"Asia's Pioneering Hospitality Chain Of Environment Sensitive Hotels & Resorts"

KAMAT HOTELS (INDIA) LIMITED

Annual Report 2023-2024



Growing with purpose

Green Hospitality for the Future
Educating Young Minds for a Brighter Tomorrow

THE ORCHID® ECOTEL HOTELS & RESORTS FRIENDLY. ECO-FRIENDLY | Fort Jadhav GADH A Gadh Heritage Hotel Ladh, Jhagadh, Aage Badh... | Toyām Relax · Rejuvenate · Revive BY ORCHID HOTELS | LOTUS RESORTS By ORCHID Hotels | ira BY ORCHID HOTELS

ira
BY ORCHID HOTELS

Empowerment through Education.

'Ira' in Sanskrit means 'Earth' and represents a brand that is down-to-earth and centred around creating state of the heart experiences that bring joy and delight to our customers.

We believe our Mother Earth will be a happy place when its daughters are empowered with their right to education. We therefore commit 1% of our Room Revenue to be donated to The Indira Venkatesh foundation in support of their cause towards education of the Girl Child!

Ethos of Ira

IRA's commitment to being in harmony with nature while delivering heartfelt and personalized experiences that bring joy and delight to their guests. At the heart of Ira Hotels is a strong belief in sustainability and eco-friendly practices, reflecting their dedication to preserving the environment and promoting sustainable tourism.
With core values of integrity, innovation, and community engagement, Ira Hotels strives to create a welcoming and enriching atmosphere for guests, ensuring that each stay is memorable and impactful. By prioritizing ethical practices and cultural preservation, Ira Hotels maintains a genuine connection with both guests and local communities, reflecting their holistic approach to hospitality and their mission to make the world a better place.

Creation **Preservation** **Empowerment**

Our Association

Donate to Educate. A Step Towards Humanity.

We are proud to collaborate with these esteemed institutions dedicated to girl child education. Your generous contributions to this cause would be greatly appreciated by both the institutes and us.

ASHAKIRAN foundation
home for orphan girl children

ASHAKIRAN FOUNDATION
www.ashakiranfoundation.org

RJF
Educate. Empower. Emancipate

RJF NAGRIKSATTA
www.raicheljosephfoundation.org

ANATH BALAKASHRAM
www.anathbalkashramorphanage.org

THE BACKBONE
OF KAMAT HOTELS (INDIA) LIMITED



Dr. Vithal Venketesh Kamat
Executive Chairman and Managing Director

Dr Vithal Venketesh Kamat, a second-generation restaurateur, a pioneer in green hotels, an environmentalist, an entrepreneur, an educationalist, an antiquarian, an ornithologist, an author, a globetrotter, and a black belt holder in karate, is a versatile personality. Having begun his journey in a small, family-owned vegetarian restaurant, Dr. Vithal Kamat today is Chairman and Managing Director of Kamat Hotels (India) Limited with an experience of 38+ years in the line of Hospitality Business. Dr Kamat is a recipient of many National and International Awards including "Best CEO of Industry Award" by The Indian Express, "Golden Peacock Award" received from the hands of His Holiness The Dalai Lama. The International Council of Pacific Area Travel writers Association (PATWA) honoured Dr. Kamat with lifetime contribution award "Hall of Fame Lifetime Contribution in Hospitality Industry Award" given at the ITB, Berlin, Germany 2008.



Mr. Vishal Vithal Kamat
Executive Director

Mr. Vishal Vithal Kamat is the Executive Director - Kamat Hotels (India) Limited a leading player in the hospitality and food service industry in India. He is a science graduate (BSc) with specialization in Hotel Management from the Institute of Hotel Management and Catering Technology and Applied Nutrition (IHMCTAN),Mumbai.and has over 15 years of experience in the hospitality sector.A seasoned hotelier with significant expertise in national and global hospitality, Mr.Vishal Vithal Kamat oversees the company's operational functions, management portfolio and overall performance at corporate and property levels. He leads the team of industry professionals to spearhead Kamat Group of Hotels' flagship brands - 'The Orchid' Asia's First 5 Star Ecotel Hotel, 'Fort JadhavGadh' Maharashtra's only fort heritage hotel, Lotus Resorts, 'IRA' luxury chain of 4 star hotels and 'Dr. Vithal Kamats - Original Family Restaurant' chain spread across India. An active and engaged hospitality industry leader, Mr.Vishal Kamat has been associated with various travel industry trade association, Hospitality Federations and has been invited for guest lecturers at premier institutes.

BOARD OF DIRECTORS

Dr. Vithal V. Kamat
(Executive Chairman and Managing Director)

Mr. Vishal V. Kamat
(Executive Director)

Ms. Vidita V. Kamat
(Non-Executive Non-Independent Director)

Mr. Sanjeev B. Rajgarhia
(Independent Director)

Mr. Hrishikesh B. Parandekar*
(Lenders Nominee Director)
**Resigned w.e.f. 4th April 2024*

Mr. Kaushal K. Biyani*
(Lenders Nominee Director)
**Resigned w.e.f. 4th April 2024*

Mr. Vilas R. Koranne
(Independent Director)

Mr. Ramnath P. Sarang
(Independent Director)

Mrs. Harinder Pal Kaur
(Independent Director)

Mr. Tej Mayur Contractor
(Independent Director)

Mr. Apurva S. Muthalia*
(Independent Director)
**Resigned w.e.f. 5th January 2024*

Mr. Ajit Naik
(Independent Director)

Mrs. Smita Nanda
(Chief Financial Officer)

Mr. Nikhil Singh*
Company Secretary
**Appointed w.e.f. 30th August 2023*

BANKERS

Canara Bank
Union Bank of India
State Bank of India
Axis Bank
Punjab National Bank
Kotak Mahindra Bank
HDFC Bank
UCO Bank

STATUTORY AUDITORS

M/s. N. A. Shah Associates LLP

REGISTERED OFFICE

70-C, Nehru Road, Near Santacruz Airport,
Vile Parle (East), Mumbai – 400 099.
Maharashtra, India.
Email : cs@khil.com Website : www.khil.com
Tel No. 022 2616 4000

REGISTRARS AND SHARE TRANSFER AGENTS

Link Intime India Private Limited
C-101, 247 Park,
L.B. S. Marg, Vikhroli (West),
Mumbai – 400 083.
Email : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.co.in
Tel No.022 49186270 Fax No. 022 49186060

CONTENTS

Particulars	Page Nos.
Corporate Overview	5
Notice	21
Board's Report & Annexures	38
Management Discussion and Analysis	66
Corporate Governance Report	72
Standalone Financial Statements:	
Auditors' Report	93
Balance Sheet	104
Statement of Profit and Loss	105
Cash Flow Statement and Statement of changes in equity	106
Notes on Financial Statements	109
Consolidated Financial Statements:	
Auditors' Report	175
Balance Sheet	183
Statement of Profit and Loss	184
Cash Flow Statement and Statement of changes in equity	185
Notes on Financial Statements	188





THE ORCHID MUMBAI

The Orchid in Mumbai is a 5-star eco-friendly hotel conveniently located near the domestic airport, making it a top choice for business and leisure travelers. Known for its luxurious rooms and commitment to sustainability, the hotel features energy-efficient lighting, water conservation, and eco-friendly materials. Guests enjoy the rooftop pool with panoramic city views, multiple dining options offering local and international cuisine, and modern amenities in a serene setting. The hotel's proximity to popular attractions and shopping areas, along with its excellent service, makes it an ideal base for exploring Mumbai.

FACILITES

372 Luxury Rooms	Gym
Multicuisine Restaurants	90ft. waterfall
Banquets	Swimming Pool
Aai Museum	Ample Parking Space





The Orchid Mumbai
70-C, Nehru Road, Hotel Near Mumbai
Domestic Airport, Vile Parle (E),
Mumbai - 400099

www.orchidhotel.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations



THE ORCHID PUNE

The Orchid in Pune offers a luxurious and eco-friendly retreat in the city's vibrant heart. Guests enjoy spacious rooms with lush garden views, a refreshing pool, and diverse dining options featuring gourmet and local cuisine. Ideal for business and leisure travellers, the hotel boasts modern conference facilities and easy access to Pune's cultural and historical landmarks. With its commitment to sustainability and exceptional service, The Orchid provides a perfect blend of comfort and eco-consciousness.



FACILITES

386 Luxury Rooms	55000 sq. ft. lawn	Spa
Multicuisine Restaurants	Game Zone	
Banquets	Swimming Pool	
Gym	Ample Parking Space	





The Orchid Pune
pune-Banglore Road, Near Balewadi Sports Complex, Balewadi, Pune 411045

www.orchidhotel.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations





THE ORCHID JAMNAGAR

The Orchid Jamnagar combines modern luxury with warm hospitality, offering an exceptional stay in Gujarat's vibrant city. Guests enjoy elegantly designed rooms, excellent conference facilities, and easy access to major attractions like Lakhota Lake and the Bala Hanuman Temple. The hotel's diverse dining options feature local Gujarati and international cuisine. With a focus on sustainability and personalized service, The Orchid Jamnagar ensures a memorable experience for both business and leisure travellers.

FACILITES

45 Luxury Rooms

Multicuisine Restaurants

Swimming pool

Ample Parking Space

Banquets

Lawns





The Orchid Jamnagar
Khampaliya Highway, opp. Swan Sweet Factory, Jamnagar, Gujarat 361006

www.orchidhotel.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations



THE ORCHID LONAVALA

The Orchid in Lonavala offers a luxurious escape in the tranquil hills, featuring elegant rooms with scenic views and a variety of leisure activities, including swimming and spa treatments. Ideal for relaxation or adventure, guests can explore nearby trekking trails and waterfalls or unwind in the hotel's landscaped gardens. The on-site restaurants serve delicious local and international cuisine, enhancing the stay. With a commitment to sustainability and exceptional service, The Orchid in Lonavala ensures a memorable retreat in nature's embrace



FACILITES

36 Luxury Rooms

Multicuisine Restaurants

Garden Venue

Banquets

Game Zone

Ample Parking Space





The Orchid Lonavala
10/1, Old Mumbai-Pune Highway, Valvan,
Lonavala 410401

www.orchidhotel.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations





THE ORCHID SHIMLA

The Orchid in Shimla offers a charming escape amidst the Himalayas, combining cosy rooms with warm hospitality and majestic mountain views. Ideal for exploring Shimla's cultural heritage or enjoying nature's tranquillity, guests appreciate the hotel's serene location and easy access to top attractions. With delightful dining options, personalized service, and a focus on sustainability, The Orchid promises a memorable stay in the lap of Shimla's natural beauty.

FACILITES

96 Luxury Rooms	Eco Wall
Multicuisine Restaurants	Roof Top Restaurant
Banquets	Game Zone
Scenic Venue	Ample Parking Space





The Orchid Shimla
Shimla Bypass, Road, Sanjauli, Shimla,
Himachal Pradesh 171006, India

www.orchidhotel.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations



THE ORCHID MANALI

The Orchid in Manali offers a serene retreat amidst the majestic Himalayas, featuring cosy rooms with breathtaking mountain views. Whether guests are seeking adventure in the nearby mountains or relaxation in nature's embrace, the hotel ensures a peaceful and rejuvenating stay. With its tranquil ambience, delicious dining options, and personalized service, The Orchid provides a memorable experience filled with comfort and natural beauty in Manali.



FACILITES

47 Luxury Rooms

Multicuisine Restaurants

Banquets

Bonfire

Game Zone

Ample Parking Space





The Orchid Manali
Shuru, Naggar Road, Manali, Himachal Pradesh - 175 143

www.orchidhotel.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations





THE ORCHID GOA

The Orchid in Goa is a top choice for travelers, offering luxurious amenities, stunning decor, and exceptional service. Its prime location provides easy access to beautiful beaches, vibrant nightlife, and popular tourist attractions. Guests can enjoy exquisite dining options, rejuvenating spa treatments, and breathtaking views from well-appointed rooms and suites. With personalized service and a variety of leisure facilities, The Orchid ensures a memorable and enjoyable stay, whether for a romantic getaway, family vacation, or business trip.

FACILITES

58 Luxury Rooms

Multicuisine Restaurants

Swimming Pool

Spa

Recreation Area

Open Air Glass House





The Orchid Goa
Benaulim Beach Road, Via Maria Hall,
Vaswaddo Salcete, Margao, Benaulim, Goa
403716

www.orchidhotel.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations



IRA BY ORCHID MUMBAI

IRA By Orchid in Mumbai stands out for its chic, contemporary ambience and impeccable service. Located centrally, it provides easy access to Mumbai's cultural landmarks, shopping districts, and business centres, making it an ideal choice for travellers seeking convenience and luxury. The hotel's dining options offer a delightful culinary experience, complemented by its stylishly appointed rooms that ensure a comfortable and memorable stay. Whether for leisure or business, IRA By Orchid promises a sophisticated and enjoyable retreat in the heart of India's financial capital



FACILITES

197 Luxury Rooms

Swimming Pool

Multicuisine Restaurants

Banquets

Gym & spa

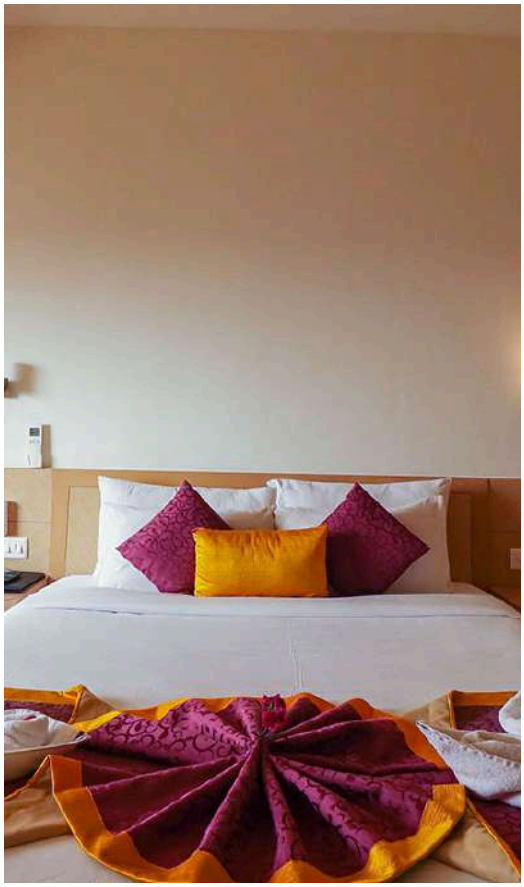




IRA By Orchid Mumbai
Metro Station, IRA By Orchid, Andheri - Kurla Rd, near Chakala, Bhim Nagar, Andheri East, Mumbai, Maharashtra 400059

www.irahotels.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations





IRA BY ORCHID BHUBANESWAR

IRA By Orchid in Bhubaneswar is known for its contemporary charm and efficient hospitality, making it a preferred choice among visitors. The hotel's modern accommodations feature stylish decor and comfortable amenities, ensuring a relaxing stay. Guests can savour a variety of dining options that highlight local flavours and international cuisine. Conveniently situated, the hotel provides easy access to Bhubaneswar's cultural sites, business districts, and shopping areas, catering to both leisurely explorations and business engagements with equal ease.

FACILITES

111 Luxury Rooms

Multicuisine Restaurants

Banquets

Swimming Pool

Gym

Spa





IRA By Orchid Bhubaneswar
A/19, Puri - Cuttack Rd, near Jatri Niwas,
Laxmisagar, Bhubaneswar, Odisha 751006

www.irahotels.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations



IRA BY ORCHID NASHIK

At IRA by Orchid in Nashik, guests can look forward to a rejuvenating experience amidst the city's vibrant energy. The hotel offers cozy and well-equipped rooms designed for comfort, complemented by delightful dining options showcasing local and international cuisine. Whether lounging by the inviting poolside or exploring nearby attractions like Sula Vineyards and Trimbakeshwar Temple, visitors can unwind knowing a welcoming atmosphere and attentive service await their return. Perfect for families and travelers seeking both relaxation and exploration, IRA by Orchid promises a memorable stay in Nashik.



FACILITES

32 Luxury Rooms

Ample Parking Space

Multicuisine Restaurants

Garden Venue

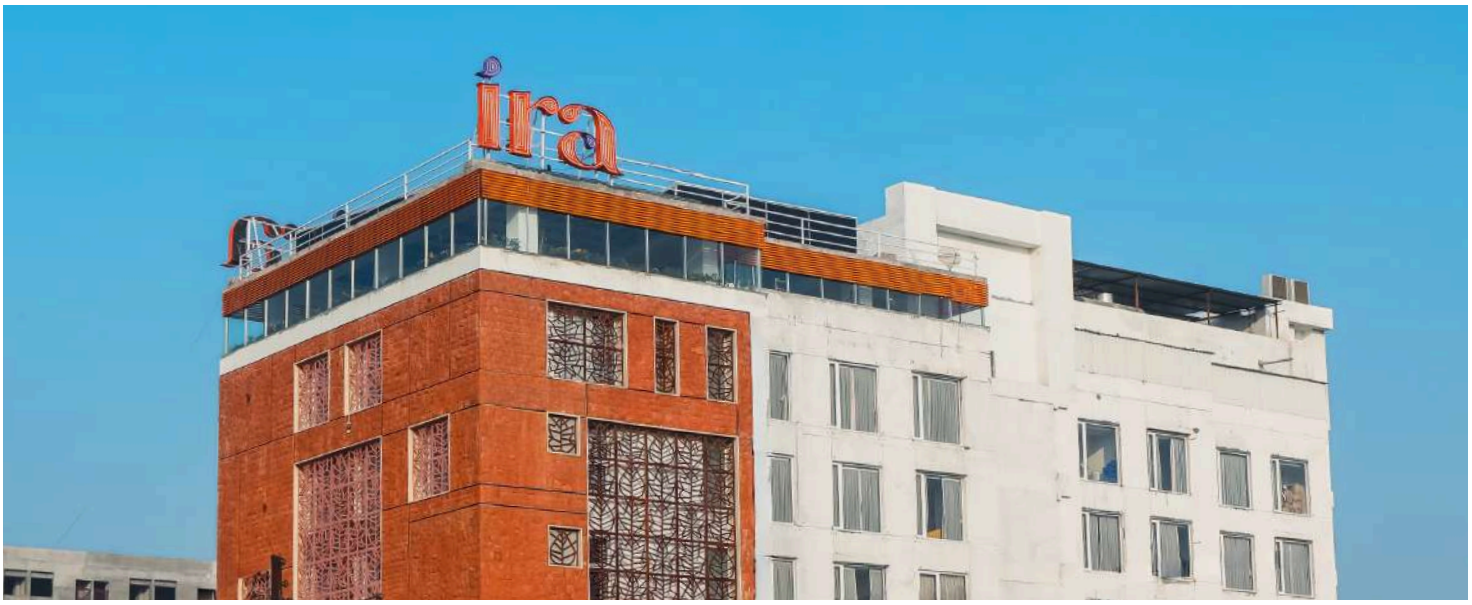
Banquets





IRA By Orchid Nashik
Near Nasardi Bridge, Nashik - Pune Road,
Nashik, Maharashtra 422011

www.irahotels.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations





IRA BY ORCHID CHHATRAPATI SAMBHAJINAGAR

Immerse yourself in luxury at IRA by Orchid in Aurangabad, where elegance meets comfort in every detail. The hotel features beautifully appointed rooms designed for relaxation after a day of exploring the city's ancient wonders such as the iconic Ajanta and Ellora Caves. Guests can indulge in delightful rooftop dining with panoramic views, savouring delicious meals crafted from local and international cuisines. The friendly and attentive service ensures a warm welcome and a memorable stay. Whether you're here for business or leisure, IRA by Orchid in Aurangabad promises an unforgettable experience amidst the historical richness of Maharashtra.

FACILITES

33 Luxury Rooms

Rooftop Restaurant

Multicuisine Restaurants

Ample Parking Space

Banquet





IRA By Orchid Chhatrapati Sambhajinagar
Beed Bypass Rd, PWD Colony, Aurangabad,
Maharashtra 431005

www.irahotels.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations



IRA BY ORCHID AYODHYA

IRA By Orchid in Ayodhya invites guests to experience a unique blend of modern comfort and cultural charm. Situated in the historic city, the hotel provides serene and well-appointed rooms designed for relaxation. Guests can indulge in exquisite dining options that showcase local flavours and international cuisine, ensuring a culinary journey that complements their stay. Whether exploring Ayodhya's rich heritage sites like Ram Janmabhoomi and Hanuman Garhi, or simply enjoying the tranquil surroundings, IRA By Orchid promises a rejuvenating and memorable experience steeped in the city's cultural legacy.



FACILITES

49 Luxury Rooms

Best Vegetarian Breakfast

Multicuisine Veg Restaurant

Banquets

Ample Parking Space





IRA By Orchid Ayodhya
Q59R+RM5, Ashapur Village, Darshan Nagar,
Faizabad, Uttar Pradesh 224123

www.irahotels.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations



FORT JADHAVGADH, PUNE

Immerse yourself in the regal splendor of Fort Jadhavgadh, where history comes alive in every corner of this 300-year-old Maratha heritage hotel. The meticulously restored rooms offer a glimpse into the past, echoing with tales of warriors and royalty. Explore the fort's secret passages, majestic courtyards, and ancient ramparts that stand as testaments to its glorious history. Indulge in dining fit for royalty, sampling authentic Maratha cuisine while enjoying breathtaking vistas of the surrounding countryside. Fort Jadhavgadh promises a truly unforgettable experience, blending luxury, history, and cultural immersion in the heart of Maharashtra.



FACILITES

58 Luxury Rooms

Multicuisine Restaurant

Aai Museum

Adventure Activities

Banquets

Ample Parking Space





Fort Jadhavgadh, Pune
Jadhavwadi, Hadapsar Saswad Road, Pune
412301, Maharashtra, India

www.fortjadhavgadh.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations





TOYAM BY ORCHID, PUNE

Discover Orchid Toyam in Pune, where luxury meets tranquility in the heart of the city. This oasis offers elegantly designed rooms that provide a serene retreat, complemented by top-notch amenities and stunning views of lush landscapes. Whether you're visiting for business or leisure, the hotel ensures a memorable stay with its impeccable service and modern comforts. Guests can unwind by the poolside, enjoy fine dining experiences, or explore nearby attractions like historic landmarks and vibrant markets. Orchid Toyam promises a perfect blend of relaxation and sophistication, making it an ideal choice for discerning travelers seeking comfort and luxury in Pune.

FACILITES

21 Luxury Rooms	Boating	Game zone
Multicuisine Restaurants	Fishing	
Banquets	Spa	
Luxury Wellness Retreat	Ample Parking Space	





Toyam by Orchid
GAT NO. 556, Varve Khurd, Pune-Satara Road,
Tal- Bhor, Pune-412206

www.orchidtoyam.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations



LOTUS ECO BEACH RESORT, KONARK

Lotus Eco Beach Resort in Konark invites guests to unwind in a serene setting surrounded by nature's splendor. Nestled near the Konark Marine Drive beach, the resort offers comfortable accommodations with scenic views and a tranquil environment. Emphasizing eco-friendly practices, the resort blends sustainability with warm hospitality, ensuring a guilt-free retreat. Its proximity to the UNESCO World Heritage Sun Temple allows guests to explore ancient history while enjoying modern comforts and rejuvenating amenities. Lotus Eco Beach Resort promises a perfect blend of relaxation, cultural exploration, and environmental consciousness for a memorable stay in Konark.



FACILITES

32 Luxury Rooms	Gym	Butterfly Garden
Multicuisine Restaurant	Spa	
Banquets	Swimming Pool	
Beach View	Organic Farming	





Lotus Eco Beach Resort, Konark
Konark - Puri Marine Drive Road, P.O. Khalkatapatna, Near Ramachandi Temple, Puri, Odisha - 752111

www.orchidhotel.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations





LOTUS ECO BEACH RESORT, MURUD BEACH-DAPOLI

Lotus Eco Beach Resort in Konark invites guests to unwind in a serene setting surrounded by nature's splendor. Nestled near the Konark Marine Drive beach, the resort offers comfortable accommodations with scenic views and a tranquil environment. Emphasizing eco-friendly practices, the resort blends sustainability with warm hospitality, ensuring a guilt-free retreat. Its proximity to the UNESCO World Heritage Sun Temple allows guests to explore ancient history while enjoying modern comforts and rejuvenating amenities. Lotus Eco Beach Resort promises a perfect blend of relaxation, cultural exploration, and environmental consciousness for a memorable stay in Konark.

FACILITES

- 39 Luxury Rooms
- Multicuisine Restaurants
- Banquets
- Beach View
- Adventure zone
- Swimming Pool
- Spa
- Game Zone





Lotus Eco Beach Resort, Murud Beach-Dapoli
GAT NO. 556, Varve Khurd, Pune-Satara Road,
Tal- Bhor, Pune-412206

www.orchidhotel.com
res@orchidhotel.com
+91 916 916 6789 | Central Reservations

NOTICE

Notice is hereby given that the Thirty Seventh (37th) Annual General Meeting of the members of **Kamat Hotels (India) Limited** will be held on Friday, 27th September, 2024, at 11.30 a.m. through Video Conferencing or Other Audio-Visual Means ("VC/OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended on 31st March, 2024, and Reports of the Board and Auditors thereon.

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT Ms. Vidita V. Kamat (DIN: 03043066), Director liable to retire by rotation, who retires by rotation and being eligible, offers herself for re-appointment."

SPECIAL BUSINESS:

3. **APPROVAL FOR ENTERING INTO MATERIAL RELATED PARTY TRANSACTION WITH PLAZA HOTELS PRIVATE LIMITED**

   To consider, and if thought fit, approve the following material related party transaction proposed to be entered by the Company with Plaza Hotels Private Limited during the financial years 2024-25, 2025-26 and 2026-27 as an Ordinary Resolution:

   "RESOLVED THAT in compliance with and subject to the provisions of the Regulation 2(1)(zc) and Regulation 23(4) and other relevant Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended from time-to-time and the provisions of Section 188 and other applicable provisions, of the Companies Act, 2013 and the relevant Rules framed thereunder and any other Rules / applicable statutes made thereunder [including any statutory modification(s) or re-enactment(s) thereof for time being in force] and the Company's Policy on Related Party Transactions, and based on the approval and recommendation of the Audit Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded to the Company to enter into / renew the existing contract(s)/ arrangement(s)/ transaction(s)/ agreement(s) pertaining to execution of Business Contract Agreement (BCA) and the Memorandum of Understanding (MOU) with Plaza Hotels Private Limited (PHPL) a related party of the Company within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the Listing Regulations, the details of which are mentioned in the Explanatory Statement (explanatory statement forms an integral part of this Resolution), each of the captioned agreements for a further term not exceeding 30 years and for an amount not exceeding Rs. 90 Crores per annum for the financial years 2024-25, 2025-26 and 2026-27 and on such other terms and conditions as may be agreed between the Company and PHPL as detailed in the Explanatory Statement annexed thereto;

   RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the terms and conditions, sign and execute all such agreements, documents, instruments and writings and to perform or cause to be done all such acts, deeds, matters and things as deemed necessary, or desirable with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard;

   RESOLVED FURTHER THAT the Board is hereby authorised to delegate all or any of its powers conferred by the above Resolution to any Director or Directors or committee of Directors or any Officer or Officers of the Company to give effect to the aforesaid Resolution."

4. **APPOINTMENT OF MR. KAUSHAL K. BIYANI AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR**

   To consider, and if thought fit, approve the following resolution for appointment of Mr. Kaushal K. Biyani as Non-Executive Non-Independent Director of the Company as on Ordinary Resolution:

   "RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-

NOTICE (Contd.)

enactment thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Kaushal K. Biyani (DIN: 08334639), who was appointed as an Additional Director (Non-Executive Non-Independent) of the Company with effect from 12th August, 2024 by the Board of Directors under Section 161 of the Companies Act, 2013 and who holds office as such Director upto the date of 37th Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, expedient or desirable to give effect to this resolution."

By Order of the Board of Directors
KAMAT HOTELS (INDIA) LIMITED

Dr. Vithal V. Kamat
Executive Chairman and Managing Director
DIN: 00195341

70-C, Nehru Road, Near Santacruz Airport,
Vile Parle (East), Mumbai - 400 099,
Maharashtra, India.

Place: Mumbai
Date: 12th August, 2024

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023, in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI Circulars"), has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing / Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue. In compliance with these MCA circulars and SEBI Circulars, applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the 37th AGM of the Company is being conducted through VC/OAVM Facility. The Company has enabled the members to participate at the AGM through the VC/OAVM facility provided by Link Intime India Private Limited, Registrar and Share Transfer Agents of the Company ("RTA /LIIPL"). The instructions for participation by the members at the AGM are given in the subsequent paragraphs. Participation at the 37th AGM through VC/OAVM shall be allowed on a first-come-first-serve basis.

NOTICE (Contd.)

2. In compliance with the aforesaid Circulars, members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

3. The Company has provided the facility to the members to exercise their right to vote by electronic means, both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to e-voting that will take place during the AGM being held through VC/OAVM.

4. Members joining the meeting through VC/OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting during the AGM. The members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

5. Since the 37th AGM is being held through VC/OAVM, physical attendance of members has been dispensed with for the AGM. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and route map of the AGM venue are not required to be annexed to this Notice. However, pursuant to the provisions of Sections 112 and 113 of the Companies Act, 2013, a member may appoint a representative to attend and/or vote.

6. Corporate members are required to access the link https://instameet.linkintime.co.in and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf.

7. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the Special Business mentioned in Item Nos. 3 and 4 of the accompanying Notice is annexed hereto. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office at, Secretarial Department, 70C- Nehru Road, Near Santacruz Airport, Vile Parle (E), Mumbai, Maharashtra - 400099 on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting ("AGM") and also at the AGM.

8. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names shall be entitled to vote.

9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which the Directors are interested, maintained under Section 189 of the Act, shall be available for inspection during the 37th AGM. Members seeking to inspect such documents can send an email to cs@khil.com.

10. Members are requested to note that the Company's Equity shares are under compulsory DEMAT trading for all class of investors, as per the provisions of SEBI circular dated 29th May, 2000. In view of above, members are advised in their own interest to dematerialize the shares held by them in physical form to avoid inconvenience and avail various benefits of dematerialization.

11. In line with the aforesaid Circulars, the notice of the 37th AGM along with the Annual Report for the FY 2023-24, are being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report is also being available on the Company's website at www.khil.com and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

12. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s. Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400083, email id: kyc@linkintime.co.in, Ph: 022-49186270. Members holding shares in demat form are requested to inform the concerned Depository Participants ("DP") of any change in address, dividend

NOTICE (Contd.)

mandate, e-mail, etc. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.

13. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 20th September, 2024, to Friday, 27th September, 2024, (both days inclusive) for determining the name of members for the purpose of AGM.

14. E-voting period will start from Tuesday, 24th September, 2024, at 9:30 a.m. and will end on Thursday, 26th September, 2024, at 5:00 p.m. Members holding shares as at the close of business hours on Thursday, 19th September 2024 (being 'cut-off date') shall be entitled to vote on the matters provided in this Notice.

15. Members, in the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from the IEPF authority by submitting an online application in e-Form IEPF-5 available on https://www.mca.gov.in/ along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a Financial Year as per the IEPF Rules. Pursuant to Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company on its website at https://www.khil.com/unclaimed-shares-dividend.html and also on the website of the MCA.

16. Members desirous of obtaining any information on the financials and operations of the Company, are requested to send an email to the Company at least seven working days prior to the date of the AGM, so that the information can be kept ready during the meeting.

17. Details as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard – 2 issued by ICSI, in respect of the Director seeking appointment at the 37th AGM, are provided in the Annexure herewith and forms an integral part of this Notice. Requisite declarations have been received from the Director seeking appointment.

➢ **Updation of KYC, PAN and other details:**

a. Securities and Exchange Board of India (SEBI) has, vide its circular number SEBI / HO / MIRSD / MIRSD _ RTAMB / P /CIR / 2021 / 655 dated 3rd November, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023), mandated to all the physical security holders for furnishing their PAN, KYC and Nomination details with Company or RTA. The communication with respect to the said circular has already been forwarded to all such shareholders for updating their PAN, KYC and Nomination details with the Company / RTA.

b. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

c. In view of the above, we urge the members holding shares in physical form to submit the required Form ISR-1, quoting folio no, name of shareholder, scanned copy of the share certificate (front and back), PAN and AADHAR (self-attested scanned copy of both PAN card and Aadhar card) along with the supporting documents, at the earliest. The relevant forms are available on the Company's website at https://www.khil.com/investor-notices.html and on the website of the RTA at https://linkintime.co.in/downloads.html or at https://liiplweb.linkintime.co.in/KYC-downloads.html. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

d. Further, the members are requested to refer the process detailed on https://linkintime.co.in/home-KYC.html and proceed accordingly.

e. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney

NOTICE (Contd.)

registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at https://www.linkintime.co.in/ in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

f. Members may please note that SEBI vide its Circular dated January 25, 2022, has mandated the Listed Companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition.

g. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at https://www.khil.com/investor-notices.html and on the website of the RTA at https://linkintime.co.in/downloads.html. It may be noted that any service request can be processed only after the folio is KYC Compliant.

h. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of securities, including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to get inherent benefits of dematerialisation, members holding shares of the Company in physical form, are requested to kindly get their shares converted into dematerialised form. Members can contact the Company's RTA at https://www.linkintime.co.in/ for assistance in this regard.

i. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14. The said forms can be downloaded from the Company's website at https://www.khil.com/investor-notices.html and from the website of the RTA at https://linkintime.co.in/downloads.html . Members are requested to submit the said form to their DP in case the shares are held by them in electronic form and to the RTA at https://www.linkintime.co.in in case the shares are held in physical form, quoting their folio no.

j. To support the Green Initiative, members are requested to register their e-mail address with their concerned DPs, in respect of electronic holding and with the RTA, in respect of physical holding, submit their request by clicking on "Service Request" option under "Investor Services" tab, available on the website of the RTA at https://www.linkintime.co.in/. Further, those members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/ RTA to enable servicing of notices/ documents/ Annual Reports and other communications electronically to their e-mail address in future.

➢ **Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

Remote e-voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

NOTICE (Contd.)

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".

b) Enter user id and password. Post successful authentication, click on "Access to e-voting".

c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp "

b) Proceed with updating the required fields.

c) Post registration, user will be provided with Login ID and password.

d) After successful login, click on "Access to e-voting".

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

a) Visit URL: https://www.evoting.nsdl.com/

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest:

a) Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com

b) Click on New System Myeasi

c) Login with user id and password

d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration

b) Proceed with updating the required fields.

c) Post registration, user will be provided Login ID and password.

d) After successful login, user able to see e-voting menu.

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

NOTICE (Contd.)

METHOD 2 - By directly visiting the e-voting website of CDSL.

a) Visit URL: https://www.cdslindia.com/

b) Go to e-voting tab.

c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.

e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

a) Login to DP website.

b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.

c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.

d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form / Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting, may register for e-Voting facility of Link Intime as under:

1. Visit URL: https://instavote.linkintime.co.in

2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

   A. User ID:

   Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

   B. PAN:

   Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

   C. DOB/DOI:

   Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).

   D. Bank Account Number:

   Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

   - Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.
   - Shareholders holding shares in **NSDL form**, shall provide 'D' above.
   - Set the password of your choice [the password should contain minimum 8 characters, at least one special Character (@!#$&*)], at least one numeral, at least

NOTICE (Contd.)

one alphabet and at least one capital letter).

- Click "confirm" (Your password is now generated).

3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click On **'Submit'.**
5. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
6. E-voting page will appear.
7. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
8. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration:

a) Visit URL: https://instavote.linkintime.co.in

b) Click on Sign up under "Corporate Body/ Custodian/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.

f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping:

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.

b) Click on "Investor Mapping" tab under the Menu Section

c) Map the Investor with the following details:

   a. 'Investor ID' -

      i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*

      ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*

   b. 'Investor's Name - Enter full name of the entity.

   c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.

   d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

d) Click on Submit button and investor will be mapped now.

e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting:

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.

b) Click on 'Votes Entry' tab under the Menu section.

c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.

d) Enter '16-digit Demat Account No.' for which you want to cast vote.

NOTICE (Contd.)

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.

g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.

b) You will be able to see the notification for e-voting in inbox.

c) Select **'View'** icon for '**Company's Name / Event number '.** E-voting page will appear.

d) Download sample vote file from 'Download Sample Vote File' option.

e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.

f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

NOTICE (Contd.)

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/ Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-voting website of Link Intime: https://instavote.linkintime.co.in

- Click on 'Login' under 'Corporate Body/ Custodian/ Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in & Click on **"Login".**
   - Select the **"Company"** and **'Event Date'** and register with your following details: -
     - **A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.
       - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID.**
       - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.**
       - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company.
     - **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.)
     - **C. Mobile No.:** Enter your mobile number.
     - **D. Email ID:** Enter your email id, as recorded with your DP/Company.
   - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the Company.
2. Shareholders will get confirmation on first cum first serve basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

NOTICE (Contd.)

4. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

SWAYAM - Self-Service Portal for Investors

'SWAYAM' is a secure, user-friendly web-based application, developed by "Link Intime India Pvt Ltd.", our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at https://swayam.linkintime.co.in

- Effective Resolution of Service Request - Generate and Track Service Requests/Complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/ split, if any.
- PAN-based investments - Provides access to linked PAN accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

Other Instructions:

1. A member can opt for only one mode of voting, i.e. either through Remote e-voting or by e-voting during the AGM.
2. Members, whose names appear in the Register of Members/Record of Depositories as on Thursday, 19th September 2024, will be eligible for voting. The voting shall be reckoned in proportion to a member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the AGM Notice who is not a member as on the said date should treat this notice for information purpose only.

KAMAT HOTELS (INDIA) LIMITED

NOTICE (Contd.)

3. The Board of Directors has appointed Mr. Dinesh Kumar Deora (COP No. 4119) and in his absence Mr. Tribhuwneshwar Kaushik (COP No. 16207), partners of M/s. DM & Associates Company Secretaries LLP, Practicing Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The results of the votes cast through e-voting and remote e-voting will be declared in the manner as specified under the applicable rules and regulations.
5. The results declared along with the Scrutinizer's Report will be communicated to the BSE Ltd and the National Stock Exchange of India Ltd and will also be placed on the Company's website www.khil.com and on the website of e-voting service provider (https://instavote.linkintime.co.in) immediately after the result is declared by the Chairman of the Company or any other person authorized by him.
6. In case of any query/grievance relating to e-voting, members may contact LIIPL by forwarding an e-mail at enotices@linkintime.co.in or the Secretarial Department of the Company at cs@khil.com .
7. Members, who hold share under multiple folios in same name(s) or in joint holding, but in same order of names, are requested to consolidate their holdings into single folio.
8. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
10. With a view of supporting the 'Go Green initiative', we request Members to register/update their email address with their Depository Participant(s) to enable the Company to send future communications electronically.

By Order of the Board of Directors
KAMAT HOTELS (INDIA) LIMITED

Dr. Vithal V. Kamat
Executive Chairman and Managing Director
DIN: 00195341

Registered Office:
70-C, Nehru Road, Near Santacruz Airport,
Vile Parle (East),
Mumbai - 400 099, Maharashtra, India.

Place: Mumbai
Date: 12th August, 2024

NOTICE (Contd.)

ANNEXURE I TO THE NOTICE

EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3:

The members are informed that the Company ("KHIL") is in the business of owning, developing and operating of hotels. The Company after taking requisite approvals, besides operating other hotel properties is presently also operating The Orchid, Mumbai the land of which is owned by Plaza Hotels Private Limited ("PHPL"), a Promoter Group Company. The Business Contract Agreement (BCA) dated 1st April, 1994, for operating the hotel on the land belonging to PHPL and Memorandum of Understanding (MOU) dated 12th September, 2005, towards development, management and operation of the Five Star Hotel "The Orchid, Mumbai" were executed between KHIL and PHPL. Both the aforesaid Agreements are entered into by KHIL with PHPL and royalty is payable by KHIL to PHPL.

KHIL has undertaken the management, operation and construction of Five Star Hotel Property on the said land. KHIL has been successfully operating its Hospitality Business and has created a niche as an Ecotel Hotel in India.

The Business Contract Agreement (BCA) dated 1st April, 1994, was executed for the term of 30 years and Memorandum of Understanding (MOU) dated 12th September, 2005, was executed for the term of 20 years. Both the agreements are due for renewal during the Financial year 2024-25. Therefore, are placed before Audit Committee and Board for their prior approval.

The Company had ratified the aforesaid Related Party Transaction (execution of BCA and MOU) for a period of 30 years and 20 years, respectively, through Postal Ballot carried out pursuant to SEBI circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014, as amended by SEBI circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014. In order to further consolidate and ensue Business continuity it is proposed to further renew the above two documents between the Company and PHPL. It is now proposed to renew and execute the Business Contract Agreement (BCA) and Memorandum of Understanding (MOU) on the existing terms and conditions, to be effective from 1st April, 2024 and 1st August, 2024, respectively, for the term of 30 years each. The approval of the Audit Committee and Board of Directors for both these Agreements proposed to be executed is sought for a period of 30 years each (for the purpose of business continuity and in the interest of the Company) subject to the approval of the Shareholders. However, the approval of the Audit Committee and Board of Directors for the payment of Interest free security deposit and royalty is sought for 3-years period beginning from the financial year 2024 - 25, subject to the approval of the Shareholders. Further, the said repetitive Related Party Transaction can be approved at every three years period, subject to the requisite approvals as per the requirements of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

MATERIAL TERMS OF THE CONTRACT

Royalty fees Payable:

As per the terms of the MOU, the Company proposes to pay quarterly Royalty fees of 5% of the Gross revenue generated from The Orchid Hotel, Mumbai to PHPL.

Entitlement of the Income Generated from The Orchid Hotel, Mumbai:

KHIL will be entitled to the Income accruing from The Orchid Hotel, Mumbai and bear all the expenses in managing the property except the payment of aforesaid Royalty fees payable to PHPL.

Security Deposit:

The Company had paid Interest Free Security Deposit of Rs. 60 Crore as per BCA dated 1st April, 1994, for period of 30 years and Interest Free Security Deposit of Rs. 20 Crores as per MOU dated 12th September, 2005, for a period of 20 years. Total amount Rs. 80 Crore.

Considering the same, no further Security Deposit is claimed by PHPL.

The members are further apprised that the proposed retetitive transaction with the related party as mentioned in the resolution is at arm's length and in the ordinary course of business of the Company, accordingly in terms of Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, prior consent of the Board and Members of the Company is not required.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties require prior approval of the members of the Company through ordinary resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% {ten} of the annual consolidated turnover of a listed entity as per the last audited

NOTICE (Contd.)

financial statements of the listed entity, whichever is lower and a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% {five} percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Further, the members are informed that the Royalty payable by the Company to PHPL as per the terms of BCA and MOU is 5% of the Gross revenue generated from The Orchid Hotel, Mumbai and as the Company is renewing the said BCA and MOU for the further term of 30 years each, the Security Deposit of Rs. 60 Crore as per BCA dated 1st April, 1994, for period of 30 years and Security Deposit of Rs. 20 Crores as per MOU dated 12th September, 2005, for a period of 20 years which was earlier deposited with PHPL shall continue to be held by PHPL and no new Security Deposit will be paid by the Company.

As, the total amount of Security deposit which is held by PHPL and royalty is more than 5% of consolidated turnover of the Company, therefore, pursuant to Regulation 23 of the Listing Regulations, approval of the shareholders shall be required for the aforesaid transaction considering aggregate amount of the transaction with the related party during the financial year is exceeding 5% of consolidated turnover of the Company.

The members are further apprised that the Audit Committee and Board of Directors of the Company have approved the proposed Related Party Transaction with PHPL, subject to the approval of the members, which was placed before them at its respective meetings held on 12th August, 2024. Further, the said transactions qualify as Material Related Party Transaction under the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and accordingly, the member's approval is sought for the same.

Details of the proposed RPT of the Company with Plaza Hotels Private Limited ('PHPL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Description	Details of proposed RPT between the Company and PHPL
Type, material terms and particulars of the proposed Transaction:	The proposed transaction is for renewal of the Business Contract Agreement (BCA) and Memorandum of Understanding (MOU) on the existing terms and condition to be executed with Plaza Hotels Private Limited (PHPL) for development / construction, operation and management of The Orchid Hotel, Mumbai.
Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise):	Plaza Hotels Private Limited (PHPL) is a Promoter Group Company which holds *17.54 % of shareholding of the Company as on the date of this Notice. Dr. Vithal V. Kamat and Mr. Vishal V. Kamat are the common Directors in both the Companies. ** 17.54% Shareholding of PHPL is as on dated 12th August, 2024 which is calculated on a Pre-Diluted basis.*
Tenure of the proposed Transaction:	The BCA and MOU will be renewed for the further term of 30 years. However, payment of Interest free security deposit and royalty is sought for 3-years period beginning from the financial year 2024-25 to 2026-27.
Value of the proposed Transaction:	Total Monetary value of the proposed Related Party Transaction is Rs. 90 Crores which consist of: i) The estimated value of the transaction with PHPL with respect to the said Royalty payment shall not exceed Rs. 10 Crores in each of the three financial year from FY 2024-25 to FY 2026-27. ii) The Interest free Security deposit of Rs. 60 Crores under BCA and Rs. 20 Crores under MOU was given by the Company to PHPL at the time of execution of Original BCA and MOU respectively which shall continue to be held by PHPL in the renewed agreements from FY 2024-25 to FY 2026-27.

NOTICE (Contd.)

