RAS RESORTS AND APART HOTELS LIMITED 32nd ANNUAL REPORT 2015-16



EXECUTIVE ROOM



PAVILION CAFE



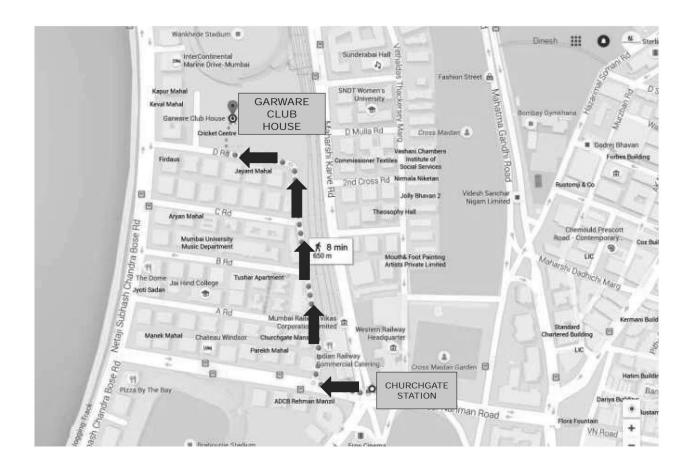
THE BANYAN TREE - LOUNGE & BAR



RAS RESORTS AND APART HOTELS LIMITED 32nd ANNUAL REPORT 2015-16

Route Map to the Venue of the AGM

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





BOARD OF DIRECTORS

PRAVIN VEPARI Chairman

VIJAY RANJAN

AMEET HARIANI

NALINI SHEWAKRAMANI Executive Director

GAUTAM SHEWAKRAMANI

RAHUL SHEWAKRAMANI

VISHAMBER SHEWAKRAMANI Managing Director & CFO

AUDITORS

Dayal and Lohia

BANKERS

Allahabad Bank State Bank of India Syndicate Bank HDFC Bank

REGISTERED OFFICE

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

CIN: L45200MH1985PLC035044

RESORT SITE

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

REGISTRAR & SHARE TRANSFER AGENT

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

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"If you cannot do great things yourself, remember that you may do small things in a great way"



NOTICE

Notice is hereby given that the Thirty-Second Annual General Meeting of the Members of the Ras Resorts and Apart Hotels Limited will be held at Garware Club House, Wankhede Stadium, 'D' Road, Churchgate, Mumbai 400 020 on Friday, August 12, 2016 at 5.30 p.m. to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
- 2. To confirm the Payment of Interim Dividend as Final Dividend on equity shares for the financial year 2015-2016.
- 3. To appoint a Director in place of Smt. Nalini Shewakramani (DIN: 00021138), who retires by rotation and being eligible, offers herself for re-appointment.
- 4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Dayal & Lohia, Chartered Accountants, Mumbai, (ICAI Registration No.102200W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS:

 To consider, and if, thought fit, to pass, the following Resolution as a Ordinary Resolution: "RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V of the Companies Act, 2013 and the rules thereunder and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof, for the time being in force and as approved by the Nomination and Remuneration Committee, the Company in General Meeting hereby approves the reappointment of Smt. Nalini Shewakramani (DIN:00021138), as Whole-time Director of the Company, designated as an Executive Director for a period of three years with effect from 15th February, 2016 on the terms and conditions and remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and the agreement dated 2nd March,2016 entered into between the Company and Smt. Nalini Shewakramani as placed before the meeting, which agreement be and is hereby specifically approved."

"FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to alter and/or vary any of the terms of remuneration in consultation with the Executive Director provided such variation is in accordance with the provisions in Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time."

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

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

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NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND OF AND VOTE INSTEAD HIMSELF/ HERSELF. PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and in holding not more than ten percent (10%) of the total share capital of the company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxies in order to be effective must be received by the company at its registered office not later than forty eight hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies. societies etc., must be supported by an appropriate resolution/authority, as applicable.
- 2. The Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, and the information required in respect of appointment/ reappointment of directors as per Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standards on General Meetings under item 3 and 5 are annexed hereto.
- The Register of Members and the Share Transfer books of the Company will be closed from Monday, 8th August, 2016 to Friday, 12th August, 2016 both days inclusive
- 4. Members are requested to notify immediately any change of address:
 - (i) to their Depositary Participants (DPs) in respect of their electronic share accounts, and
 - (ii) to the Company's Registrar & Share Transfer Agents, M/s Satellite Corporate Services Pvt. Ltd., B-302, Sony Apartment, Opp. ST Jude

- High School, Off. Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400 072, in respect of their physical share folios, if any, quoting their folio numbers.
- 5. Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956 the dividend remaining unclaimed/unpaid for a period of seven years from the date they became due for payment shall be credited to the Investor' Education and Protection Fund setup by the Central Government. Members who have so far not claimed the dividend are requested to make claim with the Company as no claim shall lie against the fund or the Company in respect of individual amounts once credited to the said fund.
- 6. Members are requested to bring their copy of the Annual Report to the meeting.
- 7. The Notice of the Annual General Meeting (AGM) along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- 8. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with Registrar and Share Transfer Agents/ Depositories.

9. **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, and Regulation 44 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the company is pleased to provide members facility to exercise right to vote at 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting services provided by Central Depositories Services Limited (CDSL)



- The instructions for members for voting electronically are as under:-
 - In case of members receiving e-mail: The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on Tuesday, 9th August, 2016 (10.00 a.m) and ends on Thursday, 11th August, 2016 (5.:00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date Friday, 5th August, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |
| | Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their |

| | name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter |
|--|---|
| | RA00000001 in the PAN field. |
| 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 as mentioned in instruction (iv). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will (x) then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for evoting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.

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- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www. evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <u>helpdesk.evoting@</u> <u>cdslindia.com</u>.
 - 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 emailed 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia. com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
 - Please follow all steps from SI. No. (i) to SI. No. (xiv) above, to cast vote.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at www.evotingindia.com www.evotingindia.com helpdesk.evoting@cdslindia.com.
- 3. If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- 4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 5. The remote e-voting period commences on Tuesday, 9th August, 2016 (10.00 a.m) and ends on Thursday, 11th August, 2016 (5:00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of Friday 5th August, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is



- cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- 6. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date Friday 5th August, 2016. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.
- 7. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, (may obtain the login ID and password by sending a request at evoting@cdslindia.com) shall follow the procedure laid down above. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on evotingindia.com.
- 8. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- Ms. Jigyasa N. Ved (Membership No. FCS 6488) of M/s Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 10. Shareholders who have already voted prior to the meeting date would be entitled to attend the Annual General Meeting but shall not be entitled to vote at the meeting.

- 11. The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting 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.
- 12. The Results declared along with the Scrutinizer's Report shall be displayed on the Notice Board of the Company at its Registered Office and placed on the Company's website (www.rrahl.com) and on the website of CDSL and communicated to the BSE Limited where the shares of the Company are listed.
- 13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 a.m to 6.00 p.m) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.

By Order of the Board

Vishamber Shewakramani Managing Director & CFO DIN: 00021163

Registered Office:

Rosewood Chambers, 99/ C, Tulsiwadi, Tardeo, Mumbai 400 034. CIN: L45200MH1985PLC035044

Tal. 000 40040000

Tel: 022-43216600

E-mail:mumbaioffice@rasresorts.com,

Website : www.rrahl.com

Date: 18th May, 2016

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ANNEXURE TO THE NOTICE

THE STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL **PURSUANT BUSINESS SECTION** TO 102 OF THE **COMPANIES** ACT, 2013 **AND** THE INFORMATION **REQUIRED** AS **PER** REGULATION 36(3) OF SEBI (Listing Obligation and Disclosure Requirement) REGULATION, SECRETARIAL STANDARD ON 2015 AND **GENERAL MEETING.**

ITEM NO. 3 & 5

The Board of Directors of the Company have reappointed Smt. Nalini Shewakramani (DIN: 00021138), as Whole time Director of the Company designated as Executive Director for a period of three years with effect from 15th February, 2016 on recommendation of Nomination and Remunertaion Committee in accordance with sections 196 and 197 read with schedule V of the companies Act, 2013. The payment of remuneration to Smt. Nalimi Shewakramni had been approved for a period of three years w.e.f 15th February, 2016 to 14th February, 2019.

Smt Nalini Shewakramani, aged 61 years has done B.sc. and LLB from Bombay University and M.sc in Food Technology from Texas A & M University.

She is an expert in Microbiology of Food And Hygenic Preservation

Smt. Nalini Shewakramani is also one of the promoter of the Company holding 3,59,150 shares.

Smt. Nalini Shewakramani has been providing her valuable services and devoting her time to the Company as a Director since May 17, 1985 and as a Whole Time Director from February 15, 2011.

During the year Smt. Nalini Shewakramani attended all Seven board meetings.

The material terms of remuneration as contained in the Agreement dated 2nd March, 2016 are as follows:

- a) Salary: ₹ 1,00,000/- per month with increment upto ₹ 2,00,000/- per month
- b) Perquisites: In addition to the aforesaid Salary the Executive Director shall be entitled to the following perquisites:
 - i) Free Furnished residential accommodation

or House Rent Allowance together with utilities such as gas, electricity, water, furnishings, repairs, servants salaries, society charges and property taxes as may be approved by the Board.

- Reimbursement of Medical Expenses incurred for self and family and medical/ accident insurance.
- iii) Leave Travel concession for self and family once in a year in accordance with the rules of the Company or as may be agreed to by the Board of Directors.
- iv) Fees of clubs/ annual membership fees for professional bodies.

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

Where in any financial year during the currency of the tenure of the Executive Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Executive Director, the above Salary and perquisites not exceeding the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as Minimum Remuneration.

- c) The Executive Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein above:
 - i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
 - ii) Gratuity payable at the rate not exceeding half a month's Salary for each completed year of service.
 - iii) Earned privilege leave at the rate of one month's leave for every eleven months of service. The Executive Director shall be entitled to encash leave at the end of his tenure as Executive Director.



- d) Provision for Car and Telephone at the residence of the Executive Director used for the purpose of business shall not be treated as perquisites.
- e) All income tax and other impositions, if any, in respect of Smt. Nalini Shewakramani remuneration shall be calculated by the Company and deducted in accordance with the applicable provisions of the Income tax law for the time being in force."

The agreement mentioned above shall be available for inspection at the registered office of the Company during the business hours.

Other directorship held by Smt. Nalini Shewakramani are: Ras Business Premises Pvt Ltd, Gautam premises Pvt Ltd, Ras Stock and Financial Services Private Limited, Burger King restaurant private limited, Ras Erectors Private limited, Passages Association for Guidance Education and Support, Ras Diu Hotels private Limited, Rahul Agrotech (India) private Limited, Gopesh's Sound Central Private Limited.

Your directors recommend the resolution for your approval.

Smt. Nalini Shewakramani is interested in the said resolution as it relates to her own appointment.

Shri Vishamber Shewakramani, Shri Gautam Shewakramani and Shri Rahul Shewakramani being relatives are interested in the said resolution.

By Order of the Board

Vishamber Shewakramani Managing Director & CFO DIN: 00021163

Registered Office:

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

CIN: L45200MH1985PLC035044

Tel: 022-43216600

E-mail:mumbaioffice@rasresorts.com,

Website : www.rrahl.com
Date: 18th May, 2016



DIRECTOR'S REPORT

[Pursuant to Section 134(3) of the Companies Act, 2013]

To The Members RAS RESORTS AND APART HOTELS LIMITED.

The Directors have pleasure in presenting the Thirty Second Annual Report together with the Statement of Accounts for the year ended on March 31, 2016

FINANCIAL RESULTS:

| | 2015-16 | 2014-15 |
|---|------------|-------------|
| Revenue from operations | 85,762,908 | 76,408,889 |
| Other Income | 747,765 | 914,418 |
| Total Revenue | 86,510,673 | 77,323,307 |
| Less: | | |
| Depreciation | 4,204,915 | 4,990,340 |
| Interest | 4,075,769 | 5,000,058 |
| PROFIT BEFORE TAX | 7,916,611 | 436,390 |
| Less: Provision for Taxation | | |
| Current Tax | 2,568,000 | _ |
| Deferred Tax | 344,418 | (337,076) |
| Tax for earlier Years | - | (1,339,624) |
| PROFIT AFTER TAX | 5,004,193 | 2,113,090 |
| Payment of Interim Dividend & Tax on Dividend | 4,777,983 | _ |
| Surplus brought forward from Previous Year | 13,459,299 | 13,233,089 |

TRANSFER TO RESERVES

There was no transfer of profits made to General Reserve.

