.65
(iii) Other Financial Liabilities	15	34.06	20.93
(b) Other Current Liabilities	17	36.38	26.55
(c) Provisions	18	-	45.21
(d) Current Tax Liabilities (Net)	19	-	-
Total Current Liabilities		178.98	193.63
TOTAL EQUITY AND LIABILITIES		578.40	585.15

Material Accounting Policies and Notes
Forming Part of the Financial Statements

1 to 48

**As per our report of even date attached
For GMJ & Co**
Chartered Accountants
Firm's Registration No: 103429W

CA Amit Maheshwari
Partner
Membership No: 428706
UDIN: 244287 06BKFN KQ4523
Place: Mumbai
Date: May 29, 2024

For and on behalf of the Board
Vinaychand Kothari
Chairman & Managing Director
DIN : 00010974

Ramnik K Baxi
Independent Director
DIN : 00011048

Dilip V Kothari
Joint Managing Director & Chief Financial Officer
DIN : 00011043

Rajesh Kedia
Company Secretary
M. No: A11282

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH-2024

DESCRIPTIONS	Note No.	For the Year ended 31.03.2024 Rs. In Lacs	For the Year ended 31.03.2023 Rs. In Lacs
INCOME			
Revenue from operations (net)	20	621.26	604.21
Other income	21	0.83	1.32
Total Income		622.09	605.52
EXPENSES			
Food and Beverages Consumed	22	109.48	96.13
Employee Benefits Expense	23	193.88	176.35
Finance costs	24	23.96	20.22
Depreciation and Amortization Expenses	25	65.62	61.48
Other Operating and General Expenses	26		
Power & Fuel Expenses		52.48	53.73
Others		154.49	150.04
Total Expenses		599.92	557.96
Profit before exceptional items and tax		22.17	47.56
Exceptional Items		-	-
Profit before tax		22.17	47.56
Tax expense:			
Current tax		9.43	9.29
Adjustment of tax relating to earlier periods		-	-
Deferred tax		(1.31)	(3.56)
Less : MAT Credit Entitlement		-	(4.64)
Profit for the period		14.05	46.47
OTHER COMPREHENSIVE INCOME			
A. Other Comprehensive income not to be reclassified to profit and loss in subsequent periods:			
Remeasurement of gains/ (losses) on defined benefit plans		(0.89)	-
Income tax effect on above		0.22	-
Other Comprehensive income for the year, net of tax		(0.67)	-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX		13.38	46.47
Basic and diluted earnings per equity share	27		
Basic and Diluted EPS		0.08	0.28
Material Accounting Policies and Notes Forming Part of the Financial Statements	1 to 48		

As per our report of even date attached

For GMJ & Co
Chartered Accountants
Firm's Registration No: 103429W

CA Amit Maheshwari
Partner
Membership No: 428706
UDIN: 244287 06BKFN KQ4523

Place: Mumbai
Date: May 29, 2024

For and on behalf of the Board

Vinaychand Kothari
Chairman & Managing Director
DIN : 00010974

Ramnik K Baxi
Independent Director
DIN : 00011048

Dilip V Kothari
Joint Managing Director & Chief Financial Officer
DIN : 00011043

Rajesh Kedia
Company Secretary
M. No: A11282

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH-2024

DESCRIPTIONS	Year ended 31.03.2024 Rs. In Lacs	Year ended 31.03.2023 Rs. In Lacs
A <u>Equity Share Capital</u>		
Balance at the beginning of the Reporting Period	168.50	168.50
Changes in equity share capital during the year	-	-
Balance at the end of the Reporting Period	168.50	168.50
	Reserves & Surplus	Total
B <u>Other Equity</u>	General Reserves	Retained Earnings
	Rs. In Lacs	Rs. In Lacs
		Rs. In Lacs
Balance as at March 31, 2022	28.71	44.62
Changes in Profit/(Loss) due to prior period items*	-	(70.21)
Other Comprehensive Income of the Year	-	-
Restated balance as at March 31, 2022	28.71	(25.59)
Profit/ (Loss) for the Year		46.47
Other Comprehensive Income of the Year	-	-
Provision for Dividend on Cumulative Preference Shares	-	(12.00)
Less: Reclassified under Finance Cost	-	12.00
Balance as at March 31, 2023	28.71	20.88
Profit/(Loss) for the Year	-	14.05
Other Comprehensive Income of the Year		
- Remeasurement on defined benefit plans	-	(0.67)
Balance as at March 31, 2024	28.71	34.27

* Prior period items include Amortisation of Lease Rent [Refer footnote (i) of PPE note] and Preference Dividend which is re-classified as Finance Cost.

Material Accounting Policies and Notes 1 to 48
Forming Part of the Financial Statements

As per our report of even date attached

For GMJ & Co

Chartered Accountants

Firm's Registration No: 103429W

CA Amit Maheshwari

Partner

Membership No: 428706

UDIN: 244287 06BKFN KQ4523

Place: Mumbai

Date: May 29, 2024

For and on behalf of the Board

Vinaychand Kothari

Chairman & Managing Director

DIN : 00010974

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Independent Director

DIN : 00011048

Dilip V Kothari

Joint Managing Director & Chief Financial Officer

DIN : 00011043

Rajesh Kedia

Company Secretary

M. No: A11282

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH-2024

DESCRIPTION	Year Ended 31.03.2024 Rs. in Lacs	Year Ended 31.03.2023 Rs. in Lacs
[a] Cash Flow from Operating Activities		
Net Profit (Loss) before tax for continuing operations	22.17	59.56
Add: Adjustments For:		
Depreciation	65.62	61.48
Provision for Gratuity	-	-
Interest Expenses	23.96	6.64
	89.58	68.13
Less : Adjustments For:		
Interest Income	0.04	1.23
Exchange Gain	-	0.09
Lease Premium	(25.73)	-
Support Service	-	-
	(25.68)	1.32
Operating Profit (Loss) before Working Capital Adjustments	137.44	126.37
Movements in Working Capital:		
Decrease / (Increase) in Inventories	4.18	(12.77)
Decrease / (Increase) in Trade Receivables	(7.15)	1.73
Decrease / (Increase) in Other Financial Assets	5.64	(10.52)
Decrease / (Increase) in Other Current Assets	(97.82)	(0.88)
Increase / (Decrease) in Trade Payables	(11.08)	(0.44)
Increase / (Decrease) in Other Liabilities	22.08	0.14
Cash Generations from Operations	53.28	103.63
Less : Payment of Income Tax (Net of Refund)	(15.37)	(16.64)
Net Cash Flow generated from Operating Activities	37.91	86.99
[b] Cash Flow from Investing Activities		
Interest Income Received	0.04	1.23
Purchase of Property, Plants & Equipments / WIP	(39.65)	(101.68)
Net Cash Flow (Used) in Investing Activities	(39.61)	(100.46)
[c] Cash Flow from Financing Activities		
Interest Paid	(11.96)	(6.64)
Increase (Decrease) in Borrowings (Current)	18.67	29.67
Increase (Decrease) in Borrowings (Non-Current)	(7.72)	(12.84)
Net Cash Flow (Used) in Financing Activities	(1.01)	10.19
[d] Net Increase/(Decrease) in Cash & Cash Equivalents	(2.71)	(3.28)
Cash & Cash equivalent at the beginning of the Year	7.07	10.35
Cash & Cash equivalent at the end of the Year (Refer Note 7)	4.36	7.07

Notes to the Cash Flow Statement

1. Cash flow statement has been prepared following the indirect method as set out in Ind AS-7
2. Proceeds from Borrowing (Current and Non-current) are shown net of repayment.
3. Cash and cash equivalents comprises Cash on Hand and balances with banks in Current Accounts.\
4. Borrowing reconciliation statement in accordance with Ind AS- 7 (**Refer Note 14**)

Material Accounting Policies and Notes Forming Part of the Financial Statements

1 to 48

As per our report of even date attached For GMJ & Co

Chartered Accountants
Firm's Registration No: 103429W

CA Amit Maheshwari

Partner
Membership No: 428706
UDIN: 244287 06BKFN KQ4523

Place: Mumbai
Date: May 29, 2024

For and on behalf of the Board

Vinaychand Kothari
Chairman & Managing Director
DIN : 00010974

Ramnik K Baxi
Independent Director
DIN : 00011048

Dilip V Kothari
Joint Managing Director & Chief Financial Officer
DIN : 00011043

Rajesh Kedia
Company Secretary
M. No: A11282

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31-03-2024

CORPORATE INFORMATION AND MATERIAL ACCOUNTING POLICIES

NOTE 1: CORPORATE INFORMATION

The Best Eastern Hotels Limited (“the Company”) having CIN : L99999MH1943PLC040199 is a public limited company, incorporated and domiciled in India having its registered office at 401, Chartered House, 293/297 Dr. C H Street, Marine Lines, Mumbai - 400 002 Maharashtra, India. The equity shares of the Company are listed on BSE Limited. The Company is primarily engaged in the business of owning, operating hotel and resort.