Description	Details of proposed RPT between the Company and PHPL
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction:	29.57% (Representing onetime Security Deposit along with Royalty i.e. 80 Crores + 10 Crores) 3.29% (Representing only Royalty payment i.e. 10 Crores)
Justification for why the proposed transaction is in the interest of the listed entity:	As per Business Contract agreement (BCA) dated 1st April 1994, PHPL had granted in favour of KHIL the license to manage and occupy the hotel property i.e. The Orchid Hotel, Mumbai. Further, as per Memorandum of Understanding (MOU) dated 12th September 2005, PHPL had granted in favour of KHIL the license to develop, manage and occupy the proposed Five Star Hotel property i.e. The Orchid Hotel, Mumbai. The said hotel is managed, operated, and developed by the Company since 1994 and it contributes 54.51 % of the Standalone Total Revenue from operations of the Company (FY 2023-24) and 39.92% percentage of the Consolidated Total Revenue from operations of the Company (FY 2023-24).
If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders:	Not Applicable

Any subsequent material modifications in the proposed agreement, transactions, as defined by the Audit Committee as a part of the Company's Policy on Related Party Transactions, shall be approved by the Audit Committee, Board and shareholders, as may be required, in terms of Regulation 23(4) of the Listing Regulations.

Accordingly, the Board of Directors recommends passing of ordinary resolution set out at Item No. 3 of the Notice for approval by the members.

Dr. Vithal V. Kamat, Mr. Vishal V. Kamat, and Ms. Vidita V. Kamat, being the Directors and Promoters and Mrs. Vidhya V. Kamat, being the Promoter of the Company may be deemed to be interested in the above ordinary resolution by virtue of their Shareholding and Directorship in the Company. None of the other Directors and / or Key Managerial Personnel of the Company and / or their relatives is concerned or interested, in the resolution as set out at Item No.3 of the Notice.

Pursuant to Regulation 23 of the SEBI Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolutions No. 3 whether the entity is a related party to the particular transaction or not.

ITEM NO. 4:

The Members are hereby informed that based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, on 12th August, 2024, pursuant to Section 152 and Section 161 of the Companies Act, 2013 ('Act') read with rules made thereunder, appointed, Mr. Kaushal K. Biyani (DIN: 08334639) as an Additional Director under the category of Non-Executive Non-Independent Director of the Company with effect from 12th August, 2024, liable to retire by rotation.

Further, members are informed that Mr. Kaushal K. Biyani is associated with Alpha Alternatives (Group of Convertible warrant holders of the Company). Considering, the same, the Nomination and Remuneration Committee and the Board has recommended his appointment as Non-Executive Non-Independent Director of the Company.

The Company has received a Notice from a member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Kaushal K. Biyani (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies

NOTICE (Contd.)

(Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) General disclosure of notice of interest in form MBP-1 pursuant section 184(1) of the Companies Act, 2013 (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Brief Profile of Mr. Kaushal K. Biyani is as follows:

Mr. Kaushal K. Biyani is a B.Com Graduate from Narsee Monjee College of Commerce and Economics; Chartered Accountant (CA) Rank Holder (AIR 22). He Leads the structured credit business, 16+ years' experience, previously part of Ernst & Young and Essar Group.

Further, Mr. Kaushal K. Biyani was previously associated with the Company in the capacity of Lender's Nominee Director since 27th May, 2023, till 4th April, 2024, in the Board of the Company. During his tenure, his contributions at the Board meetings were useful and his knowledge with respect to his specialized areas of expertise have added value and improved Board Diversity.

Keeping in view, his tremendous contributions and expertise, it would be in the interest of the Company that Mr. Kaushal K. Biyani be appointed as a Non-Executive and Non-Independent Director.

Save and except Mr. Kaushal K. Biyani and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 4 of the Notice.

The Board recommends the Special Business set out at Item No.4 of the Notice for the approval of the shareholders as an **Ordinary Resolution.**

Details of Directors Seeking Appointment / Re-appointment at the 37th Annual General Meeting of the Company (Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India)

Sr. No.	Name of the Director	:	Mr. Kaushal K. Biyani	Ms. Vidita V. Kamat
1.	DIN	:	08334639	03043066
2.	Date of Birth and Age	:	10th September, 1985, Age: 39 years	01st August, 1987, age 37 years
3.	Qualification	:	Mr. Kaushal K. Biyani is a B.Com Graduate from Narsee Monjee College of Commerce and Economics; Chartered Accountant (CA) Rank Holder (AIR 22). He Leads the structured credit business, 16+ years' experience, previously part of Ernst & Young and Essar Group.	Ms. Vidita V. Kamat has been inducted on the Board w.e.f. 29th September, 2020. She is a B.Com graduate from Mumbai University and holds Diploma in Craft Course. She has an experience of about 10 years in the Bakery and Confectionary industry.
4.	Experience (including expertise in specific functional area)/Brief Resume			
5.	Remuneration last drawn (including sitting fees, if any)	:	Remuneration : NIL Sitting fees : NIL	Remuneration : NIL Sitting fees : 1,50,000
6.	Terms and Conditions of Appointment/Re- Appointment/ approval of remuneration etc.	:	Appointment as a Non-Executive and Non-Independent Director liable to retire by rotation.	Retires by rotation and offers herself for re-appointment as a Non-Executive and Non- Independent Director, liable to retire by rotation.
7.	Remuneration proposed to be paid	:	NA	NA

NOTICE (Contd.)

8.	**Date of first appointment on the Board**	:	27th May, 2023 till 04th April, 2024 (In his previous appointment, he was appointed as Lender's Nominee Director of Non-Convertible Debentures (NCDs) holder namely i.e. Purple Clover Tree LLP. As all the NCDs subscribed by Purple Clover Tree LLP under the terms of the Debenture Trust Deed dated 19th January, 2023, have been fully repurchased by Kamat Hotels (India) Limited and there was no amount outstanding to be repaid. Consequently, Mr. Kaushal K. Biyani (DIN: 08334639) has vacated the office as a Nominee Director of the Company, with effect from 4th April, 2024.)	29th September, 2020
9.	**Shareholding in Kamat Hotels (India) Ltd as on March 31, 2024**	:	NIL	500 Shares
10.	**Number of meetings of the Board attended during the financial year (2023-24):**	:	4 Meetings	6 Meetings
11.	**Relationship with other Directors / Key Managerial Personnel**	:	No inter - relationship with other Directors	Ms. Vidita V. Kamat is the Daughter of Dr. Vithal V. Kamat, Executive Chairman and Managing Director of the Company and sister of Mr. Vishal V. Kamat who is the Executive Director of the Company
12.	**Directorships held in other Companies:**	:	Harborpeak Real Estate Private Limited Arsenio Strategies Private Limited Queztal Endeavour Private Limited Vadraj Energy (Gujarat) Limited	NIL
13.	**Membership/ Chairpersonship of Committees in other companies**	:	NIL	NIL

By Order of the Board of Directors
KAMAT HOTELS (INDIA) LIMITED

Dr. Vithal V. Kamat
Executive Chairman and Managing Director
DIN: 00195341

Registered Office:
70-C, Nehru Road, Near Santacruz Airport,
Vile Parle (East),
Mumbai - 400 099,
Maharashtra, India.

Place: Mumbai
Date: 12th August, 2024

KAMAT HOTELS (INDIA) LIMITED

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present the 37th Annual Report of Kamat Hotels (India) Limited ("the Company") along with the Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2024.

FINANCIAL SUMMARY:

The financial summary for the year under review is as below:

(Rs. in lakhs except per Share figures)

Particulars	Standalone		Consolidated	
	Year ended 31st March, 2024	Year ended 31st March, 2023*	Year ended 31st March, 2024	Year ended 31st March, 2023*
Revenue from Operations	22,291.39	22,374.46	30,434.52	29,508.17
Other Income	2,979.73	714.67	1,099.25	387.98
Total Income	**25,271.12**	**23,089.13**	**31,533.77**	**29,896.15**
Less: Operating and other expenditure	16,347.12	13,406.92	21,354.73	18,625.46
Profit before Finance Cost, depreciation and amortisation and tax	**8,924.00**	**9,682.20**	**10,179.04**	**11,270.69**
Less: Interest and Finance Charges (net)	5,607.79	1,969.10	6,055.32	2,205.15
Less: Depreciation and Amortisation	895.03	1,008.40	1,767.61	1,547.98
Profit / (Loss) before share of Profit / (Loss) of joint venture, exceptional items and tax	**2,421.18**	**6,704.71**	**2,356.11**	**7,517.56**
Add / (Less) : Share of profit / (loss) of joint venture	-	-	84.28	273.16
Add / (Less) : Exceptional Items	2,952.44	19,812.01	2,952.44	23,836.00
Profit/ (Loss) for the year before tax	**5,373.62**	**26,516.72**	**5,392.83**	**31,626.72**
Less: Tax Expenses	849.67	335.99	908.11	338.45
Profit / (Loss) for the year	**4,523.95**	**26,180.72**	**4,484.72**	**31,288.27**
Total other comprehensive income	18.42	19.21	28.60	29.99
Total Comprehensive Income for the year	**4,542.37**	**26,199.93**	**4,513.32**	**31,318.26**
Basic earnings per share (in Rs.)	17.67	110.71	17.52	132.31
Diluted earnings per share (in Rs.)	15.94	110.71	15.80	132.31

** Previous Year Figures have been regrouped/rearranged wherever necessary.*

PERFORMANCE REVIEW:

The average occupancy of the hotels of the Company i.e. 'The Orchid, Mumbai', was around 77% and IRA by Orchid Hotels, Mumbai (Formerly known as VITS, Mumbai) was around 76%. The Company expanded its portfolio with the opening of new properties and renovated existing ones to enhance guest experiences. This includes adding more rooms and modernizing facilities to keep up with current hospitality trends.

Note: The Company has sold the IRA by Orchid Hotels, Mumbai (Formerly known as VITS, Mumbai) to Lateral Hospitality Private Limited with effect from 26th October, 2023, however, the Company has taken on lease the same for managing the operations of hotel.

BOARD'S REPORT (Contd.)

STANDALONE FINANCIAL PERFORMANCE:

The total revenue from operations of the Company for the year was recorded at Rs. 22,291.39 lakhs (of which the turnover of Rs. 12,149.97 lakhs pertains to The Orchid, Mumbai, Rs. 4,870.11 lakhs pertains to IRA by Orchid Hotels, Mumbai and Rs. 5,271.31 lakhs pertains to other units) as against Rs. 22,374.46 lakhs in the previous year. The Company's profit after tax is Rs. 4,523.95 lakhs as compared to Profit after tax of Rs. 26,180.72 lakhs of previous year (excluding other comprehensive income).

CONSOLIDATED FINANCIAL PERFORMANCE:

The total revenue from operations of the Company for the year was recorded at Rs. 30,434.52 lakhs as against Rs. 29,508.17 lakhs in the previous year. The Company's profit after tax is Rs. 4,484.72 lakhs as compared to Profit after tax of Rs. 31,288.27 lakhs of previous year (excluding other comprehensive income).

MANAGEMENT/ FRANCHISEE / CONTRACTS/ OTHERS:

During the year under review, the agreements entered for Management of The Orchid Hotel, Pune and IRA by Orchid Hotels, Bhubaneswar (VITS, Bhubaneswar) is continued. Also, the arrangement under the Business Contract Agreement for operations of Mahodadhi Palace, Puri is continued.

New openings and other Strategic Initiatives by the Company:

- The Company has opened two new units namely The Orchid Hotel in Jamnagar, Gujarat and IRA by Orchid Hotels in Sambhajinagar, Maharashtra with effect from 1st December, 2023, and 15th December, 2023, respectively. Both the hotels are on lease and managed by the Company.
- The Company has through its wholly owned subsidiary, Mahodadhi Palace Private Limited (MPPL) has signed a Joint Development Agreement (JDA) with Constrict Hospitality Private Limited (Special Purpose Vehicle set up for the purpose) to develop and construct a Five Star Luxury Heritage Hotel with 120 rooms at Mahodadhi Palace, Puri in Odisha.

The opening of hotels in Bhavnagar, Chandigarh, Noida and Dehradun are currently in pipeline and soon to be opened in the Financial year 2024-25. The Company has already entered into Lease agreements and MOU for the Management and Operations of these upcoming properties.

During the Financial year 2024-25, the Company has already opened two new hotels. First being, IRA by Orchid Hotels, Ayodhya, Uttar Pradesh with effect from 17th April, 2024, which is on lease and managed by the Company. Other being, The Orchid - Toyam, Pune, Maharashtra, which is opened under the brand of the Company "The Orchid" with effect from 31st May, 2024, under the Management contract.

These strategic arrangements have allowed Company to expand its portfolio in the hospitality industry and tap into the potential of these diverse markets. The lease agreements granted the Company the right to use and operate the hotels enabling to a broader customer base.

DIVIDEND:

In order to prioritize debt reduction and fortify Company's financial stability, your Directors do not recommend any Dividend for the F.Y. 2023-24.

TRANSFER TO RESERVES:

The Company has not transferred any amount to the General Reserve for the financial year ended 31st March, 2024.

DEPOSITS:

The Company did not accept any deposits within the meaning of Section 73 of the Companies Act, 2013 and Rules made there under at the beginning of the year. During the year under review, the Company has neither invited nor accepted any deposit under Section 73 of the Companies Act, 2013, and the rules made there under and no deposit was remaining unpaid or unclaimed as at the end of the year.

ANNUAL RETURN:

As provided under Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the annual return in Form MGT-7 is available on the website of the Company at https://www.khil.com/annual-reports.html .

BOARD'S REPORT (Contd.)

SHARE CAPITAL:

As on 31st March, 2024, the Authorised Share Capital of the Company stood at Rs. 3,425 lakhs (excluding forfeited share capital) divided into 3,42,50,000 equity shares of Rs. 10/- each.

On 23rd February, 2023, the Company has allotted 58,96,014 (Fifty Eight Lakhs Ninety Six Thousand Fourteen) warrants each convertible into equity shares of Rs. 10/- each. The issue price of the warrant is Rs. 97/- ("Warrant Issue Price") which includes warrant subscription price Rs. 24.25 per warrant and the warrant exercise price Rs. 72.75 per warrant.

During the year under review and upto the date of this report, certain promoter / promoter group and Public (Non Promoter group) exercised the option of conversion of warrants into Equity Shares upon the payment of balance 75% of the warrant issue price i.e. Rs. 72.75 and accordingly, the Board on 7th March, 2024, 7th May, 2024 and on 12th August, 2024 considered and approved the conversion of warrants and allotted 12,53,601 and 6,25,601 and 3,53,761 Equity Shares respectively having face value of Rs. 10 each to the persons/ entities belonging to promoter / promoter group and Public (Non-Promoter group) mentioned in the below table:

Names of Allottee(s)	No. of Warrants held before conversion	No. of Warrants applied for conversion	Warrant exercise price received @ Rs. 72.75 per Warrant	No. of equity shares allotted, upon conversion/ exchange of Warrants
Promoters/Promoter Group :				
Allotment dated 7th March, 2024				
Mrs. Vidhya Vithal Kamat	5,89,601	5,89,601	4,28,93,472.75	5,89,601
Plaza Hotels Private Limited	6,64,000	6,64,000	4,83,06,000.00	6,64,000
Allotment dated 7th May, 2024				
Mr. Vishal Vithal Kamat	5,89,601	5,89,601	4,28,93,472.75	5,89,601
Plaza Hotels Private Limited	36,000	36,000	26,19,000.00	36,000
Public Shareholders:				
Allotment dated 12th August, 2024				
SBIFM Special Situation Fund - 1	3,53,761	3,53,761	2,57,36,112.75	3,53,761

Therefore, the issued and paid-up capital of the Company stood at Rs. 25,90,64,640/- consisting of 2,59,06,464 equity shares of Rs. 10/- each as on 31st March, 2024.

And consequent to the allotment dated 7th May, 2024 and 12th August 2024, the issued and paid-up capital of the Company stood at Rs. 26,88,58,260/- consisting of 2,68,85,826 equity shares of Rs. 10/- each.

Further, there was no deviation in the use of the proceeds from the objects stated in the explanatory statement of the Notice dated 14th December, 2022.

Debentures:

At the beginning of the financial year under review, the Company had Outstanding 29,750 "14% Rated Listed Secured Redeemable Non-Convertible Debentures" (NCDs) having face value of Rs. 100,000 each (Rupees One Lakh) aggregating to Rs. 297.50 Crore.

On 26th October, 2023, the Company had partially redeemed the Debentures and paid off Rs. 125 Crores as per the terms of repayment stated in the Debenture Trust Deed. The said redemption was pursuant to face value, hence the face value of the Debentures reduced from Rs. 1,00,000 each to Rs. 57,983 each. Consequent to the said redemption, the Company had Outstanding 29750 NCDs of face value Rs. 57,983 each aggregating to Rs. 172.50 Crores.

Further on 28th March, 2024, the Company purchased 19,750 NCDs of face value Rs. 57,983 each, from the existing debenture holder of the Company namely "Purple Clover Tree LLP". The total purchase consideration for 19,750 NCDs amounted to Rs. 128.45 Crores (includes Principal, Interest Cost and Redemption Premium). The Debentures purchased by the Company were extinguished consequent to which the Company had Outstanding 10,000 NCDs of face value Rs. 57,983 each.

BOARD'S REPORT (Contd.)

Therefore, considering the above repayments, the Outstanding NCDs of the Company has reduced from Rs. 297.50 Crore in the previous year to Rs. 57.983 Crores in the Current year.

In addition to above, we are pleased to inform you that on 26th July, 2024, the Company has fully redeemed the 10,000 Outstanding NCDs of face value Rs. 57,983 each by full and final payment of aggregate amount of Rs. 63.078 Crores (includes Principal, Interest Cost and Redemption Premium).

Therefore, as on the date of this report the Company has no outstanding 14% Rated Listed Secured Redeemable Non-Convertible Debentures (NCDs).

BORROWINGS:

During the financial year under review, the Company has availed a refinancing facility from AXIS Finance Limited, of an amount not exceeding Rs. 200 Crores. Out of the said facility, the Company has availed and deployed Rs.134 Crores for meeting the repayment obligations of high-cost debt (NCDs of the Company).

The total long term borrowings of the Company on the Standalone basis stood at Rs. 170.69 Crores and at Rs. 191.06 Crores on a Consolidated basis for the year ended 31st March, 2024, as compared to Rs. 168.34 Crores on the Standalone basis and Rs. 188.70 Crores on Consolidated basis as at 31st March, 2023.

CREDIT RATING:

During the last financial year, Company obtained credit rating for its aforesaid debentures from Acuite Ratings and Research Limited (rating agency). The rating agency assigned "ACUITE C" to the NCDs vide their letter dated 24th January, 2023. The Credit rating of the Company remains unchanged during the year under review.

MATERIAL CHANGES AND COMMITMENTS:

1. **Scheme of Arrangement:** The Board of Directors in their meeting held on 23rd May, 2024, have approved the Scheme of Arrangement (Merger by Absorption of two transferor Companies into transferee company) between Savarwadi Rubber Agro Private Limited ("First Transferor Company" and "SRAPL") and Treeo Resorts Private Limited ("Second Transferor Company" and "TRPL") and Kamat Hotels (India) Limited ("Transferee Company" and "KHIL") and their respective Shareholders and Creditors ("the Scheme") in accordance with the provisions of Sections 230 to 232 read with Section 66 of the Companies Act, 2013, ("the Act") and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder including Companies (Compromise, Arrangements & Amalgamations) Rules, 2016, as amended from time to time, and in accordance with the provisions of Memorandum and Articles of Association of the Company, subject to the requisite approval of the shareholders/ creditors/ debenture holders/ debenture trustee of the Company and the sanction of the jurisdictional National Company Law Tribunal (NCLT) and/or such other competent authority, as may be applicable.

   The First Transferor Company is a part of the promoter and promoter group of the Transferee Company. However, neither of the Transferor Companies are engaged in significant business operations. The First Transferor Company owns a freehold land in Vile Parle East, Mumbai, which houses a Sewage Treatment Plant (STP) Unit utilized by the Transferee Company. The Transferee Company continues to utilize this property. The Second Transferor Company owns a non-agricultural land and building situated on Mumbai-Ahmedabad Highway in the village of Saye, Palghar District, Thane, which makes it suitable and ideally located for KHIL to develop and operate future hotel/resort projects including residential projects on this TRPL land. The Management of the Transferee Company is of the view that the proposed Scheme of merger by absorption/ amalgamation will enhance stakeholders' wealth and streamline the group's structure, resulting in improved administrative and operational efficiency. Therefore, to simplify and enhance operational efficiency, it is proposed to restructure the group by merging the two Transferor Companies into the Transferee Company. A robust governance structure to ensure enhance compliances.

   The Company had submitted to the Stock Exchanges the Draft Scheme of Arrangement for merger by Absorption between Savarwadi Rubber Agro Private Limited (SRAPL), Treeo Resort Private Limited (TRPL)

BOARD'S REPORT (Contd.)

and Kamat Hotels (India) Limited (KHIL) along with all the other documents required as per the checklist provided by both the Exchanges.

However, as per the requirements of the Stock exchanges, the Company has revised the draft Scheme along with its annexures in their duly convened Board meeting held on 12th August, 2024. Thereafter the revised draft Scheme has been submitted to the Stock Exchanges. The details with respect to the revised draft Scheme has also been updated at the website of the Company at https://www.khil.com/merger.html.

2. Further, with reference to Note no. 46.4(ii) and Note no. 52.4(ii) of the Standalone and Consolidated Financial Statements for the year ended 31st March, 2024, respectively, which are annexed to this Report, the Board and the Board Committee of the Company in their meetings held on 12th August, 2024, accorded their approval to compensate Savarwadi Rubber Agro Private Limited ("First Transferor Company" and "SRAPL") for the purpose of allowing the Company to use the Sewage Treatment Plant (STP unit) situated on the plot area owned by SRAPL. The Compensation payable to SRAPL would be through issue and allotment of New Equity Shares of Kamat Hotels (India) Limited ("the Company") to the shareholders of SRAPL pursuant to the Scheme of Arrangement as per the Share Exchange ratio derived by the Registered Valuer, which was considered and approved by the Board and Board Committees. The aforesaid issue and allotment of Shares to SRAPL will be post receipt of approval on the Draft Scheme of Merger by absorption from the Shareholders and National Company Law Tribunal (NCLT) and such other approvals as may be required in this regard.

   There have been no other material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of business of the Company.

REPORT ON THE PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES IN TERMS OF RULE 8(1) OF COMPANIES (ACCOUNTS) RULES, 2014:

In accordance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Ind AS 110, the Audited Consolidated Financial Statement forms part of the Annual Report.

A copy of Audited Financial Statements of the Subsidiaries/ Associates/Joint Ventures shall be made available for the inspection at the Registered Office of the Company during business hours. Any shareholder interested in obtaining a copy of separate Financial Statement of the Subsidiaries/ Associates/ Joint Ventures shall make specific request in writing to the Corporate Secretarial Department of the Company.

The Audited Financial Statements of the Subsidiaries/ Associates/Joint Ventures are also available on the website of the Company. In view of this, the Balance Sheet, Statement of Profit and Loss and other related documents of the Subsidiaries/ Associates/ Joint Ventures are not attached in this Annual Report. However, the statement containing the salient features which is required to be given in Form AOC -1 are provided with the Consolidated Financial Statement of the Company, hence not repeated for the sake of brevity. As on 31st March, 2024, the Company has following Subsidiaries and Joint Venture Company:

WHOLLY OWNED SUBSIDIARY COMPANIES:

1. Orchid Hotels Pune Private Limited
2. Mahodadhi Palace Private Limited
3. Kamats Restaurants (India) Private Limited
4. Fort Jadhavgadh Hotels Private Limited
5. Orchid Hotels Eastern (I) Private Limited
6. Envotel Hotels Himachal Private Limited (with effect from 1st October, 2023)

JOINT VENTURE COMPANY:

1. Ilex Developers and Resorts Limited

   During the year under review, the Company has acquired 100% Shareholding in Envotel Hotels Himachal Private Limited with the view of capitalizing on the potential synergies between the entities, thereby creating a more streamlined and cost-effective operational model, consequently making it the Wholly Owned Subsidiary of the Company with effect from 1st October, 2023.

BOARD'S REPORT (Contd.)

Further, the Company had not sold or liquidated any of its Subsidiaries / Associates / Joint Ventures and no Subsidiaries / Associates / Joint Ventures ceased to be Subsidiaries / Associates / Joint Ventures of the Company and all Subsidiaries / Associates / Joint Ventures of the Company are operative.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As on the date of this report, the Company has 10 (Ten) Directors out of which 2 (Two) are Executive Directors, 2 (Two) are Non-Executive Non-Independent Directors, and 6 (Six) are Independent Directors.

a. Directors retiring by rotation:

In accordance with the provisions of the Act and the Articles of Association of the Company, Ms. Vidita V. Kamat (DIN: 03043066), Directors of the Company, retire by rotation, at the ensuing Annual General Meeting, and being eligible, offers herself for re-appointment.

b. Independent Directors:

The Company has received necessary declaration from each of the Independent Directors, under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013, and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. There has been no change in the circumstances affecting their status as Independent Directors of the Company. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

The Independent Directors of the Company have confirmed that they have registered their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended). The Independent Directors of the Company possess the requisite experience and they have successfully qualified the online proficiency self-assessment test conducted by The Indian Institute of Corporate Affairs (IICA) for Independent Directors Data Bank except Mr. Tej Contractor and Mr. Ajit Naik. However, they will be appearing for the said online proficiency self-assessment test in due course of time.

c. Appointments:

The Board of Directors at its meeting held on 27th May, 2023, appointed the following Directors:

Sr. No.	Name	Designation
1.	Mr. Vishal V. Kamat	Executive Director
2.	Mr. Ajit A. Naik	Independent Director
3.	Mr. Apurva S. Muthalia	Independent Director
4.	Mr. Tej M. Contractor	Independent Director
5.	Mr. Kaushal K. Biyani (till 4th April, 2024)	Lenders Nominee Director
6.	Mr. Hrishikesh B. Parandekar (till 4th April, 2024)	Lenders Nominee Director

The regularization of the Executive director and Independent Directors was approved by the Members by postal ballot dated 27th July 2023.

The Company has appointed Mr. Kaushal K. Biyani as an Additional Director under Non-Executive Non-Independent category at their Board Meeting held on 12th August, 2024. His appointment will be regularized by the members in the 37th AGM of the Company to be held on Friday, 27th September, 2024.

d. Woman Director:

In terms of the provisions of Section 149(1) of the Companies Act, 2013, and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has complied with the requirement of having atleast one Independent Woman Director on the Board of the Company.

e. Non-Executive Directors:

Your Company has optimum combination of Executive and Non- Executive Directors on the Board. As stipulated under Regulation 17 of SEBI (Listing Obligations and

BOARD'S REPORT (Contd.)

Disclosure Requirements) Regulations, 2015, half of the Board comprises of Independent Director. (Ms. Vidita V. Kamat is the Non-Executive Director and other six Directors are Independent Directors of the Company.)

During the year under review, the designation of Mr. Sanjeev B. Rajgarhia has been changed from Non-Executive Director to Non- Executive Independent Director with effect from 1st October, 2023.

During the year under review, Mr. Apurva S. Muthalia resigned from the post of Independent Director of the Company with effect from 5th January, 2024. His resignation was on account of his pre-occupation and other work related commitments.

Further, Mr. Kaushal K. Biyani and Mr. Hrishikesh B. Parandekar, nominated by Purple Clover Tree LLP (The Debenture holder) has tendered their resignation from Directorship (in capacity of Nominee Directors) of the Company with effect from 4th April, 2024, on account of repayment of entire outstanding amount due to Purple Clover Tree LLP.

Further, on 12th August, 2024 the Company appointed Mr. Kaushal K. Biyani as an Additional Director under Non-Executive Non-Independent category.

f. Key Management Personnel (KMP):

During the year under review, Mr. Nikhil Singh is appointed as the Company Secretary and Compliance Officer of the Company with effect from 30th August, 2023. The Compliances and filings related to the appointment of the Company Secretary were fulfilled in accordance with the provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on the date of this report, Dr. Vithal V. Kamat, Executive Chairman and Managing Director, Mrs. Smita Nanda, Chief Financial Officer and Mr. Nikhil Singh, Company Secretary and Compliance Officer are the Key Managerial Personnel of the Company in accordance with the provisions of Section 203 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

NUMBER OF MEETINGS OF THE BOARD:

During the year under review, 6 (Six) meetings of the Board of Directors were held.

The intervening gap between the two Board meetings was not more than 120 days. The particulars of the meetings held and attended by each Director are detailed in the Corporate Governance Report, which forms a part of this Report.

AUDIT COMMITTEE:

The composition of the Audit Committee as required to be disclosed under Section 177(8) of the Companies Act, 2013, including the terms of reference and the details of the meetings along with the attendance of the Committee Members thereof is furnished in the Corporate Governance report which forms part of this Annual Report. During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE:

In terms of Section 178(3) of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a policy on Director's appointment, nomination and remuneration of Directors and Senior Management Employees including, inter alia, criteria for determining qualifications, positive attributes, independence of directors and policy on Board diversity was formulated by the Nomination and Remuneration Committee and has been adopted by the Board of Directors. The said policy is also made available on the website of the Company www.khil.com and its web link is https://www.khil.com/other-policies.html .

The composition of the Committee including the terms of reference and the details of the meetings along with the attendance of the Committee Members thereof is furnished in the Corporate Governance report which forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY:

The Company understands the importance of the society in smooth functioning of the business. Thus, to acknowledge the constant support provided by the society, the Company involves itself in different corporate social responsibility activities.

BOARD'S REPORT (Contd.)

Brief outline of Corporate Social Responsibility (CSR Policy) of Company and the initiatives undertaken by the Company on CSR activities during the year under review are set out in ***"Annexure A"*** of this report in the format prescribed under the Companies (CSR Policy) Rules, 2014. The CSR Policy is available on the website of the Company.

The CSR Committee on a continuous basis manifests the activities through which it can have positive impact on the society and be beneficial for larger good of the people.

The details of Committee including the terms of reference, composition and attendance of the Members thereof is furnished in the Corporate Governance report which forms part of this annual report.

MEETING OF INDEPENDENT DIRECTORS:

The meeting of Independent Directors was conducted to enable the Independent Directors to discuss matters pertaining to inter alia review the performance of Non-Independent Directors and the Board as a whole, review the performance of the Executive Chairman of the Company (taking into account the views of the Executive and Non- Executive Directors), review the performance of the Company, assess the quality, quantity and timeliness of flow of information between the Company, Management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

The meeting of the Independent Directors for the financial year under review was held on 18th March, 2024.

The Chairman of the meeting of Independent Directors apprises the Chairman of the Company regarding the views/ concerns, if any, of Independent Directors.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Your Director's state that:

1. In the preparation of the annual accounts for the year ended 31st March, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and that there are no material departures from the same;
2. 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 as at 31st March, 2024, and of the profit of the Company for the financial year ended on that date;
3. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis;
5. The Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively; and
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

SECRETARIAL STANDARDS:

Your Directors confirm that the Company is in compliance with applicable Secretarial Standards issued by Institute of Company Secretaries of India.

STATUTORY AUDITORS:

M/s. N. A. Shah Associates LLP, Chartered Accountants, Mumbai were re-appointed as Statutory Auditors of your Company for the term of Five years commencing from the 35th Annual General Meeting held on 28th September, 2022, until the conclusion of 40th AGM of the Company to be held in the year 2027.

Further, there is no qualification, adverse remark or observation in their audit report. However, there is emphasis on matter cited by the auditor which is self-explanatory.

During the year under review, the Auditors had not reported any instances of fraud or matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

The Company has received Eligibility certificate letter from M/s. N. A. Shah Associates LLP, Chartered Accountants,

BOARD'S REPORT (Contd.)

Mumbai, to the effect that their appointment, is within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013, and that they are not disqualified for appointment.

SECRETARIAL AUDIT:

In terms of the provision of the Section 204 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. DM & Associates, Company Secretaries LLP, Practicing Company Secretaries, to conduct the Secretarial Audit for the financial year ended 31st March, 2024. The Secretarial Audit Report for the Financial Year ended 31st March, 2024, issued by M/s. DM & Associates, Company Secretaries LLP, Practicing Company Secretaries is annexed herewith marked as "***Annexure B1"*** to this Annual Report. The observation / adverse remark contained in the Audit report is self-explanatory and no further management's clarification is required.

COST AUDIT:

The Company is not required to maintain cost records as specified by the Central Government under Section 148(1) of the Act.

EMPLOYEE REMUNERATION: [DETAILS AS PER SECTION 197(12) READ WITH RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]:

Disclosures relating to remuneration of Directors, Key Managerial Personnel (KMPs) and employees as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in "***Annexure C"*** to this Report. During the year under review, there were no employees falling under the criteria specified under Section 197(12) of the Companies Act, 2013, and rule 5(2) of the of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. However, other information as required under said rule may be obtained by the Members by writing to the Company Secretary of your Company and the same be furnished on request and is also made available on the Company's website i.e. www.khil.com.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management's Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is as annexed at ***"Annexure D".***

CORPORATE GOVERNANCE:

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI). The Report of Corporate Governance as stipulated under the Listing Regulations is annexed at ***"Annexure E"***. The requisite Certificate from M/s. DM & Associates, Company Secretaries LLP, Practicing Company Secretaries confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

VIGIL MECHANISM:

The Company has established a Vigil Mechanism for Directors and Employees to report genuine concerns. The Vigil Mechanism enable the Directors, Employees and all Stakeholders of the Company to report genuine concerns and provides for adequate safeguards against victimization of person who use Vigil Mechanism and also makes provision for direct access to the Chairman of the Audit Committee.

The detail of Vigil Mechanism is put on the Company's website and can be accessed at www.khil.com and its web link is https://www.khil.com/other-policies.html.

RISK MANAGEMENT:

Your Company has a well defined Risk Management framework, which is designed to enable risk to be identified, assessed and mitigated appropriately.

A quarterly review report on compliance with Risk Management framework of the Company is placed before the Audit Committee of the Company.

During the year under review, no risk threatening the existence of the Company was identified.

BOARD'S REPORT (Contd.)

FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS:

The Company constantly endeavors to familiarize its Independent Directors on the functioning of the Company, so that they are aware of the functions of the Company and their expertise can be utilized for the betterment of the Company. In this view, the Company has conducted Familiarization Programmes to familiarize the Independent Directors of the Company. Details of the same are disclosed on the website of the Company and the web link of the same is https://www.khil.com/other-policies.html.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Particulars of loans given, guarantees given, investments made and securities provided by the Company under Section 186 of the Companies Act, 2013, are given as under:

(Rs. In lakhs)

Particulars	Opening Balances	Movement during the year	Closing Balance
Loans Given	21704	(1374.22)	20329.78
Guarantee Given/ Security Provided	0	0	0
Investment Made	5029.53	9.95	5039.47*

** Movement in the year represents Fair value adjustment and investment in Subsidiary.*

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY:

To comply with the provisions of Section 188 of the Companies Act, 2013 ("the Act") and Rules made thereunder read with Regulation 23 of SEBI (LODR) Regulations, your Company took necessary prior approval of the Audit Committee before entering into related party transactions. All contracts / arrangements / transactions entered into by the Company during the Financial Year 2023-24, with related parties, as defined under the Act and SEBI (LODR) Regulations were in the ordinary course of business and on arm's length basis.

The Company has formulated a Policy on Related Party Transactions which is available on Company's website at https://www.khil.com/other-policies.html. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

The Audit Committee has granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and Board of Directors.

During the year, the Company has not entered into any contract, arrangement or transaction with Related Parties that could be considered material in accordance with the Related Party Transaction Policy of the Company.

Suitable disclosure as required under Ind-AS 24 has been made in Notes to the Financial Statements forming part of the Annual Report.

Since all transactions which were entered into during the Financial Year 2023-24, were on arm's length basis and in the ordinary course of business and there was no material related party transaction entered by the Company during the Financial Year 2023-24, as per Policy on Related Party Transactions, hence no detail is required to be provided in Form AOC-2 prescribed under Clause (h) of Subsection (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:

The Company has established the procedure for performance evaluation of the Board, Committees and other Individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors.

The performance evaluation process inter-alia considers attendance of Directors at Board and Committee Meetings, acquaintance with business, communication inter-se board members, effective participation, domain knowledge, and compliance with code of conduct, vision and strategy, etc.

The Board carried out an annual performance evaluation of its own performance, its Committees, and that of its Individual Directors.

BOARD'S REPORT (Contd.)

DISCLOSURE OF PECUNIARY RELATIONSHIP:

During the year, there was no pecuniary relationship or transactions between Non-Executive Directors and the Company. No payment, except sitting fees, was given to Non-Executive Directors of the Company. No convertible instruments are held by any of the Non-Executive Directors.

DETAILS OF SHARES ISSUED WITH DIFFERENTIAL VOTING RIGHTS AND SWEAT EQUITIES:

During the year under review, the Company has not issued any shares with differential voting rights as to dividend, voting or otherwise and sweat equity shares.

EMPLOYEE STOCK OPTION SCHEME:

During the year under review, no option was granted or vested to any Employee or Directors of the Company.

PROVISION OF MONEY BY COMPANY FOR PURCHASE OF ITS OWN SHARES BY EMPLOYEES OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES:

The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustee for the benefit of employees.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Conservation of Energy:

The Company continued energy conservation efforts during the year. It has closely monitored power consumption and running hours on day to day basis, thus resulting in optimum utilization of energy.

Energy Conservation Measures:

1. Chiller Plant VFD is Installed which saves 325 Units daily. Both Daikin and train chiller water lines are insulated. VFD installed for 3 primary pumps, cooling tower and condenser pump saves 450 units daily in winter.
2. Cooling Tower (CT) fan is equipped with temperature control. 2 fans of 5 HP are temperature controlled. Replace normal fans with BLDC fans. Total 6 fans replaced with BLDC fans.
3. At the back of the house, 11 watt PL lamp have been replaced with 7 watt LED lights and 36 watt tube lights have been replaced with 22 watt panel light. Similarly, at the parking area, 40 watt tube light has been replaced with 18 watt LED tube light. Motion sensor are installed on 18 watt tube lights of the Parking area. New LED lights has been fixed in various Hotel Lobby and various other areas.
4. 9 VFD (Variable Frequency Drive) are installed for domestic and flushing hydro pneumatics water pump. Heat pumps are used for hot water generation Pump which uses the heat of the AC system to heat the water thus reducing carbon footprint. Rain water is used for flushing System. All guest toilets have motion sensor taps installed. A total of 23 motion sensor taps have been installed.
5. Motion sensor are installed in prive (Private) wing and in 18 guest rooms bathroom lights.
6. The master control panels are installed in each room of the Hotel to control the room temperature. Once the Pumba Panel is turned on by the guest, it automatically controls the temperature of the room depending upon the humidity and temperature of the room. This enables the optimization of energy usage and prevents obnoxious usage of resources by the guest.

Water Saving Measures:

1. All taps in and showers contain special aerators which increases the water force and reduce outflow saving water. Using these aerators saves up to 70% of water.
2. A normal flush tank flushes 14 liters of water where as Geberit flush tank flushes 7 liters of water in a single flush action
3. Recycle and Reuse of water: The Orchid Hotel, Mumbai uses Central Sewage Treatment Plant which recycles the water and sewage water generated by the hotel at various points. All the waste and sewage water generated in hotel is collected in STP collection tank. Part of this treated water is stored in tank for use in horticulture, irrigation and various water bodies spread over the campus. The other part of the treated water is then passed through a water softening plant and pumped to water tank for the cooling towers.

Waste Management Measures:

1. The Orchid hotel follows robust waste management system by segregating the waste at source. This brand ethos is very religiously followed at all the hotel points wherever applicable.

BOARD'S REPORT (Contd.)

2. The Orchid Hotel creates in-house vermi-compost using their wet waste. The wet waste is then kept in the bin for almost 2 months to get a fine quality vermi-compost. The Orchid uses this vermi-compost for its gardening and also supplies the same to various gardens of Mumbai city.

Technology Absorption:

(i) The efforts made towards technology absorption: There is no material information on technology absorption to be furnished. However, the Company continues to absorb and use the latest technologies for efficient and effective functioning of the operations of the Hotels and of the Company.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution: **N.A.**

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

a) the details of technology imported: **N.A.**

b) the year of import: **N.A.**

c) whether the technology been fully absorbed: **N.A.**

d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: **N.A.**

(iv) The expenditure incurred on Research and Development: **N.A.**

The activities of the Company at present do not involve technology absorption and research and development.

Foreign exchange earnings and outgo:

Earnings: Rs. 916.98 Lakhs (Previous Year Rs. 843.75 Lakhs)

Utilization (including import of capital goods): Rs. 62.59 Lakhs (Previous Year Rs. 527.03 Lakhs)

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year under review, no significant or material orders were passed by the regulators or courts or tribunals which had an impact on the going concern status of the Company and its operations in future.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT:

Your Company has in place adequate internal financial controls with reference to financial statements, commensurate with the size, scale and complexity of its operations. The Company has laid down standards, processes and structures which enable implementation of internal financial control across the organization and ensure that the same are adequate and operating effectively. Financial Controls are operative for all the business activities of the Company and no material weakness in the design or operation of any control was observed. During the year, the internal financial controls as laid down are adequate and were operating effectively.

Furthermore, in accordance with Section 149(8), read with the Code for Independent Directors laid down under Schedule IV, Clause II (4) of the Companies Act, 2013, the Independent Directors have satisfied themselves on the integrity of financial information and have ensured that Financial Controls and systems are robust and secure.

The Board has empowered the Audit Committee to periodically review and confirm that the mechanism remains effective and fulfill the objectives for which they have been created.

DISCLOSURES RELATING TO UNCLAIMED SUSPENSE ACCOUNT AS PER REGULATION 34(3) READ WITH SCHEDULE V(F) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATION, 2015:

Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year	Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year	Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year	Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year
One shareholder having 500 equity shares	Nil	Nil	One shareholder having 500 equity shares

The voting rights on the shares in unclaimed suspense account shall remain frozen till the rightful owner of such shares claims the shares.

BOARD'S REPORT (Contd.)

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

Your Company has zero tolerance towards any action on the part of any employee which may fall under the ambit of 'Sexual Harassment' at workplace, and is fully committed to uphold and maintain the dignity of every employee in the Company. The Company's policy provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year, no complaints pertaining to sexual harassment were received.

EMPLOYEE RELATIONS:

The Management realises the role and importance of its employees for growth of the business. Therefore, the Company continuously strives to maintain cordial relationship with its employees. They are also given opportunities to rise and have impact on the working of the Company.

ACKNOWLEDGEMENTS:

The Directors place on record their appreciation for the sincere and whole hearted co-operation extended by all concerned, particularly Company's Bankers, Financial Institutions, Debenture holders, Security Trustees, Stock Exchanges, Department of Tourism, Municipal authorities, the Government of Maharashtra, Goa and Odisha, the Central Government, Suppliers, Clientele and the employees of the Company and look forward to their continued support. The Directors also thank the Shareholders for continuing their support and confidence in the Company and its management.

For and on behalf of Board of Directors
KAMAT HOTELS (INDIA) LIMITED

Dr. Vithal V. Kamat
Executive Chairman and Managing Director
(DIN: 00195341)

Place: Mumbai
Date: 12th August, 2024

BOARD'S REPORT (Contd.)

ANNEXURE "A" TO THE BOARD'S REPORT

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company:

Kamat Hotels (India) Limited has always strived for creating awareness and conservation of environment for the betterment of mankind and has constantly taking initiatives for conservation and sustainability of environment. The Company has undertaken various eco-friendly initiatives like maintaining gardens for beautification of Mumbai city, planting trees and initiating environmental awareness programs as well as measures for controlling air and noise pollution etc.

The policy on Corporate Social Responsibility (CSR) is adopted by the Company to align its philosophy to initiate measures and pursue socially useful programmes with the objectives and activities of CSR envisaged and incorporated in the Companies Act, 2013, and the rules made there under.

2. Composition of CSR Committee:

Sl No.	Name of the Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Ajit A. Naik	Chairman	1	-
2.	Mr. Tej M. Contractor	Member	1	-
3.	Mr. Vilas R. Koranne	Member	1	1
4.	Ms. Harinder Pal Kaur	Member	1	1
5.	Ms. Vidita V. Kamat	Member	1	1
6.	Mr. Ramnath P. Sarang	Member	1	-
7.	Mr. Sanjeev B. Rajgarhia	Member	1	1

Note: *The CSR Committee was reconstituted in the Board meeting held on 27th May, 2023, pursuant to which Mr. Ajit A. Naik, Mr. Tej M. Contractor and Ms. Vidita V. Kamat were inducted as the member of the CSR Committee and Mr. Sanjeev B. Rajgarhia and Mr. Ramnath P. Sarang ceased to be the member of the CSR Committee w.e.f. 27th May, 2023.*

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

CSR Committee	https://www.khil.com/committees-of-board.html
CSR Policy	https://www.khil.com/other-policies.html
CSR Projects	https://www.khil.com/others.html

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, and amount required for set off for the financial year, if any: Not Applicable

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set-off for the financial year, if any (in Rs)
Not Applicable			

6. Average net profit of the company as per Section 135(5): Rs. 1.07 Crores

7. (a) Two percent of average net profit of the company as per section 135(5): Rs. 2,14,664/-

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): Rs. 2,14,664/-

BOARD'S REPORT (Contd.)

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 3,24,000	Nil	-	NA	NIL	-

(b) Details of CSR amount spent against ongoing projects for the financial year:

Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current Financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
Not Applicable												

c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/ No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR registration number
1.	Gardening Activity in Mahim Garden	ensuring environmental sustainability, ecological balance	Yes	Mumbai, Maharashtra		3,24,000	Yes	N.A.	N.A.
	Total					**3,24,000**			

d) Amount spent in Administrative Overheads: Nil

e) Amount spent on Impact Assessment, if applicable: Nil

f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 3,24,000/-

g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs)
(i)	Two percent of average net profit of the company as per section 135(5)	2,14,664
(ii)	Total amount spent for the financial year	3,24,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1,09,336
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	1,09,336

BOARD'S REPORT (Contd.)