OPERATIONS/STATE OF COMPANY'S AFFAIRS

The company has completed twenty seven years of operations. During the year under review, the total income was ₹ 8,65,10,673/- compared to ₹ 7,73,23,307/- in the previous year. The working results of the Company shows a net profit of ₹ 50,04,193/- -as against the net Profit of ₹ 21,13,090 during the corresponding previous year.

The construction of a large banquet hall facility admeasuring about 12000sq ft at the Company's resort at Silvassa for the purpose of weddings and conferences is nearing completion.

DIVIDEND

An Interim Dividend of ₹ 1/- per share on 39,69,743 equity shares of ₹ 10/- each aggregating to ₹ 39,69,743 was declared and paid for the year 2015-16 and the same be treated as final dividend for the year 2015-16

MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF THE FINANCIAL YEAR:

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

NUMBER OF MEETINGS OF BOARD OF DIRECTORS

7 (Seven) meetings of the Board of Directors were held during the year.

DIRECTORS

Smt. Nalini Shewakramani (DIN : 00021138), Director of the Company, retires at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

The Board of Directors of the Company have reappointed Smt. Nalini Shewakramani (DIN: 00021138), as Whole time Director of the Company designated as Executive Director for a further period of three years with effect from 15th February, 2016 on recommendation of Nomination and Remunertaion Committee. The resolution seeking approval of the Members for re-appointment of Smt. Nalini Shewakramani has been incorporated in the notice of the forthcoming annual general meeting of the Company.

DECLARATION FROM INDEPENDENT DIRECTORS

Shri. Pravin Vepari., Shri. Ameet Hariani and Shri. Vijay Ranjan, who are independent directors of the Company have submitted declarations that each of them meet the criteria of independence as provided in sub Section (6) of Section 149 of the Act and there has been no change in the circumstances



which may affect their status as independent director during the year. In the opinion of the Board, the independent directors possess appropriate balance of skills, experience and knowledge, as required.

AUDIT COMMITTEE OF BOARD OF DIRECTORS

The Audit committee of the Board of directors of the Company consists of the following members

- 1. Shri. Pravin Vepari
- 2. Shri. Ameet Hariani
- 3. Shri. Vijay Ranjan
- 4. Smt. Nalini Shewakramani

Four meetings of the Committee were held during the financial year.

VIGIL MECHANISM

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism formulated by the Company provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Managing Director/ Chairman of the Audit Committee in exceptional cases.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND CRITERIA FOR INDEPENDENT DIRECTORS

The Remuneration Policy for directors and senior management and the Criteria for selection of candidates for appointment as directors, independent directors, senior management are placed on the website of the Company weblink http://www.rrahl.com/rrahlpolicies.htm There has been no change in the policies since the last fiscal year.

We affirm that the remuneration paid to the directors is as per the terms laid out in the remuneration policy of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (iii) they have taken proper and sufficient care for the 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 fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has proper and adequate system of internal financial controls commensurate with its nature and size of business and meets the following objectives:

- Providing assurance regarding the effectiveness and efficiency of operations
- Efficient use and safeguarding of resources
- Compliance with policies, procedures and applicable laws and regulations and
- Transactions being accurately reported and recorded timely

The Company has budgetary control system to monitor expenditures and operations against budgets on an ongoing basis.

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The internal auditors also regularly review the adequacy of internal financial control system.

DETAILS OF SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATES

The Company does not have any subsidiary/ joint ventures/ associates.

EXTRACT OF ANNUAL RETURN

As provided under sub Section (3) of Section 92 of the Act, the extract of annual return is enclosed, which forms part of the directors' report as **Annexure I**.

AUDITORS

M/s. Dayal and Lohia, Chartered Accountants, the Auditors of the company who would retire at the ensuing Annual General Meeting offer themselves for reappointment. M/s. Dayal and Lohia, Chartered Accountants, the existing auditors have furnished a certificate, confirming that if reappointed for the financial year 2016-2017 their reappointment will be in accordance with Section 139 read with section 141 of the Companies Act, 2013.

You are requested to appoint Auditors and to fix their remuneration.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Parikh Parekh & Associates, Practising Company Secretaries were appointed as the Secretarial Auditors for auditing the secretarial records of the Company for the financial year 2015-2016.

The Secretarial Auditors Report is annexed as **Annexure II**.

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

The auditors' report does not contain any qualifications, reservations or adverse remarks in their report.

As regards observations of Secretarial Auditors in their report, your directors have to state that constant efforts are being made to identify and appoint a competent and suitable candidate as the Company Secretary of the Company. In the Meanwhile, to ensure timely compliance of the provisions of the Act, the company has been taking

the professional services of the reputed Practising Company Secretaries.

The company has been compliant of all the regulations of the concerned authorities and the provisions of the act and rules framed thereunder.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORBTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) CONSERVATION OF ENERGY:

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

(B) TECHNOLOGY ABSORPTION:

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

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company has earned ₹ 5,39,291/- by way of foreign exchange earnings from foreign tourists. There was no outgo of foreign exchange during the year under review.

PARTICULARS OF EMPLOYEES

Pursuant to Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the particulars of employees are annexed as **Annexure III**.

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORY/ JUDICIAL AUTHORITY

No significant or material orders were passed by any regulator or court that would impact the going concern status of the Company and its future operations.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has not given any loans or



guarantees or made investments pursuant to the provisions of the Section 186 of the Companies Act, 2013.

RISK MANAGEMENT POLICY

The Board of Directors of the Company has framed a risk management policy and is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

RELATED PARTY TRANSACTIONS

Particulars of transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 and the same forms part of this report as **Annexure IV**.

EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

An annual evaluation of the Board's own performance, Board committees and individual directors was carried out pursuant to the provisions of the Act in the following manner:

| Sr. No. | Performance evaluation of | Performance evaluation performed by | Criteria |
|------------|---------------------------------|--|---|
| | Each Individual directors | Nomination and Remu- neration Committee | A t t e n d a n c e , Contribution to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and guidance provided, key performance aspects in case of executive directors etc. |
| | Independent directors; | Entire Board of Directors excluding the director who is being evaluated | A t t e n d a n c e , Contribution to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution, and guidance provided etc. |

| Sr. No. | Performance evaluation of | Performance evaluation performed by | Criteria |
|------------|---------------------------------|--|---|
| | Board, and its committees | All directors | Board composition and structure; effectiveness of Board processes, information and functioning, fulfillment of key responsibilities, performance of specific duties and obligations, timely flow of information etc. The assessment of committees based on the terms of reference of the committees and effectiveness of the meetings. |

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company has not received any complaint of sexual harassment during the financial year 2015-16.

LISTING AGREEMENT AND LISTING FEES

The Company has entered into Listing Agreement with BSE Limited in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has paid the listing fees to BSE Limited for the year 2016-2017.

INSIDER TRADING REGULATIONS AND CODE OF DISCLOSURE

The Board of Directors has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting



of Trading by Insiders in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and is available on our website www.rrahl.com/rrahlpolicies.htm

CORPORATE GOVERNANCE REPORT

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Corporate Governance is not mandatory to the Company.

ACKNOWLEDGEMENT

Your Directors convey their gratitude to the Allahabad Bank and every official of the administration of Dadra And Nagar Haveli and Daman and Diu for their continued assistance and

support. The Directors also wish to place on record their appreciation of the hard work put in by the staff, both at Silvassa and Mumbai .The Directors express gratitude to Company's Customers and Vendors. The Directors are also grateful to you, the Shareholders for the confidence you continue to repose in the Company.

For and on behalf of the Board

Mumbai **Pravin Vepari** 18th May, 2016 *Chairman*



ANNEXURE I EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2016

Form MGT-9 pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS:

| CIN Number of the Company: | L45200MH1985PLC035044 |
|---|---|
| Registration Date: | 10.01.1985 |
| Name of the Company: | Ras Resorts And Apart Hotels Ltd |
| Category/ Sub-category of the Company: | Public Company / Limited by Shares |
| Address of Registered office and contact details: | Rosewood Chambers, 99/C TulsiwadiTardeo Mumbai- 400034 Email: mumbaioffice@rasresorts.com Website: www.rrahl.com Tel: + 9122 4321 6600 Fax: +9122 23526325 |
| Whether listed company: | Yes |
| Name, Address and contact details of Registrar and Transfer Agent : | M/s Satellite Corporate Services Pvt. Ltd., B-302, Sony Apartment, Opp. ST Jude High School, Off. AndheriKurla Road, Jarimari, Sakinaka, Mumbai 400 072. Email: service@satellitecorporate.com Website:www. satellitecorporate.com Tel: +912228520461 +91 22 28520462 Fax: +91 22 28511809 |

II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY:

All the business activities contributing to 10% or more of the total turnover of the Company shall be stated:-

| Sr. No. | Name and Description of main products/ services | NIC Code of the product/ service | Percentage to total turnover of the company |
|---------|---|-------------------------------------|---|
| 1 | Hotel and Restaurant at Silvassa, Union Territory of Dadra and Nagar Haveli | 55101 | 100% |

IV. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL



V. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

| | As on 01.04.2015 | | | | As on 31.03.2016 | | | | Changes during the year | |
|--|---|---------|-----------------------------|-------|------------------------|---------|--|--------|---------------------------------|---|
| Category of Shareholder | Total number of shares (break up of Demat and Physical to be given) | | % of total number of shares | | Total number of shares | | % of total number of shares (break up of Demat and Physical to be given) | | Total number of shares | % of total number of shares |
| | Physical | Demat | Physical | Demat | Physical | Demat | Physical | Demat | | |
| Shareholding of Promoter and Promoter Group ² | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Indian | | | | | | | | | | |
| Individuals/ Hindu Undivided Family | 0 | 2950950 | 0 | 74.34 | 0 | 2950950 | 0 | 74.34% | 0 | 0 |
| Central Government/ State Government(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Financial Institutions/ Banks | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub Total(A)(1) | 0 | 2950950 | 0 | 74.34 | 0 | 2950950 | 0 | 74.34% | 0 | 0 |
| Foreign | | | | | | | | | | |
| Individuals (Non-Residents Individuals/Foreign Individuals) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Qualified Foreign Investor | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub Total(A)(2) | 0 | 2950950 | 0 | 74.34 | 0 | 2950950 | 0 | 74.34% | 0 | 0 |
| Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2) | 0 | 2950950 | 0 | 74.34 | 0 | 2950950 | 0 | 74.34% | 0 | 0 |
| Public shareholding | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Institutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Mutual Funds/ UTI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Financial Institutions / Banks | 240 | 0 | 0.01% | 0 | 240 | 0 | 0.01% | 0 | 0 | 0 |
| Central Government/ State Government(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Venture Capital Funds | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |



| | As on 01.04.2015 | | | | As on 31.03.2016 | | | | Changes during the year | |
|---|---|---------|-----------------------------|-------|------------------------|---------|--|-------|---------------------------------|---|
| Category of Shareholder | Total number of shares (break up of Demat and Physical to be given) | | % of total number of shares | | Total number of shares | | % of total number of shares (break up of Demat and Physical to be given) | | Total number of shares | % of total number of shares |
| | Physical | Demat | Physical | Demat | Physical | Demat | Physical | Demat | | |
| Foreign Institutional Investors | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Foreign Venture Capital Investors | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Qualified Foreign Investor | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Foreigh Financial instirutions | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Foreigh Mutual Fund | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-Total (B)(1) | 240 | 0 | 0.01 | 0 | 240 | 0 | 0.01% | 0 | 0 | 0 |
| Non-institutions | | | | | | | | | | |
| Bodies Corporate | 5400 | 14167 | 0.14 | 0.35 | 5400 | 11640 | 0.11% | 0.32% | 2527 | 0.06% |
| Individuals | | | | | | | | | | |
| Individuals -i. Individual shareholders holding nominal share capital up to ₹ 1 lakh | 194420 | 269842 | 4.8% | 6.9 | 189880 | 270398 | 4.78% | 6.81% | 3984 | 0.11% |
| ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh. | 0 | 397313 | 10.01 | 10.01 | 0 | 403697 | 0 | 10.17 | 6384 | 0.16% |
| Directors & Relatives | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Non Resident Indians | 720 | 26 | 0.02 | 0 | 720 | 26 | 0.02 | 0 | 0 | 0 |
| Clearing Members | 0 | 1 | 0 | 0 | 0 | 1 | 0 | 0 | 0 | 0 |
| Hindu Undivided Families | 0 | 136664 | 0 | 3.44 | 0 | 136792 | 0 | 3.45 | 128 | 0.00% |
| Sub-Total (B)(2) | 200540 | 818013 | 5.05 | 20.61 | 196000 | 822553 | 4.94 | 20.72 | 0 | 0 |
| Total Public Shareholding (B)= (B)(1)+(B)(2) | 200780 | 818013 | 5.05 | 20.61 | 196240 | 822553 | 4.94 | 20.72 | 0 | 0 |
| TOTAL (A)+(B) | 200780 | 3768963 | 5.05 | 94.95 | 196240 | 3969743 | 4.94 | 95.06 | 0 | 0 |
| Shares held by Custodians and against which Depository Receipts have been issued | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-Total (C) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| GRAND TOTAL (A)+(B)+(C) | 200780 | 3969743 | 5.05 | 94.94 | 196240 | 3969743 | 4.94 | 95.06 | 0 | 0 |