NOTE 2: SUMMARY OF MATERIAL ACCOUNTING POLICIES

Summary of statement of compliance, basis of preparation and presentation, critical accounting estimates, assumptions and judgements and material accounting policies

(i) **Statement of compliance**

The Financial Statements comply, in all material aspects, with Indian Accounting Standards (‘Ind AS’) notified under Section 133 of the Companies Act, 2013 (‘the Act’) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The financial statements for the year ended March 31, 2024 were approved by the Board of Directors and authorized for issue on May 29, 2024.

(ii) **Basis of preparation and presentation**

These Financial Statements have been prepared on the historical cost basis, except for certain financial instruments and defined benefit plans which are measured at fair value at the end of each reporting period. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company adopted Disclosure of Accounting Policies (Amendments to Ind AS 1) from April 1, 2023. Although the amendments did not result in any changes in the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of ‘material’ rather than ‘significant’ accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity specific accounting policy information that users need to understand other information in the financial statements.

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Act.

(iii) **Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

(iv) **Critical accounting estimates, assumptions and judgements**

The preparation of the Financial Statements requires management to make estimates, assumptions and judgments that affect the reported balances of assets and liabilities and disclosures as at the date of the Financial Statements and the reported amounts of income and expense for the periods presented.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements pertain to:

(a) Useful Lives of Property, Plant and Equipment:

Management reviews the estimated useful lives and residual value of PPE and Intangibles at the end of each reporting period. Factors such as changes in the expected level of usage, nature of assets, the operating condition of the asset, past history of replacement, anticipated technological changes, etc., could significantly impact the economic useful lives and the residual values of these assets. This reassessment may result in change in depreciation expense in future periods.

(b) Impairment Testing:

Property, plant and equipment, Right-of-Use assets and intangible assets that are subject to depreciation/amortisation are tested for impairment periodically including when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

(c) Fair value measurement of financial instruments:

When the fair values of the financial assets and liabilities recorded in the balance sheet cannot be measured based on the quoted market prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from the observable market, where possible, but where this is not feasible, a review of judgement is required in establishing fair values. Changes in assumptions relating to these assumptions could affect the fair value of financial instruments.

(d) Deferred income tax assets and liabilities:

Deferred tax assets are recognised to the extent that it is regarded as probable that deductible temporary differences can be realised. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charges in the Statement of Profit and Loss.

(e) Employee benefit obligations:

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(f) Provisions and contingencies:

From time to time, the Company is subject to legal proceedings, the ultimate outcome of each being subject to uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount can be reasonably estimated. Material judgement is required when evaluating the provision including, the probability of an unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances. Contingent liabilities are disclosed in the notes forming part of the Financial Statements. Contingent assets are not disclosed in the Financial Statements unless an inflow of economic benefits is probable.

(v) Material accounting policies

(a) Property, Plant and Equipment (PPE):

The Company had applied for the one time transition exemption of considering the carrying cost on the transition date i.e. 1st April, 2016 as the deemed cost under IND AS. Hence regarded thereafter as historical cost.

Recognition and measurement:

Items of property, plant and equipment (PPE) are measured at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment includes purchase price, including freight, duties,

taxes and expenses incidental to acquisition and installation. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Property, plant and equipment are derecognized from financial statements, either on disposal or when no economic benefits are expected from its use or disposal. The gain or losses arising from disposal of property, plant and equipment are recognized in the Statement of Profit and Loss in the year of occurrence.

Subsequent expenditures:

Subsequent expenditures related to an item of property, plant and equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company and cost can be reliably measured. All other repair and maintenance costs are recognized in the Statement of Profit and Loss during the year in which they are incurred.

Depreciation methods, estimated useful lives and residual value:

Depreciation is provided on all property, plant and equipment on straight-line method in the manner and useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation on additions/deletion is provided on pro-rata basis with reference to the date of addition/deletion as the case may be. Capital work-in-progress is not depreciated.

Useful lives and residual values of assets are reviewed at the end of each reporting period.

Losses arising from the retirement of, and gains or losses arising from disposal/adjustments of PPE are recognised in the Statement of Profit and Loss.

(b) Capital work-in-progress ('CWIP'):

Capital work-in-progress comprises cost of PPE that are not yet ready for their intended use at the year end. Such cost includes indirect expenses incurred during construction period if the recognition criteria are met.

Projects under commissioning and other CWIP are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

(c) Impairment of Non-Financial Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. If such recoverable amount of the asset or cash generating unit is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is any indication that any impairment loss recognized for an asset in prior years may no longer exist or may have decreased, the recoverable amount is reassessed and such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

(d) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial Assets-

Initial recognition and measurement

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

Subsequent measurement

For the purpose of subsequent measurement, the financial assets are classified as under:

■ Financial assets at amortised cost

A financial asset is measured at the amortised cost, if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. Interest income from these financial assets is included in other income using the EIR in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss.

■ Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are classified as FVTOCI, if both of the following criteria are met:

- These assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Fair value movements are recognised in the other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income and foreign exchange gains or losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to Profit or Loss and recognised in other income/(loss).

■ Financial assets at fair value through profit or loss (FVTPL)

Financial assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is recognized in profit or loss and presented net in the Statement of Profit and Loss within other income in the period in which it arises.

■ Impairment of financial assets

The Company applies 'simplified approach' for recognition of impairment loss on financial assets for loans, deposits and trade receivables.

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime Expected Credit Loss at each reporting date, right from its initial recognition.

■ De-recognition

A financial asset is derecognized when:

- the rights to receive cash flows from the assets have expired or
- the Company has transferred substantially all the risk and rewards of the asset, or
- the Company has neither transferred nor retained substantially all the risk and rewards of the asset, but has transferred control of the asset.

■ Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, demand deposit and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Financial Liabilities-

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction cost.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. For trade and other payables maturing within operating cycle, the carrying amounts approximate the fair value due to short maturity of these instruments.

Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using Effective Interest Rate (EIR) method. Gain and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized.

Amortised cost is calculated by taking into account any discount or premium on acquisition and transaction costs. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

Derecognition

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reflected in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(e) Leases

On inception of a contract, the Company assesses whether it contains a lease. A contract contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The right to use the asset and the obligation under the lease to make payments are recognised in the Company's statement of financial position as a right-of-use asset and a lease liability.

Right-of-Use Assets

The right-of-use asset recognised at lease commencement includes the amount of lease liability recognised, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received. Right-of-use assets are depreciated over the shorter of the asset's estimated useful life and the lease term. Right-of-use assets are also adjusted for any re-measurement of lease liabilities and are subject to impairment testing. Residual value is reassessed annually.

Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

(f) Revenue Recognition:

Revenue is recognised at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the promised goods or services to a customer i.e. on transfer of control of the goods or service to the customer. Revenue from sales of goods or rendering of services is net of Indirect taxes, returns and variable consideration on account of discounts and schemes offered by the company as part of the contract.