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
Not Applicable							

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed / Ongoing
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

For and on behalf of Board of Directors
KAMAT HOTELS (INDIA) LIMITED

Place: Mumbai
Date : 12th August, 2024

Dr. Vithal V. Kamat
(DIN 00195341)
Executive Chairman and Managing Director

Mr. Ajit A. Naik
(DIN 07157860)
Chairman of CSR Committee

BOARD'S REPORT (Contd.)

ANNEXURE "B1" TO THE BOARD'S REPORT

Form No. MR-3

Secretarial Audit Report

[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]

For the Financial Year Ended March 31, 2024

To,
The Members,
KAMAT HOTELS (INDIA) LTD
70-C, NEHRU ROAD,
NEAR SANTACRUZ AIRPORT
VILE PARLE (E),
MUMBAI MH 400099 IN

Dear Members,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KAMAT HOTELS (INDIA) LTD** (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 and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. The provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings: **NA**;
5. 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 SEBI (Prohibition of Insider Trading) Regulations,2015;
   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018;
   d. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and
   e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
6. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI') **were not applicable** to the Company under the financial year under report:
   a. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

BOARD'S REPORT (Contd.)

b. 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;

c. The Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and

d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

We report that we have relied on the compliance certificates issued by its officers and taken on record by the Board of Directors at their meeting(s) for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. For Income tax laws and compliance with applicable accounting standards we have relied on the Audit report issued by the Statutory Auditors. The following are the major head / group of Acts, Laws and Regulations as applicable to the Company:

a. Food Safety and Standards Act, 2006;

b. Food Safety and Standards Rules, 2011;

c. Food Safety and Standards (Packing & Labelling) Regulations, 2011;

d. The Legal Metrology Act, 2009;

e. Bombay Police Act, 1951;

f. Bombay Prohibition Act, 1949;

g. Bombay Entertainments Duty Act, 1923;

h. Copyright Act, 1957;

i. Place of Amusement and Controlling Act, 1960;

j. Maharashtra Prevention of Food Adulteration Rules, 1962;

k. Water Act, 1974;

l. Air Act, 1981;

m. Prevention & Control of Pollution Act, 1974.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India;

(ii) The Listing Agreement entered into by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above except for the following observation(s):

BOARD'S REPORT (Contd.)

1. The following actions were taken by the Stock Exchange(s) as per the details furnished in the table below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response
1.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	54(2)/(3)	Delay in submission of asset cover	National Stock Exchange of India Limited vide letter No. NSE/ LIST-SOP/ DEBT/R-0081 dated April 03, 2023	Fine	Delay in submission of asset cover for December 31, 2022	Rs. 48,000/-	Fine of Rs. 48,000/- imposed by NSE for the delayed compliance of Regulation 54 (2)/(3) of the SEBI LODR Regulations, 2015 on April 03, 2023	The Company issued listed non-convertible debentures on 25/01/2023 and the same were listed on 27/01/2023 and hence the said regulation in our view was applicable from March 31, 2023 quarter onwards.
2.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	60 (2)	Missed giving notice in advance of record date atleast seven working days (excluding the date of intimation and the record date)	National Stock Exchange of India Limited (NSE) vide letter No. NSE/LIST-SOP/COMB/ FINES/0102 dated May 02, 2023	Fine	Delay in submission of the notice of Record Date for payment of dues for March 31, 2023	Rs. 10,000/-	Fine of Rs. 10,000/- imposed by NSE for the delayed compliance of Regulation 60 (2) of the SEBI LODR Regulations, 2015 on May 02, 2023	The record date for ISIN INE967C07015 was fixed as 16th March, 2023 for the purpose of determining the entitlement of debenture holders for the payment of interest on 31st March, 2023. The Company intimated the record date on 17th March, 2023 instead of 3rd March, 2023 to NSE. The delay of 9 working day was purely unintentional miss out as the period was inadvertently calculated as 7 working days of the Company excluding the date of intimation and the date of meeting.

BOARD'S REPORT (Contd.)

3.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	52(7) / (7A)	Delay in submission of utilization of issue proceeds of NCDs	National Stock Exchange of India Limited vide letter No. NSE/LIST-SOP/DEBT/FINES/0149 dated June 28, 2023	Fine	Delay in submission of utilization of issue proceeds of NCDs	Rs. 2,000/-	Fine of Rs. 2,000 imposed by NSE for delay of 2 days in submission of utilization of issue proceeds of NCDs	Upon reviewing the regulation and considering our company's circumstances, we have determined that the said regulation was not applicable to our company since our issue proceeds were fully utilized in the March 2023 quarter itself and accordingly, there were no unutilized proceeds lying with the company which were to be disclosed under Reg52(7)(7A).
4.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	18(1)	Non-compliance with regard to composition of Audit Committee	National Stock Exchange of India Limited vide letter No. NSE/LIST/SOP/0927 dated October 26, 2023	Fine	Non-compliance with regard to composition of Audit Committee for the quarter ended December 31, 2020	Rs. 1,10,000/-	Fine of Rs. 2,000 per day imposed by NSE for delay of 55 days with regard Non-compliance pursuant to composition of Audit Committee	The Secretarial department acknowledges the oversight regarding the composition of Audit Committee, which resulted in the imposition of a fine. Moving forward, the department has implemented measures to ensure that the company fully complies with all compliance requirements pursuant to composition in future submissions.

BOARD'S REPORT (Contd.)

5.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	60 (2)	Missed giving notice in advance of record date atleast seven working days (excluding the date of intimation and the record date)	National Stock Exchange of India Limited vide letter No. NSE/ LIST-SOP/ FINES/0275 dated October 30, 2023	Fine	Delay in submission of the notice of Record Date for payment of dues for September 30, 2023	Rs. 10,000/-	Fine of Rs. 10,000/- imposed by NSE for the delayed compliance of Regulation 60 (2) of the SEBI LODR Regulations, 2015 on October 30, 2023	The record date for ISIN INE967C07015 was fixed as 23rd September, 2023 for the purpose of determining the entitlement of debenture holders for the payment of Principle / interest on 30th September, 2023. The Company intimated the record date on 18th September, 2023 instead of 12th September, 2023 to NSE. The delay of 3 working day and was purely unintentional miss out as the period was inadvertently calculated as 7 working days of the Company excluding the date of intimation and the date of meeting.

2. It was observed that the Company inadvertently missed to disseminate information regarding the fine imposed by NSE on October 26th & 30th, 2023, as required under the amended Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 dated June 14, 2023. The specific details of the fine are covered in the table (a) above at point no.4 and 5.

3. It was observed that the listed entity did not include the Secretarial Audit Report of its material subsidiary, Orchid Hotels Pune Private Limited (OHPPL), in its Annual Report for the F.Y. 2022-23. We were informed that; the above discrepancy arose because the Secretarial Audit of OHPPL was completed subsequent to the dispatch of the Annual Report of listed entity.

4. It was observed that a non-promoter warrant holder executed an inter-depository transfer of a certain number of unexercised warrants to an external party without prior intimation to the Company, which was not in adherence to Regulation 168 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR). However, SEBI, by exercising its powers under Regulation 300 of the ICDR Regulations, granted a case-specific exemption from adherence to the said regulation, as communicated in their letter ref: SEBI/HO/CFD/RAC-DIL2/P/OW/2024/25282/1 dated August 07, 2024.

BOARD'S REPORT (Contd.)

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and for meeting convened under shorter notice, if any, were in compliance with section 173(3) of the Companies Act, 2013 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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, following specific events took place.

1. **Conversion of warrants into Equity:**

   The Executive Committee of the Board on March 07, 2024 upon exercise of the option of conversion of warrants into Equity Shares by certain promoter and promoter group, upon payment of the balance 75% of the warrant issue price i.e. Rs. 72.75 considered and approved the conversion of warrants and allotment of 12,53,601 equity shares having face value of Rs. 10 each to the persons/ entities belonging to promoter / promoter group mentioned in the below table:

Names of Allottee(s)	Nos. of Warrants Allotted	Nos. of Warrants held before conversion	Nos. of Warrants applied for conversion	Warrant exercise price received @ Rs. 72.75 per Warrant	No. of equity shares allotted, upon conversion of Warrants
Mrs. Vidhya Vithal Kamat	5,89,601	5,89,601	5,89,601	4,28,93,472.75	5,89,601
Plaza Hotels Private Limited	11,79,203	7,00,000	6,64,000	4,83,06,000.00	6,64,000

   for which the following approvals were granted by the exchanges:

   i) Listing approval on April 16, 2024 and May 07, 2024 from BSE and NSE respectively

   ii) Trading approval on May 22, 2024 from both the Exchange(s).

2. **Repayment of Non-Convertible Debentures (NCDs):**

   a. **Partial Redemption of Debentures / Reduction in face value:**

      In terms of Placement Information Memorandum dated January 10, 2023, the Company on 26th October 2023, partially redeemed its Debentures and paid Rs. 125 Crores as per the terms of repayment stated in the Debenture Trust Deed. This redemption was pursuant to the face value, thereby reducing the face value of the Debentures from Rs. 1,00,000 each to Rs. 57,983 each. As a result of this redemption, the Company had an outstanding balance of 29,750 Non-Convertible Debentures (NCDs) with a face value of Rs. 57,983 each, aggregating to Rs. 172.50 Crores.

BOARD'S REPORT (Contd.)

b. **Purchase and Extinguishment of Debentures:**

On 28th March 2024, the Company purchased 19,750 NCDs with a face value of Rs. 57,983 each from the existing debenture holder, "Purple Clover Tree LLP." The total purchase consideration for these 19,750 NCDs amounted to Rs. 128.45 Crores, which included the principal, interest cost, and redemption premium. The purchased Debentures were subsequently extinguished. Following this transaction, the Company had an outstanding balance of 10,000 NCDs with a face value of Rs. 57,983 each.

For DM & Associates Company Secretaries LLP
Company Secretaries
ICSI Unique Code L2017MH003500

Dinesh Kumar Deora
Partner
FCS NO: 5683
CP NO: 4119
UDIN: F005683F000951177

Place: Mumbai
Date: 12th August, 2024

Note: This report is to be read with our letter of even date that is annexed as Annexure - I and forms an integral part of this report.

BOARD'S REPORT (Contd.)

ANNEXURE - I

To
The Members,
KAMAT HOTELS (INDIA) LTD
70-C NEHRU ROAD
NEAR SANTACRUZ AIRPORT
VILE PARLE (E)
MUMBAI MH 400099 IN

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

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

For DM & Associates Company Secretaries LLP
Company Secretaries
ICSI Unique Code L2017MH003500

Dinesh Kumar Deora
Partner
FCS NO: 5683
CP NO: 4119
UDIN: F005683F000951177

Place: Mumbai
Date: 12th August, 2024

BOARD'S REPORT (Contd.)

ANNEXURE "B2" TO THE BOARD'S REPORT

Form No. MR-3 of Material Unlisted Subsidiary

Secretarial Audit Report

[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]

For the Financial Year Ended March 31, 2024

To,
The Members,
ORCHID HOTELS PUNE PRIVATE LIMITED
GROUND FLOOR, KHIL HOUSE,
70-C, NEHRU ROAD,
VILE PARLE (E),
MUMBAI MH 400099 IN

Dear Members,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ORCHID HOTELS PUNE PRIVATE LIMITED** bearing **CIN: U55101MH2007PTC170188** (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 and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under - **NA**;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under - **NA**;
4. The provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings: **NA**;
5. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 ('SEBI') **were not applicable** to the Company under the financial year under report:
   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   b. The SEBI (Prohibition of Insider Trading) Regulations,2015;
   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure requirements) Regulations, 2018;
   d. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
   e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
   f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
   g. 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;

BOARD'S REPORT (Contd.)

h. The Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and

i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021.

We report that we have relied on the compliance certificates issued by its officers and taken on record by the Board of Directors at their meeting(s) for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. For Income tax laws and compliance with applicable accounting standards we have relied on the Audit report issued by the Statutory Auditors. The following are the major head / group of Acts, Laws and Regulations as applicable to the Company:

a. Food Safety and Standards Act, 2006;
b. Food Safety and Standards Rules, 2011;
c. Food Safety and Standards (Packing & Labelling) Regulations, 2011;
d. The Legal Metrology Act, 2009;
e. Bombay Police Act, 1951;
f. Bombay Prohibition Act, 1949;
g. Bombay Entertainments Duty Act, 1923
h. Copyright Act, 1957;
i. Place of Amusement and Controlling Act, 1960;
j. Maharashtra Prevention of Food Adulteration Rules, 1962;
k. Water Act, 1974;
l. Air Act, 1981;
m. Prevention & Control of Pollution Act, 1974.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

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

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and for meeting convened under shorter notice, if any, were in compliance with section 173(3) of the Companies Act, 2013. 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.

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 specific events took place.

For DM & Associates Company Secretaries LLP
Company Secretaries
ICSI Unique Code L2017MH003500

Tribhuwneshwar B. Kaushik
Partner
FCS NO: 10607
CP NO: 16207
UDIN: F010607F000951272

Place: Mumbai
Date: 12th August, 2024

Note: This report is to be read with our letter of even date that is annexed as Annexure - I and forms an integral part of this report.

BOARD'S REPORT (Contd.)

ANNEXURE - I

To
The Members,
ORCHID HOTELS PUNE PRIVATE LIMITED
GROUND FLOOR, KHIL HOUSE,
70-C, NEHRU ROAD,
VILE PARLE (E),
MUMBAI MH 400099 IN

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

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

For DM & Associates Company Secretaries LLP
Company Secretaries
ICSI Unique Code L2017MH003500

Tribhuwneshwar B. Kaushik
Partner
FCS NO: 10607
CP NO: 16207
UDIN: F010607F000951272

Place: Mumbai
Date: 12th August, 2024

BOARD'S REPORT (Contd.)

ANNEXURE "C" TO THE BOARD'S REPORT

DETAILS AS PER SECTION 197(12) READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014, FOR THE YEAR ENDED 31st MARCH, 2024.

Remuneration to Directors and Key Managerial Personnel:

i. The percentage increase in remuneration of Chairman, Managing Director, Chief Financial Officer and Company Secretary during the financial year 2023-24 is as under:

Sr. No.	Name of Director and KMP	Designation	% increase remuneration during FY 2023-24
1	Dr. Vithal V. Kamat*	Executive Chairman and Managing Director	N.A
2	Mr. Vishal V. Kamat	Executive Director	79%
3	Mrs. Smita Nanda	Chief Financial officer	53%
4	Mr. Nikhil Singh*	Company Secretary	N.A

* Remuneration was not paid to Dr. Vithal V. Kamat during the Financial Year 2022-23, and Mr. Nikhil Singh is appointed in the Company w.e.f. 30th August, 2023.

Notes:

i. Ratio of remuneration of each Director to median remuneration of Employees: Independent Directors and Non - Executive Directors do not receive any remuneration other than sitting fees for attending Board and Committee Meetings. Details of sitting fees paid to Independent Directors are given in the Report on Corporate Governance forming part of the Annual Report and hence, are not included in the above table. The Non-Independent Director receives only sitting fees not any other remuneration. Therefore, providing details relating to ratio of remuneration of each Director to median remuneration of employees would not be meaningful.

ii. There were 1539 permanent employees on the rolls of the Company as on 31st March, 2024, on consolidated basis. The median remuneration of employees of the Company as on 31st March, 2024, was Rs. 2,65,440/-. The median remuneration of employees as on March 31st, 2024, has increased by 37.67 % as compared to the previous financial year.

iii. Average percentage increase made in the remuneration of employees other than the managerial personnel in the last financial year i.e. FY 2023-24 was 15.03%.

iv. The key parameters for any variable component of remuneration availed by the Directors: Not Applicable

v. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

BOARD'S REPORT (Contd.)

ANNEXURE "D" TO THE BOARD'S REPORT

Management Discussion and Analysis (MD&A)

Global Economic Outlook:

Steady but Slow: Resilience amid Divergence

The global economy is anticipated to grow at a steady rate of 3.2 percent in 2024 and 2025, maintaining the same pace as in 2023. Advanced economies are expected to see slight growth acceleration from 1.6 percent in 2023, to 1.7 percent in 2024 and 1.8 percent in 2025. In contrast, growth in emerging markets and developing economies is projected to slow down slightly, from 4.3 percent in 2023, to 4.2 percent in 2024 and 2025. The long-term global growth forecast of 3.1 percent is the lowest in decades. Global inflation is expected to decline gradually from 6.8 percent in 2023, to 5.9 percent in 2024 and 4.5 percent in 2025, with advanced economies likely to hit their inflation targets sooner than emerging markets and developing economies. Core inflation is expected to decrease more gradually. Despite significant interest rate hikes by central banks to stabilize prices, the global economy has shown surprising resilience.

Source: (International Monetary Fund Report)

Global Tourism Outlook:

Travel Recovery and Spending

Global travel is on a path to full recovery by the end of 2024, following a dramatic 75 percent decline in 2020. International tourism reached 97 percent of pre-pandemic levels in the first quarter of 2024. Travel spending is estimated to reach $8.6 trillion in 2024, accounting for roughly 9 percent of global GDP. The UN Tourism Confidence Index indicates positive prospects for the period from May to August 2024, although economic and geopolitical challenges continue to affect international tourism and confidence levels.

Emerging Trends in Travel

Three major trends are reshaping the travel industry:

1. **Domestic and Intraregional Travel**: The majority of travel spending remains concentrated on trips close to home, with domestic and intraregional journeys constituting the largest segments.
2. **Shifting Source Markets**: Established markets such as the United States, Germany, the United Kingdom, China, and France remain dominant. However, regions like Eastern Europe, India, and Southeast Asia are emerging as fast-growing sources of outbound tourism.
3. **New Destinations**: Lesser-known destinations are attracting international travellers through innovative strategies, establishing themselves as desirable locations alongside traditional favourites.

Domestic travel continues to dominate the market, representing 75 percent of global travel spending. This underscores the importance of catering to local travellers while also tapping into the growing interest in international travel from emerging markets.

Source: (UN Tourism Report)

Indian Economic Outlook:

Robust GDP Growth

India's economy is projected to grow at a robust rate of 6 percent annually. This strong economic performance is driving a new generation of travellers, resulting in a projected annual growth in travel spending of 9 percent through 2030. The Indian government's initiatives to connect underserved domestic airports and the rising middle class are significant factors contributing to this growth.

As per the report published by Crisil, it says that the Indian economy projects a GDP growth rate of 6.8% in FY2025 and it highlights the nation's trajectory towards becoming an upper middle-income country by 2031, with an economy expected to double to $7 trillion by then. This growth will be driven by domestic structural reforms, cyclical economic levers, and increased global competitiveness and the key challenges include geopolitical risks, climate change, and technological disruptions, but the manufacturing and services sectors are expected to grow robustly, supporting India's goal of becoming the third-largest economy by 2031.

Source: (Crisil Report)

BOARD'S REPORT (Contd.)

Indian Tourism Outlook:

Domestic Travel Surge

India is currently the world's sixth-largest domestic travel market by spending. With travel spending growth of roughly 9 percent per year, India's domestic market is poised to become the fourth largest by 2030, overtaking Japan and Mexico. Domestic air passenger traffic in India is expected to double by 2030, driven by state-subsidized initiatives aimed at connecting underserved domestic airports.

Investment in Hospitality

Indian air carriers and lodging companies are making substantial investments to meet the projected demand. Seven international hotel chains are launching new brands in India in 2024, including Marriott's Moxy and Tribute brands, and Hilton's Curio and Tapestry brands. The development focus has shifted from major cities like Mumbai and Delhi to fast-developing smaller cities such as Chandigarh and Hyderabad.

Source: (McKinsey Industry Report)

Indian Hospitality Sector Performance:

Revenue Growth and Occupancy

India's hospitality sector experienced significant growth in the first quarter of 2024, driven by an 8.5 percent rise in average daily rates and an 11.4 percent increase in revenue per available room (RevPAR). Key factors contributing to this growth include an increase in corporate travel, weddings, and demand for Meetings, Incentives, Conferences, and Exhibitions (MICE). Occupancy levels in key business markets remained strong at around 70%. This positive momentum is expected to continue into the second quarter, bolstered by business travel, MICE, weddings, and a surge in leisure travel during the summer holidays.

Source: (Hotel Momentum India Report)

Transformative Trends in the Hospitality Industry:

Sustainability and Wellness

Modern travellers, particularly Millennials and Generation Z, increasingly prioritize eco-friendly and wellness-focused accommodations. Hotels and resorts are responding by adopting sustainable practices such as energy-efficient systems and responsible sourcing of materials. These efforts appeal to eco-conscious guests and improve long-term operational efficiency and cost reduction.

Hybrid Hospitality

The rise of hybrid hospitality, which blends living, working, and leisure spaces, is a significant trend catering to digital nomads and remote workers. This model offers flexible accommodations that integrate workspaces with leisure amenities, enhancing guest retention and occupancy rates by meeting the diverse needs of modern travellers.

Experiential Travel

There is a growing demand for experiential travel, where guests seek authentic and immersive experiences that connect them to local cultures and communities. The hospitality industry is evolving to offer unique, locally inspired accommodations, creating a sense of place, and fostering meaningful connections between guests and their destinations.

Technological Advancements

Technological innovations are transforming the hospitality industry. AI and automation enhance guest experiences and operational efficiency, with AI-powered systems offering personalized room settings and streamlined check-ins. Automated services like self-service kiosks and virtual concierges reduce wait times and provide tailored assistance, improving guest satisfaction and optimizing resource management.

Future Directions: IoT and Security Enhancements

The adoption of Internet of Things (IoT) devices in hotel operations will further enhance guest experiences by providing intuitive control over room environments. Advanced security measures are crucial to ensure guest safety and privacy, addressing growing concerns about data security and personal privacy in an increasingly digital world.

Balancing Technology with Human Interaction

While technology is essential, the core of hospitality lies in human interaction and warmth. The challenge for the industry is to integrate technology while maintaining personal connections. Effective staff training is vital to

BOARD'S REPORT (Contd.)

use technology as a tool to enhance, rather than replace, personal guest interactions, ensuring that services remain both high-tech and high-touch.

Source: (Financial Express Industry Report)

Way Forward:

Looking ahead, the hospitality industry is poised to embrace a future where sustainability, personalization, and technological integration are key. This future involves not just adopting modern technologies but leveraging them to enhance the human aspect of hospitality. By striking the right balance between technological sophistication and personal touch, the industry is set to meet the evolving needs of modern travellers, promising a hospitality experience that is innovative, sustainable, and deeply personal. This approach positions the industry for success in the coming years.

Company Overview:

Kamat Hotels (India) Limited (KHIL) is a prominent player in the Indian hospitality industry. It is the flagship company of Kamat Group which was incorporated with the main objective of setting up and running of hotels across India. Established in 1959, KHIL operates a range of hotels and resorts across India, catering to various segments of the market, from luxury to budget accommodations. The Company is known for its flagship property, "The Orchid," an Ecotel Hotel which was Asia's first chain of a 5-star, environment-sensitive hotel in Mumbai, which has garnered numerous awards for its sustainability initiatives. The Company has 16 operational properties in the 4 & 5 star category, also their Hotels & Resorts are situated in prime locations in various cities like Mumbai, Pune, Nashik, Gujarat, Bhubaneshwar, Konark, Puri, Shimla, Manali, Goa and Ayodhya etc. having 1,658 operational keys.

KHIL has a diverse brand portfolio catering to different segments of the hospitality market. The premium brand being The Orchid, Fort JadhavGadh, Mahodadhi Palace and the mid-premium brand being Lotus Resorts and IRA by Orchid. These brands collectively enable the Company to cater to a wide range of customers, from luxury and business travellers to budget-conscious tourists and heritage enthusiasts.

Financial and Operational Performance:

Key operational highlights for FY24

- **Revenue Growth:** During the year, the Company saw an improvement in the Average Room Rates (ARR) on a quarterly and yearly basis. Although occupancy rates were lower as compared to the previous year, but they are showing signs of stabilization across its properties.
- **Expansions:** The Company expanded its portfolio with the opening of new properties and renovated existing ones to enhance guest experiences. This includes adding more rooms and modernizing facilities to keep up with current hospitality trends. Key properties inaugurated during the year 2023-2024 are as below:
  - The Orchid, Hotel – Jamnagar, with 45 rooms
  - IRA by Orchid – Sambhajinagar, with 33 rooms
  - IRA by Orchid – Ayodhya, with 49 rooms
  - The Orchid, Hotel – Toyam, with 21 rooms
- **Acquisitions, Property Upgrades and Renovations:** The Company consistently invests in enhancements to ensure that their hotels remain in excellent condition, providing superior ambience and comfort. This financial year, the Company has strategically allocated funds towards routine capital expenditures and the renovation and refurbishment of one of the property namely, IRA Nashik, the company acquired operating hotels at Shimla and Manali through a wholly owned subsidiary, Envotel Hotels Himachal Private Limited.
- **Entering New Segment:** Kamat Hotels (India) Limited (KHIL) launched the "IRA by Orchid" brand in Mumbai (formerly VITS Mumbai) on July 1, 2023. This brand was launched with an aim to target a new market segment, intended to be a chain of mid-market hotels in the country. This strategic move is expected to enhance the Company's portfolio and attract a broader customer base, aligning with their growth objectives.
- **Sale and Lease back of IRA by Orchid:** The Company executed a strategic transaction by selling the IRA by Orchid property for Rs. 125 crores. Following the sale, KHIL entered into a leaseback agreement to continue operating the property. This sale will reduce the Company's non-convertible debentures (NCDs) by over

BOARD'S REPORT (Contd.)

40%, from Rs. 297.5 crores to Rs. 172.5 crores and the transaction is expected to result in interest savings, increased gross operating profit (GOP), and enhanced overall profitability, thereby improving the company's liquidity and financial flexibility.

- **Joint Development Agreement (JDA) to develop & construct Mahodadhi Palace:** Mahodadhi Palace Private Limited, a wholly owned subsidiary of Kamat Hotels (India) Limited, signed a Joint Development Agreement with Constrict Hospitality Private Limited, led by Mrs. Baijayanti Sahoo. This collaboration aims to develop a Five Star Luxury Heritage Hotel with 120 rooms at Mahodadhi Palace, Puri, Odisha. This project will transform Mahodadhi Palace into an ultra-luxurious property, featuring a Five-star multi-cuisine restaurant. The project is estimated at Rs. 75 crores and will be executed in three phases, with Constrict Hospitality contributing Rs. 1 crore as the signing fee.
- **Refinancing of Debt:** During the year, the Company achieved significant interest cost savings through refinancing of outstanding debentures. The Company repurchased 19,750 units of its 14% rated, listed, secured, redeemable, non-convertible debentures (NCDs) from the total outstanding 29,750 NCDs held by existing holders. The total purchase consideration for these 19,750 NCDs was Rs. 128.45 crores, which includes principal, interest cost and premium thereon. This transaction was facilitated through refinancing with the support of Axis Finance Limited (AFL), securing new debt at an annual interest rate of 10.75% for a tenure of 12 years using the reducing balance method. As a result of this transaction, the Company has significantly lowered its annual interest expenses. As on 31st March, 2024, Kamat Hotels (India) Limited (KHIL) holds a total debt of Rs. 172.5 crores, including the refinanced debt from AFL.
- **Merger Updates:** The Company has announced a merger by absorption with Savarwadi Rubber Agro Private Limited (SRAPL) and Treeo Resort Private Limited (TRPL). This strategic move is part of Kamat Hotels' broader expansion plans and efforts to strengthen its portfolio in the hospitality sector. A detailed information about the same is given on page no. 41.

Consolidated Financial Highlights

Particulars (INR Cr)	FY24	FY23	YoY
Revenue from Operations	304.3	295.1	3.1%
EBITDA	90.8	108.8	-16.6%
Debt	199.8	327.3	-38.9%
PBT	53.9	316.3	-82.9%
PAT	44.8	312.9	-85.7%
EBITDA Margin (%)	29.8%	36.9%	(705 bps)
PBT Margin (%)	17.7%	107.2%	(8,946 bps)
PAT Margin (%)	14.7%	106.0%	(9,130 bps)

- Revenue stood at Rs. 304.3 crores in FY24 compared to Rs. 295.1 crores in FY23.
- EBITDA stood at Rs. 90.8 crores in FY24 compared to 108.8 crores in FY23.
- EBITDA Margin for FY24 was 29.8%, down from 36.9% in FY23.
- PAT for FY24 decreased by 85.7%, amounting to Rs. 44.8 crores compared to Rs. 312.9 crores in FY23.

Details of Key Consolidated Financial Ratios During FY24

Particulars	FY24	FY23	Change
Interest Coverage Ratio	1.9	15.3	-0.9
Debtors turnover	34.7	31.6	0.1
Return on net worth	21.8%	203.1%	(18,124 bps)
Net Profit Margin	14.2%	104.7%	(9,043 bps)
Operating Profit Margin	29.8%	36.9%	(705 bps)

Key Risks to the Business

Operational Risks:

- **Economic Fluctuations:** Economic downturns and recessions can lead to a decrease in travel and tourism, directly impacting the occupancy rates and revenue generation.
- **Seasonality:** Many destinations experience significant fluctuations in tourist traffic depending on the season. This can create challenges with staffing and maintaining cash flow throughout the year.
- **Fierce Competition:** The hospitality industry is highly competitive, with established players, new entrants, and disruptive technologies all vying for market share.

BOARD'S REPORT (Contd.)

- **Staffing Shortages:** Finding and retaining qualified staff, especially for housekeeping and culinary positions, can be difficult due to factors like wages, work schedules, and industry burnout.
- **Safety and Security:** Ensuring the safety and security of guests requires ongoing vigilance in areas like food hygiene, fire safety, and physical security protocols.
- **Disruptions:** Unexpected events like natural disasters, pandemics, or political unrest can significantly disrupt operations, cancellations, and bookings.

Financial Risks:

- **High Fixed Costs:** Hospitality businesses have significant fixed overhead expenses like property rentals, utilities, and staff salaries. These costs can be difficult to adjust during periods of low occupancy.
- **Debt Management:** Managing debt levels incurred for property acquisition, renovations, or expansion plans is crucial, especially with fluctuating revenue streams.
- **Technological Advancements:** The rapid evolution of online booking platforms, travel apps, and alternative accommodation options like Airbnb can put pressure on traditional hotels to adapt and compete.

Environmental Concerns:

- **Sustainability:** The hospitality industry has a substantial environmental footprint. Hotels are increasingly expected to adopt sustainable practices like energy and water conservation, waste reduction, and responsible sourcing.
- **Climate Change:** Rising sea levels and extreme weather events can threaten coastal properties and disrupt tourism in vulnerable regions.

Internal control systems and their adequacy

Adequate internal controls have been laid down by the Company to safeguard and protect its assets as well as to improve the overall productivity of its operations. The Internal Audit Department of the Company together with Internal Auditors, Kirtane & Pandit LLP, Mumbai, ensures compliance with the prescribed internal control procedures. Internal audits are carried out at regular intervals and the audit reports are periodically laid before the Audit Committee fore view. The Company's internal controls are in line with the requirements of the Company, however, in view of achieving excellence the systems are regularly updated as per the changing needs of the business.

Internal Financial Controls (IFC)

The Directors have devised a framework for Internal Financial Controls to be followed by the Company that conforms to the requirements of Section 134(5)(e) of the Companies Act, 2013 and incorporates measures that ensure adequate and continuing operating effectiveness of internal financial controls. Furthermore, in accordance with Section 149(8), read with the Code for Independent Directors laid down under Schedule IV, Clause II (4) of the Companies Act, 2013, the Independent Directors have satisfied themselves on the integrity of financial information and have ensured that Financial Controls and systems are robust and secure. In order to enable the Directors to meet these responsibilities, the Board has devised the necessary systems, frameworks, and mechanisms within the Company. The Board has empowered the Audit Committee to periodically review and confirm that the mechanism remains effective and fulfil the objectives for which they have been created.

Human Resources and Industrial Relations

Given the highly specialized nature of the Company's business and the large number of locations where it operates, attracting and nurturing the right talent is at the core of your Company's strategy for success and growth. The Company believes in employing the right talent and nurture and polish them vis-à-vis to Company's vision and mission, significant improvements were made in the recruitment process in the form of standardized pre-employment evaluation as well as interview and assessment processes across locations based on the job profile. Towards this end, it also institutionalized internal job postings to provide employees opportunities to grow with the organisation. During the year there were 1539 employees consolidated basis on the pay roll of the Company. Constant efforts are being made to motivate the employees for coming with innovative ideas which may result into improving the operational efficiency, cost rationalization etc. All efforts are made to retain the right talent and also to recognize the talent of employees.

BOARD'S REPORT (Contd.)

Cautionary Statement

Certain Statements found in the Management Discussion and Analysis may constitute "Forward-looking Statements" within the meaning of applicable securities laws and regulations. These forward-looking statements involve known and unknown risks, uncertainties and other factors that are difficult to predict, and which may cause our actual results, performance, or achievements to be different from any future results, performance and achievements expressed or implied by these statements. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to the Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. The Company does not undertake to make any announcement in case any of these forward-looking Statements become materially incorrect in future or any update made thereon.

BOARD'S REPORT (Contd.)

ANNEXURE "E" TO THE BOARD'S REPORT
REPORT ON CORPORATE GOVERNANCE

A report on Corporate Governance framework at Kamat Hotels (India) Limited ("KHIL") for the financial year ended 31st March, 2024, on the compliance by the Company with the Corporate Governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), is furnished below.

COMPANY'S PHILOSOPHY:

At KHIL, Corporate Governance is not only a set of processes to be complied with, but is an integral part of our core values which drives us towards enhancing the interests of all our stakeholders. Your Company strongly believes in adopting and adhering to good corporate governance practices which are even embedded into the culture of the Organisation which helps us to work in more responsible manner.

1. BOARD OF DIRECTORS:

a. Composition of Board of Directors

The Composition of the Board of Directors is in conformity with Regulation 17 of the Listing Regulations and Companies Act, 2013. The Board has an optimum combination of Executive, Non-Executive and Independent Directors including one Woman Director. Dr. Vithal V. Kamat is the Executive Chairman and Managing Director of the Company. The Board of your Company is a replica of finest blend of eminent personalities in their respective fields like hoteliering, business management, environment and general administration.

This combination has helped the Company to take the benefit of rich experience and expertise of the Directors in their core areas of competence. The following table gives information about the composition of the Board, category of Directors, membership of the Directors in the Board and Board committees of other public limited companies and attendance of each Director at the Board meetings and last Annual General Meeting ("AGM") of the Company:

Name	Designation and category	Board Membership in other Indian Public Companies	Position in Committees of the Board of other Indian Public Companies		Last AGM Attended (Yes/No)
			Membership	Chairmanship	
Dr. Vithal V. Kamat	Executive Chairman & Managing Director	2	0	0	Yes
Mr. Vishal V. Kamat*	Executive Director	1	0	0	Yes
Mr. Vilas R. Koranne	Independent Non Executive Director	0	0	0	Yes
Ms. Harinder Pal Kaur	Independent Non Executive Director	0	0	0	Yes
Mr. Ramnath P. Sarang	Independent Non Executive Director	0	0	0	Yes
Mr. Sanjeev B. Rajgarhia	Independent Non Executive Director	0	0	0	Yes
Ms. Vidita V. Kamat	Non Independent Non Executive Director	0	0	0	Yes
Mr. Kaushal K. Biyani*#	Lenders Nominee Director	1	0	0	No

BOARD'S REPORT (Contd.)

Name	Designation and category	Board Membership in other Indian Public Companies	Position in Committees of the Board of other Indian Public Companies		Last AGM Attended (Yes/No)
			Membership	Chairmanship	
Mr. Hrishikesh B. Parandekar*#	Lenders Nominee Director	0	0	0	No
Mr. Tej M. Contractor*	Independent Non Executive Director	0	0	0	Yes
Mr. Apurva S. Muthalia*#	Independent Non Executive Director	-	-	-	Yes
Mr. Ajit Naik*	Independent Non Executive Director	0	0	0	Yes

** Appointed w.e.f. 27th May, 2023*

 # Mr. Apurva S. Muthalia ceased to be the Independent Director of the Company w.e.f. 5th January, 2024 and Mr. Kaushal K. Biyani and Mr. Hrishikesh B. Parandekar ceased to be Lender's Nominee Director of the Company w.e.f. 4th April, 2024. Further, the Board has appointed Mr. Kaushal K. Biyani as an Additional Director under the category of Non-Executive Non-Independent Director w.e.f. 12th August, 2024.

Notes:

1. Number of Directorships held in other Indian public companies includes all companies, whether listed or unlisted but excludes foreign companies, other body corporate and professional bodies but does not include subsidiaries of public companies. The limits on directorships of Independent Directors and Executive Directors are within the permissible limits.
2. It includes Chairmanship / Membership in those committees which are prescribed under Regulation 26 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, viz; Audit Committee and Stakeholders' Relationship Committee of other Indian Public Limited Companies.
3. No Independent Director of the Company is serving as independent director in more than seven listed companies and is not a whole time director in any listed company.
4. None of the Directors on the Board of the Company is a member of more than ten committees or acts as chairman of more than five committees across all public limited companies, whether listed or not.

b. Board Meetings

During the financial year under review, your Board of Directors met six times which is in conformity with the statutory requirement.

The maximum time gap between any two Board meetings was not more than 120 days. Leave of absence was granted to Directors on the request of the Director who could not attend the Board meetings. None of the Directors remained absent from all the Board meetings during a period of twelve months with or without leave of absence of the Board.

Date of Board Meetings	Number of Directors present at the meeting
27th May, 2023	5
11th August, 2023	12
30th August, 2023	12
21st October, 2023	10
31st January, 2024	11
18th March, 2024	8

c. Board Meeting Procedure and Decision Making

A list of pre-scheduled Board meeting is circulated in advance, the date of which is decided in consensus with all the Board Members.

In case of the matters requiring utmost priority and which can't be further postponed till the next scheduled meeting, additional Board Meetings are convened to address such important matters. Agenda with respect to the meetings are circulated in advance along with the presentation, if any, to be made at the Board Meeting. Agenda comprises of the routine and non-routine matters.

BOARD'S REPORT (Contd.)

Any matter requiring the approval of the Board is included in agenda of the Board Meeting on the request made by the functional head to the Company Secretary. A detailed presentation is made at the Board meeting and after detailed analysis and deliberation on the presented agenda item the Board takes well informed decisions.

d. Matters dealt/reviewed at Board Meetings:

The Board of Directors in its meetings inter-alia focuses mainly on following aspects viz. reviewing and guiding the Corporate Strategy, Risk Policy, Annual Budgets and Business Plans, Setting Performance Objectives, Monitoring Implementation and Corporate Performance, overseeing major capital expenditure, monitoring the effectiveness of governance practices and also deals with important issues relating to business development, internal controls, regulatory compliances, board remuneration with the long term interest of the Company and its shareholders, ensuring a transparent board nomination process with diversity of thought, experience, knowledge, perspective and gender in the board, monitoring and managing potential conflicts of interest of management, board members and shareholders etc.

e. Board Evaluation

Performance evaluation of all the Directors, Board as a whole, and of its Committees is undertaken annually as prescribed under the Act and Listing Regulations. Separate sets of detailed questionnaires is circulated to all the Directors comprising various different questions in order to assess the quality, quantity and efficiency of the Board, Committees and Directors. Evaluation of Board is broadly based on factors like quality of discussion, transparency and timeliness of the flow of information, adhering to good corporate governance practices etc.

The individual Directors are evaluated on factors like leadership quality, attitude, initiatives and responsibility undertaken, decision making, commitment and achievements during the financial year.

f. Disclosure of relationship between Directors:

There is no inter relationship between Directors, except Ms. Vidita V. Kamat who is daughter of Dr. Vithal V. Kamat and Mr. Vishal Kamat who is Son of Dr. Vithal V. Kamat.

g. Key Skills expertise and competencies of the Board

Name of Director	Skill/ Expertise/ Competencies						
	Industry knowledge	Accounts and Finance	Corporate Governance	Legal and compliance	Strategic expertise	Marketing	General Management
Dr. Vithal V. Kamat	√	√	√	√	√	√	√
Mr. Vishal V. Kamat	√	√	√	√	√	√	√
Mr. Vilas R. Koranne	√	√	√	-	√	-	√
Ms. Harinder Pal Kaur	√	-	√	-	√	√	√
Mr. Ramnath P. Sarang	√	√	√	√	-	-	√
Mr. Sanjeev B. Rajgarhia	√	√	√	√	√	-	√
Ms. Vidita V. Kamat	√	-	√	-	√	√	√
Mr. Kaushal K. Biyani*	√	√	√	√	√	-	√
Mr. Hrishikesh B. Parandekar*	√	√	√	√	√	-	√
Mr. Tej M. Contractor	√	√	√	√	√	√	√
Mr. Ajit A. Naik	√	√	√	√	√	√	√

** Mr. Kaushal K. Biyani and Mr. Hrishikesh B. Parandekar ceased to be Lender's Nominee Director of the Company w.e.f. 4th April, 2024. Further, the Board has appointed Mr. Kaushal K. Biyani as an Additional Director under the category of Non-Executive Non-Independent Director w.e.f. 12th August, 2024.*

BOARD'S REPORT (Contd.)

All the Independent Non-Executive Directors have given the necessary declarations in terms of Section 149(7) of the Act and the Listing Regulations that they meet the criteria of independence as laid down under Section 149(6) of the Act and the Listing Regulations and the Board hereby confirms that the Independent Non-Executive Directors fulfil the conditions specified in these regulations and are independent of the management.

Your Directors hereby confirm that in the opinion of the board, the independent directors fulfill the conditions specified in the Listing Regulations and are independent of the management.

2. FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS:

The Company constantly endeavours to familiarize its Independent Director on the functioning of the Company, so that their expertise can be utilized for the good of the Company. In this view, the Company has conducted Familiarization Programmes to familiarize the Independent Directors of the Company. Details of the same are disclosed on the website of the Company and the web link of the same is https://www.khil.com/other-policies.html.

3. COMMITTEES OF THE BOARD:

The Board has constituted the following Committees in conformity with the applicable Statutory Requirements and the Listing Regulations applicable to the Company.

a) AUDIT COMMITTEE

The Company has set up a qualified and independent Audit Committee. The present Chairman of the Committee is Mr. Sanjeev B. Rajgarhia, Non- Executive Independent Director.

The Composition of the Audit Committee is as follows:

i. Mr. Sanjeev B. Rajgarhia - Non-Executive Independent Director – Chairman of the Committee w.e.f. 21st October, 2023

ii. Mr. Vilas R. Koranne: Non-Executive Independent Director

iii. Mr. Tej M. Contractor: Non-Executive Independent Director#

iv. Mr. Ajit A. Naik: Non-Executive Independent Director#

v. Mr. Apurva S. Muthalia: Non-Executive Independent Director *#

vi. Mr. Kaushal K. Biyani: Lenders Nominee Director **#

vii. Mr. Ramnath P. Sarang: Non-Executive Independent Director – Chairman of the Committee upto 27th May, 2023***

viii. Ms. Harinder Pal Kaur: Non-Executive Independent Director ***

** Mr. Apurva S. Muthalia ceased to be the Non-Executive Independent Director of the Company and Member of the Audit committee w.e.f. 5th January, 2024. He was Chairman of the Audit Committee from 27th May, 2023 till 21st October, 2023.*

*** Mr. Kaushal K. Biyani ceased to be the Lenders Nominee Director of the Company and Member of the committee w.e.f. 4th April, 2024.*

 # Appointed w.e.f. 27th May, 2024

**** Both ceased to be the member of the Audit Committee w.e.f 27th May, 2023.*

At present the Audit Committee consist of 4 members and all are Independent Directors. The members of the Committee are financially literate and possess the expertise as per Statutory requirements.

The composition and terms of reference of this Committee is in compliance with the requirements of Section 177 of the Companies Act, 2013, and Regulation 18 of Listing Regulations.

The Company Secretary acts as a Secretary to the Audit Committee.

BOARD'S REPORT (Contd.)

During the year under review five meetings of the Audit Committee were held on 27th May, 2023, 11th August, 2023, 30th August, 2023, 21st October, 2023, and 31st January, 2024.

Attendance of the Committee members at its meetings are as follows:

Sr. No	Name of the Member	Category	Meetings attended
1	Mr. Sanjeev B. Rajgarhia	Chairman (w.e.f. 21st October, 2023)	5
2	Mr. Vilas R. Koranne	Member	5
3	Mr. Tej M. Contractor	Member	4
4	Mr. Ajit A. Naik	Member	4
5	Mr. Apurva S. Muthalia	Member	3
6	Mr. Kaushal K. Biyani	Member	3
7	Mr. Ramnath P. Sarang	Chairman (till 27th May, 2023)	1
8	Ms. Harinder Pal Kaur	Member	1

The maximum time gap between any two Committee meetings was not more than 120 days.

There has been no instance where the Board of Directors of the Company had not accepted any recommendation of the Audit Committee.

The Statutory Auditors, Internal Auditors, Mr. Vishal V. Kamat, Executive Director and Mrs. Smita Nanda, Chief Financial Officer attend the meetings of the Audit Committee upon invitation.

Mr. Apurva S. Muthalia was the Chairman of Audit Committee at the time of 36th Annual General Meeting and was present at the 36th AGM of the Company.

Committee is constituted in line with the provisions of Regulation 18 of the Listing Regulations and Section 177 of the Act. The broad terms of reference are as under:

- Oversight of the financial reporting process.
- Reviewing with the management, the annual financial statements and auditors' report. thereon before submission to the Board for approval.
- Evaluation of the internal financial controls and risk management systems.
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- Approve policies in relation to the implementation of the Insider Trading Code and to supervise the implementation of the same.
- To consider matters with respect to the Code of Conduct, Anti-bribery and Anti-Corruption Policy and Gifts and Hospitality Policy.

b) NOMINATION AND REMUNERATION COMMITTEE

The Company has through its Board of Directors, constituted a Nomination and Remuneration Committee comprising of four Directors. The present Chairman of the Committee is Mr. Sanjeev B. Rajgarhia, Non- Executive Independent Director.