Shareholding of Promoters:

| | | AS ON 01.04.2015 | | | Δ | S ON 31. | | |
|------------|----------------------------|--------------------------------|-------|--|--------------------------------|----------|--|--|
| Sr. No. | Name of the shareholder | Number of shares held | % | % of shares Pledged/ Encumberedto total shares | Number of shares held | % | % of shares Pledged/ Encumberedto total shares | % of change in the shareholdiing during the year |
| 1 | GAUTAM SHEWAKRAMANI | 206000 | 5.19 | - | 206000 | 5.19 | | |
| 2 | KAMLA T SHEWAKRAMANI | 1550 | 0.04 | - | 1550 | 0.04 | | |
| 3 | NALINI V SHEWAKRAMANI | 359150 | 9.05 | - | 359150 | 9.05 | | |
| 4 | RAHUL SHEWAKRAMANI | 206000 | 5.19 | - | 206000 | 5.19 | | |
| 5 | TEKCHAND SHEWAKRAMANI | 1003638 | 25.28 | - | 1003638 | 25.28 | | |
| 6 | VISHAMBER SHEWAKRAMANI | 1174612 | 29.59 | - | 1174612 | 29.59 | | |
| | TOTAL | 2950950 | 74.34 | | - | 74.34 | | |

ii. Change in Promoters' Shareholding: NIL

| SI. | | | ling at the of the year | Cumulative Shareholding during the year | | | | |
|-----|---|--|---------------------------------|---|--|--|--|--|
| No. | | No. of shares | % of totalshares of the company | No. of shares | % of total shares of the company | | | |
| 1 | At the beginning of the year | | | | | | | |
| 2 | Date wise Increase / Decrease in Promoters | | | | | | | |
| | Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | There is no change in Promoter's Shareholding between 01.04.2015 to 31.03.2016 | | | | | | |
| 3 | At the end of the year | | | | | | | |



iv. Shareholding pattern of top ten shareholders (other than Directors, Promoters and holders of GDRs and ADRs):

| eı | SI. For Each of the Top 10 | | Shareholding at the beginning of the year | | (+) INCREASE / (-) DECREASE IN SHARE HOLDING | | Cumulative Shareholding during the year | |
|-----|----------------------------|---------------|---|------------|--|----------------------------------|---|----------------------------------|
| No. | Shareholders | No. of shares | % of total shares of the company | Date | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Vinodchandra Mansukhlal | 110844 | 0.28 | 01.04.2015 | | | 110844 | 0.28 |
| | Parekh | | | 31.03.2016 | | | | |
| 2. | Harsha Hitesh Javeri | 60000 | 0.15 | 01.04.2015 | | | 60000 | 0.15 |
| | | | | 31.03.2016 | | | | |
| 3. | Sangita Kumarpal Parekh | 45445 | 0.11 | 01.04.2015 | | | 45445 | 0.11 |
| | | | | 31.03.2016 | | | | |
| 4. | Chirayush PravinVakil | 29265 | 0.07 | 01.04.2015 | 2 | | 29265 | 0.07 |
| | | | | 10.04.2015 | 580 | | | |
| | | | | 25.12.2015 | 9 | | | |
| | | | | 31.12.2015 | 115 | | | |
| 5. | Snehalatha Singhi | 29402 | 0.07 | 01.04.2015 | | | 29402 | 0.07 |
| | | | | 31.03.2016 | | | | |
| 6. | Dineshkumar Muktilal | 29398 | 0.07 | 01.04.2015 | | | 29398 | 0.07 |
| | Paldiwal | | | 31.03.2016 | | | | |
| 7 | Hitesh Ramji Jhaveri | 28406 | 0.07 | 01.04.2015 | | | 28406 | 0.07 |
| | | | | 31.03.2016 | | | | |
| 8 | Vinodchandra Mansukhlal | 25119 | 0.06 | 01.04.2015 | | | 25119 | 0.06 |
| | Parekh | | | 31.03.2016 | | | | |
| 9 | Kumarpal Mansukhlal | 24624 | 0.06 | 01.04.2015 | | | 24624 | 0.06 |
| | Parekh | | | 31.03.2016 | | | | |
| 10 | Padma Jitendra Parekh | 19836 | 0.05 | 01.04.2015 | | | 19836 | 0.05 |
| | | | | 31.03.2016 | | | | |

There is no change in shareholding of top ten shareholders (other than directors, promoters and holders of GDRs and ADRs) between 01.04.2015 to 31.03.2016.



v. Shareholding of Directors and Key Managerial Personnel:

| SI. | SI. Folio/ Name of the | | Date | Reason | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|-----|---------------------------|------------------------|------------|------------------------------|---|---|---|----------------------------------|
| No | Beneficiary Account no | ShareHolder | | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 4 | 22562455 | Gautam Shewakramani | 01.04.2015 | At the beginning of the year | 206000 | 5.19 | 206000 | 5.19 |
| 1. | 22502455 | Director | 31.03.2016 | At the end of the year | 206000 | 5.19 | 206000 | 5.19 |
| 2. | 22568164 | Rahul Shewakramani | 01.04.2015 | At the beginning of the year | 206000 | 5.19 | 206000 | 5.19 |
| 2. | 22000 104 | Director | 31.03.2016 | At the end of the year | 206000 | 5.19 | 206000 | 5.19 |

Key Managerial Personnel

| | Vishamber | 01.04.2015 | At the beginning of the year | 1174612 | 29.59 | 1174612 | 29.59 | |
|----|-----------|--------------------------|------------------------------|---------------------|---------|---------|---------|-------|
| 1. | 20210366 | Shewakramani MD & CFO | 31.03.2016 | At the end of the | 1174612 | 29.59 | 1174612 | 29.59 |
| | | IND & OI O | | year | | | | |
| | | Nalini | 01.04.2015 | At the beginning of | 359150 | 9.05 | 359150 | 9.05 |
| 2 | 20210331 | Shewakramani | | the year | | | | |
| 2. | 20210331 | WTD | 31.03.2016 | At the end of the | 359150 | 9.05 | 359150 | 9.05 |
| | | VV 1 D | | year | | | | |

V. INDEBTEDNESS: (in lacs)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|---|--------------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year | | | | |
| (i) Principal Amount | 502.96 | 4.22 | _ | 507.18 |
| (ii) Interest due but note paid | _ | _ | _ | _ |
| (iii) Interest accrued but not due | _ | _ | _ | _ |
| Total (i+ii+iii) | 502.96 | 4.22 | _ | 507.18 |
| Change in Indebtedness during the financial year | | | | 67.50 |
| - Addition | _ | 67.50 | _ | 94.03 |
| - Reduction | 94.03 | _ | _ | _ |
| Net Change | 94.03 | 67.50 | _ | (26.53) |
| Indebtedness at the end of the financial year | 408.93 | 71.72 | _ | 480.65 |
| (i) Principal Amount (ii) Interest due but not paid | | | | |
| (iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | | 71.72 | _ | 480.65 |



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

| SI. No. | | Vishmaber Shewakramani – Managing Director & CFO | Nalini Shewakramani – Whole-Time Director | | |
|------------|---|---|--|--|--|
| 1. | Gross Salary | | | | |
| | Basic Salary | 33,00,000 | 12,00,000 | | |
| | Perquisites | 2,97,670 | - | | |
| | Incentives | - | - | | |
| | Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961 | - | - | | |
| 2. | Stock Option | - | - | | |
| 3. | Sweat Equity | - | - | | |
| 4. | Commission | - | - | | |
| 5. | Others, please specify | - | - | | |
| | Total (A) | 35,97,670 | 12,00,000 | | |
| | Ceiling as per the Act | Within the limits of Schedule V of the Act | | | |

B. Remuneration to other directors:

| Sr No | Particulars of Remuneration | | Name of Directors | | | | |
|----------|---|--|--|-------------------------------|------------|--|--|
| 1. | Independent Directors - Fee for attending board / committee meetings - Commission - Others, please specify | Shri. Pravin Vepari 85,000/- | Shri. AmeetHariani 60,000/- | Shri. VijayRanjan 75,000/- | 2,20,000/- | | |
| | Total (1) | 85,000/- | 60,000/- | 75,000/- | 2,20,000/- | | |
| 2. | Other Non-Executive Directors - Fee for attending board / committee meetings - Commission - Others, please specify | Shri. Gautam Shewakramani 36,000/- | Shri. Rahul Shewakramani 10,000/- | - | 46,000/- | | |
| | Total (2) | 36,000/- | 10,000/- | - | 46,000/- | | |
| | Total (B)=(1+2) | 1,21,000/- | 70,000/- | 75,000/- | 2,66,000/- | | |
| | Overall Ceiling as per the Act | \ | Within limits of Schedule V of the Act, 2013 | | | | |

C. Remuneration to Key Managerial Personnel other than MD/ Manager/WTD - Remuneration paid to Shri. Vishamber Shewakramani who is the MD & CFO is as given in clause A.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES - NONE

For and on behalf of the Board

Mumbai 18th May, 2016 Pravin Vepari Chairman



ANNEXURE II FORM No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

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

To, The Members,

RAS RESORTS & APART HOTELS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RAS RESORTS & APART 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.

Based on our verification of the Company's books. papers, minute books, forms and returns filed and other records maintained by the company, the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 generally 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:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made thereunder:
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

- (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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;(Not applicable to the Company during the audit period)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and EmployeeStock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(Not applicable to the Company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008;(Not applicable to the Company during the audit period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)Regulations, 1993 regarding the Companies Act and



dealing with client;(Not applicable to the Company during the audit period)

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- (vi) Other laws applicablespecifically to the Company namely:
 - 1. Dadra & Nagar Haveli Excise Regulations, 2012.
 - Goa Daman and Diu Registration of Tourist Trade Act, 1982 and extended to Dadra & Nagar Haveli.
 - 3. Food Safety & Standards Act, 2006 (Government of India).
 - 4. Environment (Protection) 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 with respect to board and general meetings.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above. However the Company is yet to fill up position of Company Secretary as required under Section 203 of the Act.

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. No changes in the composition of the Board of Directors that took place during the period under review.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and 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.

Decisions at the Board Meetings were taken unanimously.

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 audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Parikh Parekh & Associates

Company Secretaries

Place: Mumbai Mitesh Dhabliwala
Date: 18th May, 2016 FCS No: 8331
CP No: 9511

This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.



'Annexure A'

To.

The Members

RAS RESORTS & APART HOTELS LIMITED

Our report of even date is to be read along with this letter.

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.

We have followed the audit practices and process 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 process and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

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 procedure on test basis.