Revenue is measured at the fair value of the consideration received or receivable. Revenue comprises sale of rooms, food and beverages and allied services relating to hotel operations.

Revenue is recognized upon rendering of the service, provided pervasive evidence of an arrangement exists, tariff / rates are fixed or are determinable and collectability is reasonably certain. Revenue from rendering of services is net of Indirect taxes, returns, variable consideration on account of discounts and schemes offered by the company as part of the contract.

Contract Balances-**■ Contract Assets**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

■ Contract Liabilities

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made. Contract liabilities are recognised as revenue when the Company performs under the contract.

(g) Employee benefits plans

Employee benefits consist of provident fund, gratuity fund and compensated absences, etc.

■ Short-Term Employee Benefits

Employee benefits such as salaries, wages, short-term compensated absences, bonus, ex-gratia and performance-linked rewards falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and are expensed in the period in which the employee renders the service.

■ Defined contribution plan

The Company makes Provident Fund contributions to regulatory authorities for eligible employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The contributions as specified under the law are paid to the provident fund authorities. The Company does not expect any shortfall in the foreseeable future.

■ Defined benefit plans

The Company has a defined benefit gratuity plan. The gratuity plan is primarily governed by the Payment of Gratuity Act, 1972 and is provided on the basis of its actuarial valuation based on the projected unit credit method at each Balance Sheet date and funded through contributions to a Scheme administered by the Life Insurance Corporation of India ('LIC'). Employees who are in continuous service for a period of five years are eligible for gratuity. The level of benefits provided depends on the member's length of service and salary at the retirement date. Changes in actuarial gains or losses are charged or credited to other comprehensive income in the period in which they arise.

■ **Other long-term employee benefit obligations**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the obligation as at the Balance sheet date determined based on an actuarial valuation. Changes in actuarial gains or losses are charged or credited to profit or loss in the period in which they arise.

(h) Inventories:

Stock of food and beverages and stores and operating supplies are carried at the lower of cost or net realisable value. Cost includes the fair value of consideration paid including duties and taxes (other than those refundable), inward freight and other expenditure directly attributable to the purchase. Trade discounts and rebates are deducted in determining the cost of purchase.

(i) Income Taxes:

The tax expense comprises current and deferred tax. Tax is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI.

Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantially enacted at the reporting date.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amount used for taxation purposes.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

MAT Credit

The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(j) Borrowing Costs:

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use.

All other borrowing costs are recognized as expense in the period in which these are incurred.

(k) Provisions, Contingent Liabilities and Contingent Assets:

The Company recognizes a provision when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are not disclosed in the Financial Statements unless an inflow of economic benefits is probable.

(I) Earnings per share:

Basic earnings per share is calculated by dividing the net profit / (loss) for the year attributable to the equity shareholders by weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit / (loss) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

NOTE 3: APPLICATION OF NEW AND AMENDED STANDARDS

(A) Amendments to existing Standards (w.e.f. 1st April, 2023)

The Company has adopted, with effect from 01 April 2023, the following new and revised standards and interpretations. Their adoption has not had any significant impact on the amounts reported in the financial statements.

1. Ind AS 1- Presentation of Financials Statements - modification relating to disclosure of 'material accounting policy information' in place of 'significant accounting policies.
2. Ind AS 8 - Accounting Policies, Change in Accounting Estimates and Errors - modification of definition of 'accounting estimate' and application of changes in accounting estimates.
3. Ind AS 12 - Income Taxes - The amendment clarifies application of initial recognition exemption to transactions such as leases and decommissioning obligations.

(B) Standards notified but not yet effective

No new standards have been notified during the year ended March 31, 2024.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

4. PROPERTY, PLANT AND EQUIPMENT, CAPITAL WORK-IN-PROGRESS AND RIGHT OF USE OF ASSETS

(Rupees in Lakhs)

Particulars	Land ⁽ⁱ⁾	Buildings	Electrical Installations	Plant and Equipment	Furniture and Fixtures	Computer	Vehicles	Total	Capital Work in Progress ⁽ⁱⁱ⁾
Gross Carrying Value									
As at March 31, 2022	-	563.55	43.24	116.52	120.62	6.28	32.64	919.86	-
Additions	-	-	1.92	10.94	44.30	1.79	18.90	77.85	-
Disposals	-	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2023	-	563.55	45.17	127.46	164.92	8.07	51.54	997.71	23.83
Additions	-	19.15	-	21.68	22.01	0.64	-	63.48	18.16
Disposals	-	-	-	-	-	-	-	-	(41.99)
Other Adjustments	-	-	-	-	-	-	-	-	-
As at March 31, 2024	-	582.70	45.17	149.14	186.93	8.72	51.54	1,061.19	-
ACCUMULATED DEPRECIATION/IMPAIRMENT									
As at March 31, 2022	-	187.31	27.68	67.94	93.20	3.83	24.54	404.50	
Depreciation for the year	-	31.31	3.38	9.98	10.75	1.23	4.83	61.48	-
Disposals	-	-	-	-	-	-	-	-	-
As at March 31, 2023	-	218.62	31.06	77.92	103.95	5.06	29.37	465.98	-
Depreciation for the year	-	31.92	3.14	11.18	11.63	1.28	4.83	63.98	-
Disposals	-	-	-	-	-	-	-	-	-
As at March 31, 2024	-	250.54	34.20	89.10	115.58	6.34	34.20	529.96	-
Net Carrying value as at March 31, 2024	-	332.16	10.97	60.04	71.35	2.38	17.34	494.23	-
Net Carrying value as at March 31, 2023	-	344.93	14.11	49.54	60.97	3.01	22.17	494.73	23.83

Note - No revaluation has been done during the year

- (i) As per reported in earlier financial years land includes Leasehold land amounting to Rs. 37 Lakhs which is amortised through retained earnings balance as on March 31, 2022 because the lease period was seized.
- (ii) Rs. 41.99 Lakhs [Previous year (NIL)] has been capitalised and transferred to property, plant and equipment.
- (iii) Title deeds of Immovable properties not held in name of the Company (Refer Note 43).

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

Capital Work-in-Progress

Ageing of CWIP as on March 31, 2024

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in Progress					
WIP Building	-	-	-	-	-
WIP Furniture	-	-	-	-	-
WIP P & M					
Total (A)	-	-	-	-	-
Project temporarily suspended	-	-	-	-	-
Total (B)	-	-	-	-	-
Total (A+B)	-	-	-	-	-

Ageing of CWIP as on March 31, 2023

Capital Work in Progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in Progress					
WIP Building	16.68	-	-	-	16.68
WIP Furniture	7.15	-	-	-	7.15
WIP P & M	-	-	-	-	-
Total (A)	23.83	-	-	-	23.83
Project temporarily suspended	-	-	-	-	-
Total (B)	-	-	-	-	-
Total (A+B)	23.83	-	-	-	23.83

4 (a). RIGHT - OF - USE ASSETS

(Rupees in Lakhs)

Particulars	Leasehold Land	Total
GROSS CARRYING VALUE	-	-
Additions	-	-
As at March 31, 2022	-	-
Additions	-	-
As at March 31, 2023	-	-
Additions	25.73	25.73
Deletions	-	-
As at March 31, 2024	25.73	25.73
ACCUMULATED DEPRECIATION/IMPAIRMENT		
As at March 31, 2022	-	-
Depreciation for the year	-	-
As at March 31, 2023	-	-
Depreciation for the year	1.64	1.64
Deletions	-	-
As at March 31, 2024	1.64	1.64
Net Carrying value as at March 31, 2024	24.08	24.08
Net Carrying value as at March 31, 2023	-	-

ROU Asset mainly comprises of Leasehold Land. The term of property lease is 30 Years.