The Composition of the Nomination and Remuneration Committee is as follows:

i. Mr. Ramnath P. Sarang: Non-Executive Independent Director – Chairman upto 27th May, 2023#

ii. Mr. Apurva S. Muthalia: Non-Executive Independent Director*@

iii. Ms. Harinder Pal Kaur: Non-Executive Independent Director#

iv. Mr. Sanjeev B. Rajgarhia: Non-Executive Independent Director - Chairman of the Committee w.e.f. 21st October, 2023

v. Mr. Vilas R. Koranne: Non-Executive Independent Director#

vi. Mr. Tej M. Contractor: Non-Executive Independent Director*

vii. Mr. Ajit A. Naik: Non-Executive Independent Director*

** Appointed w.e.f. 27th May, 2023.*

BOARD'S REPORT (Contd.)

 # Ceased to be the Member of the Committee w.e.f. 27th May, 2023.

@ Mr. Apurva S. Muthalia ceased to be the Non-Executive Independent Director of the Company and Member of the Nomination and Remuneration Committee w.e.f. 5th January, 2024. He was Chairman of the Nomination and Remuneration Committee from 27th May, 2023 till 21st October, 2023.

At present the Nomination and Remuneration Committee consist of 3 members and all are Independent Directors.

The composition and terms of reference of this Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013, and Regulation 19 of the Listing Regulations. The Company Secretary acts as Secretary to the Nomination and Remuneration Committee.

During the year under review, 3 meetings of the Nomination and Remuneration Committee were held on 27th May, 2023, 11th August, 2023 and on 30th August, 2023.

Attendance of the Committee members at its meetings are as follows

Sr. No.	Name of the Member	Category	Meetings attended
1	Mr. Ramnath P. Sarang	Chairman (till 27th May, 2023)	0
2	Ms. Harinder Pal Kaur	Member	1
3	Mr. Sanjeev B. Rajgarhia	Chairman (w.e.f. 21st October, 2023)	3
4	Mr. Vilas R. Koranne	Member	1
5	Mr. Apurva S. Muthalia	Member	2
6	Mr. Tej M. Contractor	Member	2
7	Mr. Ajit A. Naik	Member	2

Committee is constituted in line with the provisions of Regulation 19 of the Listing Regulations and Section 178 of the Act. The broad terms of reference are as under:

- Recommend to the Board the setup and composition of the Board and its Committees.
- Recommend to the Board the appointment/re-appointment of Directors and Key Managerial Personnel.
- Support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and individual Directors.
- Recommend to the Board the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of employees.
- Oversee familiarisation programmes for Directors.

c) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has through its Board of Directors, constituted a Stakeholders Relationship Committee comprising of four Directors. The present Chairman of the Committee is Mr. Ajit Naik, Non- Executive Independent Director.

The Members of Stakeholders Relationship Committee comprises:

i. Mr. Ajit Naik: Non-Executive Independent Director - Chairman w.e.f. 27th May, 2023*

ii. Mr. Vilas R. Koranne: Non-Executive Independent Director – Chairman till 27th May, 2023

iii. Mr. Sanjeev B. Rajgarhia: Non-Executive Independent Director

iv. Mr. Ramnath P. Sarang: Non-Executive Independent Director

**Appointed w.e.f. 27th May, 2023*

The composition and terms of reference of this Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013, and Regulation 20 of the Listing Regulations. The Company Secretary acts as a Secretary to the Stakeholders Relationship Committee.

All shares related issues are handled and resolved by the Share Transfer Committee. However, exceptional cases, if any, are referred to the Stakeholders Relationship Committee.

BOARD'S REPORT (Contd.)

During the year, all the complaints received from the shareholders are redressed to satisfaction. There were no complaints outstanding as on 31st March, 2024. No request for transfer and dematerialization were pending for approval as on 31st March, 2024.

The Registrar and Share Transfer Agents (RTA), M/s. Link Intime India Private Limited, attend to all the grievances of shareholders received directly or through Securities and Exchange Board of India, Stock Exchanges or the Ministry of Corporate Affairs.

The Company maintains continuous interaction with the RTA and takes proactive steps and actions for resolving shareholder complaints/ queries.

During the year under review, meeting of the Stakeholders Relationship Committee was held on 27th May, 2023.

Attendance of the Committee members at its meetings are as follows:

Sr. No.	Name of the Member	Category	Meetings attended
1	Mr. Ajit Naik	Chairman (w.e.f 27th May, 2023)	0
2	Mr. Vilas R. Koranne	Member	1
3	Mr. Ramnath P. Sarang	Member	0
4	Mr. Sanjeev B. Rajgarhia	Member	1

Committee is constituted in line with the provisions of Regulation 20 of Listing Regulations and Section 178 of the Act. The broad terms of reference are as under:

- Consider and resolve the grievance of security holders.
- Consider and approve issue of share certificates, transfer and transmission of securities, etc.

d) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Company has through its Board of Directors, constituted Corporate Social Responsibility Committee (CSR) which is as per the requirement of the Act. The present Chairman of the Committee is Mr. Ajit Naik, Non- Executive Independent Director.

The Members of Stakeholders Relationship Committee comprises:

i. Mr. Ajit Naik: Non- Executive Non-Independent Director – Chairman w.e.f. 27th May, 2023#

ii. Mr. Tej Mayur Contractor: Non- Executive Non-Independent Director#

iii. Mr. Ramnath P. Sarang: Non- Executive Independent Director – Chairman upto 27th May, 2023*

iv. Mr. Vilas R. Koranne: Non- Executive Independent Director

v. Ms. Harinder Pal Kaur: Non- Executive Independent Director

vi. Mr. Sanjeev B. Rajgarhia: Non- Executive Independent Director*

vii. Ms. Vidita V. Kamat: Non- Executive Non Independent Director#

**Ceased to be the Member of the Committee w.e.f 27th May, 2023*

 # Inducted as member of the Committee w.e.f 27th May, 2023

The terms of reference of the CSR Committee are in compliance with the terms of reference provided under Section 135 of the Companies Act, 2013.

The meeting of the Corporate Social Responsibility Committee was held on 27th May, 2023, during the financial year 2023-24.

Attendance of the Committee members at its meetings are as follows:

BOARD'S REPORT (Contd.)

Sr. No.	Name of the Member	Category	Meetings attended
1	Mr. Ajit Naik	Chairman (w.e.f 27th May, 2023)	0
2	Mr. Vilas R. Koranne	Chairman (till 27th May, 2023)	1
3	Mr. Ramnath P. Sarang	Member	0
4	Ms. Harinder Pal Kaur	Member	1
5	Mr. Sanjeev B. Rajgarhia	Member	1
6	Mr. Tej M. Contractor	Member	0
7	Ms. Vidita V. Kamat	Member	0

The Company Secretary acts as Secretary of the CSR Committee.

The Committee is constituted in line with the provisions of Section 135 of the Act and is in accordance with Companies (Corporate Social Responsibility Policy) Amendment Rules 2021.

The broad terms of reference are as under:

- Formulate and recommend to the Board, the Corporate Social Responsibility and monitor from time to time.
- Formulate and recommend to the Board, an Annual Action Plan for the Company and have an oversight on its implementation.
- To recommend the amount of expenditure to be incurred on CSR activities.
- Enable Board oversight on sustainability (ESG) related policies, strategies and activities of the Company.
- Advise the management on potential business implications of Sustainability/ ESG performance.

e) MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors met once during the financial year 2023-24, without the presence of Executives on 18th March, 2024. At the said meeting, the Independent Directors deliberated on the performance of the Board during the Financial year 2023-24, and the measures / steps for improvement of Board performance. The policies adopted and the procedures followed by the Company were also discussed at the said meeting. The Independent Directors reviewed the performance of Non-Independent Directors, the Board as a whole, Chairperson of the Company, the quality, quantity and timeliness of flow of information between the Company's management and the Board which is necessary for the Board to effectively and reasonably perform their duties, and also delved into various aspects of Board / Management practices.

f) PERFORMANCE EVALUATION CRITERIA FOR DIRECTORS

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including Independent Directors. For the aforesaid purpose, a structured questionnaire was prepared after taking into consideration the Guidance Note issued by SEBI on Board Evaluation, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The Performance evaluation criteria also provided certain parameters like attendance, acquaintance with business, communication inter-se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers etc., which is in compliance with applicable laws, regulations and guidelines.

4. DETAILS OF REMUNERATION PAID / TO BE PAID TO THE EXECUTIVE DIRECTOR DURING THE FINANCIAL YEAR 2023-24:

The Company has passed resolution through postal ballot dated 27th July, 2023, approved yearly payment of remuneration to its Executive Directors. The Remuneration paid to the Executive Chairman and Managing Director and Executive Director during the year ended 31st March, 2024, is as follows:

Name of the Director	Category	Remuneration
Dr. Vithal V. Kamat	Executive Chairman and Managing Director	Rs. 1,13,31,249
Mr. Vishal V. Kamat	Executive Director	Rs. 1,09,08,462

BOARD'S REPORT (Contd.)

5. DETAILS OF SITTING FEES PAID TO NON-EXECUTIVE DIRECTOR, SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON-EXECUTIVE DIRECTOR

Name of the Director	Amount in Rs.	Number of Shares and Non-convertible instruments
Mr. Ramnath P. Sarang	1,25,000	NIL
Ms. Harinder Pal Kaur	1,25,000	11,600 Equity Shares
Mr. Vilas R. Koranne	1,50,000	NIL
Mr. Sanjeev B. Rajgarhia	1,50,000	NIL
Ms. Vidita V. Kamat	1,50,000	500 Equity Shares
Mr. Ajit A. Naik	1,25,000	NIL
Mr. Tej M. Contractor	1,25,000	2250 Equity Shares
Mr. Apurva S. Muthalia	75,000	NIL
Total	**10,25,000**	

Notes:

a) No Bonus, stock options, or performance linked incentives were provided to any of the Directors of the Company during the period from 1st April, 2023 to 31st March, 2024.

6. FEE TO STATUTORY AUDITORS

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which statutory auditor is a party during the financial year ended 31st March, 2024 is given in the financial section.

7. GENERAL MEETINGS

- **ANNUAL GENERAL MEETINGS**

Particulars	FY 2022-23 AGM	FY 2021-22 AGM	FY 2020-21 AGM
Date	23rd September, 2023	28th September, 2022	28th September, 2021
Location	Through Video Conferencing (VC)	Through Video Conferencing (VC)	Through Video Conferencing (VC)
Time	11:30 a.m.	11.30 a.m.	11.30 a.m.
Special business and special resolutions passed with requisite majority	Special Resolutions: 1. Re-appointment of Mr. Ramnath P. Sarang (DIN 02544807), Independent Director of the Company for the term of 5 Years. 2. Appointment of Mr. Sanjeev B. Rajgarhia (DIN: 07857384) from the designation of Non-executive Director to Non-Executive Independent Director for the term of 5 Years.	Special Resolutions: 1. Re-appointment of Dr. Vithal Kamat (DIN 00195341) as Chairman and Managing Director	No Special Resolutions were passed at the Annual General Meeting held on 28th September, 2021.

- **EXTRA-ORDINARY GENERAL MEETINGS**

Particulars	FY 2022-23 EGM
Date	6th January, 2023
Location	Utkarsh Mandal Hall, Malaviya Road, Utkarsha Mandal Chowk, Vile Parle East, Mumbai - 400057
Time	10.00 a.m.
Special business and special resolutions passed with requisite majority	Four Special Resolutions were passed at the Extra Ordinary General Meeting held on 6th January, 2023. 1. Issue of convertible warrants to promoters and non-promoters. 2. Increase in the limits u/s 180(1)(a) of the Companies Act, 2013, for creation of security. 3. Increase in the borrowing limits of the company u/sec. 180(1)(c) of the Companies Act, 2013. 4. Authorizing the issuance of Non-Convertible Debentures/ Bonds/ Instruments.

- **POSTAL BALLOT**

BOARD'S REPORT (Contd.)

On 3rd February, 2023, the Company has sought approval from the Shareholders by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013. Details relating to resolutions passed, procedure for Postal Ballot, Scrutinizer's Report are placed on the website of the Company i.e. www.khil.com.

One Special Resolution was approved through the above mentioned Postal Ballot.

1. Sale of property VITS Hotel, Andheri

   Mr. V.V. Chakradeo, (Membership No. F3382, COP No.: 1705), Company Secretary in Practice was appointed as the Scrutinizer for carrying out the Postal Ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer, after the completion of scrutiny, submitted his report to Dr. Vithal Kamat, Chairman and to declare the voting results in accordance with the provisions of the Act, the Rules framed thereunder and the Secretarial Standard - 2 issued by the Institute of Company Secretaries of India. The consolidated results of the voting by Postal Ballot and e-voting were announced on February 05, 2023. The results were also displayed on the website of the Company at www.khil.com and on the website of Link Intime India Private Limited and communicated to BSE Limited (BSE), National Stock Exchange of India Limited (NSE).

8. SUBSIDIARY COMPANIES:

Mr. Vilas R. Koranne, an Independent Director of the Company was appointed as a Director on the Board of Directors of the Unlisted material Indian subsidiary of the Company i.e Orchid Hotels Pune Private Limited with effect from 29th June, 2021.

Mr. Vilas R. Koranne, Independent Director of the Company continues to be Director on the Board of Orchid Hotels Pune Private Limited.

The Audit Committee reviews the financial statements of the Subsidiary Companies.

The minutes of the Board meetings of all the subsidiary companies are periodically placed before the meetings of the Board of Directors of the Company. All significant transactions and arrangements by the unlisted subsidiaries of the Company are brought to the attention of the Board of the Company.

- Financial statements, in particular investments made by subsidiary companies, are reviewed quarterly by the Company's Audit Committee.
- Minutes of Board meetings of subsidiary companies are placed before the Company's Board regularly.
- A statement containing all significant transactions and arrangements entered into by subsidiary companies is placed before the Company's Board.

The Company has formulated a policy for determining 'material' subsidiaries of the Company and the policy is disclosed on the website of the Company and its web link is https://www.khil.com/other-policies.html.

9. DISCLOSURES:

CEO and CFO Certification:

The Executive Chairman and Managing Director and Chief Financial Officer (CFO) have given a certificate to the Board contemplated with Regulation 17(8) of Listing Regulations as enclosed as ***"Annexure F"***.

Related Party Transactions:

During the year under review, the Company had entered into transaction of material nature with its related parties, however, the same may not have potential conflict with the interest of the Company. The Company had formulated a policy for Related Party Transactions and the same is disclosed on the website of the Company at https://www.khil.com/other-policies.html.

BOARD'S REPORT (Contd.)

Compliance:

- Compliance with Mandatory Requirements:

  Your Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

- Compliance with Non- Mandatory Requirements:

  The Company has also adopted the non-mandatory requirement as specified in the Listing Regulations regarding unmodified financial statements.

  The Company has complied with various rules and regulations prescribed by SEBI or any of the statutory authorities relating to the capital market.

- Whistle Blower/Vigil Mechanism:

  The Company has established a Vigil Mechanism for Directors and Employees to report genuine concerns. The Vigil Mechanism enable the Directors, Employees and all stakeholders of the Company to report genuine concerns and adequate safeguards against victimization of person who use Vigil Mechanism and make provision for direct access to the Chairman of the Audit Committee.

  There are no instance were personnel has been denied access to the Audit Committee.

  The detail of Vigil Mechanism is displayed on the website of the Company www.khil.com and its web link is https://www.khil.com/other-policies.html.

- Code of Conduct:

  The Board of Directors has laid down a "Code of Conduct" (Code) for all the Board members and the senior management personnel of the Company and this Code is posted on the website of the Company. Annual compliance declaration is obtained from every person covered by the Code.

Risk Management:

The Company has a well-defined Risk Management Policy which helps to identify, manage and mitigate business risks. The Board and Audit Committee periodically discusses the significant business risk identified by Management and reviews the measures taken for mitigation.

A note on identification and mitigation of risks is included in Management Discussion and Analysis annexed to the Board's Report.

Reconciliation of Share Capital Audit Report:

In terms of the provisions of Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary with a view to reconcile the total admitted capital with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and those held in physical form with the total issued, paid up and listed capital of the Company. The audit report, inter alia, confirms that the Register of Members is duly updated and that demat / remat requests were confirmed within stipulated time, etc. The said report is also submitted to BSE Limited and National Stock Exchange of India Limited.

Prohibition of Insider Trading:

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading. (inserted by SEBI (Prohibition of Insider Trading) (amendment) Regulations, 2018 (w.e.f. 1st April, 2019).

Weblinks:

Weblink where policy for determining 'material' subsidiaries is disclosed at https://www.khil.com/other-policies.html.

Weblink where policy on dealing with related party transactions is disclosed at https://www.khil.com/other-policies.html.

BOARD'S REPORT (Contd.)

Secured Redeemable Non-Convertible Debentures (NCDs):

At the beginning of the financial year under review, the Company had Outstanding 29,750 "14% Rated Listed Secured Redeemable Non-Convertible Debentures" ("NCDs") having face value of Rs. 100,000 each (Rupees One Lakh) aggregating to Rs. 297.50 Crore.

On 26th October, 2023, the Company had partially redeemed the Debentures and paid off Rs. 125 Crores as per the terms of repayment stated in the Debenture Trust Deed. The said redemption was pursuant to face value, hence the face value of the Debentures reduced from Rs. 1,00,000 each to Rs. 57,983 each. Consequent to the said redemption, the Company had Outstanding 29750 NCDs of face value Rs. 57,983 each aggregating to Rs. 172.50 Crores.

Further, during the financial year under review, the Company purchased 19,750 NCDs of face value Rs. 57,983 each, from the existing debenture holder of the Company namely "Purple Clover Tree LLP". The total purchase consideration for 19,750 NCDs amounted to Rs. 128.45 crores (includes Principal, Interest Cost and Redemption Premium). The Debentures purchased by the Company were extinguished consequent to which the Company had Outstanding 10,000 NCDs of face value Rs. 57,983 each.

Therefore, considering the above repayments, the Outstanding NCDs of the Company has reduced from Rs. 297.50 Crore in the previous year to Rs. 57.983 Crores in the Current year.

In addition to above, we are pleased to inform you that on 26th July, 2024 the Company has fully redeemed the 10,000 Outstanding NCDs of face value Rs. 57,983 each by full and final payment of aggregate amount of Rs. 63.078 Crores (includes Principal, Interest Cost and Redemption Premium).

Therefore, as on the date of this report the Company has no outstanding 14% Rated Listed Secured Redeemable Non-Convertible Debentures.

10. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2) OF THE LISTING REGULATIONS

The Company has complied with all the mandatory corporate governance requirements under the Listing Regulations. The Company confirms compliance with corporate governance requirements specified in Regulation 17 to 27 and sub-regulation (2) of Regulation 46 of the Listing Regulations.

11. MEANS OF COMMUNICATION:

The Company believes in disseminating the crucial information to its shareholders at earliest either by way of Stock Exchange communication or by posting it on the website of the Company. This highlights the importance of two-way communication.

Quarterly Results:

Quarterly, half-yearly and annual financial results of the Company are published in English Daily Free Press Journal or Financial Express, Mumbai and Marathi Daily Loksatta and Navshakti (Maharashtra edition). The results are submitted to the Stock Exchanges and are simultaneously posted on the website of the Company.

Website:

The Company's website (www.khil.com) maintains a dedicated section pertaining to 'Investors' which serves as one stop station for all the shareholders information. The website is maintained and regularly updated in compliance with Regulation 46 of the Listing Regulations.

Annual Reports:

The Company's Annual Report is circulated to the members either in physical form or through e-mail (whose e-mail id is registered). The Annual Report of the Company is also made available on website of the Company i.e. www.khil.com. Any shareholder who intends to obtain the physical copy of Annual Report or requires any necessary information can contact the Company's Secretarial Department for necessary information through the following routes:

Telephone No.: 022-26164000, **Email id**: cs@khil.com, **Website:** www.khil.com.

BOARD'S REPORT (Contd.)

12. GENERAL SHAREHOLDERS INFORMATION

a. Company Registration details: The Company is registers in the State of Maharashtra, India. The Corporate Identification Number (CIN) of the Company is L55101MH1986PLC039307.

b. Financial Year : 1st April, 2023 - 31st March, 2024

c. Annual General Meeting Date: Friday, 27th September, 2024 at 11:30 a.m. through Video Conferencing or Other Audio Visual Means ("VC/ OAVM").

d. Tentative Financial Calendar

Audited Annual Accounts for the year 2023-24	7th May, 2024
Unaudited First quarter Results (30th June, 2024)	12th August, 2024
Annual General Meeting	27th September, 2024
Unaudited 2nd Quarter Results (30th September, 2024)	Second week of November, 2024
Unaudited 3rd Quarter Results (31st December, 2024)	Second week of February, 2024
For the year ended 31st March, 2025	before 30th May, 2025

The above schedule is subject to change pursuant to unforeseen circumstances.

e. Dates of book closure: Friday, 20th September, 2024 to Friday, 27th September, 2024 (both days inclusive)

f. Dividend payment date for Dividend 2023-24: N.A.

g. Listing of Equity Shares on Stock Exchanges and Market Price Data:

Name of the Stock Exchange(s) Stock Code/ Symbol : **Bombay Stock Exchange Limited:** 526668 at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 and **National Stock Exchange of India Limited:** KAMATHOTEL at Exchange Plaza, C-1, Block G, Bandra –Kurla Complex, Bandra (E), Mumbai – 400 051. ISIN: INE967C01018

h. Listing of Secured Rated Listed Redeemable Non-Convertible Debentures:

National Stock Exchange of India Limited: KHIL27 and ISIN: INE967C07015 at Exchange Plaza, C-1, Block G, Bandra –Kurla Complex, Bandra (E), Mumbai – 400 051.

i. Debenture Trustees:

Catalyst Trusteeship Limited
Registered office: GDA House, First Floor, Plot No. 85, S. No. 94 & 95, Bhusari Colony (Right), Kothrud Pune- 411038
+91 020 25280081

j. Credit Rating Agency:

Acuité Ratings & Research Limited
708, Lodha Supremus, Lodha iThink Techno Campus, Kanjurmarg (East), Mumbai – 400042
+91 22 49294000, +91 9969898000

k. The Company has paid listing fee to all the Stock Exchanges for the financial year 2023-24.

The following Outstanding 14% 10,000 Secured Rated Listed Redeemable Non-Convertible Debentures of the Company are listed on the National Stock Exchange of India Limited:

Sr. No.	Description	Face Value as on issue date
1	14% 10,000 Secured Rated Listed Redeemable Non-Convertible Debentures	Rs. 57,983 each

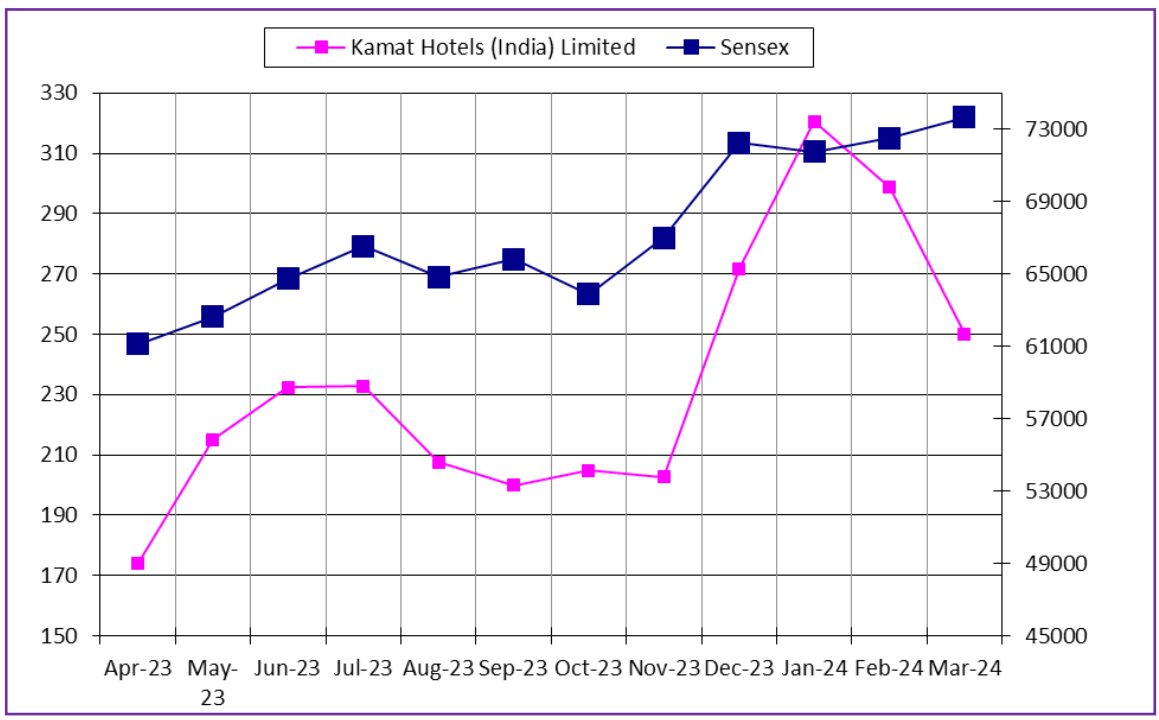
Note: On 26th July, 2024 the Company has fully redeemed the 10,000 Outstanding NCDs of face value Rs. 57,983 each by full and final payment of aggregate amount of Rs. 63.078 Crores (includes Principal, Interest Cost and Redemption Premium). Therefore, as on the date of this report the Company has no outstanding 14% Rated Listed Secured Redeemable Non-Convertible Debentures.

As on the date of this report, the Company is in the process of extinguishment of ISIN : INE967C01015 from the records of Depository and National Stock Exchange of India Limited.

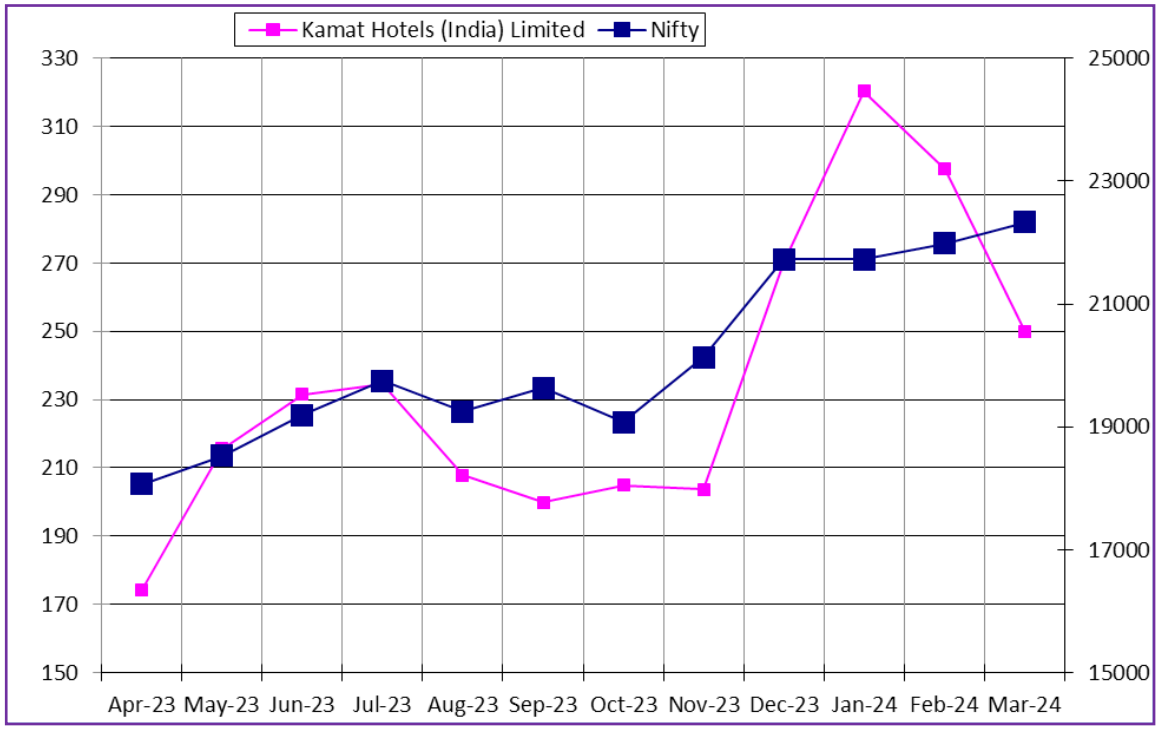
BOARD'S REPORT (Contd.)

I. Stock Market Price Data

Month	Bombay Stock Exchange Limited			National Stock Exchange of India Limited		
	High	Low	Monthly volume	High	Low	Monthly volume
April 23	180	128	428229	182.35	128.45	5152367
May 23	220.55	167.7	444771	218.9	167.8	2222408
June 23	234.9	201	135768	239.6	200.05	954805
July 23	257.95	224	91532	255	226	434447
Aug 23	239.4	190.1	140390	241.9	190.05	831939
Sept 23	216	198.65	65162	218.9	199.3	553044
Oct 23	233.9	188.05	220185	233.7	186.7	1496255
Nov 23	208.6	190	75437	210.05	188.5	648060
Dec 23	297	199.9	136703	299	200.05	2036690
Jan 24	374.5	259.95	1151183	372	260	5462229
Feb 24	340.85	284.4	242954	341	285.05	1556576
March 24	307	239.3	140797	305	238.05	1074370



BOARD'S REPORT (Contd.)



m. Liquidity

As seen from the above table the shares of the Company are actively traded on the BSE and NSE.

n. Registrars and Share Transfer Agents:

Link Intime India Pvt. Ltd
C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400083,
Tel No. 022 49186270 and Fax No. 022 49186060
Email : rnt.helpdesk@linkintime.co.in
Website : www.linkintime.co.in

For any queries, investors are requested to get in touch with the Registrars and Share Transfer Agents at the address mentioned above or office of the Company Secretary at the Registered Office of the Company.

o. Transfer Committee constituted by the Board considers and approves all physical form shares related issues, transfers, transmission, transposition, remat of shares, deletion of name of deceased shareholder(s) from share certificates, issue of duplicate / renewed / subdivided / consolidated / replaced share certificate(s) etc. The transfer formalities are attended to on fortnightly basis by the nominated Registrars & Share Transfer Agents.

The shares are transferred and returned within the minimum stipulated period provided all the necessary documents are found in order.

BOARD'S REPORT (Contd.)

p. SEBI Complaints Redressal System (SCORES):

SCORES is a system implemented by SEBI which enables investors to lodge their complaints electronically on the SEBI website.

The investor complaints are processed in a centralized web based complaints redressal system. The salient features of this system are centralised database of all complaints, online uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status. All complaints received through SCORES are resolved in a timely manner by the Company, similar to other complaints.

q. NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre (BSE Listing Centre):

NEAPS and BSE Listing Centre are web based application systems for enabling corporates to undertake electronic filing of various periodic compliance related filings like shareholding pattern, results, press releases, etc.

r. Share transfer System:

Trading in equity shares of the Company is permitted only in dematerialized form. In terms of requirements of Regulation 40 of the Listing Regulations w.e.f. 1st April, 2019, transfer of securities in physical form, except in case of request received for transmission or transposition of securities, shall not be processed. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized to be able to freely transfer them and participate in various corporate actions.

p. Distribution of shareholdings as on 31st March, 2024:

Shareholding of Nominal Shares			Shareholder	Percentage of Total	Total shares (In Rs.)	Percentage of Total.
1	to	5000	23420	92.9882	19287120	7.4449
5001	to	10000	855	3.3947	6808710	2.6282
10001	to	20000	428	1.6994	6476280	2.4999
20001	to	30000	144	0.5717	3712170	1.4329
30001	to	40000	71	0.2819	2503410	0.9663
40001	to	50000	51	0.2025	2388460	0.9220
50001	to	100000	90	0.3573	6591110	2.5442
100001	to	**********	127	0.5042	211297380	81.5616
			25186	**100**	**25, 90, 64, 640**	**100**

Category of Shareholders as on 31st March, 2024:

Category	No. of Equity Shares	% of total paid up capital
Promoter and Promoter Group*	1,64,07,927	63.34
Directors and their relatives (other than promoter)	13,850	0.053
Public:		
Mutual Fund	1,000	0.004
Corporate Bodies	6,09,091	2.35
Individual and other	88,74,596	34.26
Total	**2,59,06,464**	**100**

**12,53,601 equity shares allotted on 7th March, 2024, pursuant to conversion of warrants.*

BOARD'S REPORT (Contd.)

q. Dematerialisation of Shares:

As on 31st March, 2024, **2,56,46,053 equity shares (98.99% of total equity capital)** were held in dematerialised form. The relative ISIN allotted to the Company is INE967C01018.

r. Outstanding GDRs/ ADRs / Warrants or convertible instruments:

During the year under review, certain promoter / promoter group and Public (Non-Promoter group) exercised the option of conversion of warrants into Equity Shares upon the payment of balance 75% of the warrant issue price i.e. Rs. 72.75 and accordingly, the Board on 7th March 2024, 7th May, 2024 and on 12th August, 2024 considered and approved the conversion of warrants and allotted 12,53,601, 6,25,601 and 3,53,761 Equity Shares respectively having face value of Rs. 10 each.

As on the date of this report, there are 25,94,246 outstanding warrants having face value of Rs. 10/- each and there are no outstanding FCCB/GDRs/ ADRs.

s. Location of Hotels / Restaurants:

The details of location of Hotels and Restaurants are forming part of this Annual Report.

t. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:

Acuité Ratings & Research Limited has vide its letter dated 24th January, 2023, assigned rating of "Acuite C" to the Debentures.

u. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

The Funds raised through preferential allotment of convertible warrants were used towards repayment of existing debt as stated in the objects of the issue.

v. Address for Correspondence

Any query on Annual Report please contact:

Secretarial Department,
Kamat Hotels (India) Limited,
70-C, Nehru Road, Near Santacruz Airport, Vile Parle (East), Mumbai - 400099,
e-mail id: cs@khil.com

For and on behalf of Board of Directors
KAMAT HOTELS (INDIA) LIMITED

Dr. Vithal V. Kamat
(DIN 00195341)
Executive Chairman and Managing Director

Place : Mumbai
Date : 12th August, 2024

BOARD'S REPORT (Contd.)

ANNEXURE "F" TO THE BOARD'S REPORT

MD AND CFO CERTIFICATION

The Executive Chairman and Managing Director and Chief Financial Officer (CFO) have given a following certificate to the Board as contemplated with Regulation 17(8) of Listing Regulations:

To,

The Board of Directors
Kamat Hotels (India) Limited
Vile Parle (East),
Mumbai 400 099

Dear Sirs/Madam,

Sub: Compliance Certificate as required under Regulation 17(8) read with Regulation 33 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial year ended 31st March, 2024.

Pursuant to Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR), we certify that:

A. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2024 and that to the best of our knowledge and belief:

   (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee:

   (1) significant changes in internal control over financial reporting during the year;

   (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   (3) instances of significant fraud ofwhich we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

This certificate is given by the undersigned with full knowledge that, on its faith and strength, full reliance is placed by the Board of Directors of the Company".

For and on behalf of Board of Directors
of KAMAT HOTELS (INDIA) LIMITED

SMITA NANDA
CHIEF FINANCIAL OFFICER

DR. VITHAL V. KAMAT
(DIN 00195341)
EXECUTIVE CHAIRMAN & MANAGING DIRECTOR

Place: Mumbai
Date: 7th May 2024

BOARD'S REPORT (Contd.)

DECLARATION ON CODE OF CONDUCT:

It is confirmed that the Board has laid down a Code of Conduct for all Board members and Senior Management Personnel of the Company.

The Code of Conduct has been posted on the website of the Company. It is further confirmed that all the Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on 31st March, 2024, as envisaged in Listing Regulations.

"I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the Codes of Conduct and Ethics for Directors and Senior Management of the Company in respect of the financial year 2023-24.

For and on behalf of Board of Directors
KAMAT HOTELS (INDIA) LIMITED

Dr. Vithal V. Kamat
(DIN 00195341)
Executive Chairman and Managing Director

Place : Mumbai
Date : 12th August, 2024

BOARD'S REPORT (Contd.)

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
KAMAT HOTELS (INDIA) LTD
70-C NEHRU ROAD
NEAR SANTACRUZ AIRPORT
VILE PARLE (E)
MUMBAI MH 400099 IN

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of KAMAT HOTELS (INDIA) LTD having CIN L55101MH1986PLC039307 and having its Registered Office at 70-C NEHRU ROADNEAR SANTACRUZ AIRPORT VILE PARLE (E) MUMBAI MH 400099 IN (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Director's Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT
1	DR. VITHAL VENKETESH KAMAT	00195341	01/10/2007*
2	MR. VISHAL KAMAT	00195774	27/05/2023
3	MRS. PAL KAUR HARINDER	02306410	15/05/2020
4	MR. RAMNATH PURSU SARANG	02544807	27/05/2019
5	MS. VIDITA VITHAL KAMAT	03043066	29/09/2020
6	MR. SANJEEV BADRIPRASAD RAJGARHIA	07857384	28/08/2020
7	MR. VILAS RAMCHANDRA KORANNE	09151665	29/06/2021
8	MR. TEJ MAYUR CONTRACTOR	00454197	27/05/2023
9	MR. AJIT NAIK	07157860	27/05/2023
10	MR. KAUSHAL KAMALKISHORE BIYANI	08334639	27/05/2023#
11	MR. HRISHIKESH BHALCHANDRA PARANDEKAR	01224244	27/05/2023#

**As per MCA records. However, we were informed by the Management that his original date of appointment is 21/03/1986.*

#Mr. Kaushal Biyani and Mr. Hrishikesh Parandekar, Lenders Nominee Directors are ceased to be directors w.e.f April 04, 2024, on account of repayment of entire outstanding amount due to Purple Clover Tree LLP as per the terms of the Debenture Trust Deed dated January 19, 2023.

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Signature:

Name: Dinesh Kumar Deora- Partner
Firm Name: DM & Associates Company Secretaries LLP
Firm Registration Number: L2017MH003500
Membership No.: FCS 5683
CP No.: 4119
UDIN: F005683F000951232

Place : Mumbai
Date : 12th August, 2024

BOARD'S REPORT (Contd.)

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS

To,

The Members of

KAMAT HOTELS (INDIA) LTD.

We have examined the compliance of conditions of corporate governance by KAMAT HOTELS (INDIA) LTD ("the Company") for the year ended 31st March, 2024, as specified in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations").

Management's Responsibility:

The Compliance of the conditions of Corporate Governance is the responsibility of the Management.

Auditors' Responsibility:

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

We conducted our engagement in accordance with the "Guidance Note on Corporate Governance Certificate" issued by the Institute of Company Secretaries of India. Our responsibility is to certify based on the work done.

Conclusion:

In our opinion and to the best of our information and according to the examination of relevant records and the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Restrictions on use:

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

FOR DM & ASSOCIATES COMPANY SECRETARIES LLP
COMPANY SECRETARIES

DINESH KUMAR DEORA
PARTNER
Membership No.: FCS 5683
COP No 4119
UDIN: F005683F000951243

Place : Mumbai
Date : 12th August, 2024

Independent Auditor's Report

To,

The Members of

Kamat Hotels (India) Limited

Report on the standalone financial statements

Opinion

We have audited the accompanying standalone financial statements of **Kamat Hotels (India) Limited** ("the Company") which comprise the standalone balance sheet as at 31st March, 2024, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows for the year then ended, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

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

Basis for Opinion

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

Material uncertainty related to going concern

Reference is invited to note no. 56 of the standalone financial statements which states that Company's current liabilities substantially exceed current assets as at 31st March, 2024 and 31st March, 2023. In the opinion of the management, considering the revival of hospitality business, positive net worth as on 31st March, 2024, positive earnings before interest, taxes and depreciation (EBITDA) for the year ended 31st March, 2024 and year ended 31st March, 2023, increase in operations and profit during the current year, settlement of secured debts due to ARCs, settlement of loan given to subsidiary company which was fully provided in earlier year, reversal of provision for diminution in value of investment in subsidiary company (OHPPL), signing of term sheet for proposed sale of one of the hotel properties, issue of NCDs, considering the future business prospects and the fair value of the assets of the Company being significantly higher than the borrowings / debts, these standalone results have been prepared on a going concern basis which contemplates realisation of assets and settlement of liabilities in the normal course of the Company's business..

Our opinion is not modified in respect of this matter. In respect of the above matter, attention was also drawn by us in the earlier year's independent auditor's report. Our conclusion was not modified in respect of the above matter in earlier year also.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no Key Audit Matters to communicate in our audit report.

Information other than the standalone financial statements and auditor's report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises of the information included in the Management Discussion and Analysis, Board's Report including Annexures to

Independent Auditor's Report (Contd.)

Board's Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and make other appropriate reporting as prescribed.

Responsibilities of management and those charged with governance for the standalone financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's responsibilities for the audit of the standalone financial statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)

Independent Auditor's Report (Contd.)

(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that,
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this report are in agreement with the books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting

Independent Auditor's Report (Contd.)

Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules,2021.

e) The matter described 'Material Uncertainty related to Going Concern' paragraph, in our opinion may have an adverse impact on the functioning of the Company.

f) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2024, from being appointed as a director in terms of Section 164(2) of the Act.

g) 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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

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

i) 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 as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations, if any, on its financial position in its standalone financial statements. Refer note no. 15.1 and 46.1 of the standalone financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. The management has represented,

a) no funds have been advanced or loaned or invested by the Company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company (Ultimate beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

b) no funds have been received by the Company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such Company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that causes us to believe that the above representations given by the management contain any material misstatement.

v. The Company has not declared or paid dividend during the year. Hence our comments on compliance with section 123 of the Companies Act, 2013 do not arise.

Independent Auditor's Report (Contd.)

vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.: 116560W / W100149

Milan Mody
Partner
Membership No. 103286
UDIN: 24103286BKEMWK3457
Place: Mumbai
Date: 07th May, 2024

Independent Auditor's Report (Contd.)

Annexure A to the Independent Auditor's Report for the year ended 31st March, 2024

[Referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date]

i. In respect to Property, Plant and Equipment and Intangible Assets:

a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of Intangible Asset.

b) The Property, Plant and Equipment were physically verified by the management at reasonable intervals, which, in our opinion, is reasonable. According to the information and explanation given to us, discrepancies noticed on such physical verification were not material and have been appropriately dealt with in the books of accounts.

c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed and conveyance deed, we report that, the title deeds, comprising all the immovable properties of land and building (other than properties where the Company is the lessee and the lease agreements are duly executed in favor of the lessee) which are free hold, are held in the name of the Company as at the date of balance sheet except:

Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of Company
Building	Rs. 1.96 lakhs	Not available	Not available	Since 1st April, 1994	Insufficient legal documentation

In respect of title deeds which are deposited with trustees / lenders, we have verified the title from photocopies of those agreements, and we have relied on the certificate provided by the trustees / lenders.

d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Therefore, clause (i)(d) of paragraph 3 of the Order is not applicable to the Company.

e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, clause (i)(e) of paragraph 3 of the Order is not applicable to the Company.

ii. a) In our opinion, physical verification of inventories has been conducted by the management at reasonable intervals and the coverage and procedure of such verification by the management is appropriate. The discrepancies noticed on such verification by the management were less than 10% for each class of inventory and have been appropriately dealt with in the books of accounts.

b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets during any point of time of the year. Therefore, clause (ii)(b) of paragraph 3 of the Order is not applicable to the Company.

iii. According to the information and explanations given to us, during the year, the company has made investments, wherein the Company has not provided any guarantee or security or granted any loans secured or unsecured, to companies, firms, limited liability partnerships or other parties. Therefore, clauses (iii)(a), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of 3 of the Order are not applicable to the Company. Accordingly, we indicate here under to the extent applicable.

Independent Auditor's Report (Contd.)

In our opinion, the investment made are prima-facie not prejudicial to the interest of the company.

iv. In our opinion, with respect to the loans granted and investments made, the provisions of section 185 and 186 of the Act are complied with.

v. In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the rules framed there under. We have been informed that no order relating to Company has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

vi. The Central Government has not prescribed maintenance of cost records under section 148(1) of the Act for the goods and services rendered by the Company. Accordingly, clause (vi) of paragraph 3 of the Order is not applicable to the Company

vii. In respect of statutory dues:

a) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of amounts deducted / accrued in the books of accounts, the Company has been generally regular in depositing undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable to the Company, during the period with the appropriate authorities. There are no undisputed amounts payable in respect of statutory dues outstanding as on 31st March, 2024 for a period of more than six months from the date they become payable, except interest on ineligible input tax credit availed for which estimated provision is made and the reconciliation of which is in progress.

b) According to the records of the Company and information and explanations given to us, there are no statutory dues referred to in clause (vii) (a) above which have not been deposited with appropriate authorities on account of any dispute, except as tabulated below:

(Rs in Lakhs)

Name of the Statute	Amount (Rs. in Lakhs)*	Nature of the dues	Financial Year to which matter pertains	Forum where dispute is pending
Maharashtra Value Added Tax Act, 2002	1.80	MVAT	2006-07	Remand Back to DC from Sales Tax Tribunal
Finance Act, 1994	0.67	Service Tax	2012-13	Commissioner of Service Tax (Appeals)
	0.43	Service Tax	2013-14	Commissioner of Service Tax (Appeals)
	77.54	Service Tax	2014-15	Customs, Excise and Service Tax Appellate Tribunal, West Zonal Bench – Mumbai
	2.68	Service Tax	2014-15	Customs, Excise and Service Tax Appellate Tribunal, West Zonal Bench – Mumbai
	28.98	Service Tax	2015-16	Deputy Commissioner Service Tax
	30.40	Service Tax	2016-17	Deputy Commissioner Service Tax
	3.41	Service Tax	2017-18	Deputy Commissioner Service Tax
Income-tax Act, 1961	642.96	Income Tax	2017-18	Income Tax Appellate Tribunal (Appeal)
Goods and Service Tax Act	64.51	Goods and Service Tax	2017-18	Joint Commissioner of State Tax

* Net of amount paid under protest of Rs. 219.54 Lakhs.