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 Parikh Parekh & Associates

Company Secretaries

Place : Mumbai Mitesh Dhabliwala
Date : 18th May, 2016 FCS No: 8331

CP No: 9511



ANNEXURE III PARTICULARS OF EMPLOYEES

A. Remuneration of Directors [Section197(12) and Rule 13.3

- (a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:
 - None of the Non-executive Directors were paid any remuneration during the year except sitting fees.

| Executive Directors | Ratio to median remuneration |
|----------------------|------------------------------|
| Vishamber Shewakrami | 54:1 |
| Nalini Shewakramani | 18:1 |

(b) The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

| Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary | % increase/decrease in remuneration in the financial year |
|--|---|
| Managing Director& Chief Financial Officer | 34.57 |
| Executive Director | _ |

- (c) The percentage increase in the median remuneration of employees in the financial year: 23.57
- (d) The number of permanent employees on the rolls of company: 89
- (e) The explanation on the relationship between average increase in remuneration and company performance: Salary increases were in line with the company's performance as well as company's market competitiveness.
- (f) Comparison of the remuneration of the key managerial personnel against the performance of the Company:

| Aggregate remuneration of key managerial personnel (KMP) in FY15-16 (₹ crore) | 0.48 |
|---|-------|
| Revenue (₹ crore) | 8.65 |
| Remuneration of KMPs (as % of | |
| revenue) | 5.55 |
| Profit before Tax (PBT) (₹ crore) | 0.79 |
| Remuneration of KMP (as % of PBT) | 62.00 |

(g) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

| Particulars | March 31, 2016 | March 31, 2015 | % Change |
|---------------------------------------|-------------------|-------------------|-------------|
| Market Capitalisation (₹ crore) | 9.57 | 15.26 | -37.28 |
| Price Earnings Ratio | 45.35 | 72.54 | 37.48 |

(h) Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

| Particulars | March 31, 2016 | (IPO) | % Change* (?) |
|-----------------------|-------------------|-------|------------------|
| Market Price (BSE) | 22.50 | _ | _ |

- in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration no increase during the year
- (j) Comparison of each remuneration of the key managerial personnel against the performance of the Company:

| | Managing Director & CFO | Whole time Director |
|-----------------------------------|-------------------------------|---------------------------|
| Remuneration in FY15-16 (₹ crore) | 0.36 | 0.12 |
| Revenue (₹ crore) | 8.65 | _ |
| Remuneration as % of revenue | 4.16 | 1.39 |
| Profit before Tax (PBT) (₹ crore) | 0.79 | _ |
| Remuneration (as % of PBT) | 46.00 | 16.00 |



- (k) The key parameters for any variable component of remuneration availed by the directors: N.A.
- (I) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; None
- (m) The Company affirms remuneration is as per the remuneration policy of the Company.
- (n) During the year, there were no employees who were in receipt of remuneration in the aggregate of rupees sixty lakhs for the year or rupees five lakhs per month, if employed for part of the year.

For and on behalf of the Board

Mumbai **Pravin Vepari** 18th May, 2016 *Chairman*



ANNEXURE IV

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 arms length transactions under third proviso thereto

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

During the year the Company has not entered into any fresh related party transactions covered under Section 188(1) of the Act.

The details of transactions approved by the Board of Directors prior to 01.04.2014 and transacted during the year are given hereunder:

| Name(s) of the related party and nature of relationship | Nature of contracts / arrangements /transactions- | Duration of contracts / arrange- ments/ transactions | Justification for entering into such a contracts or arrangements or transactions | Salient terms of contracts or arrangements or transactions including the value, if any | 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 proviso to section 188 |
|--|--|--|--|---|---|----------------------------------|---|
| Shri Vishamber Shewakramani Promoter / Director | Royalty | N.A. | | ₹ 400 per year | 18.12.1985 | NIL | N.A. |
| Shri Tekchand Shewakramani | Royalty | N.A | | ₹ 400 per year | 18.12.1985 | NIL | N.A. |
| Smt. Nalini Shewakramani | Royalty | N.A | | ₹ 400 per year | 18.12.1985 | NIL | N.A. |
| Smt. Kamla Shewakramani | Registered office premises taken on Rent | N.A | At Prevailing Market rate | Monthly rent of ₹ 5,000/- Security Deposits ₹ 4,500,000/- | 26.04.2001 | NIL | N.A. |
| Gautam Premises Pvt. Ltd. | Residential Premises at Silvassa taken on Rent | N.A | At Prevailing Market rate | Monthly rent of ₹ 9,000/- Security Deposits ₹ 25,000/- | 22.05.2009 | NIL | N.A. |
| Shri Rahul Shewakramani | Apartment taken on rent in Mumbai | N.A | At Prevailing Market rate | Monthly rent of ₹ 70,000/- Security Deposits ₹ 2,500,000/- | 04.05.2012 | NIL | N.A. |
| M/s Ras Business Premises Private Pvt. Ltd. | Car given on rental basis to them | N.A | At Prevailing Market rate | Revenue earning of ₹ 2,630/- per day plus service tax, petrol charges and other maintenance charges | 08.02.2014 | NIL | N.A. |

2. Details of material contracts or arrangement or transactions at arms length basis- No material transactions or contracts were entered during the year by your company.

For and on behalf of the Board

Mumbai Pravin Vepari 18th May, 2016 Chairman



MANAGEMENT DISCUSSION AND ANALYSIS

1. BUSINESS OVERVIEW & TRENDS

Increasing disposable incomes, a change in the spending habits, increasing affordability due to numerous holiday packages and the trend of owning a car will grow domestic tourist traffic. Travel & Tourism contributed 9.5% of the total economy an amount of about USD\$ 7 Trillion.

2. NATURE OF INDUSTRY

- 2.1 The hotel industry has always in a challenging stage from year to year. Every event affects the business.
- 2.1.1 The key characteristics of the hotel industry are :
 - The industry is primarily capital intensive coupled with depreciation costs on the buildings, furniture, fixtures and equipment and other assets. During periods of growth the depreciation and interest costs rise rapidly as capacity additions take place. The relevant parameter for evaluation of management performance in the growth mode is thus EBITDA (Earnings Before Interest Tax Depreciation and Amortization), rather than Profit After Tax (PAT), since the depreciation and interest costs are expensed relatively quickly (over a 8-10 year frame) against an asset that has a life of 80 to 100 years.
- 2.1.2 The hotel industry is also cyclical due to the nature of capacity additions being lumpy while the demand growth is smooth. However, the exact position of the industry on the business cycle varies from city to city, depending on the forces of demand and supply in that city. The hotel industry is now showing upward movement and Silvassa is no exception.
- 2.1.3 Seasonality Trend : The Indian hotel industry reflects a clear seasonality trend. For example in India, the tourism and hospitality industry shows signs of an uptrend in the months of November to February due to higher tourist flows. The months of June to September

- on the other hand are months of low occupancies and revenue, with fewer business or leisure visitors. There is considerable improvement in the months of June to September that we have experienced.
- 2.1.4 Strong dependence on the services economy: The hotel industry tourist segment is highly dependent on services economy in terms of performance. Thus in the years of the services economy boom, the hotels business has grown well and has been relatively unaffected by the under performance of the manufacturing sectors of the economy.
- 2.1.5 Brand Impact: The hotel industry is characterized by strong brand focus resulting in choices being made by the customer based on factors beyond price especially in the high-end segment where the brand is a hallmark of product and service quality. Your Company and its "Complete Vacation & Conference Centre" have strong brand recognition and customer loyalty. The company has also entered into a Franchise agreement with Keys a mid market brand to enhance distribution channels through KEY's pan India presence of 20 sales offices.
- 2.1.6 Instant perishability of the product:
 The industry belongs to the service sector and thus the product (service) is instantly consumed and cannot be replenished. Thus, one needs to maximize utilization of available capacity and reduce marginal costs over marginal revenues.
- 2.1.7 The major cost drivers in the industry are:
 - Food and beverage costs
 - Employee costs
 - Power and fuel expenses
 - Administrative and other overhead costs
 - Advertising and publicity expenses



3. BUSINESS PERFORMANCE

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

3.1 The Company has made no further investment in Real Estate business but its existing holding has appreciated substantially as can be seen in the revaluation figures in the Balance Sheet.

4. RISK FACTORS

- Risks related to presence in Silvassa, India
- 4.1.1 Political and economic environment risks: With the political and economic environment being stable in India, the hospitality industry will be benefited. With the services sector increasing its contribution share of the Indian GDP, over the medium term the fortunes of our industry are expected to improve further. With India joining the global mainstream of business and attracting more foreign investments and its presently high levels of domestic tourist traffic, the future has good potential for the hotel industry. Silvassa as a destination for industrial activity "Make in India" is also growing.
- 4.1.2 Socio-Political risks: The Hotels industry faces risk from the volatile socio-political environment in the local area.
- 4.2 Industry / sector specific risks
- 4.2.1 Infrastructure related risks:

Presence of good infrastructure in terms of airports/ roads is critical to attract customers. Fortunately Silvassa

has very good road connectivity with its source markets of Mumbai & Surat.

4.2.2. Government concessions / restrictions to the hospitality industry:

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

- 4.3 Risk associated with the Company
- 4.3.1 Risk of wage inflation: the hotel industry needs quality employees and with demand for the same improving across the industry, the Company feels that wage inflation is a critical factor in determining costs for the Company. Thus, your Company will continue to focus on improving manpower efficiencies and creating a lean organization, while maximizing effectiveness in terms of customer service and satisfaction, as an area of great importance for the management of your Company.
- 4.3.2 To strengthen the operations and develop attention to detail your company has added training as a requirement for all new hires.
- 4.3.3 Client Concentration: Your Company provides its services to 7 broad market segments, namely Corporate/ Business, Leisure, Longstayers, Groups, Conferences, Events (including weddings) and Packages. The Company does not face any significant risk since there is no excessive concentration of business with any single client.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

5.1 The systematic evaluation and improvement of internal control and internal Audit continued during the year 2015-2016. The coverage has been comprehensive and exhaustive with a great degree of involvement of the Unit



personnel and satisfactory compliance with previous year's agreed audit recommendations.

6. LIMITATIONS OF FINANCIAL STATEMENTS

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

7. FUTURE OUTLOOK

7.1 INTERNATIONAL

7.1.1 Most economies of the world other than India are experiencing lower growth.

7.2 FUTURE OUTLOOK FOR INDIA

- 7.2.1 India has emerged as a resilient performer in the world scenario in the last financial year. In the current political scenario focus on the reforms is expected to gain further momentum in the coming years.
- 7.2.2 The Indian economy has been performing consistently.
- 7.2.3 Development in the road infrastructure is expected to improve conditions in the country and thus emerge as a growth driving factor for the economy on the whole.

7.3 FUTURE OUTLOOK FOR THE INDUSTRY

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

of the following factors:

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

In the long term, for the growth of the industry to be sustained, issues like poor infrastructure, high levels of taxation need to be solved. Land development, less of paper and legal work, faster execution is needed to meet the growing demand. Adding rooms at a faster pace would stabilise the room rates and not have a negative effect on the potential demand in the future.

7.4 REAL ESTATE ACTIVITY

The efforts are on for starting the real estate business activities in Silvassa for high end residential space for leisure purchasers and corporate purchasers in close proximity to the Hotel so as to share the common leisure infrastructure.

7.5 **CONCERNS FOR THE FUTURE**

The good monsoon could enhance business mood

8. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

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



- 8.2.1 A clear understanding of the group's philosophy and flexibility in the Customer Relationship Management;
- 8.2.2 To build a culture of trust and transparency, Staff Meetings have been initiated where employees are briefed on the new activities and the business scenario and regular training imparted.
- 8.2.3 Number of people employed during the year: 84.

9. CAUTIONARY STATEMENT

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

DETAILS OF MEETINGS OF BOARD OF DIRECTORS AND COMMITTEES HELD AND ATTENDED BY DIRECTORS

BOARD OF DIRECTORS

The dates of the meeting were 29th May 2015, 25th July 2015, 28th August 2015, 6th November 2015, 29th January 2016, 10Th March 2016, and 15Th March 2016.

| Name of the Director | No. of Board Meetings attended | |
|------------------------------|-----------------------------------|--|
| Shri. Pravin Vepari | 7 | |
| Shri. Ameet Hariani | 5 | |
| Shri. Vijay Ranjan | 6 | |
| Smt. Nalini Shewakramani | 7 | |
| Shri. Gautam Shewakramani | 4 | |
| Shri. Rahul Shewakramani | 1 | |
| Shri. Vishamber Shewakramani | 7 | |

AUDIT COMMITTEE

The date of the meetings were 29th May 2015, 25th July 2015, 6th November 2015, 29th January 2016.

| Composition | Meetings attended |
|--------------------------|----------------------|
| Shri. Pravin Vepari | 4 |
| Shri. Ameet Hariani | 2 |
| Shri. Vijay Ranjan | 4 |
| Smt. Nalini Shewakramani | 4 |

NOMINATION AND REMUNERATION COMMITTEE

The Date of the Meetings were 29th May, 2015, 29th January, 2016.

| Composition | Meetings attended |
|--------------------------|----------------------|
| Shri. Pravin Vepari | 2 |
| Shri. Ameet Hariani | 1 |
| Shri. Vijay Ranjan | 2 |
| Smt. Nalini Shewakramani | 2 |

SHARE TRANSFERS COMMITTEE

The date of the Meetings were 7th September, 2015

| Composition | Meetings attended | |
|------------------------------|----------------------|--|
| Shri. PravinVepari | - | |
| Smt. Nalini Shewakramani | 1 | |
| Shri. Vishamber Shewakramani | 1 | |

STAKEHOLDERS RELATIONSHIP COMMITTEE

The date of the Meetings were 29th May, 2015, 25th July 2015, 6th November 2015, 29th January 2016.

| Composition | Meetings Attended |
|--------------------------|----------------------|
| Shri. PravinVepari | 4 |
| Smt. Nalini Shewakramani | 4 |
| Shri. GautamShewakramani | 2 |



INDEPENDENT AUDITORS' REPORT

To the Members of RAS RESORTS & APART HOTELS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Ras Resorts & Apart Hotels Limited** ("the company"), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as on 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of section 143 (11) of the Companies



Act, 2013, we give in the "Annexure A" – a statement on the matters specified in the paragraph 3 & 4 of said order.