Note - No revaluation has been done during the year

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

5. FINANCIAL ASSETS

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
LOANS		
Current loans at amortised costs		
<i>Loans considered good - Unsecured</i>		
Others		
Loans to Employees	3.72	4.77
Total	3.72	4.77
Other Financial Assets		
Non Current		
Security Deposits	8.17	4.20
<i>Financial assets carried at amortised cost</i>		
Bank Deposits with more than 12 months maturity*	1.22	-
Interest Accrued on Bank deposit	0.09	-
Total	9.48	4.20
Current		
Interest Accrued	0.39	0.19
Business Advances	-	11.13
Total	0.39	11.31

*It includes amounting to Rs. 0.80 Lakhs held as Margin Money deposit.

6. INVENTORIES

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
(Valued at lower of Cost and Net Realisable value)		
Food and Beverages	4.52	9.62
Stores and operating supplies	11.54	10.62
Total	16.06	20.24

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

7. TRADE RECEIVABLES

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current Trade Receivables	7.37	0.23
	7.37	0.23
Breakup of Security details Considered good - Unsecured	7.37	0.23
	7.37	0.23
Loss Allowance (allowance for bad and doubtful debts) Loss Allowance	-	-
Total	7.37	0.23

Trade or Other Receivable due from directors or other officers of the company either severally or jointly with any other person amounted to NIL (Previous year INR NIL)

Trade or Other Receivable due from firms or private companies in which any director is a partner, a director or a member amounted to INR NIL (Previous year INR NIL)

Ageing for trade receivables from the due date of payment for each of the category as at March 31, 2024

Outstanding for following periods from due date of payment

Particulars	Less than 6 months	6 months - 1 year	1-2 year	2-3 year	More than 3 years	Total
Undisputed trade receivables considered good	7.37	-	-	-	-	7.37
Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade receivables- credit impaired	-	-	-	-	-	-
Disputed trade receivables considered good	-	-	-	-	-	-
Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-
Total(A)	7.37	-	-	-	-	7.37
Loss Allowance	-	-	-	-	-	-
Total(B)	-	-	-	-	-	-
Total [A-B]	7.37	-	-	-	-	7.37

There are INR NIL unbilled receivables as at March 31, 2024

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

Ageing for trade receivables from the due date of payment for each of the category as at March 31, 2023

Outstanding for following periods from due date of payment

Particulars	Less than 6 months	6 months - 1 year	1-2 year	2-3 year	More than 3 years	Total
Undisputed trade receivables considered good	0.21	0.02	-	-	-	0.23
Undisputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-
Undisputed trade receivables-credit impaired	-	-	-	-	-	-
Disputed trade receivables considered good	-	-	-	-	-	-
Disputed trade receivables which have significant increase in credit risk	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-
Total(A)	0.21	0.02	-	-	-	0.23
Loss Allowance	-	-	-	-	-	-
Allowance for creditimpairment	-	-	-	-	-	-
Total(B)	-	-	-	-	-	-
Total [A-B]	0.21	0.02	-	-	-	0.23

There are INR NIL unbilled receivables as at March 31, 2023

8. CASH AND CASH EQUIVALENTS

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with Banks in current accounts	4.07	4.56
Cash on hand	0.29	2.51
Total	4.36	7.07

9. OTHER BANK BALANCES

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed Deposits with Bank*	-	0.76
Total	-	0.76

*Held by bank as Margin Money.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

10. OTHER ASSETS

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Other Non-Current Assets		
Payment of taxes (net of provisions)	12.60	14.04
Total	12.60	14.04
Other Current Assets		
Prepaid expenses	4.09	3.86
Advances to Suppliers	2.00	0.11
Total	6.09	3.97

11. INCOME TAX

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax relates to the following:		
Temporary difference in the carrying amount of property, plant and equipment	30.08	31.61
MAT Credit Entitlement	-	(4.64)
Net Deferred Tax (Assets) / Liabilities	30.08	26.97

Movement in Deferred Tax (Assets) / Liabilities

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance as of April 1, 2023	31.61	35.17
Tax income/(expense) during the period recognised in profit or loss	(1.31)	(3.56)
Tax income/(expense) during the period recognised in OCI	(0.22)	-
Closing balance as at March 31, 2024	30.08	31.61

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Unrecognised Deferred Tax Assets		
Deductible temporary differences	-	-
Unrecognised tax losses	-	-

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

Major Components of income tax expense for the years ended March 31, 2024 and March 31, 2023 are as follows:

i. Income tax recognised in Statement of Profit and Loss

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current income tax charge	9.43	9.29
Adjustment in respect of current income tax of previous year	-	-
Deferred tax		
Relating to origination and reversal of temporary differences	(1.31)	(3.56)
Income tax expense recognised in Statement of Profit and Loss	8.12	5.73

ii. Income tax recognised in OCI

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Net loss/(gain) on remeasurements of defined benefit plans	(0.22)	-
Income tax expense recognised in OCI	(0.22)	-

Reconciliation of tax expense and accounting profit multiplied by income tax rate for March 31, 2024 and March 31, 2023

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Accounting profit before income tax	22.17	47.56
Enacted tax rate in India	26.00%	26.00%
Income tax on accounting profits	5.76	12.37
Tax Effect of		
Depreciation	3.66	4.74
Others	-	(7.82)
Due to Temporary difference	(1.31)	(3.56)
Tax at effective income tax rate	8.12	5.73

12. EQUITY SHARE CAPITAL

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
i. Authorized		
4,80,00,000 (Previous year - 4,80,00,000) Equity Shares Rs. 1 each	480.00	480.00
12,00,000 (Previous year - 12,00,000) Preference Shares Rs. 10 each *	12.00	12.00
Issued, subscribed and fully paid-up		
1,68,50,000 (Previous year - 1,68,50,000) Equity Shares Rs. 1 each	168.50	168.50

*Preference Shares (Refer Note 14)

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

ii. Reconciliation of the shares outstanding at the beginning and at the end of the year **No. of Shares**

Particulars	As at March 31, 2024	As at March 31, 2023
At the beginning of the year	16,850,000	16,850,000
Add: Equity shares issued	-	-
At the end of the year	16,850,000	16,850,000

iii. The Company has one class of shares referred to as equity shares having a par value of Rs. 1/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of Company the holders of equity shares will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to the number of equity shares held by holders.

iv. Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	Number	% of total holding	Number	% of total holding
Equity shares of Rupee 1/- each fully paid				
Vinaychand Yadavsingh Kothari	4,346,970	25.80%	4,346,970	25.80%
Meena Kothari	4,250,000	25.22%	4,250,000	25.22%
Dilip Vinaychand Kothari	2,190,530	13.00%	2,190,471	13.00%
Vandeep Impex LLP	1,250,000	7.42%	1,250,000	7.42%
GCM Commodity & Derivative Limited	1,053,691	6.25%	1,053,691	6.25%

v. Disclosure of shareholding of the Promoters at the end of Year

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of Shares	% of total holding	Number of Shares	% of total holding
Vinaychand Yadavsingh Kothari	4,346,970	25.80%	4,346,970	25.80%
Meena Kothari	4,250,000	25.22%	4,250,000	25.22%
Dilip Vinaychand Kothari	2,190,530	13.00%	2,190,471	13.00%
Vandeep Impex LLP	1,250,000	7.42%	1,250,000	7.42%
Neelam Dilip Kothari	600,000	3.56%	600,000	3.56%

vi. Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL

vii. Shares reserved for issue under options

None of the above shares are reserved for the issue under option/contract/commitments for sale of shares or disinvestment.

viii. Shares held by Holding Company

The company does not have any Holding company.

ix. During the year the company has not proposed/declared/paid any dividend to the equity shareholders.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

13. OTHER EQUITY

Reserves and Surplus

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
General Reserve	28.71	28.71
Retained Earnings	34.27	20.88
Total	62.98	49.59

(a) General Reserve*

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	28.71	28.71
Add/(Less): changes during the year	-	-
Closing balance	28.71	28.71

*General reserve was created from time to time by way of transfer of profits from retained earnings for appropriation purposes based on the provisions of the Companies Act prior to its amendment.