Independent Auditor's Report (Contd.)

viii. According to the information and explanations given to us and based on the procedures carried out during the course of our audit, we have not come across any transactions not recorded in the books of account, which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. In respect to repayment of loan:

a) According to the information and explanations given to us and based on the procedures carried out during the course of our audit, the Company has not defaulted in repayment of loans or other borrowings or in payment of interest thereon to any lender.

b) According to information and explanations given to us, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender. Therefore, clause (ix)(b) of paragraph 3 of the Order is not applicable to the Company.

c) In our opinion and according to the information and explanations given to us, and based on the procedures performed by us, the term loans were applied for the purpose for which the loans were obtained.

d) In our opinion and according to the information and explanations given to us, and based on the procedures performed by us, and on an overall examination of the standalone financial statements, we report that no funds raised on a short-term basis have been utilized for long-term purposes by the company.

e) In our opinion, the company has not taken any funds to meet the obligations of its subsidiaries, associates, or joint ventures.

f) The company has not raised any loans during the year on the pledge of its securities held in its associate company. Therefore, paragraph 3(ix)(f) of the Order is not applicable

x. In respect of issue of shares:

a) According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year ended 31st March, 2024. Therefore, the clause (x)(a) of paragraph 3 of the Order is not applicable to the Company.

b) According to the 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 convertible debentures (fully, partially or optionally convertible) during the year. Therefore, the clause (x)(b) of paragraph 3 of the Order is not applicable to the Company.

xi. In respect of Fraud:

a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company has been noticed or reported during the year.

b) No report under section 143(12) of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

c) As represented to us by the management, there have been no whistleblower complaints received by the Company during the year.

xii. In our opinion, the Company is not a Nidhi Company. Therefore, clause (xii)(a), (xii)(b) and (xii)(c) of paragraph 3 of the Order is not applicable to the Company.

xiii. According to the information and explanations given to us and on the basis of our examination of records of the Company, transaction with related parties are in compliance with Section 177 and Section 188 of Act and have been disclosed in the standalone financial

Independent Auditor's Report (Contd.)

statements as required under Ind AS 24, Related Party Disclosure specified under section 133 of the Act (Also refer note no. 48 of standalone financial statements), read with Rule 7 of the Companies (Accounts) Rules 2014.

xiv. In respect of Internal audit:

a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

b) We have considered the internal audit reports of the Company issued till date, for the period under audit.

xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transaction with directors or persons connected with them. Therefore, the question of our comment on compliance with the provisions of Section 192 of the Act does not arise.

xvi. In respect of registration under section 45-IA of the Reserve Bank of India Act, 1934:

a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the clause (xvi)(a) of paragraph 3 of the Order is not applicable to the Company.

b) During the year, the Company has not conducted any Non-Banking Financial or Housing Finance activities. Therefore, the clause (xvi)(b) of paragraph 3 of the Order is not applicable to the Company.

c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the clause (xvi)(c) of paragraph 3 of the Order is not applicable to the Company.

d) As per information & explanation given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016). Therefore, the clause (xvi)(d) of paragraph 3 of the Order is not applicable to the Company.

xvii. According to the information and explanations given to us, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

xviii. There has not been any resignation of the statutory auditors during the year. Therefore, the clause (xviii) of paragraph 3 of the Order is not applicable to the Company.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, the auditor's knowledge of the Board of Directors and management plans, and based on our comment in paragraph "material uncertainty related to going concern", nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. During the year, there are no unspent amounts towards Corporate Social Responsibility (CSR). Accordingly, reporting under clause 3(xx)(a) and (b) of the Order is not applicable for the year.

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.116560W / W100149

Milan Mody
Partner
Membership No. 103286
UDIN: 24103286BKEMWK3457
Place: Mumbai
Date: 07th May, 2024

Independent Auditor's Report (Contd.)

Annexure B to the Independent Auditor's Report for the year ended 31st March, 2024

[Referred to in paragraph 2(g) under the heading "Report on other legal and regulatory requirements" of our report of even date]

Report on internal financial control under section 143(3)(i) of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls over financial reporting of **Kamat Hotels (India) Limited** ("the Company") as of 31st March, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, 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 31st March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India. 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 Act.

Auditor's 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 and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, 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 ICAI. 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 standalone 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 standalone financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records

Independent Auditor's Report (Contd.)

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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone 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.

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.116560W / W100149

Milan Mody
Partner
Membership No. 103286
UDIN: 24103286BKEMWK3457
Place: Mumbai
Date:07th May, 2024

KAMAT HOTELS (INDIA) LIMITED

Standalone Balance Sheet as at March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Particulars	Note no.	As at 31st March, 2024	As at 31st March, 2023
ASSETS			
A Non-current assets			
a) Property, plant and equipment	4	15,392.48	15,837.21
b) Capital work-in-progress	5	253.36	60.84
c) Other intangible assets	6	54.30	49.50
d) Right of use assets	7	1,245.71	391.65
e) Investment property	8	810.98	834.60
f) Financial assets			
(i) Investments in subsidiaries and joint ventures	10	5,005.00	5,004.00
(ii) Investments	11	20.36	17.98
(iii) Loans	12	20,329.78	21,704.00
(iv) Other financial assets	13	2,978.42	2,269.62
g) Income tax assets (net)	14	1,937.09	1,478.82
h) Other non-current assets	15	4,770.58	3,178.70
(A)		**52,798.07**	**50,826.92**
B Current assets			
a) Inventories	16	271.80	250.56
b) Financial assets			
(i) Investments	17	14.11	7.55
(ii) Trade receivables	18	816.78	815.68
(iii) Cash and cash equivalents	19	355.51	675.04
(iv) Bank balances other than (iii) above	20	2,351.18	1,408.92
(v) Loans	21	0.05	0.87
(vi) Other financial assets	22	931.76	465.05
c) Other current assets	23	2,017.89	506.76
(B)		**6,759.08**	**4,130.43**
C Assets classified as held for sale **(C)**	9	-	8,376.37
		-	**8,376.37**
TOTAL (A +B+C)		**59,557.15**	**63,333.72**
EQUITY AND LIABILITIES			
A Equity			
a) Equity share capital	24	2,649.50	2,524.14
b) Other equity	25	27,120.44	21,791.44
(A)		**29,769.94**	**24,315.58**
Liabilities			
B Non-current liabilities			
a) Financial liabilities			
(i) Borrowings	26	17,068.98	16,833.86
(ia) Lease liabilities	27	940.33	101.18
(ii) Other financial liabilities	28	108.72	108.38
b) Provisions	29	426.54	401.68
c) Deferred tax liabilities (Net)	30	1,449.79	983.04
d) Other non-current liabilities	31	155.43	229.90
(B)		**20,149.79**	**18,658.04**
C Current liabilities			
a) Financial liabilities			
(i) Borrowings	32	570.44	13,864.05
(ia) Lease liabilities	27	38.41	9.36
(ii) Trade payables	33		
- Amount due to micro and small enterprises		654.13	123.55
- Amount due to other than micro and small enterprises		1,422.41	1,284.95
(iii) Other financial liabilities	34	2,830.50	2,636.92
b) Other current liabilities	35	4,010.31	2,345.82
c) Provisions	36	111.22	95.45
(C)		**9,637.42**	**20,360.10**
TOTAL (A+B+C)		**59,557.15**	**63,333.72**
Material accounting policies and notes to standalone financial statements	**1 to 63**		

The notes referred to above form an integral part of the standalone financial statements

As per our audit report of even date

For N.A.Shah Associates LLP

Chartered Accountants
Firm Registration No. 116560W/ W100149

Milan Mody
Partner
Membership No. 103286

Place: Mumbai
Date: 07th May, 2024

For and on behalf of the Board of Directors of
Kamat Hotels (India) Limited

Dr. Vithal V. Kamat
Executive Chairman & Managing Director
(DIN : 00195341)

Smita Nanda
Chief Financial Officer

Ramnath P. Sarang
Director
(DIN : 02544807)

Nikhil Singh
Company Secretary

Place: Mumbai
Date: 07th May, 2024

Standalone Statement of Profit and Loss for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except per share data

	Particulars	Note no.	Year ended 31st March, 2024	Year ended 31st March, 2023
A	**Income**			
	Revenue from operations	37	22,291.39	22,374.46
	Other income	38	2,979.73	714.67
	Total income (A)		**25,271.12**	**23,089.13**
B	**Expenses**			
	Cost of materials consumed	39	1,886.16	1,765.76
	Employee benefit expenses	40	4,615.61	3,547.47
	Finance costs	41	5,607.79	1,969.10
	Depreciation and amortisation	4,7,& 8	895.03	1,008.40
	Other expenses	42	9,845.35	8,093.69
	Total expenses (B)		**22,849.94**	**16,384.42**
C	**Profit/(loss) before exceptional items & tax (C) (A-B)**		**2,421.18**	**6,704.71**
	Exceptional item - Income/(expense) - net	43	2,952.44	19,812.01
D	**Profit/(loss) before tax (D)**		**5,373.62**	**26,516.71**
E	**Tax expense:**			
	- Current tax		-	-
	- Deferred tax charge/ (credit)	30	634.22	334.53
	- Short / (excess) provision for current tax (net)		215.45	1.46
	Total tax expense (E)		**849.67**	**335.99**
F	**Profit/(loss) after tax (F) (D-E)**		**4,523.95**	**26,180.72**
G	**Other comprehensive income / (loss)**			
I	(i) Items that will not be reclassified to profit or loss		24.60	25.67
	(ii) Income tax relating to items that will not be reclassified to profit or loss		(6.18)	(6.46)
II	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Other comprehensive income/ (loss) for the year (G)		**18.42**	**19.21**
H	**Total comprehensive income/ (loss) for the year (F + G)**		**4,542.37**	**26,199.93**
	Earnings per equity share (face value of Rs. 10 each)	49		
	Basic		17.67	110.71
	Diluted		15.94	110.71
Material accounting policies and notes to standalone financial statements		**1 to 63**		

The notes referred to above form an integral part of the standalone financial statements
As per our audit report of even date

For N.A.Shah Associates LLP

Chartered Accountants
Firm Registration No. 116560W/ W100149

Milan Mody
Partner
Membership No. 103286

Place: Mumbai
Date: 07th May, 2024

For and on behalf of the Board of Directors of
Kamat Hotels (India) Limited

Dr. Vithal V. Kamat
Executive Chairman & Managing Director
(DIN : 00195341)

Ramnath P. Sarang
Director
(DIN : 02544807)

Smita Nanda
Chief Financial Officer

Nikhil Singh
Company Secretary

Place: Mumbai
Date: 07th May, 2024

KAMAT HOTELS (INDIA) LIMITED

Standalone Statement of Cash Flows for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/ (loss) before taxes and other comprehensive income	**5,373.62**	**26,516.71**
Adjustments for:		
Finance cost	5,607.79	1,969.10
Interest income	(2,825.32)	(516.81)
Depreciation and amortization	895.03	1,008.40
Liabilities and provisions written-back	(107.90)	(23.88)
Bad debts written off	-	6.90
(Reversal)/Provision for expected credit loss and doubtful advances	(5.77)	(24.60)
(Profit) / loss on sale / discard of property, plant and equipment	1.73	6.65
Rent income	(220.93)	(109.79)
(Profit) / Loss on fair value of investments	(8.95)	(1.20)
Gain on settlement to secure lender	-	(7,773.47)
Excess provision for doubtful unsecured loan to subsidiary written back (exceptional item)	-	(6,000.00)
Excess provision for Investment in subsidiary written back (exeptional item)	-	(5,000.00)
(Profit) on Sale of Investment Property (exceptional item)	(3,252.44)	(1,038.54)
Provision for Contingencies (exceptional item)	300.00	-
Operating profit / (loss) before working capital changes	**5,756.86**	**9,019.48**
Movements in working capital : (including current and non-current)		
Changes in loans, trade receivable and other assets	(3,430.82)	83.17
Changes in inventories	(21.24)	(68.63)
Changes in trade payable, other liabilities and provisions	2,285.45	1,176.93
	4,590.25	**10,210.95**
Adjustment for:		
Direct taxes (paid) (including tax deducted at source) / refund (net)	(564.84)	(302.49)
Net cash generated from / (used in) operating activities…(A)	**4,025.41**	**9,908.46**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment (Including capital work in progress and capital advances)	(582.89)	(254.13)
Proceeds from sale of property, plant and equipment	11,632.20	5.42
Proceeds from sale of investment property	-	1,172.94
Loans given to related parties	-	(18,700.00)
Investment made in Subsidiary	(1.00)	-
Repayment of loans received from related parties	1,374.22	2,996.00
Temporary refund received of loan given to wholly owned subsidiary	-	1,150.00
Repayment of temporary refund of loan given to wholly owned subsidiary	-	(1,150.00)
Rent income received	214.93	107.16
Interest income	2,359.23	88.52
(Increase)/decrease in bank balance (current and non-current) (other than cash and cash equivalent)	(1,306.27)	(1,321.96)
	13,690.41	**(15,906.06)**
Adjustment for:		
Direct taxes (paid)/ refund received (including tax deducted at source) - (Net)	(282.53)	(51.68)
Net cash generated from / (used in) investing activities… (B)	**13,407.88**	**(15,957.74)**

Standalone Statement of Cash Flows for the year ended March 31, 2024(Contd.)

All amounts are in INR (Lakhs) otherwise stated

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares	1,215.99	1,036.74
Proceeds from issue of warrants	-	1,429.78
Amount transfer to share capital and security premium account on conversion of warrants	(304.00)	(259.19)
Proceeds from issue of non-convertible debentures / long term borrowings	11,400.00	30,243.34
Repayment of long term borrowings	(24,458.49)	(20,725.74)
Payment of lease liabilities inclusive of initial direct cost (Refer note no. 51)	(108.80)	(27.10)
Interest paid (Including other borrowing cost)	(5,497.53)	(5,833.89)
Net cash generated from / (used in) financing activities… (C)	**(17,752.83)**	**5,863.95**
Net increase / (decrease) in cash and cash equivalents (A+ B+C)	**(319.53)**	**(185.34)**
Cash and cash equivalents at beginning of the year	675.04	860.38
Cash and cash equivalents at end of the year	**355.51**	**675.04**
Cash and cash equivalents Includes		
Balances with bank		
- In current accounts	316.72	631.82
- In deposit account with original maturity less than 3 months	15.93	25.15
Cash in hand	22.86	18.07
	355.51	**675.04**

Material accounting policies and notes to standalone financial statements 1 to 63

Notes:

(i) Cash flow statement has been prepared under "indirect method" as set out in Ind AS 7 - " Statement of Cash Flow".

(ii) Refer note no. 60 for other notes in relation to statement of cash flows.

The notes referred to above form an integral part of the standalone financial statements

As per our audit report of even date

For N.A.Shah Associates LLP
Chartered Accountants
Firm Registration No. 116560W/ W100149

For and on behalf of the Board of Directors of
Kamat Hotels (India) Limited

Milan Mody
Partner
Membership No. 103286

Dr. Vithal V. Kamat
Executive Chairman & Managing Director
(DIN : 00195341)

Ramnath P. Sarang
Director
(DIN : 02544807)

Place: Mumbai
Date: 07th May, 2024

Smita Nanda
Chief Financial Officer

Place: Mumbai
Date: 07th May, 2024

Nikhil Singh
Company Secretary

KAMAT HOTELS (INDIA) LIMITED

Standalone statement of changes in equity for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

A. Equity share capital

Particulars	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
As at 31st March, 2024					
No. of shares					
- Fully paid up	2,46,52,863	-	2,46,52,863	12,53,601	2,59,06,464
- Partly paid-up forfeited shares	8,62,500	-	8,62,500	-	8,62,500
Amount					
- Fully paid up	2,465.29	-	2,465.29	125.36	2,590.65
- Partly paid-up forfeited shares	58.82	-	58.82	-	58.82
As at 31st March, 2023					
No. of shares					
- Fully paid up	2,35,84,058	-	2,35,84,058	10,68,805	2,46,52,863
- Partly paid-up forfeited shares	8,62,500	-	8,62,500	-	8,62,500
Amount					
- Fully paid up	2,358.41	-	2,358.41	106.88	2,465.29
- Partly paid-up forfeited shares	58.82	-	58.82	-	58.82

B. Other equity

Particulars	Reserves and surplus					OCI*	Share warrants	Total other equity
	Capital reserve	Capital redemption reserve	Securities premium	Amalgamation reserve	Retained earnings	Remeasurement gain/ (loss) of defined benefit plan		
Balance as at 31st March, 2022	**13.87**	**266.50**	**14,986.74**	**280.06**	**(22,133.28)**	**77.16**	**-**	**(6,508.95)**
Profit for the year - 2022 - 2023	-	-	-	-	26,180.72	-	-	26,180.72
Money received against share warrants	-	-	-	-	-	-	1,429.78	1,429.78
Amount transfer to share capital and security premium account on conversion of warrants	-	-	-	-	-	-	(259.19)	(259.19)
Share premium received on allotment of equity shares	-	-	929.86	-	-	-	-	929.86
Other comprehensive income for the year - 2022-2023	-	-	-	-	-	19.21	-	19.21
Balance as at 31st March, 2023	**13.87**	**266.50**	**15,916.60**	**280.06**	**4,047.44**	**96.37**	**1,170.60**	**21,791.44**
Profit for the year - 2023 - 2024	-	-	-	-	4,523.95	-	-	4,523.95
Amount transfer to share capital and security premium account on conversion of warrants	-	-	-	-	-	-	(304.00)	(304.00)
Share premium received on allotment of equity shares	-	-	1,090.63	-	-	-	-	1,090.63
Other comprehensive income for the year - 2023-2024	-	-	-	-	-	18.42	-	18.42
Balance as at 31st March, 2024	**13.87**	**266.50**	**17,007.23**	**280.06**	**8,571.39**	**114.79**	**866.60**	**27,120.44**

*Other comprehensive income

Material accounting policies and notes to standalone financial statements 1 to 63

The notes referred to above form an integral part of the standalone financial statements

As per our audit report of even date

For N.A.Shah Associates LLP

Chartered Accountants
Firm Registration No. 116560W/ W100149

Milan Mody
Partner
Membership No. 103286

Place: Mumbai
Date: 07th May, 2024

For and on behalf of the Board of Directors of
Kamat Hotels (India) Limited

Dr. Vithal V. Kamat
Executive Chairman & Managing Director
(DIN : 00195341)

Smita Nanda
Chief Financial Officer

Ramnath P. Sarang
Director
(DIN : 02544807)

Nikhil Singh
Company Secretary

Place: Mumbai
Date: 07th May, 2024

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

1. Background

The Company was incorporated on 21st March, 1986 under Companies Act, 1956 and is domiciled in India. The registered office of the Company is located at 70 – C, Nehru Road, Near Santacruz Airport, Vile Parle (East), Mumbai – 400 099, India. Its shares are listed and traded on the Bombay Stock Exchange and National Stock Exchange in India. The Company is in the hospitality business. Currently, it has hotels in the states of Maharashtra (Mumbai, Pune, Nashik, Murud, Aurangabad), Goa (Benaulim), Orissa (Puri, Konark), Gujarat (Jamnagar) and Uttar Pradesh (Ayodhya).

The standalone financial statements of the Company for the year ended 31st March, 2024 were approved and adopted by board of directors of the Company in their meeting held on 07th May, 2024.

2. Material accounting policy information

2.1. Statement of compliance

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

2.2. Basis of preparation and presentation

These standalone financial statements have been prepared on an accrual and going concern basis except for the following assets and liabilities which have been measured at fair value:

i) Certain financial assets and liabilities (including derivative instruments);

ii) Defined benefit plans – plan assets;

The accounting policies are applied consistently to all the periods presented in the standalone financial statements.

The standalone financial statements are in accordance with Division II of Schedule III to the Act, as applicable to the Company.

(a) Functional and presentation of currency

The standalone financial statements are prepared in Indian Rupees which is also the Company's functional currency. All amounts are rounded to the nearest rupees in lakhs.

(b) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Further details are set out in note no. 57.

Fair values have been determined for measurement and / or disclosure purpose using methods as prescribed in "Ind AS 113 Fair Value Measurement".

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

(c) Use of significant accounting estimates, judgements and assumptions

The preparation of these standalone financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of standalone financial statements and reported amounts of income and expenses for the periods presented. The Company based its assumptions and estimates on parameters available when the standalone financial statements were prepared. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Significant estimates and critical judgement in applying these accounting policies are described below:

i) Property, plant & equipment, investment property and Intangible assets:

The Company has estimated the useful life, residual value and method of depreciation / amortisation of property, plant & equipment, investment property and intangible assets based on its internal technical assessment. Property, plant & equipment, investment property and intangible assets represent a significant proportion of the asset base of the Company. Further, the Company has estimated that scrap value of property, plant & equipment and investment property would be able to cover the residual value & decommissioning costs of property, plant & equipment and investment property. Therefore, the estimates and assumptions made to determine useful life, residual value, method of depreciation / amortisation and decommissioning costs are critical to the Company's financial position and performance.

ii) Impairment of financial assets:

The impairment provisions for standalone financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on industry practice, Company's past history and existing market conditions as well as forward looking estimates at the end of each reporting period.

For trade receivables the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of trade receivables.

iii) Contingencies:

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies / claim / litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

iv) Income taxes:

Provision for tax liabilities requires judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the statement of profit and loss.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

v) Measurement of defined benefit plan & other long-term benefits:

The cost of the defined benefit gratuity plan / other long-term benefits and the present value of the gratuity obligation / other long-term benefits are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation / other long-term benefits are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

vi) Loyalty program:

The Company estimates the fair value of points awarded under the Loyalty Programme based on past experience of use of points by customers and expected usage in future.

vii) Impairment of investment in subsidiaries and joint venture entity:

In the opinion of the management, investments/ advances in subsidiaries are considered long term and strategic in nature and in view of future business growth / asset base, the value of long term investments and loan & advances given are considered good except in case of a subsidiary and joint venture, considering adverse factors which have severely affected its financial position and expansion plans, on a consideration of prudence, provision has been made for impairment of investment/ advances.

viii) Impairment of non-financial assets:

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of a) fair value of assets less cost of disposal and b) its value in use. Value in use is the present value of future cash flows expected to derive from an assets or Cash-Generating Unit (CGU).

Based on the assessment done at each balance sheet date, recognized impairment loss is further provided or reversed depending on changes in circumstances. After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. If the conditions leading to recognition of impairment losses no longer exist or have decreased, impairment losses recognized are reversed to the extent it does not exceed the carrying amount that would have been determined after considering depreciation / amortization had no impairment loss been recognized in earlier years.

ix) Corporate guarantee: Refer note no. 46.2.

x) Going concern: Refer note no. 56.

2.3. Changes in accounting policies

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31st March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1st April 2023. The Company applied for the first-time these amendments.

Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments had an impact on the Company's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Company's standalone financial statements.

Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the Company's standalone financial statements.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments had no impact on the Company's standalone financial statements.

2.4. Presentation and disclosure of standalone financial statement

All assets and liabilities have been classified as current and non-current as per Company's normal operating cycle and other criteria set out in the division II of Schedule III of the Companies Act, 2013 for a company whose standalone financial statements are made in compliance with the Companies (India Accounting Standards) Rules, 2015.

Based on the nature of service i.e. hospitality and the time between rendering of services and their realization in cash and cash equivalents, 12 months has been considered by the Company for the purpose of current / non-current classification of assets and liabilities.

2.5. Property, Plant and Equipment and Depreciation

Recognition and measurement

Properties plant and equipment are stated at their cost of acquisition. Cost of an item of property, plant and equipment includes purchase price including non-refundable taxes and duties, borrowing cost directly attributable to the qualifying asset, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and the present value of the expected cost for the dismantling/ decommissioning of the asset.

Parts (major components) of an item of property, plant and equipments having different useful lives are accounted as separate items of property, plant and equipments.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under "Other non-current assets".

Capital work-in-progress comprises of cost incurred on property, plant and equipment under construction / acquisition that are not yet ready for their intended use at the Balance Sheet Date.

Depreciation and useful lives

Depreciation on the property, plant and equipment (other than freehold land and capital work in progress) is provided on a straight-line method (SLM) over their useful lives which is in consonance of useful life mentioned in Schedule II to the Companies Act, 2013.

Building on leasehold lands and improvements to building on leasehold land / premises are amortized over the period of lease or useful life whichever is lower.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted prospectively.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

De-recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is de-recognised.

2.6. Intangible assets and amortisation

Recognition and measurement

Intangible assets are recognized only if it is probable that the future economic benefits attributable to asset will flow to the Company and the cost of asset can be measured reliably. Intangible assets are stated at cost of acquisition/development less accumulated amortization and accumulated impairment loss if any.

Cost of an intangible asset includes purchase price including non-refundable taxes and duties, borrowing cost directly attributable to the qualifying asset and any directly attributable expenditure on making the asset ready for its intended use.

Intangible assets under development comprises of cost incurred on intangible assets under development that are not yet ready for their intended use as at the Balance Sheet date.

Amortization and useful lives

Computer softwares are amortized in 10 years on straight line basis. Amortisation methods and useful lives are reviewed at each financial year end and adjusted prospectively. In case of assets purchased during the year, amortization on such assets is calculated on pro-rata basis from the date of such addition.

2.7. Investment property and depreciation

Investment Property is property (land or a building – or a part of a building – or both) held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods and services or for administrative purposes. Investment properties are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.

Any gain or loss on disposal of investment property calculated as the difference between net proceeds from disposal and the carrying amount of Investment Property is recognized in Statement of Profit and Loss.

Depreciation and useful lives

Depreciation on the investment property (other than freehold land) is provided on a straight-line method (SLM) over their useful lives which are in consonance of useful life mentioned in Schedule II to the Companies Act, 2013.

Building on leasehold lands and improvements to building on leasehold land / premises are amortized over the period of lease or useful life whichever is lower.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted prospectively.

2.8. Inventories

Inventories comprises of stock of food, beverages, stores and operating supplies and are valued at lower of cost (computed on weighted average basis) or net realizable value. Purchase of operating supplies (other than initial acquisition during the pre-commencement of the hotel and commencement of new restaurants / outlets) is charged to statement of profit and loss in the year of consumptions. The cost comprises of cost of purchases, duties and taxes (other than those subsequently recoverable) and other costs incurred in bringing them to their present location and condition. Cost of inventories is arrived at after providing for cost of obsolescence.

2.9. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined

terms of payment and excluding taxes or duties collected on behalf of the government and discounts given to the customers.

(i) Revenue comprises of sale of rooms, banquets, food & beverages and allied services relating to hotel operations. Revenue is recognised upon rendering of service. Sales and services net of indirect taxes and discounts. Revenue yet to be billed is recognised as unbilled revenue.

(ii) Initial non-refundable membership fee is recognised as income over the period of validity of membership which reflects the expected utilization of membership benefits.

(iii) Annual membership fees collected from members [in respect of both under refundable and non-refundable membership scheme] are recognised as income on time proportion basis.

(iv) Management fees under hotel management arrangement are recognised in accordance with terms of the arrangement.

(v) Dividend income on investments is accounted for in the year in which the right to receive is established, which is generally when shareholders approve the dividend.

(vi) For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

(vii) Income from rentals is recognized as an income in the statement of profit and loss on a straight-line basis over the lease term.

2.10 Investment in subsidiaries, associates and jointly controlled entities

The Company's investment in instruments of subsidiaries, associates and jointly controlled entities are accounted for at cost.

2.11 Government grants

Government grants are recognized in the period to which they relate when there is reasonable assurance that the grant will be received and that the Company will comply with the attached conditions. Government grants are recognized in the statement of profit and loss on systematic basis over a period in which the Company recognizes as expenses the related costs for which the grants are intended to compensate.

2.12 Foreign currency transaction

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. As at the Balance Sheet date, foreign currency monetary items are translated at closing exchange rate. Exchange difference arising on settlement or translation of foreign currency monetary items are recognised as income or expense in the year in which they arise.

Foreign currency non-monetary items which are carried at historical cost are reported using the exchange rate at the date of transactions.

2.13 Employee benefits

- Short-term employee benefits

  All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss in the period in which the employee renders the related service.

- Post-employment benefits & other long-term benefits

  a. Defined contribution plan

  The defined contribution plan is a post-employment benefit plan under which the Company contributes fixed contribution to a Government Administered Fund and will have no obligation to pay further contribution. The Company's defined contribution plan comprises of Provident Fund, Labour Welfare

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Fund and Employee State Insurance Scheme. The Company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the period in which the employee renders the related service.

b. Post-employment benefits & other long-term benefits

The Company has defined benefit plans comprising of gratuity and other long term benefits in the form of leave benefits and long service rewards. Company's obligation towards gratuity liability is funded plan and is managed by Life Insurance Corporation of India (LIC). The present value of the defined benefit obligations and certain other long term employee benefits [privilege leave and sick leave] is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

For gratuity plan, re-measurements comprising of (a) actuarial gains and losses, (b) the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and (c) the return on plan assets (excluding amounts included in net interest on the post-employment benefits liability) are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Such re-measurements are not reclassified to statement of profit and loss in subsequent periods.

The expected return on plan assets is the Company's expectation of average long-term rate of return on the investment of the fund over the entire life of the related obligation. Plan assets are measured at fair value as at the Balance Sheet date.

Gains or losses on the curtailment or settlement of defined benefit plan are recognised when the curtailment or settlement occurs.

Actuarial gains or losses arising on account of experience adjustment and the effect of changes in actuarial assumptions for other employee benefit plan [other than gratuity] are recognized immediately in the Statement of Profit and Loss as income or expense.

The cost of providing benefit under long service awards scheme is determined on the basis of estimated average cost of providing service and calculated arithmetically considering materiality.

2.14 Borrowing costs

Borrowing costs (net of interest income on temporary investments) that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the respective asset till such time such asset is ready for its intended use or sale. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Ancillary cost of borrowings in respect of loans not disbursed are carried forward and accounted as borrowing cost in the year of disbursement of loan. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest expenses calculated as per effective interest method, exchange difference arising from foreign currency borrowings to the extent they are treated as an adjustment to the borrowing cost and other costs that an entity incurs in connection with the borrowing of funds.

2.15 Leases

Company as a lessee

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract

is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease and non-lease component on the basis of their relative standalone prices.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprise of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date net of lease incentive received, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortised cost using the effective interest method.

The Company has elected not to recognize right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortised cost using the effective interest method.

Lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

Right-of-use assets and lease liability balances are adjusted on partial / full termination of lease and corresponding gain / loss on such partial / full termination is charged to other income / other expenses in the Statement of Profit and Loss.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Company as a lessor

Lease income from operating leases where the Company is a lessor is recognised (net of GST) in income on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature.

2.16 Taxes on income

Tax expenses for the year comprises of current tax, deferred tax charge or credit and adjustments of taxes for earlier years. In respect of amounts adjusted outside profit or loss (i.e. in other comprehensive income or equity), the corresponding tax effect, if any, is also adjusted outside profit or loss.

Provision for current tax is made as per the provisions of Income Tax Act, 1961. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, and deferred tax assets are recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which such deferred tax assets can be utilized. In situations where the Company has unused tax losses and unused tax credits, deferred tax assets are recognised only if it is probable that they can be utilized against future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each Balance Sheet date.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes previously unrecognized deferred tax assets to the extent that it has become probable that future taxable profit allows deferred tax assets to be recovered.

2.17 Cash and cash equivalent

Cash and cash equivalents include cash in hand, bank balances, deposits with banks (other than on lien) and all short term and highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

For the purpose of cash flow statement, cash and cash equivalent as calculated above also includes outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

2.18 Cash flow statement

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

2.19 Provisions, contingent liabilities and contingent assets

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When

discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company does not recognize a contingent asset but discloses its existence in the standalone financial statements if the inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

2.20 Non-current assets held for sale and discontinued operations

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits and financial assets which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale.

Non-current assets and liabilities classified as held for sale are presented separately from the other assets and liabilities in the balance sheet.

2.21 Earnings per share

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

2.22 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit or loss.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

2.22.1. Financial assets

All regular way purchases or sales of financial assets are recognized and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

Investments in equity instruments at FVTOCI

On initial recognition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

A financial asset is held for trading if:

- It has been acquired principally for the purpose of selling it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- It is a derivative that is not designated and effective as a hedging instrument or a financial guarantee. Dividends on these investments in equity instruments are recognised in profit or loss when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in profit or loss are included in the 'Other income' line item.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

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

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model based on 'simplified approach' for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in statement of profit and loss.

De-recognition of financial asset

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On de-recognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognize under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of

that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognized on the basis of the relative fair values of those parts.

2.22.2. Financial liability and equity instrument

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs. Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for de-recognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- t has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies, may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss. The

net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

However, for non-held-for-trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss, in which case these effects of changes in credit risk are recognised in profit or loss. The remaining amount of change in the fair value of liability is always recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are reflected immediately in retained earnings and are not subsequently reclassified to profit or loss.

Gains or losses on financial guarantee contracts and loan commitments issued by the Company that are designated by the Company as at fair value through profit or loss are recognised in profit or loss.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability or (where appropriate) a shorter period, to the gross carrying amount on initial recognition.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

Commitments to provide a loan at a below-market interest rate

Commitments to provide a loan at a below-market interest rate are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Compound financial instruments

The liability component of a compound financial instrument is recognised initially at fair value of a similar liability that does not have an equity component. The equity component is recognised initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and the equity components, if material, in proportion to their initial carrying amounts.

Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Reclassification

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

De-recognition of financial liabilities

The Company de-recognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in profit or loss.

3. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

4. Property, plant and equipment

I Gross carrying value

Particulars	Freehold land	Building	Leasehold Improvements (Refer note no. 4.2)	Plant & equipment	Furniture & fixtures	Vehicles	Office equipments	Total
Balance as at 31st March 2022	**2,561.08**	**6,515.30**	**19,331.75**	**2,264.13**	**325.61**	**47.77**	**92.04**	**31,137.68**
Additions during the year 2022-23	-	5.77	47.39	89.20	25.63	6.34	8.22	182.55
Deletions during the year 2022-23	-	-	4.42	25.63	0.68	-	4.66	35.39
Assets classified as held for sale	2,561.08	6,519.56	-	683.63	71.15	0.00	27.31	9,862.73
Balance as at 31st March 2023	**-**	**1.51**	**19,374.72**	**1,644.07**	**279.41**	**54.11**	**68.29**	**21,422.11**
Additions during the year 2023-24	-	-	28.09	198.11	59.72	27.68	54.29	367.89
Deletions during the year 2023-24	-	-	-	8.61	0.62	3.38	0.76	13.37
Balance as at 31st March 2024	**-**	**1.51**	**19,402.81**	**1,833.57**	**338.51**	**78.41**	**121.82**	**21,776.63**

II Accumulated depreciation

Particulars	Freehold land	Building	Leasehold Improvements (Refer note no. 4.2)	Plant & equipment	Furniture & fixtures	Vehicles	Office equipments	Total
Balance as at 31st March 2022	**-**	**813.12**	**3,825.38**	**1,217.30**	**177.40**	**23.11**	**83.43**	**6,139.74**
Additions during the year 2022-23	-	131.70	650.24	137.45	24.10	4.19	11.03	958.71
Deletions during the year 2022-23	-	-	3.28	15.54	0.54	-	3.96	23.32
Assets classified as held for sale		944.44		486.98	34.68	-	24.13	1,490.23
Balance as at 31st March 2023	**-**	**0.38**	**4,472.34**	**852.23**	**166.28**	**27.30**	**66.37**	**5,584.90**
Additions during the year 2023-24	-	0.04	650.26	101.97	39.16	5.90	10.29	807.62
Deletions during the year 2023-24	-	-	-	3.88	0.59	3.18	0.72	8.37
Balance as at 31st March 2024	**-**	**0.42**	**5,122.60**	**950.32**	**204.85**	**30.02**	**75.94**	**6,384.15**

III Net carrying amount

Particulars	Freehold land	Building	Leasehold Improvements (Refer note no. 4.2)	Plant & equipment	Furniture & fixtures	Vehicles	Office equipments	Total
Balance as at 31st March, 2023	**-**	**1.13**	**14,902.38**	**791.84**	**113.13**	**26.81**	**1.92**	**15,837.21**
Balance as at 31st March, 2024	**-**	**1.09**	**14,280.21**	**883.25**	**133.66**	**48.39**	**45.88**	**15,392.48**

4.1 For details of assets given as security (Refer note no. 26)

4.2 The leasehold improvements are constructed on land taken under cancellable lease.

4.3 The amount of capital commitment disclosed in note no. 46.1

4.4 Title deeds of immovable property not held in the name of the Company:

Particulars	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter /director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Property, plant and equipment	Building	1.96	Not available	Not available	01st April,1994	Insufficient legal documentation

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

5. Capital work-in-progress (CWIP)

Particulars	As at 31st March 2024	As at 31st March 2023
Opening balance	60.84	23.62
Add: Additions during the year	700.39	268.62
Less: Capitalised during the year	490.44	176.55
Less: Transferred to Expenses	17.44	54.85
Closing balance	**253.36**	**60.84**

5.1 CWIP ageing schedule

Particulars	As at 31st March, 2024				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Projects in progress					
Stamp Duty & Registration - IRA Ayodhya	39.32	-	-	-	39.32
Stamp Duty & Brokerage - Corporate office (upcoming projects)	74.47	-	-	-	74.47
Stamp Duty & Registration - IRA Noida	49.49	-	-	-	49.49
Stamp Duty & Registration - Orchid Dehradun	36.51	-	-	-	36.51
Lifts & Elevators - The Orchid Mumbai	30.23	-	-	-	30.23
Misc & Gen Equipment - Orchid Jamnagar	1.63	-	-	-	1.63
Architectural Fees - Lotus Goa	21.71	-	-	-	21.71
	253.36	**-**	**-**	**-**	**253.36**
(ii) Projects temporarily suspended	-	-	-	-	-

Particulars	As at 31st March, 2023				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Projects in progress					
Heat Pump - VITS Mumbai	14.05	-	-	-	14.05
HVAC System - VITS Mumbai	22.54	-	-	-	22.54
AC Plant & Air Condition - The Orchid	3.50	-	-	-	3.50
Mobile Phone - The Orchid	0.06	-	-	-	0.06
Godrej Locker - Lotus Murud	2.11	-	-	-	2.11
	42.26	**-**	**-**	**-**	**42.26**
(ii) Projects temporarily suspended					
Kitchen Equipment - The Orchid	-	-	-	18.58	18.58
	-	**-**	**-**	**18.58**	**18.58**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

6 Other intangible assets

I **Gross carrying value**

Particulars	Software	Total
Balance as at 31st March, 2022	**116.94**	**116.94**
Additions during the year 2022-23	0.51	0.51
Deletions during the year 2022-23	0.40	0.40
Assets classified as held for sale	10.73	10.73
Balance as at 31st March, 2023	**106.32**	**106.32**
Additions during the year 2023-24	16.40	16.40
Deletions during the year 2023-24	0.27	0.27
Balance as at 31st March, 2024	**122.45**	**122.45**

II **Accumulated amortization**

Particulars	Software	Total
Balance as at 31st March, 2022	**52.25**	**52.25**
Additions during the year 2022-23	11.83	11.83
Deletions during the year 2022-23	0.40	0.40
Assets classified as held for sale	6.86	6.86
Balance as at 31st March, 2023	**56.82**	**56.82**
Additions during the year 2023-24	11.47	11.47
Deletions during the year 2023-24	0.14	0.14
Balance as at 31st March, 2024	**68.15**	**68.15**

III **Net carrying amount**

Particulars	Software	Total
Balance as at 31st March, 2023	**49.50**	**49.50**
Balance as at 31st March, 2024	**54.30**	**54.30**

6.1 Software is other than internally generated software.

6.2 Balance useful life of intangible assets as at 31st March, 2024 is 1 to 9 years (Previous year: 1 to 9 years).

7 Right of use assets (Refer note no. 51)

I **Gross carrying value**

Particulars	Land & building	Total
Balance as at 31st March, 2022	**448.89**	**448.89**
Additions during the year 2022-23	-	-
Deletions during the year 2022-23	-	-
Balance as at 31st March, 2023	**448.89**	**448.89**
Additions during the year 2023-24	906.40	906.40
Deletions during the year 2023-24	-	-
Balance as at 31st March, 2024	**1,355.29**	**1,355.29**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

II **Accumulated amortization**

Particulars	Land & building	Total
Balance as at 31st March, 2022	**42.94**	**42.94**
Additions during the year 2022-23	14.30	14.30
Deletions during the year 2022-23	-	-
Balance as at 31st March, 2023	**57.24**	**57.24**
Additions during the year 2023-24	52.34	52.34
Deletions during the year 2023-24	-	-
Balance as at 31st March, 2024	**109.58**	**109.58**

III **Net carrying amount**

Particulars	Land & building	Total
Balance as at 31st March, 2023	**391.65**	**391.65**
Balance as at 31st March, 2024	**1,245.71**	**1,245.71**

8 Investment property

I **Gross carrying value**

Particulars	Freehold Land	Building	Building on leasehold land (Refer note 8.3)	Total
Balance as at 31st March, 2022	**178.09**	**8.94**	**950.85**	**1,137.88**
Additions during the year 2022-23	-	-	-	-
Deletions during the year 2022-23	134.40	-	-	134.40
Balance as at 31st March, 2023	**43.69**	**8.94**	**950.85**	**1,003.48**
Additions during the year 2023-24	-	-	-	-
Deletions during the year 2023-24	-	-	-	-
Balance as at 31st March, 2024	**43.69**	**8.94**	**950.85**	**1,003.48**

II **Accumulated depreciation**

Particulars	Freehold Land	Building	Building on leasehold land (Refer note 8.3)	Total
Balance as at 31st March, 2022	-	**0.98**	**144.34**	**145.32**
Additions during the year 2022-23	-	0.16	23.40	23.56
Deletions during the year 2022-23	-	-	-	-
Balance as at 31st March, 2023	-	**1.14**	**167.74**	**168.88**
Additions during the year 2023-24	-	0.16	23.46	23.62
Deletions during the year 2023-24	-	-	-	-
Balance as at 31st March, 2024	-	**1.30**	**191.20**	**192.50**

III **Net carrying amount**

Particulars	Freehold Land	Building	Building on leasehold land (Refer note 8.3)	Total
Balance as at 31st March, 2023	**43.69**	**7.80**	**783.11**	**834.60**
Balance as at 31st March, 2024	**43.69**	**7.64**	**759.65**	**810.98**

8.1 Depreciation is provided on investment property based on useful life on Straight Line Method (Refer note no. 2.7).

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

8.2 For details of assets given as security (Refer note no. 26)

8.3 The leasehold improvements are constructed on land taken under cancellable lease. Refer note no. 51 for details on future minimum lease rentals.

8.4 Amount recognized in Statement of Profit and Loss for investment properties:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Rental income derived from investment property (Refer note no. 8.5)	124.10	109.78
Direct operating expenses (including repairs and maintenance) generating rental income	26.52	19.18
Direct operating expenses (including repairs and maintenance) that did not generate rental income	0.92	2.48
Profit from leasing of investment properties before depreciation	**96.66**	**88.12**
Less: Depreciation expenses	22.45	23.40
Profit / (loss) from leasing of investment properties after depreciation	**74.21**	**64.72**

8.5 Leasing arrangement.

Certain investment properties are leased to tenants under cancellable / non-cancellable operating leases with rentals payable monthly.

8.6 Fair value

Particulars	As at 31st March, 2024	As at 31st March, 2023
Fair value of investment properties	1,477.86	1,518.81

8.7 The Company's investment properties consist of land situated at Kottayam (Kerala), Baddi (Himachal Pradesh), Residential flat at Nagpur and office building in Mumbai. The best evidence of fair value is current prices in an active market for similar properties. Company has considered ready reckoner rates as the main input for valuation of these investment properties. All resulting fair value estimates for investment properties are included in Level 2.