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.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors are disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.

- f) With Respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"
- g) 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 our best of our information and according to the explanations given to us:
 - The Company does not have any pending litigations which would impact its financial position.
 - The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no dues which were required to be transferred to Investor Education and Protection Fund by the company.

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

(Rinkit K. Uchat)

Place: Mumbai Partner

Date: 18th May, 2016 Mem.No. 165557

RAS RESORTS S L L V A S S A The complete vacation and Conference Centre

RAS RESORTS AND APART HOTELS LIMITED

"ANNEXURE - A" TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Report of even date to the members of the Ras Resorts & Apart Hotels Limited on the financial statements for the year ended on 31st March, 2016. We report that:

- (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management at reasonable interval and no material discrepancies were noticed on such verification.
 - (c) Title deeds of Immovable Properties are held in the name of the company.
- ii. According to information and explanations given to us, the Company's inventory of stores, food & beverages and operating supplies have been physically verified by the Management at reasonable intervals during the year. No material discrepancies were noticed on such verification.
- iii. According to information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act and hence paragraph 3(iii) of the order is not applicable.
- iv. The Provisions of Section 185 and 186 are not applicable as company has not given any loan, guarantees, Investment & security. Accordingly paragraph 3(iv) of the Order is not applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits as per the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- vi. According to the information and explanations given to us, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.

- vii. (a) The company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
 - (b) According to the records of the Company and information and explanations given to us there are no disputed dues in case of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess.
- viii. The Company has not defaulted in repayment of dues to a financial institution and Banks towards loans availed.
- ix. The Company has not raised money by way of initial Public offer or further public offer. In our opinion and according to information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
- x. According to information and explanations given to us and to the best of our knowledge and belief no fraud on or by the company has been noticed or reported during the year.
- xi. According to information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for Managerial Remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the act.
- xii. In our opinion and according to information and explanations given to us, the company is not a Nidhi Company. Accordingly paragraph 3(xii) of the Order is not applicable.
- xiii. According to information and explanations given to us and based on our examination of the records of the company, transactions with related parties are in accordance with section 177 and 188 of the act where applicable and details of such transactions have been disclosed in Financial Statements as required by applicable accounting standards.



- xiv. According to information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Therefore paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

(Rinkit K. Uchat)

Place : Mumbai Partner
Date : 18th May, 2016 Mem.No. 165557

RAS RESORTS S L L A S S A The complete vacuation and Conference Centre.

RAS RESORTS AND APART HOTELS LIMITED

"ANNEXURE B" TO THE INDEPENDENT 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 Ras Resort & Apart Hotels Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the 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 unauthorised 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, 2016, 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).

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

(Rinkit K. Uchat)

Place: Mumbai Partner
Date: 18th May, 2016 Mem.No. 165557



BALANCE SHEET AS AT 31ST MARCH, 2016

| | | Notes | As at 31.03.2016 ₹ | As at 31.03.2015 ₹ |
|----|---|--|--------------------------|--------------------------|
| FO | UITY AND LIABILITIES | | | |
| 1. | Shareholders' Funds: | | | |
| •• | (a) Share Capital | 2 | 39,697,430 | 39,697,430 |
| | (b) Reserves & Surplus | 3 | 199,785,126 | 67,053,435 |
| 2. | Non Current Liabilities: | | | |
| | (a) Long Term Borrowings | 4 | 13,056,047 | 4,685,800 |
| | (b) Deferred Tax Liabilities (Net) | 5 | 5,234,682 | 4,890,263 |
| | (c) Other Long Term Liabilities | 6 | 2,090,882 | 2,230,210 |
| | (d) Long Term Provisions | 7 | 4,082,525 | 3,662,689 |
| 3. | Current Liabilities: | | | |
| | (a) Short Term Borrowings | 8 | 32,115,013 | 45,403,923 |
| | (b) Trade Payable | 9 | 7,638,176 | 6,354,232 |
| | (c) Other Current Liabilities | 10 | 9,784,500 | 8,398,541 |
| | (d) Short Term Provisions | 11 | 1,914,396 | (545,734) |
| | TOTAL | | 315,398,777 | 181,830,789 |
| AS | SETS | | | |
| 1. | Non Current assets: | | | |
| | (a) Fixed Assets | | | |
| | (i) Tangible assets | 12 | 266,831,843 | 137,682,396 |
| | (ii) Capital Work-in-Progress | 12 | 20,830,529 | 15,907,529 |
| | (b) Non Current Investments | 13 | 3,000 | 3,000 |
| | (c) Long Term Loan & Advances | 14 | 13,920,584 | 10,068,167 |
| | (d) Other Non Current Assets | 15 | 1,133,508 | 300,780 |
| 2. | Current assets: | | | |
| | (a) Inventories | 16 | 1,901,301 | 1,641,423 |
| | (b) Trade Receivables | 17 | 3,692,311 | 4,394,055 |
| | (c) Short Term Loan & Advances | 18 | 3,110,721 | 5,623,883 |
| | (d) Cash and Bank Balances | 19 | 3,974,980 | 6,209,556 |
| | TOTAL | | 315,398,777 | 181,830,789 |
| | nificant Accounting Policies | 1 | | |
| No | tes forming part of financial statement | 1 to 36 | | |
| As | per our attached report of even date | For and on behalf of the B | Board | |
| | DAYAL AND LOHIA artered Accountants | PRAVIN VEPARI | Chairman | |
| | n Regn. No. 102200W | VIJAY RANJAN | Directors | |
| Pa | IKIT K. UCHAT tner | GAUTAM SHEWAKRAMA | J | Director |
| | mbership No. 165557 mbai, 18 th May, 2016 | NALINI SHEWAKRAMAN VISHAMBER SHEWAKRA Mumbai, 18 th May, 2016 | | Director & CFO |



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

| | | | | ear Ended 1.03.2016 ₹ | Year Ended 31.03.2015 |
|------|----------------------|------------------------------------|--|-----------------------------|----------------------------------|
| ı. | INC | СОМЕ | | | |
| | 1. | Revenue from Operations | 20 | 85,762,908 | 76,408,889 |
| | 2. | Other Income | 21 | 747,765 | 914,418 |
| | | Total Revenue | | 86,510,673 | 77,323,307 |
| II. | EX | PENSES | | | |
| | 1. | Cost of Material consumed | 22 | 11,163,529 | 13,015,356 |
| | 2. | Employee benefits Expenses | 23 | 23,302,958 | 20,184,078 |
| | 3. | Finance Cost | 24 | 4,075,769 | 5,000,058 |
| | 4. | Depreciation Expenses | 25 | 4,204,915 | 4,990,340 |
| | 5. | Other Expenses | 26 | 35,846,891 | 33,697,085 |
| | | Total expenses | | 78,594,062 | 76,886,917 |
| III. | PR | OFIT BEFORE TAX | | 7,916,611 | 436,390 |
| IV. | TA | X EXPENSE | | | |
| | 1. | Current Tax | | 2,568,000 | 83,154 |
| | | Less: Mat Credit | | _ | (83,154) |
| | 2. | Deferred Tax | | 344,418 | (337,076) |
| | 3. | Tax in respect of earlier years | | _ | (1,339,624) |
| V. | PR | OFIT AFTER TAX FOR THE PERIOD | | 5,004,193 | 2,113,090 |
| VI. | EA | RNING PER SHARE - BASIC & DILUTED | 27 | 1.26 | 0.53 |
| | Fa | ce Value of Share ₹ 10/- each | | | |
| Sig | nific | ant Accounting Policies | 1 | | |
| No | tes f | orming part of financial statement | 1 to 36 | | |
| As | per o | our attached report of even date | For and on behalf of the Bo | ard | |
| | | AL AND LOHIA dd Accountants | PRAVIN VEPARI | Chairm | an |
| | | gn. No. 102200W | VIJAY RANJAN | > Directo | rs |
| | I KIT tner | K. UCHAT | GAUTAM SHEWAKRAMAN | | |
| | | ship No. 165557 | NALINI SHEWAKRAMANI VISHAMBER SHEWAKRAI | | e Director ing Director & CFO |
| Mui | mbai, | . 18 th May, 2016 | Mumbai, 18 th May, 2016 | vi rini ivialiagi | ng Director & CFO |



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

| | | | ₹ | Year ended 31.3.2016 ₹ | ₹ | Year ended 31.3.2015 ₹ |
|-----|--|-------|-------------|------------------------------|--------------|------------------------------|
| (A) | CASH FLOW FROM OPERATING ACTIVITI | ES: | | | | |
| | Profit/(Loss) before tax | | | 7,916,611 | | 436,390 |
| | Adjustments for : | | | | | |
| | Depreciation | | 4,204,915 | | 4,990,340 | |
| | Interest Expense | | 3,534,836 | | 4,786,954 | |
| | Interest on income tax | | 208,000 | | - | |
| | Profit on sale of assets | | (92,024) | | (262,057) | |
| | Time Share Dream vista Income | | (139,328) | | (139,328) | |
| | Dividend Income | | (232) | | (212) | |
| | Interest Income | | (35,443) | 7,680,724 | (26,013) | 9,349,684 |
| | Operating profit before working capital ch | anges | | 15,597,335 | | 9,786,074 |
| | Adjustments for : | | | | | |
| | Trade & Other receivables | | (1,470,237) | | (5,747,422) | |
| | Inventories | | (259,878) | | 303,873 | |
| | Trade Payables & Other Liabilities | | 2,074,765 | 344,650 | 3,765,953 | (1,677,596) |
| | Cash Generated from Operations | | | 15,941,985 | | 8,108,478 |
| | Income Tax Paid | | | (387,103) | | (755,610) |
| | Net cash from Operating Activities | (A) | | 15,554,882 | | 7,352,868 |
| (B) | CASH FLOW FROM INVESTING ACTIVITIE | S: | | | | |
| | Purchases of fixed assets | | (5,929,857) | | (16,417,969) | |
| | Sale of fixed assets | | 250,000 | | 486,000 | |
| | Investment Purchased during the year | | _ | | (1,070) | |
| | Dividend Income | | 232 | | 212 | |
| | Interest received | | 35,443 | (5,644,182) | 26,013 | (15,906,814) |
| | Net cash used in Investing activities | (B) | | (5,644,182) | | (15,906,814) |



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

| | | Year ended 31.3.2016 | | Year ended 31.3.2015 |
|--|-----|-------------------------|---|----------------------|
| | ₹ | ₹ | ₹ | ₹ |
| (C) CASH FLOW FROM FINANCING ACTIVITIES: | | | | |
| Borrowings (net) | | (10,582,526) | | 16,047,716 |
| Borrowing Unsecured Loan | | 6,750,070 | | (239,727) |
| Interest Paid on borrowings | | (3,534,836) | | (4,786,954) |
| Dividend & Dividend Tax Paid | | (4,777,983) | | _ |
| Net cash from Financing Activities | (C) | (12,145,275) | | 11,021,035 |
| NET INCREASE / (DECREASE) IN CASH & | | | | |
| CASH EQUIVALENTS (A+B+C) | | (2,234,575) | | 2,467,089 |
| CASH & CASH EQUIVALENTS AS AT | | | | |
| 1 ST APRIL, 2015 (Opening Balance) | | 6,209,555 | | 3,742,466 |
| CASH & CASH EQUIVALENTS AS AT 31.03.2016 (CLOSING) | | 3,974,980 | | 6,209,555 |

^{1.} All figures in bracket are outflows.