(b) Retained Earnings[#]

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	20.88	44.62
Less : Prior period items *		
A. Dividend in Arrears on Preference Shares Proposed for:		
- Financial Year 2019-20	-	(9.21)
- Financial Year 2020-21	-	(12.00)
- Financial Year 2021-22	-	(12.00)
B. Amortisation of Lease Rent	-	(37.00)
Restated Opening balance	20.88	(25.59)
Net Profit for the year	14.05	46.47
Add/(Less):		
Dividend on Preference Shares Proposed for Financial Year 2022-23	-	(12.00)
Less: Reclassified under Finance Cost	-	12.00
Other items of Other Comprehensive Income		
Remeasurement of post employment benefit obligation, net of tax	(0.67)	-
Closing balance	34.27	20.88

* Prior period items include Amortisation of Lease Rent [Refer footnote (i) of PPE note] and Preference Dividend which is re-classified as Finance Cost.

[#] The same is created out of profits over the years and shall be utilised as per the provisions of the Act.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

14. BORROWINGS

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Non Current Borrowings		
Secured		
(A) Term Loans From Banks		
Term Loan 1 - Union Guaranteed Emergency Credit Line	-	1.65
Term Loan 2 - Union Guaranteed Emergency Credit Line (3.00)	17.38	23.45
(B) Preference Share Capital	120.00	120.00
10% Cumulative, Non-Convertible, Redeemable Preference Shares		
Total	137.38	145.10
Current Borrowings		
Secured		
Loans repayable on demand from Banks		
Bank overdraft	49.95	37.44
Current Maturity of Non Current Borrowings		
Term Loans From Banks	7.91	10.78
Unsecured		
Term Loans From Directors*	44.96	35.92
Total	102.82	84.14

*Repayable on Demand

1. NON CURRENT BORROWING

A) Note on Secured Term Loan:

The Term Loans 1 & 2 are sanctioned and disbursed by Union bank under ECLGS scheme announced by the government to meet with liquidity crunch on account of outbreak of COVID-19 pandemic.

Both the Term Loan are secured by equitable mortgage of immovable property owned by the Company situated at Matheran.

The Term Loan-1 is repayable in 36 monthly instalments after a moratorium period of 12 months.

The Term Loan-2 is repayable in 48 monthly instalments after a moratorium period of 24 months.

The Term Loan-1 carries rate of interest of 7.50% p.a. & Term Loan-2 carries rate of interest of EBLR+1% subject to maximum of 9.25% p.a.

The Company has used the borrowings from the bank for the specific purpose for which it was taken.

B) Note on Preference Share Capital

The Company had issued total of 12,00,000 10% Cumulative, Non-Convertible, Redeemable Preference Shares of Rs.10/- each which are to be redeemed at par on or before June 26, 2039.

In previous FY 2022-23, The dividends in the arrears on preference shares (it pertains to on or before financial year 2021-22) together with dividend due for the financial year 2022-23 which have been proposed and paid out of the profits for the financial year 2022-23.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

i. Reconciliation of the shares outstanding at the beginning and at the end of the year No. of Shares

Particulars	March 31, 2024	March 31, 2023
At the beginning of the year	1,200,000	1,200,000
Add: Preference shares issued	-	-
At the end of the year	1,200,000	1,200,000

ii. Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	Number	% of total holding	Number	% of total holding
Preference shares of Rupee 10/- each fully paid				
Vinaychand Yadavsingh Kothari	410,000	34.17%	410,000	34.17%
Meena Vinaychand Kothari	552,500	46.04%	552,500	46.04%
Dilip Vinaychand Kothari	237,500	19.79%	237,500	19.79%

2. CURRENT BORROWINGS

A) Note on Secured Loan Repayable on Demand :

The Secured Overdraft from the bank is secured by equitable mortgage of immovable property owned by the Company situated at Matheran and secured by personal guarantee furnished by two directors of the Company.

The Rate of Interest is linked with EBLR of respective bank with spread of 2.00%, hence ROI varies from 8.50% to 10.50% p.a. depending upon movement in EBLR.

Net Borrowings Reconciliation

This section sets out an analysis of net borrowings and the movements in net borrowings for each of the periods presented:

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current Borrowings	102.82	84.14
Non-current Borrowings	137.38	145.10
Net Borrowings	240.20	229.24

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

(Rupees in Lakhs)

Particulars	Liabilities from financing activities		Total
	Non Current Borrowings	Current Borrowings	
Net Borrowings as at March 31, 2022	166.75	45.66	212.41
Cash Inflow	-	906.42	906.42
Cash Outflow	11.67	881.91	893.57
Interest Expense	15.19	3.44	18.63
Interest Paid	2.38	0.26	2.65
Reclassification/Other Adjustments	(22.78)	10.78	(12.00)
Net Borrowings as at March 31, 2023	145.10	84.14	229.24
Cash Inflow	-	1,003.31	1,003.31
Cash Outflow	10.59	990.25	1,000.84
Interest Expense	14.90	8.83	23.73
Interest Paid	2.90	0.34	3.24
Reclassification/Other Adjustments	(9.13)	(2.87)	(12.00)
Net Borrowings as at March 31, 2024	137.38	102.82	240.20

15. OTHER FINANCIAL LIABILITIES

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
Security Deposit	0.30	0.30
Liability for expenses	9.53	5.74
Dividend Payable	12.00	-
Salary Payable	12.23	14.88
Total	34.06	20.93

16. TRADE PAYABLES

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
Total outstanding dues of Micro enterprises and Small enterprises	1.59	1.16
Total outstanding dues of Creditors other than Micro enterprises and Small enterprises	4.13	15.65
Total	5.72	16.80

Terms and conditions of the above financial liabilities:

- Trade payables are non-interest bearing and are normally settled on 30 days term.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

Ageing for trade payables from the due date of payment for each of the category as at March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 year	2-3 year	More than 3 years	
MSME	-	1.59	-	-	-	1.59
Others	-	4.03	-	0.10	-	4.13
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
Total	-	5.62	-	0.10	-	5.72

There are no unbilled dues as at March 31, 2024.

Ageing for trade payables from the due date of payment for each of the category as at March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 year	2-3 year	More than 3 years	
MSME	-	0.79	0.37	-	-	1.16
Others	-	15.63	0.01	-	-	15.65
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
Total	-	16.42	0.38	-	-	16.81

There are no unbilled dues as at March 31, 2023.

17. OTHER LIABILITIES

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Non Current		
Other Advances	0.48	1.36
Total	0.48	1.36
Current		
Advance received from Customers	27.84	23.41
Statutory Dues*	8.54	3.14
Total	36.38	26.55

* Includes Goods and service tax, VAT, Excise duty, Service tax and TDS, etc.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

18. PROVISIONS

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Current		
Provision for employee benefits		
Gratuity	-	-
Leave encashment	-	-
Other provision	-	45.21
Total	-	45.21

19. CURRENT TAX LIABILITY(NET)

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance	-	-
Add: Current tax payable for the year	-	-
Less: Taxes paid	-	-
Closing Balance	-	-

20. REVENUE FROM OPERATIONS

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Sale of Services		
Rooms	392.01	362.35
Food and Beverages	207.76	231.63
Health and Spa	11.47	7.30
Income From Other Services	10.03	2.93
Total	621.26	604.21

*It includes Income from Support Services, etc.