9. Assets classified as held for sale

I Gross carrying value

Particulars	Property, plant and equipment					Other intangible assets	Capital work-in-progress (CWIP)	Total
	Freehold land	Building	Plant & equipment	Furniture & fixtures	Office equipments	Software		
Balance as at 31st March 2022	**2,561.08**	**6,519.56**	**683.63**	**71.15**	**27.31**	**10.73**	**-**	**9,873.46**
Additions during the year 2022-23	-	-	-	-	-	-	-	-
Deletions during the year 2022-23	-	-	-	-	-	-	-	-
Balance as at 31st March 2023	**2,561.08**	**6,519.56**	**683.63**	**71.15**	**27.31**	**10.73**	**-**	**9,873.46**
Additions during the year 2023-24	-	4.60	98.64	0.14	3.76	-	24.09	131.23
Deletions during the year 2023-24	2,561.08	6,524.16	782.27	71.29	31.07	10.73	24.09	10,004.69
Balance as at 31st March 2024	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

II Accumulated depreciation

Particulars	Property, plant and equipment					Other intangible assets	Capital work-in-progress (CWIP)	Total
	Freehold land	Building	Plant & equipment	Furniture & fixtures	Office equipments	Software		
Balance as at 31st March 2022	**-**	**944.44**	**486.98**	**34.68**	**24.13**	**6.86**	**-**	**1,497.09**
Additions during the year 2022-23	-	-	-	-	-	-	-	-
Deletions during the year 2022-23	-	-	-	-	-	-	-	-
Balance as at 31st March 2023	**-**	**944.44**	**486.98**	**34.68**	**24.13**	**6.86**	**-**	**1,497.09**
Additions during the year 2023-24	-	-	-	-	-	-	-	-
Deletions during the year 2023-24	-	944.44	486.98	34.68	24.13	6.86	-	1,497.09
Balance as at 31st March 2024	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

III Net carrying amount

Particulars	Property, plant and equipment					Other intangible assets	Capital work-in-progress (CWIP)	Total
	Freehold land	Building	Plant & equipment	Furniture & fixtures	Office equipments	Software		
Balance as at 31st March, 2023	**2,561.08**	**5,575.12**	**196.65**	**36.47**	**3.18**	**3.87**	**-**	**8,376.37**
Balance as at 31st March, 2024	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

10. Non-current financial assets : Investments in subsidiaries and joint ventures

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unquoted		
(A) Investment in equity instruments (fully paid) (At cost)		
(i) Investment in wholly owned subsidiaries		
Orchid Hotels Pune Private Limited (OHPPL) 1,17,64,706 equity shares (Previous year : 1,17,64,706) of Rs. 10 each	9,327.75	9,327.75
Less: Impairment in value of investment (Refer note no. 10.1)	4,327.75	4,327.75
	5,000.00	**5,000.00**
Fort Jadhavgadh Hotels Private Limited 10,000 equity shares (Previous year : 10,000) of Rs. 10 each	1.00	1.00
Orchid Hotels Eastern (India) Private Limited (formerly known has Green Dot Restaurants Private Limited) 10,000 equity shares (Previous year : 10,000) of Rs. 10 each	1.00	1.00
Mahodadhi Palace Private Limited 10,000 equity shares (Previous year : 10,000) of Rs. 10 each	1.00	1.00
Kamat Restaurants (India) Private Limited 10,000 equity shares (Previous year : 10,000) of Rs. 10 each	1.00	1.00
Envotel Hotels Himachal Private Limited 10,000 equity shares (Previous year : 10,000) of Rs. 10 each	1.00	-

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Particulars	As at 31st March, 2024	As at 31st March, 2023
(ii) Investments in Joint Venture		
Ilex Developers and Resorts Limited 2,66,500 equity shares (Previous year : 2,66,500) of Rs. 10 each	533.00	533.00
Less: Impairment in value of investment (Refer note no. 10.2)	533.00	533.00
	-	-
Total	**5,005.00**	**5,004.00**
Aggregate amount of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate book value of unquoted investment	9,865.75	9,864.75
Aggregate amount of impairment in value of investments	4,860.75	4,860.75

10.1 The Company had made a strategic and long term investment of Rs. 9,327.75 lakhs in the shares of OHPPL in earlier years. Considering the adverse financial position of OHPPL and arrangement with lenders of OHPPL, in the earlier years, the Company had made full provision for diminution of investment. Since, the financial performance of the hotel business of OHPPL has improved and also during the year ended 31st March, 2023, the secured loan of lender has been settled, reversal of impairment on Property, Plant and Equipment, the Company has partially reversed the provision for diminution upto Rs. 5,000.00 lakhs and is shown as exceptional income. Provision for diminution of investment remaining as on 31st March, 2024 and 31st March, 2023 amounts to Rs. 4,327.75 lakhs.

10.2 The Company has made a strategic and long term investment of Rs. 533.00 lakhs (Previous year: Rs.533.00 lakhs) in earlier years in the equity shares of Ilex Developers & Resorts Limited (Ilex), a 32.92% joint venture of the Company. In the earlier years, the Company had made full provision for impairment of investment based on assessment carried out by the management.

10.3 Company's investment in equity shares of wholly owned subsidiaries [Kamats Restaurants (India) Private Limited, Fort Jadhavgadh Hotels Private Limited, Mahodadhi Palace Private Limited, Orchid Hotels Eastern (India) Private Limited, and Orchid Hotels Pune Private Limited] and equity shares held in joint venture entity [ILEX Developers and Resorts Limited] is given as security against issue of 14% Rated Listed Secured Redeemable Non-Convertible Debentures by the Company [Refer note no. 26.1].

11. Non-current financial assets : Investment

Particulars	As at 31st March, 2024	As at 31st March, 2023
Investment measured at Fair Value Through Profit or Loss (FVTPL)		
- Investment in equity instruments		
(i) Quoted		
Royal Orchid Hotels Limited 50 equity shares (Previous year: 50) of Rs 10 each	0.18	0.14
(ii) Unquoted		
The Satara Sahakari Bank Limited 10,010 equity shares (Previous year: 10,010) of Rs. 50 each	20.18	17.84
Total	**20.36**	**17.98**
Aggregate amount of quoted investments	0.18	0.14
Aggregate market value of quoted investments	0.18	0.14
Aggregate book value of unquoted investment	20.18	17.84
Aggregate amount of impairment in value of investments	-	-

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

12. Non-current financial assets : Loans

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Unsecured, considered good unless otherwise stated)		
Loans to subsidiaries (considered doubtful)	418.74	418.74
Less: Impairment of advance given (Refer note no.12.2)	418.74	418.74
	-	-
Loan to related party (Refer note no.12.1 and 12.3)	20,329.78	21,704.00
Inter corporate deposit (considered doubtful)	200.00	200.00
Less: Impairment of advance given	200.00	200.00
	-	-
Total	**20,329.78**	**21,704.00**

12.1 Loans or advances to specified person

Type of Borrower	As at 31st March, 2024		As at 31st March, 2023	
	Amount of loan or advance in the nature of loan outstanding as at year end	Percentage to the total loans and advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding as at year end	Percentage to the total loans and advances in the nature of loans
(i) Related parties				
Orchid Hotels Pune Private Limited	17,511.62	84.40%	18,154.00	82.06%
Mahodadhi Palace Private Limited	418.74	2.02%	418.74	1.89%
Ilex Developers and Resorts Limited	883.88	4.26%	1,260.00	5.70%
(ii) Promoters				
Plaza Hotels Private Limited	1,934.28	9.32%	2,290.00	10.35%
	20,748.51	**100%**	**22,122.74**	**100.00%**

12.2 Loan to subsidiaries include outstanding loan of Rs. 418.74 lakhs as at 31st March 2024 (Previous year: Rs. 418.74 lakhs) given to Mahodadhi Palace Private Limited (MPPL) (wholly owned subsidiary), whose financial position have been affected due to adverse factor. Considering these adverse factors, in the earlier years the Company had made a provision of Rs. 418.74 lakhs for doubtful of recovery from this subsidiary.

Further, in view of various adverse factors and request made to holding company by MPPL for waiver of interest, the Company has waived off interest on this unsecured loan granted until there is improvement in the financial position of this entity. Considering there is no improvement in current year also, interest is continued to be waived off. This waiver is effective from 28th February 2017.

12.3 In the earlier years, considering the adverse financial position of Orchid Hotels Pune Private Limited (OHPPL) (wholly owned subsidiary) and arrangement with lenders of OHPPL, the Company had treated the unsecured loan to OHPPL as doubtful, made full provision in the books and also discontinued accruing interest income thereon. During the previous year, the Company has considered request from OHPPL for substantial waiver of old loan of Rs. 19,646.40 lakhs and agreed at settlement value of Rs. 6,000.00 lakhs, without further interest till the date of repayment. Consequently, the Company has reversed the provision of doubtful loan of Rs. 6,000.00 lakhs which is shown as exceptional income in the previous year. Company has received Rs. 2,700 lakhs towards part payment of settlement amount during the previous year.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

13. Non-current financial assets : Others

Particulars	As at 31st March, 2024	As at 31st March, 2023
Security deposits		
- Related Party (Refer note no.13.1 and 48)	2,262.05	2,140.84
- Others	352.09	128.51
Fixed deposits with original maturity more than 12 months (Refer note no. 13.2)	364.28	0.27
Total	**2,978.42**	**2,269.62**

13.1 Security deposit paid having carrying value of Rs. 8,000 lakhs as at 31st March, 2024 (Previous year: Rs.8,000 lakhs) is interest free and is given for leasehold land taken from Plaza Hotels Private Limited in which director of the Company is also member. This deposit has been fair valued under Ind AS 109 - Financial Instrument. Deferred lease asset arising out of the said fair valuation is being amortised on straight line basis (Refer note no. 15).

13.2 Fixed deposit is given as margin money to the Bank for guarantee given by bank to Government and other authorities on behalf of the Company.

14. Non-current tax assets (net)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Income tax payments (net of provision made there against)	1,937.09	1,478.82
Total	**1,937.09**	**1,478.82**

15. Other non-current assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Unsecured, considered good unless otherwise stated)		
Capital advances (considered doubtful)	194.75	189.43
Less: Impairment of advance given	188.65	188.65
	6.10	0.78
Others advances (considered doubtful) (Refer note no. 15.1)	488.62	488.62
Less: Impairment of advance given	488.62	488.62
	-	-
Deposit under protest with prothonotary and senior master, Bombay High Court	1,567.00	-
Deferred advance rentals	3,175.66	3,162.20
Prepaid expenses	21.82	15.72
Total	**4,770.58**	**3,178.70**

15.1 In terms of the Memorandum of Understanding with a Public Trust owning a plot of land in Mumbai, the Company had paid Rs. 488.62 lakhs as security deposit and incurred expenditure of Rs. 207.93 lakhs for a proposed hospitality project on the said land in earlier years. The owner did not fulfil his obligation to complete the infrastructure for the aforesaid project despite follow up by the Company. In view of inordinate delay in the projects, the expenditure incurred on the said incomplete project had been written off in earlier years and a provision had been made in the earlier years for the deposit paid to the said party. Company has initiated legal proceedings against the party and other party has also made counter claim for compensation and interest thereon. The matter is pending to be resolved. Adjustments, if any, to the expenditure written off and provision made as above, will be made on disposal / conclusion of the above matter in the year in which matter will be settled.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

16. Inventories

Particulars	As at 31st March, 2024	As at 31st March, 2023
(At lower of cost or net realisable value)		
Food and beverages	157.19	142.97
Stores and operating supplies	114.61	107.59
Total	**271.80**	**250.56**

16.1 The cost of inventories recognised as an expense amounted to Rs.3,408.57 lakhs (Previous year Rs. 2,802.87 lakhs). Refer note no. 3.5 for accounting policy for inventory valuation.

17. Current financial assets : Investment

Particulars	As at 31st March, 2024	As at 31st March, 2023
Quoted		
Investment measured at Fair Value Through Profit or Loss (FVTPL)		
50,000 (Previous year: 50,000) units of SBI PSU FUND - of Rs. 10 each	14.11	7.55
Total	**14.11**	**7.55**
Aggregate amount of quoted investments	14.11	7.55
Aggregate market value of quoted investments	5.00	5.00
Aggregate book value of unquoted investment	-	-
Aggregate amount of impairment in value of investments	-	-

18. Current financial assets : Trade receivables

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unsecured considered good, unless otherwise stated)		
- Considered good	816.78	815.68
- Considered doubtful	1,592.48	1,598.25
	2,409.26	**2,413.93**
Less: Allowance for expected credit loss (Refer note no. 18.1 and 18.2)	1,592.48	1,598.25
Total	**816.78**	**815.68**

18.1 The company recognizes loss allowances using the expected credit loss (ECL) model based on 'simplified approach'. Considering same there are trade receivable having significant credit risk

18.2 The reconciliation of Expected Credit Allowance (ECL) is as given below;

Particulars	As at 31st March, 2024	As at 31st March, 2023
Balance at the beginning	1,598.25	1,622.85
Add: Provision for ECL made during the year	-	-
Less: Provision for ECL written-back during the year	(5.77)	(24.60)
Balance at the year end	**1,592.48**	**1,598.25**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

18.3 Refer note no.44 for ageing.

18.4 Trade receivable includes receivable from related parties as given below. This included amount of Rs. 196.50 lakhs (Previous year: Rs. 77.46 lakhs) from entities in which director of the Company is also director.

Particulars	As at 31st March, 2024	As at 31st March, 2023
- From related parties (Refer note no. 48)		
Orchid Hotel Pune Private Limited	187.59	70.81
Ilex Developers & Resorts Limited	8.91	6.65
Envotel Hotels Himachal Private Limited (Formerly known as Orchid Hotels Himachal Private Limited)	11.50	-
Total	**196.50**	**77.46**

19. Current financial assets : Cash and cash equivalents

Particulars	As at 31st March, 2024	As at 31st March, 2023
Balances with bank		
- In current accounts	316.72	631.82
- In deposit account with original maturity less than 3 months	15.93	25.15
Cash in hand	22.86	18.07
Total	**355.51**	**675.04**

20 Current financial assets : Other bank balance

Particulars	As at 31st March, 2024	As at 31st March, 2023
Margin money in fixed deposits with banks (Refer note no. 20.1)	1,865.60	1,120.29
Balance in bank - Escrow account (Refer note no. 20.2)	485.58	288.63
Total	**2,351.18**	**1,408.92**

20.1 Fixed deposit as margin money with bank include minimum amount need to maintain in Debt Service Reserve Account as per the terms of Debenture Trust Deed and for guarantee given by bank to Government & other authorities on behalf of the Company.

20.2 Balance with bank (escrow account) is maintained for servicing of dues payable to debenture holder.

21. Current financial assets : Loans

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Unsecured considered good, unless otherwise stated)		
Loans and advances to employees	0.05	0.87
Total	**0.05**	**0.87**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

22. Current financial assets : Others

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Unsecured, considered good unless otherwise stated)		
Interest receivable from:		
- Wholly owned subsidiary on loans and advances	456.66	328.68
- Joint Venture on loans and advances	66.21	39.77
- Promoter Company on loans and advances	364.67	72.28
- On bank deposits and Investments	31.05	11.77
- Wholly owned subsidiary on loans and advances (considered doubtful)	3.62	3.62
Less: Provision for doubtful Loans and advances	3.62	3.62
	-	-
Security deposit	13.17	12.55
Total	**931.76**	**465.05**

23. Other current assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Unsecured, considered good unless otherwise stated)		
Advances to vendors	260.57	59.65
GST receivable on vendor payment	23.71	17.93
Balances with Government authorities (considered doubtful) (Refer note no. 23.1)	1,434.47	186.58
Prepaid expenses	274.03	229.90
Others	25.11	12.70
Total	**2,017.89**	**506.76**

23.1 Balance of authorities includes input tax credit (ITC) of Rs.12.88 lakhs (Previous year: Rs. 12.88 lakhs) of Goods and service tax (GST) taken based on legal interpretation.

24. Equity share capital

Particulars	As at 31st March, 2024	As at 31st March, 2023
Authorised capital		
3,42,50,000 (Previous year: 3,42,50,000) Equity Shares of Rs. 10 each	3,425.00	3,425.00
Issued		
2,67,68,964 (Previous year: 2,55,15,363) Equity Shares of Rs. 10 each	2,676.90	2,551.54
Subscribed and paid-up		
2,59,06,464 (Previous year: 2,46,52,863) Equity Shares of Rs. 10 each, fully paid up	2,590.65	2,465.29
Forfeited and partly paid-up		
8,62,500 Forfeited equity shares partly paid-up (Previous year: 8,62,500)	58.85	58.85
Total	**2,649.50**	**2,524.14**

24.1 Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

Particulars	Opening balance	Fresh issue/ (buy-back)	Closing balance
Equity shares			
Year ended 31st March, 2024			
- Number of equity shares	2,46,52,863	12,53,601	2,59,06,464
Year ended 31st March, 2023			
- Number of equity shares	2,35,84,058	10,68,805	2,46,52,863

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

24.2 Terms/ rights attached to equity shares :

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, there are no preferential amounts inter se equity shareholders. The distribution will be in proportion to the number of equity shares held by the shareholders (after due adjustment in case shares are not fully paid up).

24.3 During the year the Company has issued 12,53,601 (previous year: 10,68,805) equity share to promoters having face value of Rs. 10 at Rs. 97 per share, against conversion of share warrants and accordingly premium of Rs.87 per share have been accounted in other equity as security premium.

24.4 Details of shareholders holding more than 5 % shares

Particulars	As at 31st March 2024		As at Previous year:	
	Number of shares	% held	Number of shares	% held
Plaza Hotels Private Limited	46,78,748	18.06%	40,14,748	16.29%
Dr. Vithal V. Kamat	38,44,592	14.84%	38,44,592	15.59%
Vishal Amusements Limited	51,57,342	19.91%	51,57,342	20.92%

24.5 Details of shares held by promoters in the company as at 31st March, 2024

Sr. No	Promoters Name	Opening no. of shares held	Closing no. of shares held	% of total shares	% Change during the year
1	Vithal V. Kamat (HUF)	1,49,864	1,49,864	0.58%	0.00%
2	Dr.Vithal V. Kamat	29,66,075	29,66,075	11.45%	0.00%
3	Vithal V. Kamat/Vidhya V. Kamat	7,28,653	7,28,653	2.81%	0.00%
4	Vishal V. Kamat	15,127	15,127	0.06%	0.00%
5	Vishal V. Kamat/Vidhya V. Kamat	500	500	0.00%	0.00%
6	Vidhya Vithal Kamat	96,121	6,85,722	2.65%	613.39%
7	Vidhya V. Kamat/Vithal Venketesh Kamat	1,000	1,000	0.00%	0.00%
8	Vidita V. Kamat/Vidhya V. Kamat	500	500	0.00%	0.00%
9	Vikram V. Kamat/Vidhya V. Kamat #	-	NA	NA	NA
10	Plaza Hotels Pvt Ltd	40,14,748	46,78,748	18.06%	16.54%
11	Kamat Development Pvt Ltd	8,39,272	8,39,272	3.24%	0.00%
12	Sangli Rubber Agro Pvt Ltd	7,57,000	7,57,000	2.92%	0.00%
13	Kamburger Foods Pvt Ltd *	40,551	40,551	0.16%	0.00%
14	Kamats Super Snacks Pvt Ltd *	1,82,445	1,82,445	0.70%	0.00%
15	Vishal Amusements Ltd	51,57,342	51,57,342	19.91%	0.00%
16	Kamat Holiday Resorts (Silvassa) Ltd #	2,76,439	NA	NA	NA
17	Savarwadi Rubber Agro Pvt Ltd	2,05,128	2,05,128	0.79%	0.00%
Total		**1,54,30,765**	**1,64,07,927**		

* These entities have merged with Vishal Amusement Limited with effect from 16th May, 2018, and share has been transferred in the name of transferee during the year, except Kamburger Foods Private Limited and Kamats Super Snacks Private Limited.

Mr. Vikram V. Kamat and Kamats Holiday Resorts (Silvassa) Ltd has been reclassified from the Promoter category to Public Category pursuant to approval of Stock Exchanges (BSE and NSE) dated 26th June 2023. Therefore, aforementioned members cease to be the part of Promoter group of the Company.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

24.6 Details of shares held by promoters in the company as at 31st March, 2023

Sr. No	Promoters Name	Opening no. of shares held	Closing no. of shares held	% of total shares	% Change during the year
1	Vithal V. Kamat (HUF)	1,49,864	1,49,864	0.61%	0.00%
2	Dr.Vithal V. Kamat	23,76,473	29,66,075	12.03%	24.81%
3	Vithal V. Kamat/Vidhya V. Kamat	7,28,653	7,28,653	2.96%	0.00%
4	Vishal V. Kamat	15,127	15,127	0.06%	0.00%
5	Vishal V. Kamat/Vidhya V. Kamat	500	500	0.00%	0.00%
6	Vidhya Vithal Kamat	95,621	96,121	0.39%	0.52%
7	Vidhya V. Kamat/Vithal Venketesh Kamat	1,000	1,000	0.00%	0.00%
8	Vidita V. Kamat/Vidhya V. Kamat	500	500	0.00%	0.00%
9	Vikram V. Kamat/Vidhya V. Kamat #	500	-	0.00%	-100.00%
10	Kamat Holdings Pvt Ltd *	15,00,000	-	0.00%	-100.00%
11	Indira Investments Pvt Ltd *	15,63,794	-	0.00%	-100.00%
12	Plaza Hotels Pvt Ltd	35,35,545	40,14,748	16.29%	13.55%
13	Kamat Development Pvt Ltd	8,39,272	8,39,272	3.40%	0.00%
14	Sangli Rubber Agro Pvt Ltd	7,57,000	7,57,000	3.07%	0.00%
15	Kamats Club Pvt Ltd *	4,900	-	0.00%	-100.00%
16	Kamburger Foods Pvt Ltd *	40,551	40,551	0.16%	0.00%
17	Kamats Super Snacks Pvt Ltd *	1,82,445	1,82,445	0.74%	0.00%
18	Karaoke Amusements Pvt Ltd	80,877	-	0.00%	-100.00%
19	Vishal Amusements Ltd	18,88,526	51,57,342	20.92%	173.09%
20	Kamat Holiday Resorts (Silvassa) Ltd	2,76,439	2,76,439	1.12%	0.00%
21	Kamat Eateries Pvt Ltd *	1,19,245	-	0.00%	-100.00%
22	Savarwadi Rubber Agro Pvt Ltd	2,05,128	2,05,128	0.83%	0.00%
Total		**1,43,61,960**	**1,54,30,765**		

* These entities have merged with Vishal Amusement Limited with effect from 16th May, 2018, and share has been transferred in the name of transferee during the year, except Kamburger Foods Private Limited and Kamats Super Snacks Private Limited.

500 Shares transferred by Mr. Vikram V. Kamat to Mrs. Vidhya Vithal Kamat.

25 Other equity

Particulars	As at 31st March, 2024	As at 31st March, 2023
Capital reserve (Refer note no 25.1)		
Balance at the beginning of the year	13.87	13.87
Add/(less) : Movements in during the year	-	-
Balance at the end of the year	13.87	13.87

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Particulars	As at 31st March, 2024	As at 31st March, 2023
Capital redemption reserve (Refer note no 25.2)		
Balance at the beginning of the year	266.50	266.50
Add/(less) : Movements in during the year	-	-
Balance at the end of the year	266.50	266.50
Securities premium (Refer note no 25.3)		
Balance at the beginning of the year	15,916.60	14,986.74
Add : Share premium on shares allotted during the year	1,090.63	929.86
Balance at the end of the year	17,007.23	15,916.60
Amalgamation reserve (Refer note no 25.4)		
Balance at the beginning of the year	280.06	280.06
Add/(less) : Movements in during the year	-	-
Balance at the end of the year	280.06	280.06
Share warrants (Refer note no 25.5)		
Proceeds from Issue of warrants (25% upfront amount)	1,170.60	1,429.78
Less:- Amount transfer to share capital and security premium account on conversion of warrants	(304.00)	(259.19)
Balance at the end of the year	866.60	1,170.60
Retained earnings		
Balance at the beginning of the year	4,047.44	(22,133.28)
Add: Profit/(loss) for the year	4,523.95	26,180.72
Balance at the end of the year	8,571.39	4,047.44
Other comprehensive income		
Balance at the beginning of the year	96.37	77.16
Add: Movement in OCI (Net) during the year	18.42	19.21
Balance at the end of the year	114.79	96.37
Total	**27,120.44**	**21,791.44**

25.1 Capital reserve represent profit on sale of fixed asset related to an entity amalgamated with Company in the earlier years.

25.2 Capital redemption reserve is credited by amount set aside for redemption of preference shares in earlier years.

25.3 Securities premium account is used to record the premium on issue of equity shares. The same will be utilised in accordance with the provisions of the Companies Act, 2013.

25.4 In terms of the Bombay High Court Order dated 13th January, 2012, the amalgamation reserve is not available for distribution as dividend by the Company.

25.5 Money received against share warrants consist of 25% upfront money received against issue of 35,73,608 (Previous year: 48,27,209) preferential convertible warrants which are pending for conversion into equity share. The Company will utilize the proceeds from the preferential issue of Warrants for the purpose of capital expenditures, repayment of debts, working capital requirements and for general corporate purposes.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

26. Non-current financial liabilities : Borrowings

Particulars	As at 31st March, 2024	As at 31st March, 2023
Secured		
Issuance of redeemable non-convertible debentures (Refer note no. 26.1)	5,808.60	29,420.23
Term loans		
- From others (Refer note no. 26.2)	11,093.85	-
Unsecured		
- Inter-corporate loan (Refer note no 26.3)	64.01	549.67
- Inter-corporate loan - related parties (Refer note no 26.4)	765.71	781.09
	17,732.17	30,750.99
Less: Current maturities of long term loans and debentures (Refer note no.,32)	570.44	13,864.05
Less: Interest accrued and due (Refer note no. 34)	92.75	53.08
Total	**17,068.98**	**16,833.86**

26.1 29,750, 14% redeemable non-convertible debentures of Rs.1,00,000/- each

26.1.1 The Company has allotted 29,750 "14% Rated Listed Secured Redeemable Non-Convertible Debentures" (NCDs) having face value of Rs. 1 lakh each amounting to Rs. 29,750.00 lakhs through private placement. The Company has utilized the issue proceeds towards settlement of secured debts of the Company, a subsidiary company, joint venture company and loan to a company belonging to the promoter. The redemption of NCDs shall be as per repayment schedule of Debenture Trust Deeds.

26.1.2 Nature of securities/ guarantees of secured debentures

(a) Non-convertible debenture aggregating to Rs. 29,420 lakhs are secured by:

(i) First ranking exclusive charge on lands at "The Orchid" at Vile Parle (East) (owned by Plaza Hotels Private Limited) together with hotel buildings and all appurtenances thereon; Hotel "VITS" at Andheri (East); hotel property at Lotus Goa, land & building belonging to promoter's company at Nagpur, hypothecation of all receivable and current assets of the Company, Orchid Hotels Pune Private Limited (OHPPL), Mahodadhi Palace Private Limited (MPPL), Ilex Developers and Resorts Limited (IDRL), Plaza Hotels Private Limited (PHPL) & Savarwadi Rubber Agro Private Limited (SRPL);

(ii) Pledge of equity shares of the Company held by promoters and promoter companies, pledge of equity shares held by the Company in subsidiaries & joint venture and Pledge of security held by promoter, promoter company and other group company in Plaza Hotels Private Limited & IDRL.

(b) NCDs are secured by corporate guarantee of subsidiaries, joint venture, PHPL, SRPL, Greenboom Developers & Resorts Limited, Vishal Amusements Limited & Kamat Development Private Limited and personal guarantee of Dr. Vithal V. Kamat and Mr. Vishal V. Kamat.

26.1.3 Terms of repayment

Particulars	Amount (in lakhs)
Financial year 2026-2027	18,750.00
Financial year 2025-2026	4,000.00
Financial year 2024-2025	4,000.00
Financial year 2023-2024	3,000.00

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

26.1.4 One time settlement of outstanding loan with ARC's and with banks

During the earlier year, the Company had proposed for settlement of outstanding loan and interest due to Asset Reconstruction Companies (ARCs), which was in-principle approved by the respective lenders. Further developments in this respect are as below:

During the previous year ended 31st March, 2023, the Company had settled and paid the dues of ARCs and obtained No Dues Certificates (NDC). The Company had accounted for settlement and derecognized the loan liability (principal and interest), the difference between liability as per books and the settlement amount is accounted as under :

- Rs. 7,773.47 lakhs is disclosed as ""Exceptional Income (net of expenses)"" and
- Rs. 2,451.51 lakhs is reversed from the finance cost for the year, the same pertains to finance cost accounted during previous financial year 2022-23 (i.e. prior to the settlement)."

In the opinion of the management, and in continuation of the view taken earlier, reporting for the event of default is not warranted and hence no intimation is required to be given to the stock exchange for unpaid loan instalments / settlement amounts till the date of settlements as required by SEBI circular dated 21st November, 2019. The statutory auditors have drawn attention on the said matter in their independent auditor's reports of earlier year.

26.2 Term loan sanctioned of Rs. 19,425.00 lakhs from Axis Finance Limited

The company has disbursed Rs 11,400.00 lakhs as on 31st March, 2024 from the said term loan.

26.2.1 Nature of securities/ guarantees w.r.t term loan

(a) First exclusive charge by way of registered/equitable mortgage over land along with the hotel structure- The Orchid Mumbai' along with 'KHIL House (except 5th and 6th floor)'. along with all borrowers development rights, title, interest of the borrower on the property, claims, benefits & the amenities thereon, both present and future.

(b) Negative lien on the land along with hotel structure Lotus Eco Beach Resort Goa' along with deposit of title deeds, along with all borrower's development rights, title, interest of the borrower on the property, claims, benefits and the amenities thereon, both present and future.

(c) First exclusive charge by way of hypothecation over all accounts, cashflows from all Hotels of the Borrower and Operating Companies group and current assets of the borrower and Operating companies group, both present and future.

(d) First exclusive charge by way of hypothecation over the movable fixed assets of the borrower and corporate guarantor group, both present and future, including any insurance proceeds from the security in clause (a) and (b).

(e) First exclusive charge by way of mortgage over Sewage Treatment Plant owned by Savarwadi Rubber Agro Private Limited.

(f) Pledge of 100% of shares of the corporate guarantor group

(g) Corporate Guarantee of corporate guarantor group

(h) Personal Guarantee of promoters i.e. Dr. Vithal Kamat, Mr. Vishal Kamat

(i) Corporate guarantors group:

(i) Orchid Hotels Pune Private Limited

(ii) Envotel Hotels Himachal Private Limited

(iii) Ilex Developers and Resorts limited

(iv) Plaza Hotels Private Limited

(v) Savarwadi Rubber Argo Private Limited

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

26.2.2 Rate of interest will be "Axis Finance Reference Rate" (AFL RR) less spread, payable monthly. The spread will be (5.4%) i.e., applicable rate will be 10.75% p.a.p.m.

26.2.3 Terms of repayment

Term loan is repayable in 48 unequal quarterly instalments as mentioned below :

Particulars	Quarter I	Quarter II	Quarter III	Quarter IV	Total
Financial year 2024-25	243.00	243.00	243.00	243.00	972.00
Financial year 2025-26	243.00	243.00	243.00	243.00	972.00
Financial year 2026-27	365.00	365.00	365.00	365.00	1,460.00
Financial year 2027-28	365.00	365.00	365.00	365.00	1,460.00
Financial year 2028-29	486.00	486.00	486.00	486.00	1,944.00
Financial year 2029-30	486.00	486.00	486.00	486.00	1,944.00
Financial year 2030-31	486.00	486.00	486.00	486.00	1,944.00
Financial year 2031-32	486.00	486.00	486.00	486.00	1,944.00
Financial year 2032-33	486.00	486.00	486.00	486.00	1,944.00
Financial year 2033-34	486.00	486.00	486.00	486.00	1,944.00
Financial year 2034-35	365.00	365.00	365.00	365.00	1,460.00
Financial year 2035-36	365.00	365.00	365.00	350.00	1,445.00

26.3 Intercorporate loan amounting to Rs. 64.01 lakhs (Previous year: Rs. 546.69 lakhs), carrying interest rate of 11% p.a is repayable after 1 year from the end of current year.

26.4 Intercorporate loan amounting to Rs. 707.92 lakhs (Previous year: Rs. 760.73 lakhs) is repayable not later than 10 years from the date of disbursement of loan or earlier on availability of funds with the Company.

26.5 Borrowings are guaranteed by executive chairman and managing director and his relatives;

Particulars*	As at 31st March, 2024	As at 31st March, 2023
Proceeds from non-convertible debenture holders	5,808.60	29,420.23
Term loan from others	11,093.85	-
Total	**16,902.45**	**29,420.23**

*Including interest outstanding

27. Lease liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Refer note no. 51)		
Non-current lease liabilities	940.33	101.18
Current lease liabilities	38.41	9.36
Total	**978.74**	**110.54**

28 Non-Current financial liabilities : Others

Particulars	As at 31st March, 2024	As at 31st March, 2023
Outstanding club membership deposit	3.88	9.92
Security deposits (Refer note no. 28.1)	66.32	64.35
Deposit from related party (Refer note no. 48)	38.52	34.11
Total	**108.72**	**108.38**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

28.1 Security deposit received having carrying value of Rs. 80.00 lakhs as at 31st March 2024 (Previous year: Rs. 80.00 lakhs) is interest free and is received against hotel property given by the Company under operation and management agreement. This deposit is fair valued in accordance with Ind AS 109 - Financial Instrument. Unwinding of deferred lease liability arising out of the said fair valuation is being recognised on straight line basis. (Refer note no. 35)

29 Non-current provisions

Particulars	As at 31st March, 2024	As at 31st March, 2023
Provision for gratuity (Refer note no. 50(ii)(a))	248.65	254.61
Provision for leave benefits (Refer note no. 50(ii)(b))	177.89	147.07
Total	**426.54**	**401.68**

30 Deferred tax liabilities

30.1 The income tax expense consists of the following:

Particulars	As at 31st March, 2024	As at 31st March, 2023
- Deferred tax charge/ (credit)	634.22	334.53
- Short / (excess) provision for current tax (net)	215.45	1.46
Total	**849.67**	**335.99**

30.2 The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in Statement of Profit and Loss is as follows:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Accounting profit / (loss) before tax from operations	5,373.62	26,516.71
Applicable income tax expense	25.168%	25.168%
	1,352.43	6,673.73
Tax effect of adjustments to reconcile expected income tax benefit to reported income tax expense:		
(i) Permanent disallowance	151.85	-
(ii) Adjustment in deferred tax w.r.t Ind AS	1,322.10	-
(iii) Income not taxable for tax purposes / expenses disallowed (net)	240.15	(6,339.20)
(iv) Impact in other comprehensive income	6.18	-
(v) Tax pertaining to prior years	215.45	1.46
(vi) Expenses disallowed for tax purposes u/s. 43(B)	(2,446.35)	-
(vii) Expenses allowable for tax purposes u/s. 43(B)	245.62	-
(viii) Tax on income at different rate	(237.77)	-
	(502.77)	(6,337.74)
Tax expense / (credit) reported in the statement of profit and loss	**849.67**	**335.99**

30.3 The tax rate used for 2023-2024 and 2022-2023 reconciliation above is the corporate tax rate (including cess and relevant surcharge) applicable for corporate entities in India on taxable profits under the Indian tax laws.

30.4 The management of the view that the company is not liable for income tax during the current financial year after considering judicial pronouncement and legal opinion as regards taxability of certain credit and allowability of certain items included in the financials statements

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

30.5 Reflected in Balance Sheet as follows:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Deferred tax liabilities		
Difference in net carrying value of property, plant and equipment, intangible assets and investment properties as per income tax and books	3,704.09	3,859.89
Sales tax deposit paid under protest claimed as allowable expenses	2.52	2.52
Expenses on issue of NCDs reduced from liability under IND AS, allowed	30.24	155.18
Lease expenses under IND AS 116	7.35	-
	3,744.20	4,017.59
Deferred tax assets		
Carried forward losses as per Income Tax Act, 1961	867.87	1,584.93
Expense allowed on payment basis as per Income tax act, 1961	534.99	431.37
Provision for doubtful debts and advances & contingencies	411.52	412.97
Lease expenses under IND AS 116	-	0.10
Fair value measurement of financial assets and liabilities (net)	480.03	605.18
	2,294.41	3,034.55
Net deferred tax assets/(liabilities) recognised	**1,449.79**	**983.04**

30.6 Movement of deferred tax during the year ended 31st March, 2024

Particulars	As at 31st March, 2024		
	Opening balance	Recognised in profit or loss	Closing balance
Deferred tax liabilities in relation to;			
Difference in net carrying value of property, plant and equipment, intangible assets and investment properties as per income tax and books	3,859.89	(155.80)	3,704.09
Sales tax deposit paid under protest claimed as allowable expenses	2.52	(0.00)	2.52
Expenses on issue of NCDs	155.18	(124.94)	30.24
Lease expenses under IND AS 116	-	7.35	7.35
	4,017.59	**(273.39)**	**3,744.20**
Deferred tax assets in relation to;			
Carried forward losses as per Income Tax Act, 1961	1,584.93	(717.06)	867.87
Expense allowed on payment basis as per Income tax act, 1961	431.37	103.62	534.99
Provision for doubtful debts and advances	412.97	(1.45)	411.52
Lease expenses under IND AS 116	0.10	(0.10)	-
Fair value measurement of financial assets and liabilities (net)	605.18	(125.15)	480.03
	3,034.55	**(740.14)**	**2,294.41**
Deferred tax (liabilities)/ assets (net)	**983.04**	**466.75**	**1,449.79**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

30.7 Movement of deferred tax during the year ended 31st March, 2023

Particulars	As at 31st March, 2023		
	Opening balance	Recognised in profit or loss	Closing balance
Deferred tax liabilities in relation to;			
Difference in net carrying value of property, plant and equipment, intangible assets and investment properties as per income tax and books	3,623.41	236.48	3,859.89
Sales tax deposit paid under protest claimed as allowable expenses	2.52	-	2.52
Expenses on issue of NCDs	-	155.18	155.18
	3,625.93	**391.66**	**4,017.59**
Deferred tax assets in relation to;			
Carried forward losses as per Income Tax Act, 1961	1,569.12	15.81	1,584.93
Expense allowed on payment basis as per Income tax act, 1961	405.86	25.51	431.37
Provision for doubtful debts and advances	419.16	(6.19)	412.97
Lease expenses under IND AS 116	0.69	(0.59)	0.10
Fair value measurement of financial assets and liabilities (net)	590.50	14.68	605.18
	2,985.33	**34.54**	**3,034.55**
Deferred tax (liabilities)/ assets (net)	**640.60**	**357.12**	**983.04**

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

31. Other non-current liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unamortized non-refundable membership deposit	155.43	229.90
Total	**155.43**	**229.90**

32. Current financial liabilities : Borrowings

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Secured)		
Current maturities of long term borrowings	570.44	13,864.05
Total	**570.44**	**13,864.05**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

33. Current financial liabilities : Trade payables

Particulars	As at 31st March, 2024	As at 31st March, 2023
Outstanding dues of micro enterprises and small enterprises	654.13	123.55
Outstanding dues of creditors other than micro enterprises and small enterprises		
- Others	980.15	1,098.71
- Related parties (Refer note no. 48)	442.25	186.24
Total	**2,076.53**	**1,408.50**

33.1 Refer note no. 45 for ageing and MSME disclosures.

34 Current financial liabilities : Others

Particulars	As at 31st March, 2024	As at 31st March, 2023
Interest accrued and due:		
- To banks and others	92.75	53.08
- On bond deposit	102.03	102.03
Outstanding membership deposit	1,164.42	1,171.23
Interest payable to MSME creditors (Refer note no. 45.3)	129.05	116.57
Creditors for capital expenditure	24.05	69.34
Security deposit	69.66	44.82
Other payables (Refer note no. 34.1)	1,248.54	1,079.85
Total	**2,830.50**	**2,636.92**

34.1 Other payable mainly consist of employee related dues and other accrued expenses.

35 Other current liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
Advance from customers	398.84	375.41
Unamortized non-refundable membership deposit	74.47	74.47
Income received in advance (others)	7.39	8.19
Deferred income on club deposits	0.29	1.14
Deferred advance rentals on security deposits	21.60	25.21
Statutory dues	3,507.72	1,861.40
Total	**4,010.31**	**2,345.82**

36 Current provisions

Particulars	As at 31st March, 2024	As at 31st March, 2023
Provision for gratuity (Refer note no. 50(ii)(a))	51.94	44.41
Provision for leave benefits (Refer note no. 50(ii)(b))	59.28	51.04
Total	**111.22**	**95.45**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

37. Revenue from operations

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Sale of services		
Room income	13,070.18	13,109.18
Food and banquet income	7,640.84	7,666.88
	20,711.02	20,776.06
Other operating revenue		
Income from time share business	110.78	143.57
Management and consultancy fees	428.12	454.75
Swimming and health club	48.97	59.23
Conference and banqueting services	588.23	618.03
Internet and telephone	0.73	0.58
Laundry services	37.35	45.06
Herbal sheesha services	13.26	14.59
Car rental and transportation	40.78	47.67
Miscellaneous services	97.57	88.81
License fees - Shops and offices	96.83	84.53
Excess provision for expected credit loss written-back	9.85	17.70
Liabilities and provisions written-back	107.90	23.88
	1,580.37	1,598.40
Total	**22,291.39**	**22,374.46**

38 Other income

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Interest income	2,825.32	516.81
Net gain on fair value changes of financial assets measured at amortised cost	8.13	1.42
License fees - other properties	124.10	109.79
Insurance claim received	18.63	55.90
Profit on sale of property, plant and equipment (net)	3.55	-
Miscellaneous income	-	30.75
Total	**2,979.73**	**714.67**
Interest income includes:		
- on fixed deposit with bank	114.68	22.38
- on income tax refund	46.62	-
- on others	6.72	4.74
- on loan to subsidiary, JV & related party	2,657.30	489.69
	2,825.32	**516.81**

39 Cost of food and beverage consumed

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Opening stock	142.97	114.00
Add: Purchases	1,900.38	1,794.73
	2,043.35	**1,908.73**
Less: Closing stock	157.19	142.97
Total	**1,886.16**	**1,765.76**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

40 Employee benefit expenses

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Salaries, wages and bonus	4,009.57	3,070.23
Contribution to provident and other funds	196.23	162.70
Gratuity expense (Refer note no. 50(ii)(a))	64.46	58.71
Leave benefit expense (Refer note no. 50(ii)(b))	94.66	38.32
Staff welfare expenses	250.69	217.51
Total	**4,615.61**	**3,547.47**

41 Finance costs

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Interest expense at effective interest rate on borrowings which are measured at amortized cost	5,318.53	1,715.85
Other borrowing costs	174.28	179.36
Fair value of changes in financial liabilities (measured at amortized cost)	44.38	49.14
Interest expense on lease liabilities (Refer note no. 51)	70.60	24.75
Total	**5,607.79**	**1,969.10**

42 Other expenses

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Operating expenses		
Heat, light and power	1,239.42	1,190.28
Rent (Refer note no. 51)	1,080.59	158.91
Licenses, rates and taxes	540.64	442.24
Repairs expenses for		
- Buildings	640.18	365.38
- Plant and Machinery	550.06	402.40
- Others	211.71	178.79
Expenses on apartments and boards	796.41	730.59
Replacements of crockery, cutlery, linen, etc.	288.19	238.97
Washing and laundry expenses	185.10	173.74
Water charges	185.16	174.69
Band and music expenses	219.95	193.42
Management license fees and royalty	672.46	438.29
	6,609.87	**4,687.70**
Sales and marketing expenses		
Advertisement, publicity and sales promotion	162.27	192.44
Travel agents' commission	1,575.82	1,302.67
Other commission and charges	203.32	167.79
	1,941.41	**1,662.90**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Administrative and general expenses		
Communication expenses	121.33	112.66
Printing and stationery	136.77	127.37
Legal, professional and consultancy charges	402.42	932.17
Directors' sitting fees	10.25	6.25
Travelling and conveyance	274.49	280.78
Insurance	66.25	91.25
Provision for expected credit loss	4.08	-
Expenditure on corporate social responsibility	3.50	-
Net loss on fair value changes of financial assets measured at amortised cost	-	0.53
Auditors' remuneration (Refer note no. 42.2)	32.53	23.05
Sales tax / Vat / luxury tax etc. including assessment dues	28.08	0.53
Loss on sale / discard of property, plant and equipment (net)	1.73	6.65
Miscellaneous expenses	212.64	161.85
	1,294.07	**1,743.09**
Total	**9,845.35**	**8,093.69**

42.1 During the previous year, the company is not liable to spend any amount towards Corporate Social Responsibility.

42.2 Auditors' remuneration

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Statutory audit fees	28.00	20.00
Tax audit fees	3.10	2.80
Other services	1.43	0.25
Total	**32.53**	**23.05**

Note: Above fees are excluding of goods and service tax (GST).

43 Exceptional items - Income/(expense)

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Income:		
Gain on settlement of secured lenders	-	8,773.47
Excess provision for doubtful unsecured loan to subsidiary written back	-	6,000.00
Excess provision for Investment in subsidiary	-	5,000.00
Profit on sale / discard of property plant and equipment	3,252.44	1,038.54
	3,252.44	20,812.01
Expense:		
Provision for contingencies	300.00	-
Restructuring cost - Alpha	-	1,000.00
	300.00	1,000.00
Total income/(expense)	**2,952.44**	**19,812.01**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

44. Trade receivables ageing

44.1 Trade receivables ageing schedule as at 31st March, 2024:

Particulars	Unbilled	Outstanding for following periods from due date of payment						
		Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed trade receivables - considered good	34.65	389.01	393.11	-	-	-	-	**816.77**
ii) Undisputed trade receivables - which has significant increase in credit risk	-	-	-	6.29	96.89	81.22	1,359.34	**1,543.73**
iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-	**-**
iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-	**-**
v) Disputed trade receivables - which has significant increase in credit risk	-	-	-	-	-	-	48.76	**48.76**
vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-	**-**
Total	**34.65**	**389.01**	**393.11**	**6.29**	**96.89**	**81.22**	**1,408.10**	**2,409.26**

44.2 Trade receivables ageing schedule as at 31st March, 2023:

Particulars	Unbilled	Outstanding for following periods from due date of payment						
		Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed trade receivables - considered good	35.21	437.61	330.00	-	-	-	-	**802.82**
ii) Undisputed trade receivables - which has significant increase in credit risk	-	-	-	59.69	98.45	40.01	1,364.20	**1,562.35**
iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-	**-**
iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-	**-**
v) Disputed trade receivables - which has significant increase in credit risk	-	-	-	-	-	-	48.76	**48.76**
vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-	**-**
Total	**35.21**	**437.61**	**330.00**	**59.69**	**98.45**	**40.01**	**1,412.96**	**2,413.93**

45. Trade payables ageing and MSME disclosures

45.1 Trade payable ageing schedule as at 31st March, 2024:

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	651.66	1.99	0.48	-	654.13
ii) Others	-	1,383.73	21.65	1.29	15.73	1,422.40
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
	-	**2,035.39**	**23.64**	**1.77**	**15.73**	**2,076.53**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

45.2 Trade payable ageing schedule as at 31st March, 2023:

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	77.65	45.90	-	-	-	123.55
ii) Others	441.58	534.20	143.74	45.12	120.31	1,284.95
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
	519.23	**580.10**	**143.74**	**45.12**	**120.31**	**1,408.50**

45.3 Details of dues to micro, small and medium enterprises as per MSMED Act, 2006

Particulars	As at 31st March, 2024	As at 31st March, 2023
(a) The principle amount remaining unpaid to supplier as at the end of the accounting year	654.13	123.55
(b) The interest thereon remaining unpaid to supplier as at the end of the accounting year	129.05	116.57
(c) The amount of interest paid in terms of Section 16, along with the amount of payment made to the supplier beyond the appointed day during the year	-	-
(d) Amount of interest due and payable for the year	12.48	7.87
(e) Amount of interest accrued and remaining unpaid at the end of the accounting year	129.05	116.57
(f) The amount of further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid	5.65	0.97

45.4 The above information is compiled by the company on the basis of the information made available by its vendors and the same has been relied upon by the auditors.