^{2.} The above cash Flow Statement has been prepared under Indirect Method as set out in the Accounting Standard (AS) on Cash Flow Statement notified by Companies (Accounting Standards) Rules, 2006.

| As per our attached report of even date | For and on behalf of the Board | |
|--|------------------------------------|-------------------------|
| For DAYAL AND LOHIA Chartered Accountants | PRAVIN VEPARI | Chairman |
| Firm Regn. No. 102200W | VIJAY RANJAN | > Directors |
| RINKIT K. UCHAT | GAUTAM SHEWAKRAMANI | |
| Partner Membership No. 165557 | NALINI SHEWAKRAMANI | Excutive Director |
| Manufact 40h Mary 2040 | VISHAMBER SHEWAKRAMANI | Managing Director & CFO |
| Mumbai, 18 th May, 2016 | Mumbai, 18 th May, 2016 | |



NOTE - 1:

Significant Accounting Policies and Notes annexed to and forming part of the Balance Sheet as at 31st March, 2016 and Profit & Loss Account for the year ended 31st March, 2016.

STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES:

(i) General

The financial statements are prepared as a Going-concern and Historical cost convention, on accrual basis and in accordance with the Companies Act 2013. Accounting policies not stated explicitly otherwise are consistent with the accounting principles generally accepted in India.

(ii) Use of Estimates

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

(iii) Income Recognition

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

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

(iv) Borrowing costs

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

(v) Fixed Assets

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

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

(vi) Depreciation

Depreciation is provided on the Straight Line method in the manner prescribed in Schedule II to 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.

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

(vii) Subsidies

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

(viii) Inventories

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

(ix) Retirement Benefits

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



NOTE - 1: (Contd.)

(x) Investments

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

(xi) Foreign Currency Transactions

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

(xii) Taxes on Income

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

(xiii) Impairment of Assets

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

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

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



NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

| | As at 31.03.2016 | As at 31.03.2015 ₹ |
|--|---------------------------|---------------------------|
| NOTE - 2: SHARE CAPITAL | | |
| Authorised Share Capital | | |
| 10,000,000 (P.Y. 10,000,000) Equity Shares of ₹ 10/- each | 100,000,000 | 100,000,000 |
| 2,00,000 (P.Y. 2,00,000) Cumulative Redeemable Preference Shares of ₹ 100 each | 20,000,000 120,000,000 | 20,000,000 120,000,000 |
| Issued, Subscribed and Paid-up Capital | | |
| 39,69,743 (P.Y. 39,69,743) Equity Shares of ₹ 10/- each fully | | |
| paid-up | 39,697,430 | 39,697,430 |
| TOTAL | 39,697,430 | 39,697,430 |
| Reconciliation of Equity Share Capital : | Equity Shares | |
| | | |

| | Equity Shares | | | |
|---|---------------------|------------|---------------------|------------|
| | As at 31 March 2016 | | As at 31 March 2015 | |
| | Number | Value | Number | Value |
| Shares outstanding at the beginning of the year | 3,969,743 | 39,697,430 | 3,969,743 | 39,697,430 |
| Shares Issued during the year | - | _ | | |
| Shares outstanding at the end of the year | 3,969,743 | 39,697,430 | 3,969,743 | 39,697,430 |

Shareholding above 5%

No of Shares issued by way of Bonus

| | As at 31 Ma | arch 2016 | As at 31 March 2015 | | |
|---|-----------------------|-----------------|---------------------|-----------------|--|
| Name of Shareholder | No. of Shares held | % of Holding | No. of Shares held | % of Holding | |
| Rahul Shewakramani | 206,000 | 5.19 | 206,000 | 5.19 | |
| Gautam Shewakramani | 206,000 | 5.19 | 206,000 | 5.19 | |
| Tekchand Shewakramani - HUF | 310,000 | 7.81 | 310,000 | 7.81 | |
| Vishamber Shewakramani | 1,130,612 | 28.48 | 1,130,612 | 28.48 | |
| Nalini Shewakramani | 359,150 | 9.05 | 359,150 | 9.05 | |
| Tekchand Shewakramani | 693,638 | 17.47 | 693,638 | 17.47 | |
| Details of Shares Issued other than by Cash / by way of Bonus | | | | | |
| | | 31.03.2016 | 31.03.2015 | 31.03.2014 | |

Details of the rights, and restrictions attaching to each class of shares:

Equity Shares: The Company has one class of equity shares having a par value of ₹ 10/- per share. Each share holder is eligible for one vote per share held. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the Company in proportion to share holding.

169,743



| | | | As at 31.03.2016 ₹ | As at 31.03.2015 ₹ |
|----|---|-------|--------------------------|--------------------------|
| NO | TE - 3: RESERVES & SURPLUS | | | |
| a. | Capital Reserves | | | |
| | Opening Balance | | 2,585,500 | 2,585,500 |
| | Closing Balance | | 2,585,500 | 2,585,500 |
| b. | Securities Premium Account | | | |
| | Opening Balance | | 752,400 | 752,400 |
| | Closing Balance | | 752,400 | 752,400 |
| c. | Revaluation Reserve | | | |
| | Opening Balance | | 48,382,446 | 49,053,944 |
| | Add: During The Year Land Revalued (Refer Note No. 12) | | 133,176,979 | _ |
| | Less: Depreciation on Revalued Building | | 671,498 | 671,498 |
| | Closing Balance | | 180,887,927 | 48,382,446 |
| d. | General Reserve | | | |
| | Opening Balance | | 2,100,000 | 2,100,000 |
| | Closing Balance | | 2,100,000 | 2,100,000 |
| e. | Profit & Loss Account | | | |
| | Opening balance | | 13,233,089 | 11,564,690 |
| | Add: Net Profit/(Net Loss) For the current year | | 5,004,193 | 2,113,090 |
| | Less: Depreciation on Fixed Assets with exhausted useful life | | _ | 643,547 |
| | Add : Deffered Tax on depreciation debited to reatined earnings | | _ | 198,856 |
| | Less: Payment of Interim Dividend & Tax on dividend | | 4,777,983 | - |
| | Closing Balance | | 13,459,299 | 13,233,089 |
| | | TOTAL | 199,785,126 | 67,053,435 |



NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

| As at | As at |
|------------|------------|
| 31.03.2016 | 31.03.2015 |
| ₹ | ₹ |
| | |

NOTE - 4: LONG TERM BORROWINGS:

Secured

Vehicle Loans 2,885,560 4,685,800

(Secured By Hypothication of Motor Cars)

(Terms of Repayment - Equal montly installments till 10.05.2017, 01.02.2018,

15.10.2018, 01.01.2019 &15.08.2019) (Ref. Note No - 10)

11.70%

1,829,025

2,078,438

| Year | 9.50% | 10.25% | 10.75% |
|---------|-----------|-------------|-----------|
| 2017-18 | 337,483/- | 1,071,325/- | 210,237/- |
| 2018-19 | 210,311/- | 959,477/- | _ |
| 2019-20 | _ | 96,727/- | _ |

Term Loan from Bank 10,170,487

(Secured by a equitable mortage of hotel property at silvassa & Gurantee by Directors.

Hypotication of all current assets including construction material both present & future)

(Ref. Note No- 10)

2017-18

2018-19

Time Share

Total

Time Share Dream Vista

Time Share - Refundable

(Terms of Repayment)

Year

| 2019-20 | 2,327,850 | | |
|-------------------|----------------------------|------------|-----------|
| 2020-21 | 2,494,125 | | |
| 2021-22 | 1,441,050 | | |
| | | 13,056,047 | 4,685,800 |
| NOTE - 5: DE | FERRED TAX LIABILITY | | |
| Deferred Tax Lia | bilities - Depreciation | 6,654,867 | 6,404,138 |
| Deferred Tax As | ssets: | | |
| Dissallowed u/s | 43B of Income Tax Act | 1,420,185 | 1,278,541 |
| Carried forward I | losses (Ref. Note No - 35) | _ | 235,334 |
| Net Deferred Tax | k Liabilities | 5,234,682 | 4,890,263 |
| NOTE - 6: OT | HER LONG TERM LIABILITIES | | |

a) Time Share Refundable amount is ₹ 5,94,000/- (Previous Year: ₹ 5,94,000/-) which is refundable to the members at the end of thirty years from the date of subscription, and does not carry any interest.

1,496,882

2,090,882

594,000

1,636,210

2,230,210

594,000

b) Non-refundable deposit - Time Share dream vista is recognised as income equally over a period of 30 years from the date of sale of time share.



NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

| Particulars | As at 31.03.2016 ₹ | As at 31.03.2015 ₹ |
|--|--------------------------|--------------------------|
| NOTE - 7: LONG TERM PROVISIONS | | |
| Provision for employee benefits (Unfunded) {Refer note 31} | 4,082,525 | 3,662,689 |
| TOTAL | 4,082,525 | 3,662,689 |
| NOTE - 8: SHORT TERM BORROWINGS Secured | | |
| Bank Overdraft - Allahabad Bank | 24,943,150 | 44,982,130 |
| (Secured by a equitable mortage of hotel property at silvassa & Gurantee by Directors) | | |
| Unsecured | | |
| Other loans and advances | | |
| From a Director | 7,171,863 | 421,793 |
| TOTAL | 32,115,013 | 45,403,923 |
| NOTE - 9: TRADE PAYABLES | | |
| Trade payables | 7,638,176 | 6,354,232 |
| TOTAL | 7,638,176 | 6,354,232 |

On the basis of information available with the company, none of its parties are identified as Micro, Small or Medium enterprises as defined in the "The Micro, small and Medium enterprises development act 2006."



| Particulars | As at 31.03.2016 | As at 31.03.2015 ₹ |
|--|-------------------------|--------------------------|
| NOTE - 10: OTHER CURRENT LIABILITIES | | |
| (a) Current Maturities of Vehicle & Term loan | | |
| (Ref. Note - 4) | 2,714,753 | 1,628,548 |
| (b) Other payables | | |
| Payable for Capital Goods | 218,230 | 611,323 |
| Statutory Dues | 489,307 | 305,637 |
| Deposits | 424,250 | 424,250 |
| Advance from Customers | 2,562,297 | 3,114,252 |
| Other Payable | 2,893,161 | 2,010,855 |
| Unpaid Dividend | 303,676 | 303,676 |
| Interest Accrued and due on borrowing | 178,826 | _ |
| TOTAL | 9,784,500 | 8,398,541 |
| NOTE - 11: SHORT TERM PROVISIONS | | |
| (a) Provision for employee benefits | | |
| Leave Encashment | 59,933 | 68,017 |
| Bonus | 289,500 | 256,830 |
| Gratuity (Unfunded) (Refer Note No 31) | 453,613 | 406,966 |
| (b) Other Provisions | | |
| Provision for Income Tax (Net of Advances Tax) | 1,111,350 | (1,277,547) |
| TOTAL | 1,914,396 | (545,734) |