21. OTHER INCOME

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest income	0.83	1.23
Other Non Operating Income	-	0.09
Total	0.83	1.32

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

22. Food and Beverages Consumed

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Opening Stock	9.62	3.31
Purchases		
Food & Provision Goods	87.72	81.84
Gas & Fuel Expenses	12.26	11.60
Parlour Goods	1.50	3.22
Permit Room Purchases & Expenses	2.90	5.78
	104.39	102.44
Closing Stock	4.52	9.62
Total	109.48	96.13

23. EMPLOYEE BENEFITS EXPENSE

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Salaries, wages and bonus	113.22	100.86
Contribution to provident and other funds	16.78	15.25
Director Remuneration and fees	63.00	59.15
Staff welfare expenses	0.88	1.09
Total	193.88	176.35

24. FINANCE COSTS

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Interest Expenses		
- Interest paid on Term loans	2.90	3.19
- Interest paid on Other borrowings	5.71	2.65
- Interest on Preference Share	12.00	12.00
Bank and other finance Charges	3.35	2.39
Total	23.96	20.22

25. DEPRECIATION AND AMORTISATION EXPENSE

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Depreciation on property, plant and equipment	63.98	61.48
Depreciation on Right-of-Use Assets	1.64	-
Total	65.62	61.48

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

26. OTHER OPERATING AND GENERAL EXPENSES

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Operating Expenses		
Power & Fuel Expenses	52.48	53.73
Water Charges	18.54	15.26
Commission to Agents & Guides	11.87	13.17
Repair and Maintenance		
- Building	8.92	10.66
- Plant & Machinery	6.04	7.61
- Others	7.88	10.54
Linen, Cloth & Uniforms	6.85	6.99
Laundry Operating Expenses	6.02	6.45
Other Operating Expenses	14.89	12.68
Total	133.48	137.09
Administrative and Establishment Expenses		
Advertisement Expenses	8.00	7.97
Rent, Rates & Taxes *	20.01	20.13
Travelling Expenses	7.45	8.60
Printing & Stationery	1.52	1.01
Insurance Charges	2.63	2.23
Communication Expenses	2.50	1.69
Legal & Professional Charges	7.09	2.46
Motor Car Expenses	2.80	2.61
Auditors' Remunerations	2.50	2.00
Other Miscellaneous Expense	18.97	17.99
Total	73.49	66.69
Total	206.96	203.77

*Rental expense recorded for short-term leases was Rs. 10.27 lakhs (Rs. 8.64 lakhs March 31, 2023)

*Payments to auditors

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
As auditor		
Audit and Tax Audit fee	2.50	2.00
Others	-	-
Total	2.50	2.00

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

27. EARNINGS PER SHARE

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Face Value per Equity Share	1.00	1.00
(a) Basic and Diluted earnings per share (Rupee)	0.08	0.28
(b) Reconciliations of earnings used in calculating earnings per share		
Profit attributable to the equity holders of the company used in calculating basic earnings per share		
From continuing operations	14.05	46.47
From discontinuing operations	-	-
	14.05	46.47
(c) Weighted average number of shares used as the denominator		
Weighted average number of equity shares used as the denominator in calculating basic earnings per share		
Adjustments for calculation of diluted earnings per share:	168.50	168.50
Weighted average number of equity shares used as the denominator in calculating diluted earnings per share	168.50	168.50

28. RELATED PARTY DISCLOSURE

(a) Details of Related Parties

i) Key Management Personnel

1) Vinaychand Yadavsingh Kothari	Chairman & Managing Director
2) Dilip Vinaychand Kothari	Joint Managing Director and Chief Financial Officer
3) Rajesh Kedia	Company Secretary

ii) Non-Executive/Independent Directors on the Board

1) Neelam Dilip Kothari	Non-Executive Director
2) Mangal Shamji Chheda	Independent Director
3) Ramnik Kanhaiyalal Bakshi	Independent Director
4) Manohar Ramchandra Tambat	Independent Director

iii) Relatives of Key Management Personnel

- 1) Parasmal Kothari

iv) Enterprises over which any person described in (a) is able to exercise significant influence

- 1) Ms. Meena Infratech LLP
- 2) Ms. Vandeeep Impex LLP
- 3) Ms. Vandeeep Developers LLP
- 4) Ms. Vandeeep Hotels LLP (Previously known as Vandeeep Hotels Pvt. Ltd.)
- 5) Ms. Sardar Sarovar Holiday Resortts LLP

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

(b) Transactions with related parties

The following transactions occurred with related parties

(Rupees in Lakhs)

Name	Nature of Transaction	Year ended March 31, 2024	Year ended March 31, 2023
Ms. Sardar Sarovar Holiday Resortts LLP	Support Services	7.36	9.43
Vinaychand Yadavsingh Kothari	Loan Taken	67.00	60.00
	Interest On loan	2.56	1.52
	Rent Paid	8.40	8.40
	Loan Repaid	60.35	55.00
Dilip Vinaychand Kothari	Loan Taken	33.00	20.00
	Interest On loan	3.05	0.54
	Loan Repaid	37.70	2.00
Neelam Dilip Kothari	Loan Taken	10.00	2.00
	Interest On loan	0.68	0.85
	Loan Repaid	8.05	9.50
Parasmal Kothari	Remuneration	1.68	1.68

(c) Outstanding Balance of related parties

(Rupees in Lakhs)

Name of the party	Nature of Relationship	Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Ms. Sardar Sarovar Holiday Resortts LLP	Associate Company	Support Services	-	9.43
Vinaychand Yadavsingh Kothari	Key Management Personnel	Loan Taken	19.80	11.05
Dilip Vinaychand Kothari	Key Management Personnel	Loan Taken	17.06	19.27
Neelam Dilip Kothari	Non-Executive Directors	Loan Taken	8.10	5.60

(d) Key management personnel compensation

(Rupees in Lakhs)

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Short term employee benefits	59.41	56.41
Post-employment benefits*	11.71	11.10
Long term employee benefits*	-	-
Directors sitting fees	0.60	-
Termination benefits	-	-

(e) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables and payables. For the year ended March 31, 2024, the company has not recorded any impairment of receivables relating to amount owed by related parties (March 31, 2023: INR NIL). This assessment is undertaken each financial year through examining the financial position of the related party and market in which the related party operates.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

29. Employee benefits plan

As per Ind AS 19 “Employee Benefits”, the disclosures of Employee benefits as defined in the Accounting Standard are given below :

a) Other long-term benefits - Compensated absences

The Company permits encashment of compensated absence accumulated by their employees on retirement, separation and during the course of service. The liability in respect of the Company, for outstanding balance of leave at the balance sheet date is determined and provided on the basis of actuarial valuation as at the balance sheet date performed by an independent actuary.

The Company doesn't maintain any plan assets to fund its obligation towards compensated absences.

b) Defined benefits plans - Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The plan is funded with an insurance company in the form of a qualifying insurance policy.

The following tables summarise the components of net employee benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the balance sheet for the respective plans.

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
I. Change in present value of obligation during the year		
Present value of obligation at the beginning of the year	48.90	52.75
Included in profit and loss:		
Current Service Cost	2.87	2.02
Interest Cost	3.20	3.88
Past Service Cost	-	-
Actuarial Gain/(Loss)	-	-
Included in OCI:		
Actuarial losses/(gains) arising from:		
Experience adjustments	0.82	(9.01)
Financial assumption	0.26	(1.73)
Demographic Assumptions	-	1.40
Others		
Benefits Paid	(2.92)	(0.40)
Benefits Paid Non fund base	-	-
Present Value of obligation as at year-end	53.13	48.90
II. Change in Fair Value of Plan Assets during the year		
Plan assets at the beginning of the year	62.53	52.75
Included in profit and loss:		
Expected return on plan assets	4.28	3.88

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

Included in OCI:		
Actuarial Gain/(Loss) on plan assets	0.19	0.23
Others:		
Employer's contribution	0.08	6.07
Benefits paid	(2.92)	(0.40)
Plan assets at the end of the year	64.16	62.53
The plan assets are maintained with Life Insurance Corporation of India (LIC)		