46 Contingent liabilities and contingent assets, capital commitments and other commitments:

46.1 Contingent liability (to the extent not provided for)

Particulars	As at 31st March, 2024	As at 31st March, 2023
(i) Claims against the Company/ disputed liabilities not acknowledged as debts		
Disputed indirect tax demands (Including amount paid under protest of Rs. 4.80 lakhs, Previous year: Rs. 22.22 lakhs)	215.22	494.37
Disputed direct tax demands	1,446.77	4,987.28
Claims against the Company not acknowledged as debts (including employee claims)	112.98	629.01
(ii) Other money for which the Company is contingently liable		
Open import license	57.73	55.70

In respect of (i) above, future cash outflows (including interest/ penalty, if any) are determinable on receipt of judgement from tax authorities / labour court/ settlement of claims or non-fulfilment of contractual obligations. Further, the Company does not expect any reimbursement in respect of above.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

46.2 Outstanding financial guarantee

Particulars	As at 31st March, 2024	As at 31st March, 2023
Corporate guarantee issued by the Company to secure bank guarantee obtained by the Company.	10.06	23.50

46.3 Contingent asset (to the extent not recognised)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Tax subsidy receivable from MTDC under Package Scheme of Incentives (Since received Rs 16.36 lakhs)	160.94	26.97

46.4 Capital commitments and other commitments

(i) Estimated amount of capital commitments to be executed on capital accounts and not provided for Rs. 67.61 lakhs as at 31st March 2024 (Previous year: Rs. 48.42 lakhs) (Net of advances).

(ii) The Company had put up Sewage Treatment Plant ("STP") on an adjacent immovable property owned by Savarwadi Rubber Agro Private Limited (previously known as Kamats Amusements Private Limited) in earlier years for its Orchid Hotel, Mumbai and continues to use the same. The Company is obliged to compensate appropriately to the owner for such use of the property. The modalities of the same being worked out.

46.5 Other litigations

Refer note no. 15.1 in respect of dispute regarding Bandra Kurla Project.

47. Subsidiaries (where control exist) and joint venture entity [Disclosure as per Ind AS 112]

Name of the entity	Principal place of business	Proportion of ownership (%)	
		As at 31st March, 2024	As at 31st March, 2023
Wholly owned subsidiaries			
Orchid Hotels Pune Private Limited	India	100%	100%
Fort Jadhav Gadh Hotels Private Limited	India	100%	100%
Mahodadhi Palace Private Limited	India	100%	100%
Kamats Restaurant (India) Private Limited	India	100%	100%
Orchid Hotels Eastern (India) Private Limited	India	100%	100%
Envotel Hotels Himachal Private Limited (w.e.f 01.10.2023)	India	100%	-
Joint venture entity			
Ilex Developers & Resorts Limited	India	32.92%	32.92%

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

48 Disclosures as required by Indian Accounting Standard (Ind AS) 24 - Related Party Disclosures

48.1 Name and relationships of related parties:

Name of the related party	Description of relationship
Refer note no. 47 above	Subsidiaries and joint ventures
Vithal V Kamat (HUF), Kamat Holdings Private Limited, Indira Investments Private Limited^, Plaza Hotels Private Limited, Kamat Development Private Limited, Sangli Rubber Agro Private Limited, Kamats Club Private Limited^, Kamburger Foods Private Limited^, Kamats Super Snacks Private Limited^, Karaoke Amusements Private Limited^, Vishal Amusements Limited, Kamat Holiday Resorts (Silvassa) Limited, Kamat Eateries Private Limited^, Savarwadi Rubber Agro Private Limited, Kamats Development Private Limited, Talent Hotels Private Limited, Treeo Resort Private Limited, Nagpur Ecohotel Private Limited^, VITS Hotels (Bhubaneshwar) Private Limited^, Envotel Hotels Himachal Private Ltd (Formerly known as Orchid Hotels Himachal Private Limited), Greenboom Developers and Resort Limited	Entities in which Director/ KMP and relatives have significant influence
Dr. Vithal V. Kamat	Executive Chairman & Managing Director
Ms. Vidita V. Kamat	Non Executive Director
Mr. Vilas R. Koranne	Independent Director
Mr. Sanjeev Rajgarhia (w.e.f 01st October, 2023)	
Mr. Apurva Muthalia (upto 05th January, 2024)	
Mr. Tej Contractor	
Mr. Ajit Naik	
Ms. Harinder Pal Kaur	
Mr. Ramnath P. Sarang	
Mrs.Vidhya V. Kamat [Wife of KMP]	Relatives of KMP (Only where there are transactions)
Mr. Vikram V. Kamat [Son of KMP]	
Ms. Vidita V. Kamat [Daughter of KMP]	
Mr. Vishal V. Kamat - [Son of KMP and also Executive Director of the Company]	
Mrs. Smita Nanda	Chief Financial Officer
Mr. Nikhil Singh (w.e.f 30th August, 2023)	Company Secretary
Mr. Hemal Sagalia (from 29th June 2021 to 10th March 2023)	
Kamat Hotels (India) Limited - employees gratuity trust	Contribution to post employment benefit plan

^ These entities are merged with Vishal Amusements Private Limited w.e.f. 16th May 2018.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

48.2 Transactions with related parties

Nature of transaction	Year ended 31st March, 2024	Year ended 31st March, 2023
Orchid Hotels Pune Private Limited		
Management fees - income	239.43	223.45
Supply of guest items / PPE items	-	7.30
Incentive fees	66.87	100.84
Reimbursement of staff deputation expenses received	6.00	205.01
Amount recovered towards services	217.95	588.70
Temporary refund received of loan given	-	1,150.00
Repayment of temporary refund of loan taken	-	1,150.00
Loan recovered during the year	642.38	2,996.00
Loan given during the year	-	15,150.00
Release of corporate guarantee given on behalf of subsidiary	-	21,500.00
Release of corporate guarantee provided by subsidiary Company on behalf of Company	-	24,755.00
Taxes recovered on corporate guarantee commission	-	6.46
Amount payable towards tax on Commission related Corporate Guarantee	19.57	7.97
Provision for doubtful loans no longer required written back (net of loan waiver of Rs. 13,646 lakhs)	-	6,000.00
Provision for impairment of advance given written back	-	5,000.00
Interest earned	2,055.08	365.20
Interest recovered	1,721.58	-
Reimbursement of expenses (net)	10.74	25.45
Mahodadhi Palace Private Limited		
Management fees - expense	54.23	55.73
Amount payable towards tax on Commission related Corporate Guarantee	1.60	-
Amount paid against outstanding dues	34.65	-
Ilex Developers & Resorts Limited		
Management fees - income	18.88	14.92
Laundry service expense	4.24	3.33
Amount paid against laundry expense	4.01	-
Amount recovered towards services (net of payments)	46.68	22.58
Taxes recovered on corporate guarantee commission	-	0.19
Release of corporate guarantee given by Company on behalf of Joint Venture.	-	1,000.00
Release of security given for loan taken by Company (to the extent of outstanding loan)	-	799.68
Amount payable towards tax on commission related corporate guarantee	5.45	0.21
Loan given during the year	-	1,260.00
Loan recovered	376.12	-
Interest earned	197.02	44.19
Interest recovered	186.77	-
Reimbursement of expenses (net)	32.47	13.65

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

Nature of transaction	Year ended 31st March, 2024	Year ended 31st March, 2023
Plaza Hotels Private Limited		
Royalty expense for leasehold land	605.03	364.80
Loan given during the year	-	2,290.00
Loan taken during the year	-	295.75
Loan recovered	355.72	-
Loan repaid during the year	52.17	-
Interest provided	22.32	7.22
Interest recovered pertaining to previous year	72.27	-
Interest paid	6.49	-
Issue of share warrants / equity share	483.06	634.58
Interest earned	405.19	80.31
Reimbursement of expenses (net)	0.05	-
Amount payable towards tax on Commission related Corporate Guarantee	14.66	1.91
Amount paid against trade payables	550.04	-
Envotels Hotels Himachal Private Limited		
Management fees - income	13.52	-
Reimbursement of expenses (net)	2.78	-
Amount recovered towards trade receivables	5.95	-
Fort Jadhavgadh Hotels Private Limited		
Reimbursement of expenses	1.08	1.08
Outstanding dues paid during the year	2.16	-
Vishal Amusements Limited		
Amount payable towards tax on commission related corporate guarantee	1.60	0.16
Amount recovered during the year	1.06	-
Talent Hotels Private Limited		
Interest provided	41.88	15.40
Interest paid	13.86	-
Loan taken during the year	-	1,122.44
Loan repaid during the year	0.65	657.46
Greenboom Developers and Resort Limited		
Amount incurred towards tax on commission related corporate guarantee	1.48	-
Dr.Vithal V.Kamat		
Royalty expenses	5.04	7.36
Remuneration paid	110.39	-
Temporary refund received of loan given	419.00	-
Repayment of temporary refund of loan taken	419.00	-
Issue of share warrants / equity share	-	571.19
Amount paid against outstanding dues	4.68	-

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

Nature of transaction	Year ended 31st March, 2024	Year ended 31st March, 2023
Mr.Vishal V.Kamat		
Remuneration paid	101.07	59.21
Issue of share warrants	-	142.98
Mrs. Vidhya V Kamat		
Issue of share warrants	429.93	142.97
Mr. Ramnath Sarang		
Directors sitting fees	1.25	1.50
Mrs. Harinder Pal Kaur		
Directors sitting fees	1.25	1.25
Mr. Sanjeev B. Rajgarhia		
Directors sitting fees	1.50	1.25
Ms. Vidita Kamat		
Directors sitting fees	1.50	1.00
Mr Apurva Sohanlal Muthalia		
Directors sitting fees	0.75	-
Mr Ajit Anant Naik		
Directors sitting fees	1.25	-
Mr Tej Mayur Contractor		
Directors sitting fees	1.25	-
Mr. Vilas Ramchandra Koranne		
Directors sitting fees	1.50	1.25
Kamat Hotels (India) Limited - employees gratuity trust		
Contribution to post employment benefit plan	38.29	19.48

48.3 Related party outstanding balances:

Nature of transaction	As at 31st March, 2024	As at 31st March, 2023
Orchid Hotels Pune Private Limited		
Investment in equity shares	9,327.75	9,327.75
Provision for impairment of investment	4,327.75	4,327.75
Advance given	17,511.62	18,154.00

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

Nature of transaction	As at 31st March, 2024	As at 31st March, 2023
Interest receivable on above advance	456.66	328.68
Trade Receivable	187.59	70.81
Trade Payable	15.45	10.12
Mahodadhi Palace Private Limited		
Advance given	418.74	418.74
Provision for impairment of advance given	418.74	418.74
Interest receivable on above advance	3.62	3.62
Provision for doubtful debts on above interest receivable	3.62	3.62
Trade payable	88.54	63.02
Investment in equity shares	1.00	1.00
Ilex Developers & Resorts Limited		
Investment in equity shares	533.00	533.00
Provision for impairment of investment	533.00	533.00
Security deposits taken (gross carrying value)	80.00	80.00
Trade receivable (net)	8.91	6.65
Advance given	883.88	1,260.00
Interest receivable on above advance	66.21	39.77
Plaza Hotels Private Limited		
Deposit given under business contract agreements	8,000.00	8,000.00
Trade payable	352.36	234.37
Advance given	1,934.28	2,290.00
Interest receivable on above advance	364.67	72.28
Advance taken	243.58	295.75
Interest payable on above advance	20.09	6.50
Talent Hotels Private Limited		
Advance taken	464.33	464.98
Interest payable on above advance	37.70	13.86
Fort Jadhav Gadh Hotels Private Limited		
Trade Payable	-	1.08
Investment in equity shares	1.00	1.00
Kamats Restaurant (India) Private Limited		
Investment in equity shares	1.00	1.00
Orchid Hotels Eastern (India) Private Limited		
Investment in equity shares	1.00	1.00
Envotel Hotels Himachal Private Limited		
Investment in equity shares	1.00	-
Trade receivable (net)	11.50	-
Dr.Vithal V. Kamat		
Royalty payable	2.29	2.86
Vishal Amusements Limited		
Amount payable	0.70	0.16
Greenboom Developers and Resort Limited		
Amount payable	0.65	-

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

48.4 Transactions with related parties and outstanding balances at the year end are disclosed at transaction value/ carrying value. In addition to above transactions,

(i) Mahodadhi Palace Private Limited, Kamats Restaurant (India) Private Limited, Fort Jadhav Gadh Hotels Private Limited, Ilex Developers & Resorts Limited, Plaza Hotels Private Limited, Kamat Holiday Resorts (Silvassa) Limited, Dr. Vithal V. Kamat, Mr. Vikram V. Kamat have given joint corporate/personal guarantee amounting to Rs. 38,583.00 lakhs to banks/ others for credit facilities availed by the Company [Share of respective entities/ persons is not quantifiable], which is released during the previous year ended 31st March, 2023.

(ii) Mahodadhi Palace Private Limited, Kamats Restaurant (India) Private Limited, Fort Jadhav Gadh Hotels Private Limited, Ilex Developers & Resorts Limited, Plaza Hotels Private Limited, Kamat Development Private Limited, Orchid Hotels Pune Private Limited, Orchid Hotels Eastern (India) Private Limited, Savarwadi Rubber Agro Private Limited, Greenboom Developers & Resorts Limited, Vishal Amusements Limited, Dr. Vithal V. Kamat, Mr. Vishal V. Kamat have given joint corporate/personal guarantee amounting to Rs. 29,750.00 lakhs against issue of Secure 14% Rated Listed Redeemable Non Convertible Debentures face value of Rs. 1 lakh each .[Share of respective entities/ persons is not quantifiable].

(iii) Securities held by promoter, promoter Company and others in Mahodadhi Palace Private Limited, Kamats Restaurant (India) Private Limited, Fort Jadhav Gadh Hotels Private Limited, Ilex Developers & Resorts Limited, Plaza Hotels Private Limited, Orchid Hotels Pune Private Limited, Orchid Hotels Eastern (India) Private Limited pledge with debenture trustee to secure 29,750 14% Secured Rated Listed Redeemable Non Convertible Debentures face value of Rs.1 lakh each.

(iv) Plaza Hotels Private Limited has mortgaged its property situated at Vile Parle (East) Mumbai as security in favour of debenture trustee to secure 29,750 14% Secured Rated Listed Redeemable Non Convertible Debentures face value of Rs.1 lakh each.

(v) Mahodadhi Palace Private Limited, Ilex Developers & Resorts Limited, Plaza Hotels Private Limited, Savarwadi Rubber Agro Private Limited & Orchid Hotels Pune Private Limited, have hypothecated its current asset and all receivable with debenture trustee to secure 29,750 14% Secured Rated Listed Redeemable Non Convertible Debentures face value of Rs 1 lakh each.

(vi) Plaza Hotels Private Limited, Vishal Amusements Limited, Dr Vithal V. Kamat, Mr Vishal V. Kamat had given joint corporate/personal guarantee amounting to Rs. 2,135.56 lakhs to bank for credit facilities availed by the Company [Share of respective entities/ persons is not quantifiable], which is released during the previous year ended 31st March, 2023.

(vii) KMP, relatives of KMP and entities in which KMP has significant influence have pledged equity shares held by them in the Company and other specified investments to the trustee against issue of Secure 14% Rated Listed Redeemable Non Convertible Debentures by Company.

(viii) Orchid Hotels Pune Private Limited, Envotel Hotels Himachal Private Limited, Ilex Developers and Resorts limited, Plaza Hotels Private Limited and Savarwadi Rubber Argo Private Limited have given joint corporate guarantee amounting to Rs. 194.25 lakhs against loan sanctioning from Axis Finance Limited. [Share of respective entities/ persons is not quantifiable]. Refer note no. 26.2.1.

48.5 Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. In case of advances given to two wholly owned subsidiary MPPL, Company has waived interest. For the previous year ended 31st March 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. Company has recorded impairment of receivable and investment in MPPL in earlier years. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

48.6 Breakup of compensation to key managerial personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

(a) Compensation to KMP as specified in para 48.1above:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Sitting fees	10.25	6.25
Total	**10.25**	**6.25**

(b) Compensation to KMP as specified in para 48.1 above:[Other than given in 48.6 (a)]

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Short term employee benefits*		
Mrs. Smita Nanda	43.58	28.43
Mr. Hemal Sagalia	-	14.72
Mr. Nikhil Fateh Singh	7.15	-
Total	**50.73**	**43.15**

*As the liabilities for defined benefit plans are provided on actuarial basis for all the employees, the amounts pertaining to Key Management Personnel are not separately identified and hence not included.

49. Earnings/ (loss) per share

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Profit / (Loss) attributable to the equity holders of the Company **(A)**	4,523.95	26,180.72
Weighted average number of equity shares (excluding forfeited shares) **(B)**	2,56,00,991	2,36,48,479
Effect of dilution:		
Conversion of share warrants into equity shares	27,74,862	-
Weighted average number of Equity shares adjusted for the effect of dilution **(C)**	2,83,75,853	2,36,48,479
Face value per equity share (Rs.)	10	10
Basic earnings per share (Rs.) **(A/B)**	17.67	110.71
Diluted earnings per share (Rs.) **(A/C)**	15.94	110.71

50. Disclosure relating to employee benefits as per Ind AS 19 'Employee Benefits'

50.1 Defined contribution plan

The Company has certain defined contribution plans. The obligation of the Company is limited to the amount contributed and it has no further contractual obligation. Following are the details regarding Company's contributions made during the year:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Provident fund	56.08	53.25
Pension fund	97.94	84.97
Employees' state insurance (ESIC)	26.43	24.10
Labour welfare fund	0.41	0.37
Total	**180.86**	**162.69**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

50.2 Defined benefit plans and other long term benefits

50.2.1 Defined benefit obligations - Gratuity (funded)

The Company has a defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the employee's length of service and salary at retirement age. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn) for each completed year of service as per the provisions of the Payment of Gratuity Act, 1972. The scheme is funded with insurance companies in the form of a qualifying insurance policy.

Risks associated with plan provisions

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follows:

Nature	Description
Investment/ asset risk	All plan assets are maintained in a trust fund managed by a public sector insurer viz; LIC of India. LIC has a sovereign guarantee and has been providing consistent and competitive returns over the years. The Company has opted for a traditional fund wherein all assets are invested primarily in risk averse markets. The Company has no control over the management of funds but this option provides a high level of safety for the total corpus. A single account is maintained for both the investment and claim settlement and hence 100% liquidity is ensured. Also interest rate and inflation risk are taken care of.
Interest rate risk	The defined benefit obligation is calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
Salary inflation risk	Higher than expected increases in salary will increase the defined benefit obligation.
Demographic risk	This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria.

For determination of the liability in respect of compensated gratuity, the Company has used following actuarial assumptions:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Discount rate (per annum)	7.15%	7.30%
Rate of Return on Plan Assets (per annum)	7.30%	7.30%
Salary Escalation (per annum)	6.50%	6.50%
Attrition Rate (per annum)	10.00%	10.00%
Mortality Rate	Indian Assured lives Mortality (2012-14)	Indian Assured lives Mortality (2012-14)

The estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The discounting rate is based on material yield on government bonds having currency and terms consistent with the currency and terms of post-employment benefit obligations. The overall expected rate of return on assets is based on the LIC structure of interest rates on gratuity funds.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

Changes in the present value of obligations:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Liability at the beginning of the year	332.44	331.41
Interest cost	21.48	18.83
Current service cost	44.26	41.77
Past service cost	-	-
Benefits paid	(41.49)	(34.56)
Actuarial (gain)/loss on obligations	(23.13)	(25.01)
Liability at the end of the year	**333.56**	**332.44**

Changes in the fair value of plan assets:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Opening fair value of plan assets	33.43	45.95
Expected return on plan assets	1.27	1.90
Employers contribution	38.29	19.48
Benefits paid	(41.49)	(34.56)
Actuarial gain/(loss) on plan assets	1.48	0.66
Closing fair value of plan assets	**32.98**	**33.43**

Table of recognition of actuarial gain / loss:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Actuarial (gain)/ loss on obligation for the year	(23.13)	(25.01)
Actuarial gain/ (loss) on assets for the year	1.48	0.66
Actuarial (gain)/ loss recognised in other comprehensive income	**(21.65)**	**(24.35)**

Breakup of actuarial (gain) /loss:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Actuarial loss arising from change in financial assumption	2.26	(14.55)
Actuarial loss/(gain) arising from experience	(25.39)	(10.45)
Actuarial loss/(gain) on plan assets	(1.48)	(0.66)
Total	**(24.61)**	**(25.66)**

Amount recognized in the Balance Sheet:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Liability at the end of the year	333.56	332.44
Fair value of plan assets at the end of the year	(32.98)	(33.43)
Liability recognized in Balance Sheet	**300.58**	**299.01**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

Expenses recognized in the Income Statement:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Current service cost	44.26	41.77
Interest cost	21.48	18.83
Past Service Cost	(1.27)	(1.90)
Actuarial (Gain)/Loss	(21.65)	(24.35)
Expense/ (income) recognized in		
- Statement of Profit and Loss	64.47	58.71
- Other comprehensive income	(21.65)	(24.35)

Balance sheet reconciliation

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Opening net liability	281.81	266.93
Expense recognised in Statement of Profit and Loss & OCI	42.82	34.36
LIC contribution during the year	(38.29)	(19.48)
Amount recognized in Balance Sheet	**286.34**	**281.81**
Non current portion of defined benefit obligation	244.57	243.69
Current portion of defined benefit obligation	41.77	38.12

Sensitivity analysis of benefit obligation (Gratuity)

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
a)Impact of change in discount rate		
Present value of obligation at the end of the year		
a) Impact due to increase of 0.5%	326.15	324.89
b) Impact due to decrease of 0.5%	341.35	340.37
b)Impact of change in salary growth		
Present value of obligation at the end of the year		
a) Impact due to increase of 0.5%	340.95	340.10
b) Impact due to decrease of 0.5%	326.43	325.06
c)Impact of change in withdrawal rate		
Present value of obligation at the end of the year		
a) Withdrawal rate increase of 10%	333.16	332.56
b) Withdrawal rate decrease 10%	333.92	332.25
d)Impact of change in mortality rate		
Present value of obligation at the end of the year		
a) Impact due to increase of 10%	333.63	332.52
b) Impact due to decrease of 10%	333.49	332.38

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

Maturity profile of defined benefit obligation

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Weighted average duration of the defined benefit obligation	4.74	4.97
Projected benefit obligation	333.56	332.44

Pay-out analysis

Particulars	As at 31st March, 2024	As at 31st March, 2023
1st year	79.16	76.52
2nd year	52.57	37.54
3rd year	37.76	49.38
4th year	35.63	37.84
5th year	32.98	36.81
Next 5 year pay-out (6-10 year)	136.40	143.19

50.2.2 Compensated absences (non-funded)

As per the policy of the Company, obligations on account of benefit of accumulated leave of an employee is settled only on termination / retirement of the employee. Such liability is recognised on the basis of actuarial valuation following Project Unit Credit Method.

Risks associated with plan provisions

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Company is exposed to various risks as follows:

Nature	Description
Interest rate risk	The defined benefit obligation is calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
Salary inflation risk	Higher than expected increases in salary will increase the defined benefit obligation.
Demographic risk	This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria.

For determination of the liability in respect of compensated absences, the Company has used following actuarial assumptions:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Discount rate	7.15%	7.30%
Salary escalation	6.00%	6.50%
Attrition rate	10.00%	10.00%
Mortality rate	Indian Assured lives Mortality (2012-14)	Indian Assured lives Mortality (2012-14)

The estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The discounting rate is based on material yield on government bonds having currency and terms consistent with the currency and terms of post-employment benefit obligations. The overall expected rate of return on assets is based on the LIC structure of interest rates on gratuity funds.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

Changes in the present value of obligations:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Liability at the beginning of the year	198.11	198.35
Interest cost	12.60	10.02
Current service cost	54.22	23.05
Past service cost	-	-
Benefits paid	(55.59)	(38.57)
Actuarial (gain)/loss on obligations	27.84	5.26
Liability at the end of the year	**237.18**	**198.11**

Table of recognition of actuarial (gain) / loss :

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Actuarial (gain)/loss on obligation for the year	27.84	5.26
Actuarial (gain)/loss on assets for the year	-	-
Actuarial (gain)/loss recognized in Statement of Profit and Loss	**27.84**	**5.26**

Breakup of actuarial (gain) /loss:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Actuarial loss/(gain) arising from change in demographic assumption	-	-
Actuarial loss arising from change in financial assumption	(3.56)	(7.81)
Actuarial loss/(gain) arising from experience	31.41	13.07
Total	**27.85**	**5.26**

Amount recognized in the Balance Sheet:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Liability at the end of the year	237.18	198.11
Fair value of plan assets at the end of the year	-	-
Amount recognized in the Balance Sheet	**237.18**	**198.11**

Expenses recognized in the Statement of Profit and Loss:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Current service cost	54.22	23.05
Interest cost	12.60	10.02
Actuarial (gain)/loss	27.85	5.26
Expense recognized in Statement of Profit and Loss	**94.67**	**38.33**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

Balance Sheet Reconciliation:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Opening net liability	198.11	198.35
Expense recognised in Statement of Profit and Loss	94.67	38.33
Benefit paid	(55.59)	(38.57)
Amount recognized in Balance Sheet	**237.18**	**198.11**
Non-current portion of defined benefit obligation	177.89	132.36
Current portion of defined benefit obligation	59.28	65.99

Sensitivity analysis of benefit obligation (Leave encashment)

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
a)Impact of change in discount rate		
Present value of obligation at the end of the year		
a) Impact due to increase of 0.5%	232.34	194.04
b) Impact due to decrease of 0.5%	242.25	202.36
b)Impact of change in salary growth		
Present value of obligation at the end of the year		
a) Impact due to increase of 0.5%	242.28	202.38
b) Impact due to decrease of 0.5%	232.26	194.00
c)Impact of change in withdrawal rate		
Present value of obligation at the end of the year		
a) Withdrawal rate increase of 10%	237.86	198.49
b) Withdrawal rate decrease 10%	236.43	197.69
d)Impact of change in mortality rate		
Present value of obligation at the end of the year		
a) Impact due to increase of 10%	237.20	198.13
b) Impact due to decrease of 10%	237.15	198.09

Maturity profile of defined benefit obligation

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Weighted average duration of the defined benefit obligation	-	-
Projected benefit obligation	237.18	198.11

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

Pay-out analysis

Particulars	As at 31st March, 2024	As at 31st March, 2023
1st year	59.28	51.04
2nd year	41.39	27.35
3rd year	29.69	30.33
4th year	28.74	21.61
5th year	24.34	22.97
Next 5 year pay-out (6-10 year)	82.32	72.39

51. Leases

51.1 Where Company is lessee:

51.1.1 Operating lease

(i) The Company has taken hotel property under operating lease or leave and license agreements. The lease payment recognised in the Statement of Profit and Loss as management fees/ rent expenses of Rs. 1,739.85 lakhs during the year (Previous Year Rs. 579.44 lakhs).

(ii) With respect to above hotel properties/ land taken under lease/ operation and management arrangement, Company is liable to pay management fees/ rent based on gross operating profits, revenue etc. Since future revenue is contingent in nature, other disclosures as required under Ind AS 116 - 'Leases' are not quantifiable with respect to such arrangements as at 31st March 2024 and as at 31st March, 2023.

51.1.2 Finance lease

(i) Disclosure with respect to lease under Ind AS-116 Leases:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Interest expense on lease liabilities	70.60	24.75
Total cash outflow for leases during the year	80.06	27.10
Depreciation charge for right-of-use assets	52.34	14.30
Additions to right-of-use assets	906.40	-

(ii) Details regarding the contractual maturities of lease liabilities - Undiscounted cashflows

Particulars	As at 31st March, 2024	As at 31st March, 2023
Lease payment not later than one year	119.83	26.89
Lease Payment later than one year and not later than five years	446.34	106.09
Lease Payment later than five years	1,311.11	174.91
Total	**1,877.28**	**307.88**

51.1.3 The right of use asset is depreciated using the straight-line method (SLM) from the commencement date over the lease term of right of use asset. For details of addition, depreciation and carrying amount of right of use asset (Refer note no. 7)

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

51.2 Where the Company is lessor:

The Company has given shops, office premises and hotel property under operating lease under non-cancellable operating leases. The Company has recognised management fees or royalty income of Rs. 220.93 lakhs (Previous year Rs. 194.32 lakhs). Maturity analysis of minimum lease income (undiscounted and excluding variable lease income) for above lease arrangement are as follows:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Not later than one year	152.47	158.05
Later than one year and not later than five years	219.87	264.42
Later than five years	-	-
Total	**372.34**	**422.47**

Total contingent rent income (in the form of management or royalty fees) recognised is Rs.62.12 lakhs (Previous year Rs. 14.92 lakhs).

Note:

(i) With respect to hotel properties/ land taken under lease/ operation and management arrangement, Company is liable to pay management fees/ rent based on gross operating profits, revenue etc. Since future revenue is contingent in nature, other disclosures as required under Ind AS 17 - 'Leases' are not quantifiable with respect to such arrangements as at 31st March 2021.

52. Corporate social responsibility

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
(i) Amount required to be spent by the Company during the year	2.15	-
(ii) Amount spent during the year		
(a) Construction/acquisition of any asset	-	-
(b) On purpose other than (a) above	3.50	-
(iii) Excess/ (shortfall) at the end of the year	1.35	-
(iv) Total of previous years shortfall	-	-
(v) Reason for shortfall	Not applicable	Not applicable
(vi) Nature of CSR activities	Ensuring environmental sustainability	-
(vii) Details of related party transactions	Not applicable	Not applicable

53. Disclosure pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 186(4) of the Companies Act, 2013 in respect of loans and advances in the nature of loans:

Loans and advances in the nature of loans given to subsidiaries are for business purposes. Refer note no. 48 for corporate guarantee given and note no.8 for investment in securities:

Name of the entity	As at 31st March, 2024		As at 31st March, 2023	
	Maximum amount outstanding	Balance outstanding	Maximum amount outstanding	Balance outstanding
Wholly owned subsidiaries				
Orchid Hotels Pune Private Limited	19,646.40	17,511.62	19,646.40	18,154.00
Mahodadhi Palace Private Limited	418.74	418.74	418.74	418.74

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

54. During the previous year, the Company has entered into a binding term sheet with a buyer agreeing to transfer one of the hotel properties at an agreed value of Rs. 12,500.00 lakhs on or before 12 months from the date of term sheet (i.e. 18th January, 2023). The Company has received Rs. 100.00 lakhs as advance as agreed in the said term sheet. The resultant gain on the said transaction will be accounted in the period / year in which final agreement is executed.

55. Disclosures as required by Indian Accounting Standard (Ind AS) 108 - Operating Segments

There are no reportable segments under Ind AS-108 'Operating Segments' as the Company is operating only in the hospitality service segment, therefore, disclosures of segment wise information is not applicable. Further, no single customer represents 10% or more of the Company's total revenue during the year ended 31st March 2024 and 31st March 2023.

56. Going concern assumption

As per the standalone financial results, current liabilities are significantly greater than the current assets as on 31st March, 2024 and 31st March, 2023. In the opinion of the management, considering the revival of hospitality business, positive net worth as on 31st March, 2024, positive earnings before interest, taxes and depreciation (EBITDA) for the year ended 31st March, 2024 and year ended 31st March, 2023, increase in operations and profit during the current year, settlement of secured debts due to ARCs, settlement of loan given to subsidiary Company which was fully provided in earlier year, reversal of provision for diminution in value of investment in subsidiary Company (OHPPL), signing of term sheet for proposed sale of one of the hotel properties, issue of NCDs, considering the future business prospects and the fair value of the assets of the Company being significantly higher than the borrowings / debts, these standalone results have been prepared on a going concern basis which contemplates realisation of assets and settlement of liabilities in the normal course of the Company's business.

57. Financial instruments - Accounting classifications & fair value measurement

57.1 Financial instruments by category

The carrying value of financial instruments by categories as on 31st March, 2024;

Sr. No.	Particulars	As at 31st March, 2024			
		Amortised cost	Fair value through OCI	Fair value through P&L	Total carrying value
A	**Financial assets**				
(i)	Investments	-	-	20.36	20.36
(ii)	Other non-current financial assets	2,978.42	-	-	2,978.42
(iii)	Trade receivables (net)	816.78	-	-	816.78
(iv)	Cash and cash equivalents	355.51	-	-	355.51
(v)	Other bank balances	2,351.18	-	-	2,351.18
(vi)	Other current financial assets	931.76	-	-	931.76
(vii)	Investments	-	-	14.11	14.11
(viii)	Loans	0.05	-	-	0.05
		7,433.70	**-**	**34.47**	**7,468.17**
B	**Financial liabilities**				
(i)	Borrowings- non-current	17,068.98	-	-	17,068.98
(ii)	Lease liabilities - non-current	940.33	-	-	940.33
(iii)	Other non-current financial liabilities	108.72	-	-	108.72
(iv)	Trade payables	2,076.54	-	-	2,076.54
(v)	Borrowings-current	570.44	-	-	570.44
(vi)	Lease liabilities - current	38.41	-	-	38.41
(vii)	Other current financial liabilities	2,830.50	-	-	2,830.50
		23,633.92	**-**	**-**	**23,633.92**

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

The carrying value of financial instruments by categories as on 31st March, 2023;

Sr. No.	Particulars	As at 31st March, 2023			
		Amortised cost	Fair value through OCI	Fair value through P&L	Total carrying value
A	**Financial assets**				
(i)	Non-current investments	-	-	17.98	17.98
(ii)	Other non-current financial assets	2,269.62	-	-	2,269.62
(iii)	Trade receivables (net)	815.68	-	-	815.68
(iv)	Cash and cash equivalents	675.04	-	-	675.04
(v)	Other bank balances	1,408.92	-	-	1,408.92
(vi)	Other current financial assets	465.05	-	-	465.05
(vii)	Investments	-	-	7.55	7.55
(viii)	Loans	0.87	-	-	0.87
		5,635.18	**-**	**25.53**	**5,660.71**
B	**Financial liabilities**				
(i)	Borrowings- non-current	16,833.86	-	-	16,833.86
(ii)	Lease liabilities - non-current	101.18	-	-	101.18
(iii)	Other non-current financial liabilities	108.38	-	-	108.38
(iv)	Trade payables	1,408.50	-	-	1,408.50
(v)	Borrowings-current	13,864.05	-	-	13,864.05
(vi)	Lease liabilities - current	9.36	-	-	9.36
(vii)	Other current financial liabilities	2,636.92	-	-	2,636.92
		34,962.25	**-**	**-**	**34,962.25**

57.2 Above disclosure excludes investments (gross) in subsidiaries and joint venture amounting to Rs. 9,865.75 lakhs as on 31st March, 2024 (Previous year: Rs.9,864.75 lakhs) as these are valued at cost in accordance with Ind AS 27 - 'Separate Financial Statement'.

57.3 Carrying amounts of cash and cash equivalents, trade receivables, loans and trade payables as at 31st March, 2024 and 31st March, 2023, approximate the fair value due to their nature. Carrying amounts of bank deposits, other financial assets, other financial liabilities and borrowings which are subsequently measured at amortised cost also approximate the fair value due to their nature in each of the periods presented. Fair value measurement of lease liabilities is not required.

57.4 Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Management of the company considers that the carrying amounts of financial assets and financial liabilities recognised in the balance sheet approximate their fair values.

The following tables provides the fair value measurement hierarchy of the Company's financial assets and liabilities that are measured at fair value or where fair value disclosure is required.

Fair value hierarchy as at 31st March 2024

Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Non-current investments	0.18	20.18	-	20.36
Current investments	14.11	-	-	14.11
Total	**14.29**	**20.18**	**-**	**34.47**

Fair value hierarchy as at 31st March, 2023

Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Non-current investments	0.14	17.84	-	17.98
Current investments	7.55	-	-	7.55
Total financial assets	**7.69**	**17.84**	**-**	**25.53**

There have been no transfers between Level 1 and Level 2 for the years ended March 31, 2024 and March 31, 2023.

57.5 Valuation technique to determine fair value

The following methods and assumptions were used to estimate the fair values of financial instruments:

(i) Short-term financial assets and liabilities such as cash and cash equivalents, trade receivables, trade payables, other current financial assets and other current financial liabilities are stated at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

(ii) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

58. Financial risk management

The Company has exposure to credit risk, funding / liquidity risk and market risk. The Company's overall risk management programme focuses on the unpredictability of financial environment and seeks to minimise potential adverse effects on the Company's financial performance. The Company does not have any derivative financial instruments. The Board of directors has overall responsibility for the establishment of the Company's risk management framework. Risk management systems are reviewed periodically to reflect changes in market conditions and Company's activities.

(a) Credit risk :

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

The financial guarantee disclosed under note no. 46.2 represents the maximum exposure to credit risk. In this regards the Company does not foresee any significant credit risk exposure.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Financial instruments that are subject to credit risk consist of trade receivables, loans, investments, cash and cash equivalents, bank deposits and other financial assets. For expected credit loss of trade receivable, company follows simplified approach as per which provision is made for receivable exceeding six months/ one year based on category of receivable. This is based on historically observed default rates over the expected life of trade receivables. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. None of the other financial instruments of the company result in material concentration of credit risk.

(b) Liquidity risk :

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company consistently generated sufficient cash flows from operations to meet its financial obligations including lease liabilities as and when they fall due.

(i) Maturities of financial liabilities:

The following are the remaining contractual maturities of financial liabilities at the reporting date:

Particulars	Due less than 1 year	Due in 1 to 2 years	Due in 3 to 5 years	Due after 5 years	Total
As at 31st March 2024					
Borrowings	570.44	7,861.25	3,036.79	6,170.94	17,639.42
Lease liabilities	38.41	122.56	326.26	491.51	978.74
Trade payables	2,076.54	-	-	-	2,076.54
Other financial liabilities	70.20	-	-	38.52	108.72
Other current financial liabilities	2,830.50	-	-	-	2,830.50
As at 31st March 2023					
Borrowings	13,864.05	7,043.30	9,790.56	-	30,697.91
Lease liabilities	9.36	7.65	21.77	71.76	110.54
Trade payables	1,408.50	-	-	-	1,408.50
Other financial liabilities	82.43	-	-	25.95	108.38
Other current financial liabilities	2,636.92	-	-	-	2,636.92

(c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to interest income and interest expenses and to manage the interest rate risk, Board of Directors perform a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio. The company's interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Particulars	As at 31st March, 2024	As at 31st March, 2023
Total borrowings	17,639.42	30,697.91
Out of above, borrowings bearing floating rate of interest	11,093.85	-

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
50 bps increase would decrease the profit before tax by	55.47	-
50 bps decrease would decrease the profit before tax by	(55.47)	-

(d) Market risk

The company does not deal in transaction in currency other than its functional currency therefore it is not exposed to foreign currency exchange risk. Similarly, the company does not have exposures to interest bearing securities.

59. Capital risk management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity shareholders of the Company. The primary objective of the Company's capital management is to maximise the shareholder's value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

The Company monitors capital using 'Net Debt' to 'Equity'. The Company's net debt to equity are as follows:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Equity share capital	2,649.50	2,524.14
Other equity	27,120.44	21,791.44
Total equity	**29,769.94**	**24,315.58**
Long term borrowings	17068.98	16833.86
Short term borrowings	570.44	13864.05
Total debt*	**17,639.42**	**30,697.91**
Debt to equity (in times)	**0.59**	**1.26**

60. Reconciliation of liabilities arising from financing activities

Particulars	Opening	Cash movement	Fair value changes	Others	Closing
For the year ended 31st March 2024					
Borrowings (including interest dues)	30,750.99	(18,556.02)	5,537.20	-	17,732.17
For the year ended 31st March 2023					
Borrowings (including interest dues)	32,404.04	3,683.71	5,336.76	-	30,750.99

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

61. Disclosure of ratios

Sr. no.	Particulars	Formula's used	Ratios		Variance	Reasons for variance
			As at 31st March, 2024	As at 31st March, 2023		
1	Current ratio (in times)	Current assets / Current liabilities	0.70	0.20	245.71%	Refer note no. 61.2
2	Debt equity ratio (in times)	Total debt / Shareholder's equity	0.59	1.26	53.07%	Refer note no. 61.3
3	Debts services coverage ratio (in times)	Earnings available for debt services / Debt services	0.39	1.11	-64.72%	Refer note no. 61.4
4	Return on equity (in %)	Net profit after taxes - Preference dividend (if any) / Average shareholder's equity	5.81%	62.98%	-90.77%	Refer note no. 61.3 and 61.4
5	Inventory turnover ratio (in times)	Cost of goods sold or sales / Average inventory	7.22	8.17	-11.56%	-
6	Trade receivable turnover ratio (in times)	Net credit sales / Average accounts receivables	27.31	26.68	2.37%	-
7	Trade payable turnover ratio (in times)	Net credit purchase / Average trade payable	1.09	1.11	-1.45%	-
8	Net capital turnover ratio (in times)	Net sales / Average working capital	-2.33	-0.89	160.79%	Refer note no. 61.3 and 61.4
9	Net profit ratio(in %)	Net profit (after tax) / Net sales	7.05%	28.46%	-75.23%	Refer note no. 61.4
10	Return on capital employed (in %)	Earnings before interest and taxes / Capital employed	16.94%	15.77%	7.41%	-
11	Return on investment (in %) (Quoted & Unquoted Investments)	Income from invested funds including fair valuation / Average invested funds	29.80%	4.81%	519.09%	Refer note no. 61.5
12	Return on investment (in %) (Fixed Deposit)	Income generated from invested funds / Average invested fund	6.76%	2.42%	179.05%	Refer note no. 61.6

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

61.1 Exceptional income is not considered while calculating the above ratios, in order to make the ratios comparable.

61.2 Due to repayment of borrowings during the year.

61.3 Due to repayment of borrowings during the year and issuance of shares on account of conversion of share warrants.

61.4 Due to decrease in revenue and profit during the year vis-à-vis last year.

61.5 Increase in fair value of investments.

61.6 Increase in interest income from fixed deposits, also increase in investment in fixed deposit the vis-à-vis last year.

62. Following are additional regulatory information in terms of Division II to Schedule III of the Act:

62.1 Wilful defaulter

As on 31st March, 2024, the Company has not been declared wilful defaulter by any bank/financial institution or other lender.

62.2 Details of crypto currency or virtual currency

The Company is not engaged in the business of trading or investing in crypto currency or virtual currency and hence no disclosure is required.

62.3 Registration of charges or satisfaction with Registrar of Companies (ROC)

The Company does not have any charges or satisfaction yet to be registered with the registrar of companies(ROC) beyond the statutory period as at 31st March, 2024.

62.4 Compliance with number of layers of companies

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

62.5 Utilisation of borrowed funds

The Company has not advanced any funds or loaned or invested by the Company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

The Company has not received any funds from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that the Company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

Notes to standalone financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

62.6 Borrowings secured against current assets

The Company had obtained term loans which was secured against current assets, however the Company was not required to file quarterly returns or statement of current assets.

62.7 Benami property

No proceedings have been initiated or are pending against the Company as on 31st March, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

62.8 Relationship with struck off companies

The Company does not have any transaction with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and hence no disclosure is required.

62.9 Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangements in terms of sections 230 to 237 of the Companies Act, 2013.

62.10 Undisclosed income

There is no transaction that is not recorded in the books of accounts of the enterprise that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

63. Previous Year Figures have been regrouped/rearranged wherever necessary. The Company has classified provision for outstanding expenses under other payables (Refer note no. 34). This was earlier forming part of 'trade payables - others'. (Refer note no. 33).

The notes referred to above form an integral part of the standalone financial statements
As per our audit report of even date

For N.A.Shah Associates LLP
Chartered Accountants
Firm Registration No. 116560W/ W100149

Milan Mody
Partner
Membership No. 103286

Place: Mumbai
Date: 07th May, 2024

For and on behalf of the Board of Directors of
Kamat Hotels (India) Limited

Dr. Vithal V. Kamat
Executive Chairman & Managing Director
(DIN : 00195341)

Ramnath P. Sarang
Director
(DIN : 02544807)

Smita Nanda
Chief Financial Officer

Nikhil Singh
Company Secretary

Place: Mumbai
Date: 07th May, 2024

Independent Auditor's Report

To,

The Members of

Kamat Hotels (India) Limited

Report on the audit of consolidated financial statements

Opinion

We have audited the accompanying consolidated financial statements of **Kamat Hotels (India) Limited** (hereinafter referred to as "the Holding Company"), its six wholly owned subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and Joint Venture Entity ("JV"), comprising the Consolidated Balance Sheet as at 31st March, 2024, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

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

Basis of Opinion

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

Material uncertainty related to going concern

Reference is invited to note 59.1 of the consolidated financial statements, current liabilities are significantly greater than the current assets as on 31st March, 2024 and 31st March, 2023. In the opinion of the management, considering the revival of hospitality business, positive net worth as on 31st March 2024, positive earnings before interest, taxes and depreciation (EBITDA) for the year ended 31st March, 2024 and year ended 31st March, 2023 , increase in operations and profit during the current year at consolidated level, signing of term sheet for proposed sale of one of the hotel properties of the Holding Company and issue of NCDs by the Holding Company. In view of the above and in the opinion of management, the consolidated financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of above matter. Further, the 'Material uncertainty related to going concern' paragraph given above was also reported in our independent auditor's report of earlier financial years. Our opinion was not modified in respect of above matter in the earlier years also.