NOTE 12: TANGIBLE ASSETS

| | | 1.90 | | GROSS BLOCK | ВГОСК | | | Δ | DEPRECIATION | | | NET BLOCK | -ock |
|---------|--|-----------------|--------------------------|---------------------------------|----------------------------------|------------------------------|---------------------|-----------------|----------------------------------|------------|------------------------------|---------------------|---------------------|
| S. N | Particulars | Life (Years) | Cost as at 01.04.2015 | Additions during the year | Deductions during the year | Total as at 31.03.2016 | As at 01.04.2015 | For the Year | Debit to Retained Earnings | Deductions | Total as at 31.03.2016 | As at 31.03.2016 | As at 31.03.2015 |
| | TANGIBLE ASSETS | | | | | | | | | | | | |
| ~ | FREEHOLD LAND AND LAND DEVELOPMENT (Notes 'A' 'B' & 'C' Below) | I | 64,951,958 | 133,176,979 | I | 198,128,937 | I | I | I | I | I | 198,128,937 | 64,951,958 |
| 7 | BUILDINGS (Note 'B' below) | 09 | 76,766,272 | I | ı | 76,766,272 | 22,796,538 | 1,332,892 | I | I | 24,129,430 | 52,636,842 | 53,969,734 |
| က | PLANT AND MACHINERY | 15 | 29,282,498 | 701,928 | I | 29,984,426 | 21,856,819 | 734,893 | I | I | 22,591,712 | 7,392,714 | 7,425,679 |
| 4 | WATER SUPPLY SYSTEM | 15 | 884,616 | 167,872 | ı | 1,052,488 | 540,229 | 27,543 | I | I | 567,772 | 484,716 | 344,387 |
| 5 | FURNITURE & FIXTURES | 00 | 12,898,601 | 16,442 | I | 12,915,043 | 10,082,103 | 1,137,934 | I | I | 11,220,037 | 1,695,006 | 2,816,498 |
| 9 | OFFICE AND OTHER EQUIPMENT | œ | 590,013 | ı | I | 590,013 | 547,211 | 25,098 | l | I | 572,309 | 17,704 | 42,802 |
| 7 | COMPUTERS | က | 2,080,823 | 120,615 | ı | 2,201,438 | 1,930,283 | 96,363 | I | I | 2,026,646 | 174,792 | 150,540 |
| ∞ | VEHICLES | 8 | 12,944,872 | ı | 1,400,000 | 11,544,872 | 4,964,074 | 1,521,690 | ı | 1,242,024 | 5,243,740 | 6,301,132 | 7,980,798 |
| | TOTAL | | 200,399,653 | 134,183,836 | 1,400,000 | 333,183,489 | 62,717,257 | 4,876,413 | ı | 1,242,024 | 66,351,646 | 266,831,843 | 137,682,396 |
| | PREVIOUS YEAR | | 200,191,613 | 2,925,491 | 2,717,451 | 200,399,653 | 58,905,380 | 5,661,838 | 643,547 | 2,493,508 | 62,073,710 | 137,682,396 | 141,286,233 |
| | CAPITAL WORK-IN- PROGRESS: | | | | | | | | | | | | |
| | CONFERENCE HALL | ı | 14,944,958 | 4,923,000 | I | 19,867,958 | I | I | I | I | I | 19,867,958 | 14,944,958 |
| | ADVANCE FOR LAND & SHOPS | _ | 962,571 | I | - | 962,571 | ı | ı | I | I | 1 | 962,571 | 962,571 |
| | TOTAL | - | 15,907,529 | 4,923,000 | - | 20,830,529 | 1 | 1 | = | - | - | 20,830,529 | 15,907,529 |
| | PREVIOUS YEAR'S TOTAL | - | 2,415,051 | 14,966,958 | 1,474,480 | 15,907,529 | I | I | I | I | _ | 2,415,051 | 2,415,051 |
| | | | | | | | | | | | | | |

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

^{&#}x27;B' Includes addition on revaluation of land ₹ 157,635,097/- and Building ₹ 36,473,977/-.
'C' Lands are upward revalued by ₹ 133,176,979/- as at 31.03.2016

Lands are upward revalued by ₹ 133,176,979/-.as at 31.03.2016



NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

NOTE -13: NON-CURRENT INVESTMENTS

| | Subsidiary / | No. of Sha | res / Units | | | Amou | ınt (₹) | Whether |
|---|---|------------|-------------|----------------------|-----------------------------|-----------|-----------|-------------------------------|
| Particulars of Investments | Associate / JV / Controlled Entity / Others | 31-Mar-16 | 31-Mar-15 | Quoted / Unquoted | Partly Paid / Fully paid | 31-Mar-16 | 31-Mar-15 | stated at Cost Yes / No |
| Equity Shares of New India Co-operative | | | | | | | | |
| Bank Ltd | Others | 300 | 300 | Unquoted | Fully Paid | 3,000 | 3,000 | Yes |
| Aggregate Value | e of Un-quoted Inve | estments: | | | | | | |
| At Cost Price: | | | | | | 3,000 | 3,000 | |

| | As at 31.03.2016 ₹ | As at 31.03.2015 ₹ |
|---|--------------------------|--------------------------|
| NOTE - 14: LONG TERM LOANS AND ADVANCES | | |
| a. Security Deposits To Related Parties | 7,025,000 | 7,025,000 |
| b. Security Deposits To Others (Unsecured, considered good) | 126,545 | 331,550 |
| c. Mat Credit Entitlement | _ | 83,154 |
| d. Capital advances | 6,769,039 | 2,628,463 |
| | 13,920,584 | 10,068,167 |
| NOTE - 15: OTHER NON CURRENT ASSETS | | |
| Fixed Deposit With Maturity above 12 Months (Ref Note No - 19) | 1,125,341 | 187,500 |
| Interest Accrued but not due | 8,167 | 113,280 |
| | 1,133,508 | 300,780 |
| NOTE - 16: INVENTORIES | | |
| a. Food Beverage & Tobacco | 393,394 | 359,722 |
| b. Liquor & Wine | 317,567 | 156,342 |
| c. Operating Supplies | 726,000 | 872,362 |
| d. Stores & Spares | 464,340 | 252,997 |
| Food & Beverage, Operating supplies and stores are valued at lower of cost (weighted average basis) or net relizable value. | | |
| | 1,901,301 | 1,641,423 |
| NOTE - 17: TRADE RECEIVABLES | | |
| Trade receivables outstanding for a period less than six months from due date | | |
| (Unsecured, considered good) | 3,511,457 | 3,893,042 |
| Trade receivables outstanding for a period exceeding six months from due date (Unsecured, considered good) (Ref Note - 33) | 180,854 | 501,013 |
| | 3,692,311 | 4,394,055 |
| NOTE - 18: SHORT TERM LOANS AND ADVANCES | | |
| Other loans and advances (Unsecured, considered good): | | |
| Prepaid Expenses | 1,291,831 | 888,364 |
| Balance with Govt Authorities | 595,557 | 1,117,724 |
| Other Advances | 1,223,333 | 3,617,795 |
| | 3,110,721 | 5,623,883 |



| | As at 31.03.2016 ₹ | As at 31.03.2015 ₹ |
|---|--------------------------|--------------------------|
| NOTE - 19: CASH AND BANK BALANCES | | |
| Cash on hand | 302,109 | 385,767 |
| Balances with Scheduled banks | | |
| In Current Accounts | 3,369,195 | 5,520,112 |
| In Bank Account earmarked for Unpaid Dividend | 303,676 | 303,676 |
| In Fixed Deposits (Maturity above 12 Months) | 1,133,508 | 187,500 |
| Less: Amount Disclosed under Non Current Assets | (1,133,508) | (187,500) |
| | 3,974,980 | 6,209,555 |
| | | |
| NOTE - 20: REVENUE FROM OPERATIONS | | |
| Room Sales | 63,309,460 | 53,699,236 |
| Food & Bevarages Sales | 15,311,465 | 11,597,252 |
| Liquor & wine Sales | 3,092,805 | 7,020,197 |
| Banquet - Hall Rent | 1,009,060 | 984,886 |
| Income from Car Hire | 1,106,720 | 1,107,382 |
| Income from Other Services | 1,933,398 | 1,999,936 |
| TOTAL | 85,762,908 | 76,408,889 |
| | | |
| NOTE - 21: OTHER INCOME | | |
| Interest on deposit with Bank | 35,443 | 26,013 |
| Dividend Income | 232 | 212 |
| Sundry credit balance written back (Net) | 285,719 | 220,024 |
| Misc. Income | 321,632 | 402,685 |
| Foreign exchange gain | 12,715 | 3,427 |
| Profit on sale of asset | 92,024 | 262,057 |
| TOTAL | 747,765 | 914,418 |



| | Year ended 31.03.2016 | Year ended 31.03.2015 ₹ |
|--|------------------------------|-------------------------------|
| NOTE - 22: COST OF MATERIAL CONSUMED | | |
| FOOD AND BEVERAGES CONSUMED | | |
| Opening Stock | 359,722 | 345,190 |
| Add: Purchases | 10,281,748 | 9,042,518 |
| | 10,641,470 | 9,387,708 |
| Less: Closing Stock | 393,394 | 359,722 |
| Sub-Total | 10,248,076 | 9,027,986 |
| (Food & Beverage consumption is inclusive of cost of complimentary meals provided to house guests) | | |
| LIQUOR AND WINE CONSUMED | | |
| Opening Stock | 156,342 | 399,544 |
| Add: Purchases | 1,076,678 | 3,744,168 |
| | 1,233,020 | 4,143,712 |
| Less: Closing Stock | 317,567 | 156,342 |
| Sub-Total | 915,453 | 3,987,370 |
| TOTAL | 11,163,529 | 13,015,356 |
| (100% (P. Y. 100%) of Cost of material consumed are Indegenious) | | |
| NOTE - 23: EMPLOYEE BENEFITS EXPENSES | | |
| Employee Benefits Expense | | |
| (a) Salaries & Wages | 19,698,966 | 16,941,096 |
| (b) Contributions to Provident & Other fund | 637,831 | 600,677 |
| (c) Gratuity Expenses (Refer Note - 31) | 578,455 | 578,629 |
| (d) Staff welfare expenses (including estimated cost of staff meals) | 2,387,706 | 2,063,676 |
| TOTAL | 23,302,958 | 20,184,078 |
| NOTE - 24: FINANCE COST | | |
| Interest | 3,742,836 | 4,786,954 |
| Other finance cost | 332,933 | 213,104 |
| TOTAL | 4,075,769 | 5,000,058 |
| NOTE - 25: DEPRECIATION Depreciation on Tangible Fixed Assets | 4,876,413 | 5,661,838 |
| Less: Transfer to Revaluation Reserve | 671,498 | 671,498 |
| TOTAL | 4,204,915 | 4,990,340 |
| | | |



| | Year ended 31.03.2016 ₹ | Year ended 31.03.2015 ₹ |
|--|-------------------------------|-------------------------------|
| NOTE - 26: OTHER EXPENSES | | |
| OPERATING EXPENSES | | |
| Linen and Room Supplies | 2,847,522 | 2,780,881 |
| Other Operating Supplies | 770,218 | 805,439 |
| Fuel, Power and Light | 6,292,771 | 6,274,587 |
| Repairs & Maintenance: | | |
| Building | 2,372,097 | 1,830,918 |
| Plant & Machinery | 1,164,872 | 1,185,012 |
| Others | 3,673,749 | 2,229,251 |
| Watch & Ward | 1,059,812 | 844,477 |
| Gardening Expenses | 1,748,405 | 1,496,318 |
| Commission on Credit Card and Other Sales | 375,190 | 301,189 |
| Music Expenses | 1,049,131 | 847,562 |
| Decoration Charges | 138,415 | 61,913 |
| Hiring Charges | 316,138 | 365,047 |
| Labour Charges | 850,460 | 719,695 |
| Travel Agency Commission | 207,655 | 404,470 |
| SUB TOTAL | 22,866,435 | 20,146,759 |
| GENERAL EXPENSES: | | |
| Advertisement & Publicity | 1,216,979 | 951,899 |
| Telephone, Postage & Telegram | 818,285 | 757,195 |
| Rent | 1,332,500 | 1,332,233 |
| Rates & Taxes | 441,579 | 269,552 |
| Insurance | 1,027,327 | 1,087,181 |
| Printing & Stationery | 882,648 | 982,149 |
| Traveling, Conveyance & Guest Transportation | 2,180,436 | 3,224,116 |
| Sundry Debit Balance w/off | 1,275,856 | _ |
| Business Promotion Expenses | 438,488 | 551,354 |
| Legal & Professional Charges | 1,341,577 | 2,125,689 |
| Payment to Auditors: | | |
| - Audit Fees | 150,000 | 150,000 |
| Taxation MattersOther Matters | 25,000 75,000 | 25,000 |
| - Reimbursement of Expenses | 75,000 4,248 | 75,000 4,490 |
| Directors' Sitting Fees | 266,000 | 156,000 |
| Transport Charges | 225,081 | 174,554 |
| Membership & Subscription | 225,917 | 283,369 |
| Miscellaneous Expenses | 1,053,535 | 1,400,545 |
| SUB TOTAL | 12,980,456 | 13,550,326 |
| TOTAL | 35,846,891 | 33,697,085 |
| TOTAL | | |



NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

| Year ended | Year ended |
|------------|------------|
| 31.03.2016 | 31.03.2015 |
| ₹ | ₹ |

NOTE - 27: EARNING PER SHARE

Earning per share is calculated in accordance with Accounting standard - 20 (AS-20) - "Earning per share". Issued by Institute of Chartered Accountant of India (Regrouped/rearranged as per AS-20)

| 1) | Net Profit/(loss) as per Profit & Loss A/c, available for Equity Shareholders | 5,004,193 | 2,113,090 |
|----|---|-----------|-----------|
| 2) | Number of ordinary Shares | 3,969,743 | 3,969,743 |
| 3) | Earnings Per Share (Basic & Diluted): | 1.26 | 0.53 |

28. CONTINGENT LIABILITY

Bank Guarantee issued in favour of Electricity Dept., Silvassa of ₹ 750,000/-. (P.Y. ₹ 750,000/-)