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
III. Reconciliation of Present value of Defined Benefit Obligation and Fair Value of Plan Assets		
1. Present Value of obligation as at year-end	(53.13)	(48.90)
2. Fair value of plan assets at year -end	64.16	62.53
3. Funded status {Surplus/(Deficit)}	11.03	13.63
Net Asset/(Liability)	11.03	13.63
IV. Expenses recognised in the Statement of Profit and Loss		
1. Current Service Cost	2.87	2.02
2. Interest Cost	3.20	3.88
3. Past service Cost	-	-
4. Expected return on plan assets	(4.28)	(3.88)
Total Expense	1.79	2.02
V. Expenses recognised in the Statement of Other Comprehensive Income		
1. Net Actuarial (Gain)/Loss	1.08	(9.34)
2. Expected return on plan assets excluding interest income	(0.19)	(0.23)
Total Expense / (Income)	0.89	(9.57)

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
VI. Constitution of Plan Assets		
1. Insurance	64.16	62.53
VII. Bifurcation of Net Liability at the end of the year		
1. Current Liability	(10.31)	(10.07)
2. Non-Current Liability	(0.72)	(3.56)
VIII. Actuarial Assumptions		
1. Discount Rate	7.15%	7.30%
2. Expected rate of return on plan assets	7.15%	7.30%
3. Salary Escalation	6.00%	
4. Mortality table	IALM (2012-14) (Urban)	
5. Withdrawal Rate	15.00%	

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

IX. The expected contribution for Defined Benefit Plan for the next financial year will be 2.57 Lakhs.

X. Experience Adjustment:

(Rupees in Lakhs)

Gratuity	As at March 31, 2024	As at March 31, 2023
Present Value of obligation	(53.13)	(48.90)
Fair value of Plan assets	64.16	62.53
Net Asset/(Liability)	11.03	13.63
Actuarial (Gain)/Loss on plan obligation	0.82	(9.01)
Actuarial Gain/(Loss) on plan assets	0.19	0.23

XI. Sensitivity Analysis

(Rupees in lakhs)

Particulars	As at March 31, 2024		As at March 31, 2023	
	Increase	Decrease	Increase	Decrease
Discount rate (0.5% movement)	(52.27)	54.02	(47.96)	49.87
Future salary growth (0.5% movement)	53.58	(52.69)	49.33	(48.48)
Withdrawal Rate (10% movement)**	53.27	(52.96)	49.36	(48.38)

** Changes in Defined benefit obligation due to 10% Increase/Decrease in Withdrawal Rate, if all other assumptions remain constant is negligible.

XII. Methodology for defined benefit obligation

The Projected Unit Credit (PUC) actuarial method has been used to assess the plan's liabilities allowing for retirements, death-in-service and withdrawals.

XIII. Maturity Profile of Defined benefit payments from the Fund

(Rupees in lakhs)

Particulars	As at March 31, 2024
i) Duration of defined benefit payments	
Within the next 12 months (next annual reporting period)	10.31
Between 2 and 5 years	44.37
Beyond 5 years	7.67

c) Defined contribution plan

Company's employees are covered by Provident Fund to which the Company makes a defined contribution measured as a fixed percentage of salary. The contributions are made to registered provident fund administered by Government. During the year, amount of 13.55 lakhs (Previous Year: 11.82 lakhs) has been charged to the Statement of Profit and Loss towards employer's contribution to the funds.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024**30. Financial risk management objectives and policies**

The Company's principal financial liabilities include borrowing, trade and other payables. The Company's principal financial assets include loans, trade receivable, cash and cash equivalents and others. The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Company has exposure to the following risks arising from the financial instruments:

- (i) Market Risk
- (ii) Credit Risk
- (iii) Liquidity Risk

The management reviews and agrees policies for managing each of these risks which are summarized as below:

(i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include borrowings, security deposits, investments and foreign currency receivables and payables.

(a) Foreign Currency risk

Currency risk is not material, as the Company's primary business activities are within India and does not have any exposure in foreign currency.

(b) Interest rate risk:

Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Company's financial liabilities comprises of interest bearing loans, vehicle loans and advances and security deposits; however these are not exposed to risk of fluctuation in market interest rate as the rates are fixed at the time of contract/agreement and do not change for any market fluctuation.

(ii) Credit Risk

Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business.

The company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

In general, it is presumed that credit risk has significantly increased since initial recognition if the payments are more than 60 days past due.

A default on a financial asset is when the counterparty fails to make contractual payments of when they fall due. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

Trade receivables consist of large number of customers, spread across diverse industries and geographical areas. In order to mitigate the risk of financial loss from defaulters, the Company has an ongoing credit evaluation process in respect of customers who are allowed credit period. In respect of walk-in customers the Company does not allow any credit period and therefore, is not exposed to any credit risk.

The Company does not have any derivative transactions and therefore is not exposed to any credit risk on account of derivatives. The Company does not have any long-term contracts for which there are any material foreseeable losses.

b) Expected credit loss:

The company follows 'simplified approach' for recognition of loss allowance.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

c) Financial Instruments and cash deposits

The Company considers factors such as track record, size of the institution, market reputation, financial strength/rating and service standards to select the banks with which balances and deposits are maintained. Generally the balances are maintained with the institutions with which the Company has also availed borrowings.

(iii) Liquidity Risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the working capital is sufficient to meet its current requirements. Further, the Company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due and Company monitors rolling forecasts of its liquidity requirements.

The table below provides details regarding the Contractual Maturities of financial liabilities as at March 31, 2024:

(Rupees in Lakhs)

Particulars	Carrying Amount	Contractual cash flows (Undiscounted)			Total
		Less than 1 year	1-5 years	More than 5 year	
Borrowings - Current	102.82	102.82	-	-	102.82
Borrowings - Non-Current	137.38	-	137.39	-	137.38
Trade payables	5.72	5.72	-	-	5.72
Other financial liabilities - Current	34.06	34.06	-	-	34.06

The table below provides details regarding the Contractual Maturities of financial liabilities as at March 31, 2023:

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

(Rupees in Lakhs)

Particulars	Carrying Amount	Contractual cash flows (Undiscounted)			Total
		Less than 1 year	1-5 years	More than 5 year	
Borrowings - Current	84.14	84.14	-	-	84.14
Borrowings - Non-Current	145.10	-	145.10	-	145.10
Trade payables	16.80	16.80	-	-	16.80
Other financial liabilities - Current	20.93	20.93	-	-	20.93

31. Contingent Liabilities and Commitments

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
i) Contingent Liabilities		
Bank Guarantee given by Union Bank to MPCB	0.84	-
ii) Commitments:		
Capital commitments-		
Estimated amount of contracts remaining to be executed on Capital Account and not provided for (net of advances)	-	-

32. Capital Management

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt and the total equity of the Company. For this purpose, net debt is defined as total borrowings less cash and cash equivalents.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirements are met through short-term/long-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

The Company's net debt to equity ratio is as follows:

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Long term borrowings	137.38	145.10
Short term borrowings	102.82	84.14
Trade payables	5.72	16.80
Other Financial Liabilities	34.06	20.93
Less: Cash and cash equivalents	(4.36)	(7.07)
Less: Other Bank Balance	-	(0.76)
Net Debt	275.61	259.14
Equity Share capital	168.50	168.50
Other Equity	62.98	49.59
Total Capital	231.48	218.09
Capital and net debt	507.09	477.23
Gearing ratio	54.35%	54.30%

Loan Covenants

Bank loans contain certain debt covenants relating to limitation on Current Ratio i.e. 1.15:1. In any case margin on primary security should not be diluted below 13%.