29. Capital Commitment (net of advances) ₹ 3,696,163/- (P.Y ₹ 4,177,245/-)

30. SEGMENT REPORTING

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

Segment Reporting Policies

(a) Identification of Segments:

Primary - Business Segment

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

Secondary - Geographical Segment

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

- (b) Revenue and expenses have been identified to the segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "allocable expenses". Since the Real Estate segment is still in 'preoperative stage' all the other unallocable expenses are allocated to Hoteliering segment.
- (c) Segment assets and segment liabilities represent assets and liabilities in respective segments. Investment, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "unallocated assets" and "unallocated liabilities".

| Sr. No. | Particulars | 31 st March, 2016 (₹) | 31 st March, 2015 (₹) |
|------------|----------------------------|-------------------------------------|-------------------------------------|
| 1. | Segment Revenue | | |
| | Hoteliering | 86,382,974 | 77,035,025 |
| | Real Estate | _ | - |
| | Add: Unallocated Income | 127,699 | 288,282 |
| | Net Income from operations | 86,510,673 | 77,323,307 |



NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

| Sr. No. | Particulars | 31 st March, 2016 (₹) | 31 st March, 2015 (₹) |
|------------|---------------------------|-------------------------------------|-------------------------------------|
| 2. | Segment Results | | |
| | Hoteliering | 1,18,64,682 | 5,148,166 |
| | Real Estate | _ | - |
| | Unallocated Income | 127,699 | 288,282 |
| | Total | 11,992,381 | 5,436,448 |
| | Less: | | |
| | 1. Interest | 4,075,768 | 5,000,058 |
| | 2. Tax Expenses | 2,912,418 | (1,676,700) |
| | Profit After Tax | 5,004,196 | 2,113,090 |
| 3. | Segment Assets | | |
| | Hoteliering | 235,141,313 | 160,328,479 |
| | Real Estate | 80,254,465 | 21,416,157 |
| | Unallocated Assets | 3,000 | 86,154 |
| | Total Assets | 315,398,778 | 181,830,790 |
| 4. | Segment Liabilities | | |
| | Hoteliering | 68,904,978 | 71,124,144 |
| | Real Estate | _ | _ |
| | Unallocated Liabilities | 7,011,338 | 3,955,781 |
| | Total Liabilities | 75,916,316 | 75,079,925 |
| 5. | Segment Non Cash Expenses | | |
| | Hoteliering | 4,204,915 | 4,990,340 |
| | Real Estate | _ | |

- **31.** Consequent to the adoption of the Revised Accounting Standard 15'Employees Benefits' (Revised) issued by the Institute of Chartered Accountants of India following disclosures have been made as required by the standard: (Refer Note No. 7 and Note No. 11)
 - (a) The Company operates post retirement defined benefit plans as follows:

Funded : Provided Fund

Unfunded : Post Retirement Gratuity

Method Used : Projected unit credit method



NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

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

| Particulars | For the year ended March 31, 2016 | For the year ended March 31, 2015 |
|--|---|---|
| Principal Actuarial Assumptions: | | |
| Discount Rate | 8% | 8% |
| Salary escalation rate | 5% | 5% |
| Expected rate of return on plan assets | NA | NA |
| Mortality rate | Indian Assured Lives Mortality (2006-08) ULTIMATE | Indian Assured Lives Mortality (2006-08) ULTIMATE |
| Change in present value of the obligation: | | |
| Present value of the Obligation at the beginning of the year | 4,069,655 | 3,491,026 |
| Interest Cost: | 325,572 | 279,282 |
| Current Service Cost: | 523,076 | 490,926 |
| Benefits Paid: | 111,972 | NIL |
| Actuarial (Gain)/Loss on obligation | (270,193) | (191,579) |
| Present value of obligation at year end | 4,536,138 | 4,069,655 |
| Actuarial Gain / (Loss) recognized: | | |
| Actuarial Gain / (Loss) for the year | | |
| Obligation | 270,193 | 191,579 |
| Plan/Assets | NIL | NIL |
| Total Gain/(Loss) for the year | 270,193 | 191,579 |
| Actual Gain/Loss recognized in the year | 270,193 | 191,579 |
| Amount to be recognized in the Balance Sheet: | | |
| Present value of Obligation at year end | 4,536,138 | 4,069,655 |
| Fair value of Plan/Assets at year end | NIL | NIL |
| Funded Status | NIL | NIL |
| Net asset / (Liability) recognized in the Balance Sheet | 4,536,138 | 4,069,655 |
| Expenses recognized in the Statement of Profit & Loss : | | |
| Current Service Cost: | 523,076 | 490,926 |
| Interest Cost: | 325,572 | 279,282 |
| Expected return on Plan / Assets | NIL | NIL |
| Actuarial (Gain)/Loss recognized in the year | (270,193) | (191,579) |
| Expenses recognized in the Statement of Profit & Loss | 578,455 | 578,629 |

In Actuarial Valuation, estimates of future salary increase have been considered after taking into account inflation, seniority, promotion, and other relevant factors.



NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

32. RELATED PARTY DISCLOSURE

The Names of related parties are as under:

- (i) Enterprise that directly or indirectly control (through subsidiaries) or are controlled by or are under common control with the reporting enterprise **NIL**
- (ii) Associates, Joint ventures of the reporting entity, investing party or venture in respect of which reporting enterprise is an associate or joint venture **NIL**
- (iii) Individuals owning, directly or indirectly, an interest in voting power of the reporting an enterprise that gives them control or significant influence over the enterprises & relatives of any such individual. **NIL**
- (iv) Key Managerial Person (KMP) & their Relatives.

a) Key Management Personnel

Vishamber Shewakramani – Managing Director Nalini Shewakramani – Executive Director

b) Relatives of Key management Personnel

Tekchand Shewakramani

Kamla Shewakramani

Gautam Shewakramani

Rahul Shewakramani

(v) Enterprises over which any person described in (iii) & (iv) is able to exercise significant influence.

Associate Enterprises

Ras Stock & Financial Services Pvt. Ltd.

Audio Compas (India) Pvt. Ltd.

Rahul Agrotech (I) Pvt. Ltd.

Burger King Restaurant Pvt. Ltd.

Ras Erectors Pvt. Ltd. Gautam Enterprises

Hungry Jacks Fast Food Pvt. Ltd. Ras Business Premises Pvt.Ltd

Gautam Premises Pvt. Ltd. Ras Diu Hotels Pvt. Ltd.

The Details of the related party transactions entered into by the Company.

| SI. No. | PARTICULARS | | Key managerial person & their Relatives | | Enterprises over which (KMP) & there relatives are able to exercise significant influence | |
|------------|--|------------------------|---|------------|---|--|
| | | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 | |
| 1 | Car hire charges received M/s. Ras Business Premises Pvt. Ltd. | | | 9,62,580 | 9,59,950 | |
| 2 | Remuneration & Perquisites Mr. Vishamber Shewakramani Mrs. Nalini Shewakramani | 3,597,670 1,200,000 | 2,673,400 1,200,000 | _ | - | |
| 3 | Royalty Paid Mr; Vishamber Shewakramani Mr. Tekchand Shewakramani Mrs. Nalini Shewakramani | 400 400 400 | 400 400 400 | _ | _ | |
| 4 | Sitting Fees Mr. Gautam Shewakramani Mr. Rahul Shewakramani | 36,000 10,000 | 8,000 | _ | - | |



NOTES TO ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

| SI. No. | PARTICULARS | Key managerial person & their Relatives | | Enterprises over which (KMP) & there relatives are able to exercise significant influence | |
|------------|--|---|-------------------------------|---|-------------------|
| | | 31.03.2016 | 31.03.2015 | 31.03.2016 | 31.03.2015 |
| 5 | Loans & advances received during the year Loans & advances re-paid during the year Payable as at end of the year Mr. Vishamber Shewakramani | 18,935,348 12,185,278 7,171,863 | 681,123 920,850 421,793 | - | _ |
| 6 | Rent Paid for Flat – Mr. Rahul Shewakramani & Others Security Deposits outstanding as at end of the year – Mr. Rahul Shewakramani & Others | 840,000 2,500,000 | 840,000 2500,000 | _ | _ _ |
| 7 | Rent Paid for Office – Mrs. Kamla Tekchand Shewakramani Security Deposits outstanding as at end of the year – Mrs. Kamla Tekchand Shewakramani | 60,000 | 60,000 4500,000 | | |
| 8 | Rent Paid for Flat – Gautam Premises Pvt. Ltd. Security Deposits outstanding as at end of the year – Gautam Premises Pvt. Ltd. | - | - | 108,000 25,000 | 108,000 25,000 |

- **33.** Trade payable & Trade receivable and advance balances are subject to confirmation and subsequent reconciliation, if any.
- **34.** Current assets, loans and advances have a value on realization in the ordinary course of business atleast equal to the amount at which they are stated.
- 35. Deferred tax on Long-term Capital Loss:

| Paticulars | 2015-16 | 2014-15 |
|--|-------------|-------------|
| Deferred Tax on carried forward Long-term Capital Loss | 17,41,105/- | 17,41,105/- |
| Total | 17,41,105/- | 17,41,105/- |

Deferred tax assets on Long-term Capital Loss is not recognized in absence of virtual certainty to realize the assets in future in accordance with Accounting Standard 22 notified under company (Accounting Standards) Rules 2006.

36. Previous year's figures have been regrouped & rearranged wherever necessary.



RAS RESORTS AND APART HOTELS LIMITED

Registered Office:

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

CIN: L45200MH1985PLC035044 • Website: www.rrahl.com

Tel No: 022-43216600 • Fax No: 022-23526325 • Email: mumbaioffice@rasresorts.com

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

Members attending the Meeting in person or by Proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

I hereby record my presence at the 32ndAnnual General Meeting of the Company at Garware Club House, Wankhede Stadium, 'D' Road, Churchgate, Mumbai 400 020, on Friday, August 12, 2016 at 05.30 p.m.

| Folio No./DP Id/ Client ID | | |
|--|---------|----------------|
| Name and address of the first holder | | |
| Name of the Joint Holder(s) | | |
| No of shares | | |
| | 1 | |
| Full name of the Member (in block letters) | | Signature |
| , | | Ü |
| Full name of the proxy (in block letters) | | Signature |
| ELECTRONIC VOTING PARTICULARS | | |
| EVSN Electronic Voting Sequence Number | USER ID | PASSWORD / PIN |
| | | |
| | | |



Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

RAS RESORTS AND APART HOTELS LIMITED

Registered Office:

Rosewood Chambers, 99/C, Tulsiwadi, Tardeo, Mumbai - 400 034. CIN: L45200MH1985PLC035044 ● Website: www.rrahl.com

Tel No: 022-43216600 ● Fax No: 022-23526325 ● Email: mumbaioffice@rasresorts.com

| ali iu. | Folio No./ Client ID: | DP IC | No | |
|------------|---|-----------------|----------------------|--------------------|
| | ng the member(s) of equity shares of the above na | | | |
| | : E-ma | | | |
| Addre | ss:Signa | ture : | | or failing him / h |
| Name | : E-ma | il ld : | | |
| Addre | ss:Signa | ture : | | or failing him / h |
| Name | : E-ma | il ld : | | |
| Addre | ss:Signa | ture : | , (| or failing him / h |
| Sr. No. | Resolution | No of Shares | (FOR) I/We assent to | |
| 1. | Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon. | | the Resolution | the Resolutio |
| | I IIIO / IUUIIOIO IIIOIOOII. | | | |
| 2. | Confirmation of Payment of Interim Dividend as Final Dividend. | | | |
| 2. | Confirmation of Payment of Interim Dividend as Final Dividend. Appointment of Director in place of Smt. Nalini Shewakramani (holding DIN 00021138), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment. | | | |
| | Confirmation of Payment of Interim Dividend as Final Dividend. Appointment of Director in place of Smt. Nalini Shewakramani (holding DIN 00021138), who retires by rotation in terms of Section 152(6) of the Companies Act, | | | |

Note:

This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

Please complete all details including details of member(s) in above box before submission.

Proxy holder can vote either for or against each resolution.











BISTRO-THE FEAST VILLAGE



SABHA - CONFERENCE HALL



SAMVAAD - CONFERENCE HALL

BOOK-POST

If undelivered please return to:

RAS RESORTS AND APART HOTELS LIMITED Rosewood Chambers, 99/C, Tulsiwadi, Tardeo, MUMBAI - 400 034.