33. FAIR VALUE MEASUREMENTS

i. Financial Instruments by Category

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

a) Financial Assets

(Rupees in lakhs)

Particulars	Level	As at March 31, 2024		As at March 31, 2023	
		Carrying Value	Fair Value	Carrying Value	Fair Value
1. Financial assets at amortised cost					
a) Other Bank Balances*	3	-	-	0.76	0.76
b) Cash & Cash Equivalents*	3	4.36	4.36	7.07	7.07
c) Trade receivables*	3	7.37	7.37	0.23	0.23
e) Other financial assets	3	13.59	13.59	16.08	16.08
Total		25.33	25.33	24.14	24.14

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

b) Financial Liabilities

(Rupees in lakhs)

Particulars	Level	As at March 31, 2024		As at March 31, 2023	
		Carrying Value	Fair Value	Carrying Value	Fair Value
1. Financial liability at amortised cost					
a) Borrowings	3	240.20	240.20	229.24	229.24
b) Lease Liability	3	-	-	-	-
c) Trade payables*	3	5.72	5.72	16.80	16.80
d) Other financial liability*	3	34.06	34.06	20.93	20.93
Total		279.98	279.97	266.98	266.98

*The carrying amounts of trade receivables, cash and cash equivalents, current loans, other current financial assets, current borrowings, trade payables and other financial liabilities are considered to be approximately equal to the fair value.

The fair values of non current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

ii. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

During the years mentioned above, there have been no transfers amongst the levels of hierarchy. The fair values of unquoted equity instruments are not significantly different from their carrying value and hence the management has considered their carrying amount as fair value.

iii. Valuation processes

The finance department of the company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee (AC). Discussions of valuation processes and results are held between the CFO, AC and the valuation team at least once every three months, in line with the company's quarterly reporting periods.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

34. ACCOUNTING RATIOS

Sr No.	Name of the Ratio	Numerator	Denominator	FY 2023-24	FY 2022-2023	% Variance*	Reason for significant change (25% or more)
1	Current Ratio (in times)	Current Asset	Current Liabilities	0.21	0.25	-14.98%	
2	Debt-Equity Ratio (in times)	Total Debt (Non-current Borrowings + Current Borrowings)	Equity	137.82	145.49	-5.27%	
3	Debt Service Coverage Ratio (in times)	Earnings Available for Debt Service	Debt Service	147.00	152.46	-3.58%	
4	Return on Equity Ratio (in %)	PAT	Avg. Shareholders Equity	0.02	0.05	-68.74%	The return on Equity is declined due to decrease in PAT during the year.
5	Inventory turnover ratio *(in times)	Net Sales	Avg. Inventory	NA	NA	NA	
6	Trade Receivables turnover ratio (in times)	Net Sales	Avg. Trade Receivables	163.44	138.70	17.84%	
7	Trade payables turnover ratio (in times)	Net Purchases	Avg. Trade payables	9.72	1.92	406.29%	The ratio has improved due to efficient management of working capital cycle by the management.
8	Net capital turnover ratio (in times)	Net Sales	Working Capital	-4.41	-4.16	5.94%	
9	Net profit ratio (in %)	Net Profit	Net Sales	2.26%	7.69%	-70.59%	The ratio has declined due to decline in net Porift during the year.
10	Return on Capital employed (in %)	EBIT	Capital Employed	-15676.33%	14603.37%	-207.35%	The ratio has declined due to decline in EBIT during the year.

*The Company has not presented Inventory turnover ratio since it holds inventory for consumption in the service of food and beverages and the proportion of such inventory is insignificant to total assets.

Definitions:

- (a) Earning for available for debt service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortisations + Interest + other adjustments like loss on sale of Fixed assets etc.
- (b) Debt service = Interest & Lease Payments + Principal Repayments
- (c) Average inventory = (Opening inventory balance + Closing inventory balance) / 2
- (d) Net credit sales = Net credit sales consist of gross credit sales minus sales return
- (e) Average trade receivables = (Opening trade receivables balance + Closing trade receivables balance) / 2
- (f) Net credit purchases = Net credit purchases consist of gross credit purchases minus purchase return
- (g) Average trade payables = (Opening trade payables balance + Closing trade payables balance) / 2
- (h) Working capital = Current assets - Current liabilities.
- (i) Earning before interest and taxes = Profit before exeptional items and tax + Finance costs - Other Income
- (j) Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

35. Revenue from Contracts with Customers

- i) Details of revenue from contracts with customers recognised by the Company with type of revenue stream, net of indirect taxes in its Statement of Profit and Loss:

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Revenue Based On Services		
Revenue from contract with customers		
Rooms	392.01	362.35
Food and Beverages	207.76	231.63
Spa and Health Club	11.47	7.30
Other revenue from contract with customers	2.67	2.93
Other operating revenue		
Other revenue	7.36	-

iii) Contract Balances

The contract liabilities primarily relate to the advance consideration received from customers for which revenue is recognised when the performance obligation is over/ services delivered.

- a) Advance Collections is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards rooms/restaurants/banquets. Revenue is recognised once the performance obligation is met i.e. on room stay/ sale of food and beverage/ provision of banquet services.

(Rupees in Lakhs)

Particulars	March 31, 2024	March 31, 2023
Contract Liabilities		
Advance collected from customers	27.84	23.41

Footnote:

Considering the nature of business of the Company, the above contract liabilities are generally materialised as revenue within the same operating cycle.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

Note 36 : DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 (MSMED ACT, 2006)

(Rupees in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
i) Principal amount and interest due thereon remaining unpaid to any supplier covered under MSMED Act:	-	-
Principal	1.59	1.16
Interest*	-	-
ii) The amount of interest paid by the buyer in terms of section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year*	-	-
v) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

* Interest due on the outstanding amount will be considered on actual basis i.e. payment basis

This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note 37 :Segment Reporting

The Company is primarily engaged in the business of hospitality and managing the resort. Since the inherent nature of activities as a whole is governed by the same set of risks and returns, these have been regrouped as a single segment. No Assets of the Company is located outside India. The said treatment is in accordance with the Indian Accounting Standard on "Operating Segments" (Ind AS-108) as issued by the Institute of Chartered Accountants of India. The Company is not reliant on revenues from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

Note 38 : Registration of charges or satisfaction with Registrar of Companies (ROC)

During the year, there are no instances of any registration, modification or satisfaction of charges which are pending for registration with Registrar of Companies (ROC) beyond the statutory period.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024**Note 39 : Compliance with number of layers of companies**

The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

Note 40 : Compliance with approved Scheme(s) of Arrangements

The Company has no scheme of arrangements which have been approved by the competent Authority in terms of Sec 230 to 237 of the Companies Act, 2013 during the reporting period.

Note 41 : Utilisation of borrowed funds and share premium

- A.** The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- B.** The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 42 : Undisclosed income

The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

Note 43 : Title deeds of Immovable properties not held in name of the Company

The Company does not possess any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) whose title deeds are not held in the name of the Company.

Note 44 : Details of crypto currency or virtual currency

The Company has not traded or invested in Crypto currency or Virtual currency.

Note 45 : Details of Benami Held

No proceedings have been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Note 46 : Wilful Defaulter

The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender.

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2024

Note 47 : Relationship with Struck off Companies

Details of transactions with struck off companies during the year is as below

Name of struck off Company	Nature of transactions struck-off Company	Balance Outstanding as at March 31, 2024	Balance Outstanding as at March 31, 2023	Relationship with the Struck off Company, if any to be disclosed
No Such transaction with Struck off Companies				

Note 48 : Previous year figures have been regrouped/ rearranged, wherever considered necessary to conform to current year's classification.

Material Accounting Policies and Notes Forming Part of the Financial Statements	1 to 48
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As per our report of even date attached

For GMJ & Co

Chartered Accountants
Firm's Registration No: 103429W

CA Amit Maheshwari

Partner
Membership No: 428706
UDIN: 244287 06BKFN KQ4523

Place: Mumbai

Date: May 29, 2024

For and on behalf of the Board

Vinaychand Kothari

Chairman & Managing Director

DIN : 00010974

Ramnik K Baxi

Independent Director

DIN : 00011048

Dilip V Kothari

Joint Managing Director &
Chief Financial Officer

DIN : 00011043

Rajesh Kedia

Company Secretary

M. No: A11282

As Matheran, So Usha.



MATHERAN

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