Emphasis of matters

Attention is invited to note 42.1 of the consolidated financial statements in respect of dispute over lease rent levied by Director of Sports, pertaining to the period from 1st November, 2014 to 31st March, 2024 the subsidiary company (Orchid Hotels Pune Private Limited) has accounted for the liability amounting to Rs. 1,925.34 lakhs, which is net of payment of Rs. 129.85 lakhs made during the current year. Further, during the year ended 31st March, 2020, the Hon'ble Bombay High Court had appointed sole arbitrator to resolve the disputes. Interest / penalty, if any, will be accounted in the period / year in which dispute will be resolved.

Our opinion is not modified in respect of the above matter. In respect of the above matter, attention was also drawn by us

Independent Auditor's Report (Contd.)

in our earlier limited review reports / independent auditor's report. Our conclusion / opinion was not modified in respect of the above matter in earlier quarters / years.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report except the matter described in "Material Uncertainty Related to Going Concern" paragraph.

Information other than the consolidated financial statements and auditor's report thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and make other appropriate reporting as prescribed.

Responsibilities of management and those charged with governance for the consolidated financial statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group and JV in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015 as amended from time to time.

The respective Board of Directors of companies included in the Group and JV are also responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and JV and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company.

Auditor's responsibilities for the audit of the consolidated financial statements

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

Independent Auditor's Report (Contd.)

could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company and its subsidiary companies which are companies incorporated in India and its JV, has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its JV to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its JV to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its JV to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. There are no other entities included in the consolidated financial statements, which have been audited by other auditors. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial

Independent Auditor's Report (Contd.)

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

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order" / "CARO") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit for the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (Including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the consolidated financial statements comply with the Ind AS prescribed under Section 133 of the Act read with relevant rules made thereunder.

   e) The matters described in 'Material Uncertainty related to Going Concern' paragraph and 'Emphasis of Matter' paragraph, in our opinion may have an adverse impact on the functioning of the Group and JV.

   f) On the basis of the written representations received from the directors of the Holding Company, Subsidiaries and Joint Venture Entity as on 31st March, 2024 taken on record by the Board of Directors of the Holding Company and these companies, none of the directors are disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

   g) With respect to the adequacy of the internal financial controls over financial reporting of the Group and JV and the operating effectiveness of such controls, refer to our separate report in "Annexure B" which is based on the auditor's reports of the companies included in the Group and JV. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group and JV's internal financial controls over financial reporting.

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

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid / provided by the Group and JV to its directors during the year is in accordance with the provisions of Section 197 of the Act.

   i) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The impact of pending litigations, if any, on its financial position has been disclosed in consolidated financial statements - Refer note 15.1, 34.1, 42.1 and 42.2.

Independent Auditor's Report (Contd.)

ii. The Group and JV did not have any long-term contract including derivative contracts for which there are any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group and JV.

iv. The respective management of the Group and JV has represented that,

a) no funds have been advanced or loaned or invested by the Group and JV to or in any other person(s) or entities, including foreign entities ('Intermediaries'), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Group and JV ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

b) no funds have been received by the Group and JV from any person(s) or entities including foreign entities ('Funding Parties') with the understanding that such Group and JV shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party ('Ultimate Beneficiaries') or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that causes us to believe that the above representations given by the management contain any material misstatement.

v. The Group and JV has not declared or paid dividend during the year. Hence our comments on compliance with section 123 of the Companies Act 2013 does not arise.

vi. Based on our examination which included test checks, the Group has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.: 116560W/W100149

Milan Mody
Partner
Membership No.: 103286
UDIN: 24103286BKEMWL5933
Place: Mumbai
Date: 07th May, 2024

KAMAT HOTELS (INDIA) LIMITED

Independent Auditor's Report (Contd.)

Annexure A to the Independent Auditor's Report for the year ended 31st March, 2024

[Referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date]

With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order" / "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, we state that there are no unfavorable remarks, qualifications or adverse remarks reported under CARO for subsidiaries except as mentioned below:

Sr. No.	Name	CIN	Holding Company / Subsidiary / JV	Clause number of the CARO report
1.	Kamat Hotels (India) Limited	L55101MH1986PLC039307	Holding Company^	3(i)(c), 3(vii)(b)
2.	Orchid Hotels Pune Private Limited	U55101MH2007PTC170188	Subsidiary^	3(vii)(a), 3(vii)(b),
3.	Envotel Hotels Himachal Private Ltd	U55101MH2019PTC329945	Subsidiary*^	3(vii)(a), 3(xvii),3(xviii)
4.	Mahodadhi Palace Private Limited	U55101MH2010PTC201685	Subsidiary#	3(xix)
5.	Orchid Hotels Eastern (I) Private Limited	U55101MH2012PTC237229	Subsidiary	-
6.	Kamats Restaurant (India) Private Limited	U55204MH2011PTC215698	Subsidiary*	3(xvii)
7.	Fort Jadhavgadh Hotels Private Limited	U55101MH2012PTC227175	Subsidiary*#	3(xvii), 3(xix)
8.	Ilex Developers and Resorts Limited	U70102MH2008PLC184194	JV^	3(vii)(b),

*In respect of these Companies, also refer clause (xvii) of paragraph 3 of the Order of respective Auditor's report.

#In respect of these Companies, also refer clause (xix) of paragraph 3 of the Order of respective Auditor's report.

^In respect of these Companies, also refer clause (vii)(b) of paragraph 3 of the Order of respective Auditor's report.

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.: 116560W/W100149

Milan Mody
Partner
Membership No.: 103286
UDIN: 24103286BKEMWL5933
Place: Mumbai
Date: 07th May, 2024

Independent Auditor's Report (Contd.)

Annexure B to the Independent Auditor's Report for the year ended 31st March, 2024

[Referred to in paragraph 2(g) under the heading "Report on other legal and regulatory requirements" of our report of even date]

Report on the internal financial controls under section 143(3)(i) of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the consolidated financial statements of **Kamat Hotels (India) Limited** (hereinafter referred to as "the Holding Company"), its six wholly owned subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and Joint Venture Entity ("JV") as of and for the year ended 31st March, 2024, we have audited the internal financial controls over financial reporting of the Group and JV.

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

Responsibilities of management and those charged with governance for internal financial controls over financial reporting

The respective Board of Directors of the companies included in the Holding Company, its subsidiaries and JV incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by respective companies considering the essential components of internal controls stated in the Guidance Note issued by the 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 the respective 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 Act.

Auditor's responsibility

Our responsibility is to express an opinion on the Internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, 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 ICAI. 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 consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on internal financial controls system over financial reporting of the Holding Company, its subsidiaries and its joint venture entity, which are incorporated in India.

Independent Auditor's Report (Contd.)

Meaning of internal financial controls over financial reporting

The internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. The Holding 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 Holding Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Holding Company are being made only in accordance with authorizations of management and directors of the Holding Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Holding Company's assets that could have a material effect on the consolidated 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.

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No.116560W/W100149

Milan Mody
Partner
Membership No. 103286
UDIN: 24103286BKEMWL5933
Place: Mumbai
Date: 07th May, 2024

Consolidated Balance Sheet as at 31st March, 2024

All amounts are in INR (Lakhs) otherwise stated

Particulars	Note no.	As at 31st March, 2024	As at 31st March, 2023
ASSETS			
A Non-current assets			
a) Property, plant and equipment	4	32,354.86	33,415.39
b) Capital work-in-progress	5	354.57	155.64
c) Right of use assets	7	6,135.01	2,018.27
d) Investment property	8	810.98	834.60
e) Other intangible assets	6	69.70	62.25
f) Financial assets			
(i) Investments in joint ventures	10	357.44	273.16
(ii) Investments	11	20.36	17.98
(iii) Loans	12	2,883.11	3,550.00
(iv) Other financial assets	13	3,057.52	2,317.00
g) Income tax assets (net)	14	2,088.97	1,582.26
h) Other non-current assets	15	5,449.68	3,784.44
(A)		53,582.20	48,010.99
B Current assets			
a) Inventories	16	424.36	365.28
b) Financial assets			
(i) Investments	17	14.11	7.55
(ii) Trade receivables	18	872.77	881.76
(iii) Cash and bank balance			
- Cash and cash equivalents	19	747.40	922.33
- Other bank balance	20	2,684.57	1,429.84
(iv) Loans	21	0.17	0.87
(v) Other current financial assets	22	509.86	143.29
c) Other current assets	23	2,940.40	785.77
(B)		8,193.64	4,536.69
C Assets classified as held for sale	**(C)** 9	-	8,376.37
TOTAL (A +B+C)		**61,775.84**	**60,924.05**
EQUITY AND LIABILITIES			
A Equity			
a) Equity share capital	24	2,649.50	2,524.14
b) Other equity	25	17,913.71	12,884.75
(A)		20,563.21	15,408.89
Liabilities			
B Non-current liabilities			
a) Financial liabilities			
(i) Borrowings	26	19,106.30	18,870.22
(ia) Lease liabilities	27	6,384.23	1,746.39
(ii) Other financial liabilities	28	208.72	108.38
b) Provisions	29	533.49	482.47
c) Deferred tax liabilities (Net)	30	1,634.03	1,108.56
d) Other non-current liabilities	31	155.43	229.90
(B)		28,022.20	22,545.92
C Current liabilities			
a) Financial liabilities			
(i) Borrowings	32	876.02	13,864.05
(ia) Lease liabilities	27	143.63	150.78
(ii) Trade payables	33		
- Amount due to micro and small enterprises		754.99	152.73
- Amount due to other than micro and small enterprises		2,378.05	2,111.88
(iii) Other financial liabilities	34	4,330.83	4,034.89
b) Other current liabilities	35	4,587.31	2,553.52
c) Provisions	36	119.60	101.39
(C)		13,190.43	22,969.24
TOTAL (A+B+C)		**61,775.84**	**60,924.05**
Material accounting policies and notes to consolidated financial statements	**1 to 61**		

The notes referred to above form an integral part of the consolidated financial statements

As per our audit report of even date

For N.A.Shah Associates LLP

Chartered Accountants
Firm Registration No. 116560W/ W100149

Milan Mody
Partner
Membership No. 103286

Place: Mumbai
Date: 07th May, 2024

For and on behalf of the Board of Directors of
Kamat Hotels (India) Limited

Dr. Vithal V. Kamat
Executive Chairman & Managing Director
(DIN : 00195341)

Smita Nanda
Chief Financial Officer

Ramnath P. Sarang
Director
(DIN : 02544807)

Nikhil Singh
Company Secretary

Place: Mumbai
Date: 07th May, 2024

KAMAT HOTELS (INDIA) LIMITED

Consolidated Statement of Profit and Loss for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except per share data

	Particulars	Note no.	Year ended 31st March, 2024	Year ended 31st March, 2023
A	**Income**			
	Revenue from operations	37	30,434.52	29,508.17
	Other income	38	1,099.25	387.98
	Total income (A)		**31,533.77**	**29,896.15**
B	**Expenses**			
	Cost of materials consumed	39	2,643.28	2,406.98
	Employee benefit expenses	40	6,076.80	4,910.63
	Finance costs	41	6,055.32	2,205.15
	Depreciation and amortisation	4, 6, 7 & 8	1,767.61	1,547.98
	Other expenses	42	12,634.65	11,307.85
	Total expenses (B)		**29,177.66**	**22,378.59**
C	**Profit/(loss) before share of profit / (loss) of joint venture, exceptional items & tax (C) (A - B)**		**2,356.11**	**7,517.56**
D	Share of profit / (loss) from joint venture accounted for using equity method		84.28	273.16
E	**Profit/(loss) before exceptional items & tax (E) (C + D)**		**2,440.39**	**7,790.72**
F	Exceptional item - Income/(expense) - net	43	2,952.44	23,836.00
G	**Profit/(loss) before tax (E - F)**		**5,392.83**	**31,626.72**
H	**Tax expense:**			
	- Current tax	14	1.40	0.49
	- Deferred tax charge/ (credit)	30	692.94	334.53
	- Deferred tax for prior period		(173.65)	1.46
	- Short / (excess) provision for current tax (net)		387.42	1.97
	Total tax expense (E)		**908.11**	**338.45**
I	**Profit/(loss) after tax (G - H) (I)**		**4,484.72**	**31,288.27**
J	**Other comprehensive income / (loss)**			
I	(i) Items that will not be reclassified to profit or loss		34.78	36.45
	(ii) Income tax relating to items that will not be reclassified to profit or loss		(6.18)	(6.46)
II	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	Other comprehensive income/ (loss) for the year (J)		**28.60**	**29.99**
K	**Total comprehensive income/ (loss) for the year (I + J)**		**4,513.32**	**31,318.26**
L	**Profit for the year attributable to:**			
	a) To owners of parent		4,484.72	31,288.27
	b) To Non controlling interest		-	-
	Other comprehensive income attributable to:			
	a) To owners of parent		28.60	29.99
	b) To Non controlling interest		-	-
	Earnings per equity share (face value of Rs. 10 each)	54		
	Basic		17.52	132.31
	Diluted		15.80	132.31
Material accounting policies and notes to consolidated financial statements		**1 to 61**		

The notes referred to above form an integral part of the consolidated financial statements

As per our audit report of even date

For N.A.Shah Associates LLP

Chartered Accountants
Firm Registration No. 116560W/ W100149

Milan Mody
Partner
Membership No. 103286

Place: Mumbai
Date: 07th May, 2024

For and on behalf of the Board of Directors of
Kamat Hotels (India) Limited

Dr. Vithal V. Kamat
Executive Chairman & Managing Director
(DIN : 00195341)

Smita Nanda
Chief Financial Officer

Ramnath P. Sarang
Director
(DIN : 02544807)

Nikhil Singh
Company Secretary

Place: Mumbai
Date: 07th May, 2024

Consolidated Statement of Cash Flows for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxes and other comprehensive income	**5,392.83**	**31,626.72**
Adjustments for:		
Finance cost	6,055.32	2,570.35
Interest income	(796.59)	(185.31)
Depreciation and amortization	1,767.61	1,548.01
Liabilities and provisions written-back	(136.10)	(28.61)
Bad debts and advances written off	-	6.90
Provision for / (Reversal of) expected credit loss and doubtful debts / advances	3.93	(25.55)
(Profit) / Loss on sale/ discard of property, plant and equipment	5.23	6.65
Share of (profit) / loss of joint venture (accounted as per equity method)	(84.28)	(273.16)
Rent income	(220.93)	(124.70)
Provision for doubtful import benefits - SEIS	4.30	1.08
Gain / (loss) on fair value of investments	(8.95)	(1.20)
(Profit) on sale of investment property (exceptional item)	(3,252.44)	(1,038.54)
Debt restructuring costs (exceptional item)	-	1,000.00
Gain on settlement to secure lender	-	(13,407.46)
Gain on reversal of provision for impairment of property, plant and equipment (exceptional item)	-	(10,990.00)
Provision for contingencies (exceptional item)	300.00	-
Operating profit / (loss) before working capital changes	**9,029.93**	**10,685.18**
Changes in loans, trade receivable and other assets	(4,239.25)	(430.56)
Changes in inventories	(59.08)	(147.26)
Changes in trade payable, other liabilities and provisions	3,061.28	1,820.77
	7,792.88	**11,928.13**
Direct taxes paid (including tax deducted at source)	(607.24)	(308.69)
Net cash generated from / (used) in operating activities...(A)	**7,185.64**	**11,619.44**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment (Including capital work in progress and capital advances)	(720.49)	(596.46)
Sale of property, plant and equipment	11,632.32	5.42
Proceeds from sale of investment property	-	1,172.94
Investment made in Subsidiary	(1.00)	-
Repayment of loans received from related parties	731.84	(3,550.00)
Movement in long term loans and advances	(120.00)	(120.00)
Repayment received of loans and advances given	120.00	120.00
Rent income received	214.93	122.07
Interest income	4,477.25	136.24
Changes in bank balance (current and non-current) (other than cash and cash equivalent)	(1,594.21)	(1,309.27)
	14,740.64	**(4,019.06)**
Direct taxes (paid)/ refund received (including tax deducted at source) - (net)	(284.02)	(54.65)
Net cash generated from / (used) in investing activities ...(B)	**14,456.62**	**(4,073.71)**

KAMAT HOTELS (INDIA) LIMITED

Consolidated Statement of Cash Flows for the year ended March 31, 2024 (Contd.)

All amounts are in INR (Lakhs) otherwise stated

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares through warrants	911.99	1,036.74
Proceeds from issue of warrants (not exercised)	-	1,170.60
Proceeds from long term borrowings	11,400.00	30,254.91
Proceeds from short term borrowings	143.00	-
Repayment of long term borrowings	(24,458.49)	(34,925.74)
Interest paid (Including other borrowing cost)	(9,483.95)	(6,236.87)
Payments of lease liabilities	(426.52)	(176.90)
Net cash generated from / (used in) financing activities... (C)	**(21,913.96)**	**(8,877.26)**
Net increase / (decrease) in cash and cash equivalents (A+ B+C)	**(271.71)**	**(1,331.53)**
Cash and cash equivalents at beginning of the year	922.33	2,253.86
Add: Opening balance of subsidiary acquired during the year	96.78	-
Cash and cash equivalents at end of the year	**747.40**	**922.33**
Cash and cash equivalents Includes		
Balances with bank		
- In current accounts	608.04	836.22
- Cheques in hand	30.00	30.00
- In deposit account with original maturity less than 3 months	80.92	31.55
Cash in hand	28.44	24.56
	747.40	**922.33**

Material accounting policies and notes to consolidated financial statements 1 to 61

Notes:

(i) Cash flow statement has been prepared under "indirect method" as set out in Ind AS 7 - " Statement of Cash Flow".

(ii) Refer note no. 49 for other notes in relation to statement of cash flows.

The notes referred to above form an integral part of the consolidated financial statements

As per our audit report of even date

For N.A.Shah Associates LLP
Chartered Accountants
Firm Registration No. 116560W/ W100149

For and on behalf of the Board of Directors of
Kamat Hotels (India) Limited

Milan Mody
Partner
Membership No. 103286

Dr. Vithal V. Kamat
Executive Chairman & Managing Director
(DIN : 00195341)

Ramnath P. Sarang
Director
(DIN : 02544807)

Place: Mumbai
Date: 07th May, 2024

Smita Nanda
Chief Financial Officer

Nikhil Singh
Company Secretary

Place: Mumbai
Date: 07th May, 2024

Consolidated statement of changes in equity for the year ended 31st March, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

A. Equity share capital

Particulars	Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
As at 31st March, 2024					
No. of shares					
- Fully paid up	2,46,52,863	-	2,46,52,863	12,53,601	2,59,06,464
- Partly paid-up forfeited shares	8,62,500	-	8,62,500	-	8,62,500
Amount					
- Fully paid up	2,465.29	-	2,465.29	125.36	2,590.65
- Partly paid-up forfeited shares	58.85	-	58.85	-	58.85
As at 31st March, 2023					
No. of shares					
- Fully paid up	2,35,84,058	-	2,35,84,058	10,68,805	2,46,52,863
- Partly paid-up forfeited shares	8,62,500	-	8,62,500	-	8,62,500
Amount					
- Fully paid up	2,358.41	-	2,358.41	106.88	2,465.29
- Partly paid-up forfeited shares	58.85	-	58.85	-	58.85

B. Other equity

Particulars	Reserves and surplus					OCI*	Share warrants	Total other equity
	Capital reserve	Capital redemption reserve	Securities premium	Amalgamation reserve	Retained earnings	Remeasurement gain/ (loss) of defined benefit plan		
Balance as at 31st March, 2022	**13.87**	**266.50**	**14,986.74**	**280.06**	**(36,196.40)**	**115.26**	**-**	**(20,533.97)**
Profit for the year - 2022 - 2023	-	-	-	-	31,288.27	-	-	31,288.27
Money received against share warrants	-	-	-	-	-	-	1,429.78	1,429.78
Amount transfer to share capital and security premium account on conversion of warrants	-	-	-	-	-	-	(259.19)	(259.19)
Share premium received on allotment of equity shares	-	-	929.86	-	-	-	-	929.86
Other comprehensive income for the year - 2022-2023	-	-	-	-	-	29.99	-	29.99
Balance as at 31st March, 2023	**13.87**	**266.50**	**15,916.60**	**280.06**	**(4,908.13)**	**145.25**	**1,170.60**	**12,884.75**
Profit for the year - 2023 - 2024	-	-	-	-	4,213.73	-	-	4,213.73
Amount transfer to share capital and security premium account on conversion of warrants	-	-	-	-	-	-	(304.00)	(304.00)
Share premium received on allotment of equity shares	-	-	1,090.63	-	-	-	-	1,090.63
Other comprehensive income for the year - 2023-2024	-	-	-	-	-	28.60	-	28.60
Balance as at 31st March, 2024	**13.87**	**266.50**	**17,007.23**	**280.06**	**(694.40)**	**173.85**	**866.60**	**17,913.71**

*Other comprehensive income

Material accounting policies and notes to consolidated financial statements 1 to 61

The notes referred to above form an integral part of the consolidated financial statements

As per our audit report of even date

For N.A.Shah Associates LLP

Chartered Accountants
Firm Registration No. 116560W/ W100149

Milan Mody
Partner
Membership No. 103286

Place: Mumbai
Date: 07th May, 2024

For and on behalf of the Board of Directors of
Kamat Hotels (India) Limited

Dr. Vithal V. Kamat
Executive Chairman & Managing Director
(DIN : 00195341)

Ramnath P. Sarang
Director
(DIN : 02544807)

Smita Nanda
Chief Financial Officer

Nikhil Singh
Company Secretary

Place: Mumbai
Date: 07th May, 2024

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

1. Background

Kamat Hotels (India) Limited (hereinafter referred to as 'the Parent Company', 'the Company' or 'Holding Company') is a public Company domiciled in India. Holding company together with its wholly owned subsidiary ('subsidiaries') is referred to as "the Group". The registered office of the Holding Company is located at 70 – C, Nehru Road, Near Santacruz Airport, Vile Parle (E), Mumbai – 400 099, India. Its shares are listed and traded on the Bombay Stock Exchange and National Stock Exchange in India. The Group and joint venture entity is in the hospitality business. Currently, it has hotels in the states of Maharashtra (Mumbai, Pune, Nashik, Murud, Aurangabad), Goa (Benaulim), Orissa (Puri, Konark, Bhubaneswar), Himachal Pradesh (Shimla), Gujarat (Jamnagar) and Uttar Pradesh (Ayodhya).

The financial statements of the Group for the year ended 31st March, 2024 were approved and adopted by board of directors in their meeting held on 07th May, 2024.

2. Material accounting policy information

2.1. Principles of consolidation

(a) Subsidiaries

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of that entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. The Group combines the financial statements of the parent and its subsidiaries line by line adding together items of assets, liabilities, equity, income and expenses. Intra-Group transactions, balances and unrealised gains on transactions between entities within the Group are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Non-controlling interests in the results and equity of subsidiaries are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of Changes in Equity and the Consolidated Balance Sheet respectively.

(b) Joint Venture

Joint ventures are joint arrangements whereby the parties that have joint control of the arrangements have rights to the net assets and obligations for the liabilities relating to the arrangement. Interests in joint ventures are accounted for using the equity method, after initially being recognised at cost in the Consolidated Balance sheet.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in the Consolidated Statement of Profit and Loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from joint ventures are recognised as a reduction in the carrying amount of the investment. When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity. Unrealised gains on transactions between the Group and its Joint Ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group. The carrying amount of equity accounted investments are tested for impairment.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

The financial statements of subsidiaries and joint venture consolidated are drawn upto the same reporting date as that of the Holding Company.

(c) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity. When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in Other Comprehensive Income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in Other Comprehensive Income are reclassified to the Statement of Profit and Loss. If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in Other Comprehensive Income are reclassified to the Statement of Profit and Loss where appropriate.

(d) Goodwill

i) Goodwill comprises the portion of the purchase price for an acquisition that exceeds the Group's share in the identifiable assets, with deductions for liabilities, calculated on the date of acquisition.

ii) Goodwill arising from the acquisition of associates and joint ventures is included in the carrying value of the investment in associates and joint ventures.

iii) Goodwill is deemed to have an indefinite useful life and is reported at acquisition value with deduction for accumulated impairments. An impairment test of goodwill is conducted once every year or more often if there is an indication of a decrease in value. The impairment loss on goodwill is reported in the statement of profit and loss. The impairment assessment is based on value in use. The recoverable amount is calculated based on value in use which has been determined based on business plans that have been approved by management for internal purposes. Key assumptions used for calculation of value in use are earnings before interest and taxes (EBIT), discount rate, growth rates and capital expenditures.

(e) The subsidiaries and jointly controlled entity (all incorporated in India) considered in consolidated financial statements and its country of incorporation is as tabulated below:

Sr. no.	Name of the entity	Proportion of interest (including beneficial interest) / voting power (either directly/ indirectly through subsidiary)	
		As at 31st March 2024	As at 31st March 2023
Subsidiary Companies			
1	Orchid Hotels Pune Private Limited ('OHPPL')	100%	100%
2	Envotel Hotels Himachal Private Limited (w.e.f 01.10.2023)	100%	-
3	Kamat Restaurants (India) Private Limited ('KRIPL')	100%	100%
4	Fort Jadhavgadh Hotels Private Limited ('FJHPL')	100%	100%
5	Mahodadhi Palace Private Limited ('MPPL')	100%	100%

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Sr. no.	Name of the entity	Proportion of interest (including beneficial interest) / voting power (either directly/ indirectly through subsidiary)	
		As at 31st March 2024	As at 31st March 2023
6	Orchid Hotel Eastern (India) Private Limited (Formerly known as Green Dot Restaurants Private Limited) ('OHEIPL)	100%	100%
Jointly Controlled Entity			
7	Ilex Developers & Resorts Limited ('IDRL')	32.92%	32.92%

2.2. Statement of compliance with Ind AS

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

2.3. Basis of preparation and presentation

These consolidated financial statements have been prepared on the historical cost convention and on accrual basis except for the following assets and liabilities which have been measured at fair value:

i) Certain financial assets and liabilities (including derivative instruments);

ii) Defined benefit plans – plan assets;

The accounting policies are applied consistently to all the periods presented in the consolidated financial statements.

The consolidated financial statements are in accordance with Division II of Schedule III to the Act, as applicable to the Group.

(a) Functional and presentation of currency

The consolidated financial statements are prepared in Indian Rupees which is also the Group's functional currency. All amounts are rounded to the nearest rupees in lakhs.

(b) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Further details are set out in note no. 46.

Fair values have been determined for measurement and / or disclosure purpose using methods as prescribed in "Ind AS 113 Fair Value Measurement".

(c) Use of significant accounting estimates, judgements and assumptions

The preparation of these consolidated financial statements in conformity with the recognition and measurement principles of Ind AS

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

requires management to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosure of contingent liabilities as on the date of consolidated financial statements and reported amounts of income and expenses for the periods presented. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. Significant estimates and critical judgement in applying these accounting policies are described below:

i) Property, plant & equipment and Intangible assets

The Group has estimated the useful life, residual value and method of depreciation / amortisation of property, plant & equipment and intangible assets based on its internal technical assessment. Property, plant & equipment, investment property and intangible assets represent a significant proportion of the asset base of the Group. Further, the Group has estimated that scrap value of property, plant & equipment would be able to cover the residual value & decommissioning costs of property, plant & equipment and investment property.

Therefore, the estimates and assumptions made to determine useful life, residual value, method of depreciation / amortisation and decommissioning costs are critical to the Group's financial position and performance.

ii) Impairment of financial assets

The impairment provisions for consolidated financial assets are based on assumptions about the risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on industry practice, Group's past history and existing market conditions as well as forward looking estimates at the end of each reporting period.

For trade receivables the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of trade receivables

iii) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies / claim / litigations against the Group as it is not possible to predict the outcome of pending matters with accuracy.

iv) Income taxes

Provision for tax liabilities requires judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore, the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the statement of profit and loss.

v) Measurement of defined benefit plan & other long-term benefits

The cost of the defined benefit gratuity plan / other long-term benefits and the present value of the gratuity obligation / other long-

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

vi) Loyalty program

The Group estimates the fair value of points awarded under the Loyalty program based on past use of points by customer and expected use in future for loyalty points.

vii) Impairment of investment in joint venture (Refer note no.10)

viii) Impairment of non-financial assets:

The carrying amounts of assets are reviewed at each balance sheet date for any indication of impairment based on internal / external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of a) fair value of assets less cost of disposal and b) its value in use. Value in use is the present value of future cash flows expected to derive from an assets or Cash-Generating Unit (CGU).

Based on the assessment done at each balance sheet date, recognised impairment loss is further provided or reversed depending on changes in circumstances. After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life. If the conditions leading to recognition of impairment losses no longer exist or have decreased, impairment losses recognised are reversed to the extent it does not exceed the carrying amount that would have been determined after considering depreciation / amortisation had no impairment loss been recognised in earlier years.

ix) Business combinations

In accounting for business combinations, judgment is required to assess whether an identifiable intangible asset is to be recorded separately from goodwill. Additionally, estimating the acquisition date fair value of the identifiable assets acquired (including useful life estimates), liabilities assumed, and contingent consideration assumed involves management judgment. These measurements are based on information available at the acquisition date and are based on expectations and assumptions that have been deemed reasonable by management. Changes in these judgments, estimates, and assumptions can materially affect the results of operations.

x) Corporate guarantee (Refer note no. 50.5.2)

xi) Going concern (Refer note no. 59)

2.4 Changes in accounting policies

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31st March 2023 to amend the following Ind AS which are effective for annual periods beginning on or after 1st April 2023. The Group applied for the first time these amendments.

Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement

to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the consolidated financial statements.

Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments had no impact on the consolidated financial statements.

Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments had no impact on the consolidated financial statements.

2.5 Presentation and disclosure of consolidated financial statement

All assets and liabilities have been classified as current and non-current as per Group's normal operating cycle and other criteria set out in the division II of Schedule III of the Companies Act, 2013 for a group whose consolidated financial statements are made in compliance with the Companies (India Accounting Standards) Rules, 2015.

Based on the nature of service i.e. hospitality and the time between rendering of services and their realization in cash and cash equivalents, 12 months has been considered by the Group for the purpose of current / non-current classification of assets and liabilities

2.6 Property, Plant and Equipment and Depreciation

Recognition and measurement

Properties plant and equipment are stated at their cost of acquisition. Cost of an item of property, plant and equipment includes purchase price including non-refundable taxes and duties, borrowing cost directly attributable to the qualifying asset, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and the present value of the expected cost for the dismantling/ decommissioning of the asset.

Parts (major components) of an item of property, plant and equipments having different useful lives are accounted as separate items of property, plant and equipments.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as capital advances under "Other non-current assets". Capital work-in-progress comprises of cost incurred on property, plant and equipment under construction / acquisition that are not yet ready for their intended use at the Balance Sheet Date.

Depreciation and useful lives

Depreciation on the property, plant and equipment (other than freehold land and capital work in progress) is provided on a straight-line method (SLM) over their useful lives which is in consonance of useful life mentioned in Schedule II to the Companies Act, 2013.

Building on leasehold lands and improvements to building on leasehold land / premises are amortized over the period of lease or useful life whichever is lower. Capital expenditure on rebranding and upgradation of the hotel property are amortized over the period

of 3 years. Capital expenditure on rebranding and upgradation of the hotel property are amortized over the period of 3 years.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted prospectively.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is de-recognised.

2.7 Intangible assets and amortisation

Recognition and measurement

Intangible assets are recognized only if it is probable that the future economic benefits attributable to the asset will flow to the Group and the cost of asset can be measured reliably. Intangible assets are stated at cost of acquisition/development less accumulated amortization and accumulated impairment loss if any.

Cost of an intangible asset includes purchase price including non - refundable taxes and duties, borrowing cost directly attributable to the qualifying asset and any directly attributable expenditure on making the asset ready for its intended use.

Intangible assets under development comprises of cost incurred on intangible assets under development that are not yet ready for their intended use as at the Balance Sheet date.

Amortization and useful lives

Computer softwares are amortized in 10 years on straight line basis and branding cost incurred are amortised over the period of 3 years. In case of assets purchased during the year, amortization on such assets is calculated on pro-rata basis from the date of such addition. Amortisation methods and useful lives are reviewed at each financial year end and adjusted prospectively.

2.8 Investment property and depreciation

Investment Property is property (land or a building – or a part of a building – or both) held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods and services or for administrative purposes. Investment properties are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.

Any gain or loss on disposal of investment property calculated as the difference between net proceeds from disposal and the carrying amount of Investment Property is recognized in Statement of Profit and Loss.

Depreciation and useful lives

Depreciation on the investment property (other than freehold land) is provided on a straight-line method (SLM) over their useful lives which are in consonance of useful life mentioned in Schedule II to the Companies Act, 2013.

Building on leasehold lands and improvements to building on leasehold land / premises are amortized over the period of lease or useful life whichever is lower. Capital expenditure on rebranding and upgradation are amortized over the period of 3 years.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted prospectively.

2.9 Inventories

Inventories comprise of stock of food, beverages, stores and operating supplies and are valued at lower of cost (computed on weighted average basis) or net realizable value. Purchase of operating supplies (other than initial acquisition during the pre-commencement of the hotel and commencement of new restaurants / outlets) is charged to statement of profit and loss in the year of consumptions. The cost comprises of cost of purchases, duties and taxes (other than those subsequently recoverable) and other costs incurred in

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

bringing them to their present location and condition. Cost of inventories is arrived at after providing for cost of obsolescence.

2.10 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government and discounts given to the customers.

(i) Revenue comprises of sale of rooms, banquets, food & beverages and allied services relating to hotel operations. Revenue is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration the Group expects to receive in exchange for services. Revenue is recognized upon rendering of service. Sales and services are recorded net of GST / indirect taxes recovered. Revenue yet to be billed is considered as unbilled revenue.

(ii) Royalty fees from hotel property given under business contract agreement and consultancy charges. The royalty fee income and consultancy income is recognized in the period to which it relates.

(iii) Initial non-refundable membership fee is recognised as income over the period of validity of membership which reflects the expected utilization of membership benefits.

(iv) Annual membership fees collected from members (in respect of both under refundable and non-refundable membership scheme) are recognised as income on time proportion basis.

(v) Management fees under the hotel management arrangement are recognised in accordance with the terms of the arrangement.

(vi) The Group operates loyalty program, which allows its eligible customers to earn points based on their spending at the hotels. The points so earned by such customers are accumulated. The revenues allocated to award points is deferred and revenue is recognised on redemption of the award points towards the services utilized.

(vii) Dividend income on investments is accounted for in the year in which the right to receive is established, which is generally when shareholders approve the dividend.

(viii) For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

(ix) Income from rentals are recognized as an income in the Statement of Profit and Loss on a straight-line basis over the lease term.

(x) Export incentives / benefits are recognised as income in the statement of profit and loss when the right to receive payment/credit is established and no significant uncertainty as to measurability or collectability exists.

2.11 Government grants

Government grants are recognized in the period to which they relate when there is reasonable assurance that the grant will be received and that the Group will comply with the attached conditions. Government grants are recognized in the statement of profit and loss on systematic basis over a period in which the Group recognizes as expenses the related costs for which the grants are intended to compensate.

2.12 Foreign currency transaction

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date

of the transaction. As at the Balance Sheet date, foreign currency monetary items are translated at closing exchange rate. Exchange differences arising on settlement or translation of foreign currency monetary items are recognised as income or expense in the year in which they arise.

Foreign currency non-monetary items which are carried at historical cost are reported using the exchange rate at the date of transactions.

2.13 Employee benefits

- Short term employee benefits

  All employee benefits falling due wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss in the period in which the employee renders the related service.

- Post-employment benefits& other long-term benefits

a. Defined contribution plan

The defined contribution plan (where applicable) is a post-employment benefit plan under which the Group contributes fixed contribution to a Government Administered Fund and will have no obligation to pay further contribution. The Group's defined contribution plan comprises of Provident Fund, Labour Welfare Fund and Employee State Insurance Scheme. The Group's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the period in which the employee renders the related service.

b. Post-employment benefit and other long-term benefits

The Group has defined benefit plans (where applicable) comprises of gratuity and other long term benefits in the form of leave benefits and long service rewards. In case of Holding Company, obligation towards gratuity liability is funded plan and is managed by Life Insurance Corporation of India (LIC) and in case of subsidiaries it is unfunded. The present value of the defined benefit obligations and certain other long term employee benefits [privilege leave and sick leave] is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

For gratuity plan, re-measurements comprising of (a) actuarial gains and losses, (b) the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and (c) the return on plan assets (excluding amounts included in net interest on the post-employment benefits liability) are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Such re-measurements are not reclassified to statement of profit and loss in subsequent periods.

The expected return on plan assets is the Group's expectation of average long-term rate of return on the investment of the fund over the entire life of the related obligation. Plan assets are measured at fair value as at the Balance Sheet date.

The interest cost on defined benefit obligation and expected return on plan assets is recognised under finance cost.

Gains or losses on the curtailment or settlement of defined benefit plan are recognised when the curtailment or settlement occurs.

Actuarial gains or losses arising on account of experience adjustment and the effect of changes in actuarial assumptions for other employee benefit plan [other than gratuity] are recognized immediately in the Statement of Profit and Loss as income or expense.

The cost of providing benefit under long service awards scheme is determined on the basis of estimated average cost of providing service and calculated arithmetically considering materiality.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

2.14 Borrowing cost

Borrowing costs (net of interest income on temporary investments) that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the respective asset till such time the asset is ready for its intended use or sale. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Ancillary cost of borrowings in respect of loans not disbursed are carried forward and accounted as borrowing cost in the year of disbursement of loan. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest expenses calculated as per effective interest method, exchange difference arising from foreign currency borrowings to the extent they are treated as an adjustment to the borrowing cost and other costs that an entity incurs in connection with the borrowing of funds.

2.15 Leases

Group as a lessee

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative standalone prices

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprise of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date net of lease incentive received, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term of right-of-use asset.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group incremental borrowing rate. The lease liability is measured at amortised cost using the effective interest method.

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease.

Right-of-use assets and lease liability balances are adjusted on partial / full termination of lease and corresponding gain / loss on such partial / full termination is charged to other income / other expenses in the Statement of Profit and Loss.

Where the Group is the lessor

Lease income from operating leases where the Group is a lessor is recognised (net of GST) in income on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature.

2.16 Taxes on income

Tax expenses for the year comprises of current tax, deferred tax charge or credit and adjustments of taxes for earlier years. In respect of amounts adjusted outside profit or loss (i.e. in other comprehensive income or equity), the corresponding tax effect, if any, is also adjusted outside profit or loss.

Provision for current tax is made as per the provisions of Income Tax Act, 1961. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences, and deferred tax assets are recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which such deferred tax assets can be utilized. In situations where there is unused tax losses and unused tax credits, deferred tax assets are recognised only if it is probable that they can be utilized against future taxable profits. Deferred tax assets are reviewed for the appropriateness of their respective carrying amounts at each Balance Sheet date.

Minimum Alternative Tax ("MAT") credit is recognised as an asset only when and to the extent it is probable when an entity included in the group will pay normal income tax during the specified period.

At each reporting date, the Group reassesses unrecognised deferred tax assets. It recognises previously unrecognised deferred tax assets to the extent that it has become probable that future taxable profit allow deferred tax assets to be recovered.

2.17 Cash and cash equivalent

Cash and cash equivalents include cash in hand, bank balances, deposits with banks (other than on lien) and all short term and highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

For the purpose of cash flow statement, cash and cash equivalent as calculated above also includes outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

2.18 Cash flow statement

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

2.19 Provisions, contingent liabilities, contingent assets

A provision is recognised when the Group has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

The Group does not recognize a contingent asset but discloses its existence in the financial statements if the inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

2.20 Non-Current assets held for sale and discontinued operations

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits and financial assets which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale.

Non-current assets and liabilities classified as held for sale are presented separately from the other assets and liabilities in the balance sheet.

2.21 Earnings per share

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

2.22 Business combinations

Business combinations are accounted for using the purchase (acquisition) method. The cost of an acquisition is measured as the fair value of the assets transferred, liabilities incurred or assumed, and equity

instruments issued at the date of exchange by the Company. Identifiable assets acquired, and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business acquisition are expensed as incurred.

The excess of the cost of an acquisition over the Company's share in the fair value of the acquiree's identifiable assets and liabilities is recognised as goodwill. If the excess is negative, a bargain purchase gain is recognised in equity as capital reserve. Goodwill is measured at cost less accumulated impairment (if any)

2.23 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2.23.1 Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in profit or loss and is included in the "Other income" line item.

Investments in equity instruments at FVTOCI

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments. This election is not permitted if

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

the equity investment is held for trading. These elected investments are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

A financial asset is held for trading if:

- It has been acquired principally for the purpose of selling it in the near term; or
- On initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- It is a derivative that is not designated and effective as a hedging instrument or a financial guarantee. Dividends on these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably. Dividends recognised in profit or loss are included in the 'Other income' line item.

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

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model based on 'simplified approach' for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in statement of profit and loss.

De-recognition of financial asset

The Group de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially

all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralized borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On de-recognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

2.23.2 Financial liability and equity instrument

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs. Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for de-recognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Group, and commitments issued by the Group to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies, may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' line item.

However, for non-held-for-trading financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss, in which case these effects of changes in credit risk are recognised in profit or loss. The remaining amount of change in the fair value of liability is always recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are reflected immediately in retained earnings and are not subsequently reclassified to profit or loss.

Gains or losses on financial guarantee contracts and loan commitments issued by the Group that are designated by the Group as at fair value through profit or loss are recognised in profit or loss.

Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability or (where appropriate) a shorter period, to the gross carrying amount on initial recognition.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

Commitments to provide a loan at a below-market interest rate

Commitments to provide a loan at a below-market interest rate are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

Compound financial instruments

The liability component of a compound financial instrument is recognised initially at fair value of a similar liability that does not have an equity component. The equity component is recognised initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and the equity components, if material, in proportion to their initial carrying amounts.

Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Reclassification

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Groupreclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

De-recognition of financial liabilities

The Group de-recognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability de-recognised and the consideration paid and payable is recognised in profit or loss.

3. Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

4. Property, plant and equipment

I Gross carrying value

Particulars	Freehold land	Building	Leasehold Improvements (Refer note no. 4.2)	Plant & equipment	Furniture & fixtures	Vehicles	Office equipments	Total
Balance as at 31st March 2022	**2,561.08**	**6,515.30**	**50,281.40**	**4,757.35**	**495.59**	**48.14**	**115.02**	**64,773.88**
Additions during the year 2022-23	-	5.77	259.06	223.93	55.70	6.34	15.86	566.66
Deletions during the year 2022-23	-	-	4.42	25.63	0.68	-	4.66	35.39
Assets classified as held for sale	2,561.08	6,519.56	-	683.63	71.15	0.00	27.31	9,862.73
Reversal of Impairment (Refer note no. 4.3)	-	-	10,990.00	-	-	-	-	10,990.00
Balance as at 31st March 2023	**-**	**1.51**	**61,526.04**	**4,272.02**	**479.46**	**54.48**	**98.91**	**66,432.42**
Effect of business combination	-	-	-	0.52	-	5.23	0.68	6.43
Additions during the year 2023-24	-	-	28.09	269.54	66.86	27.68	56.37	448.54
Deletions during the year 2023-24	-	-	-	26.16	0.62	3.38	0.76	30.92
Balance as at 31st March 2024	**-**	**1.51**	**61,554.13**	**4,515.92**	**545.70**	**84.01**	**155.20**	**66,856.47**

II Accumulated depreciation

Particulars	Freehold land	Building	Leasehold Improvements (Refer note no. 4.2)	Plant & equipment	Furniture & fixtures	Vehicles	Office equipments	Total
Balance as at 31st March 2022	**-**	**814.35**	**29,079.63**	**2,750.64**	**307.97**	**23.11**	**95.50**	**33,071.20**
Additions during the year 2022-23	-	130.47	930.55	338.02	41.92	4.18	14.31	1,459.45
Deletions during the year 2022-23	-	-	3.28	15.54	0.54	-	3.96	23.32
Assets classified as held for sale	-	944.44	-	486.98	34.68	-	24.13	1,490.23
Balance as at 31st March 2023	**-**	**0.38**	**30,006.90**	**2,586.14**	**314.67**	**27.29**	**81.72**	**33,017.10**
Effect of business combination	-	-	-	0.17	-	1.05	0.13	1.35
Additions during the year 2023-24	-	0.04	1,163.11	276.44	46.45	6.11	13.33	1,505.48
Deletions during the year 2023-24	-	-	-	17.81	0.59	3.18	0.72	22.30
Balance as at 31st March 2024	**-**	**0.42**	**31,170.01**	**2,844.94**	**360.53**	**31.27**	**94.46**	**34,501.63**

III Net carrying amount

Particulars	Freehold land	Building	Leasehold Improvements (Refer note no. 4.2)	Plant & equipment	Furniture & fixtures	Vehicles	Office equipments	Total
Balance as at 31st March, 2023	**-**	**1.13**	**31,519.14**	**1,685.88**	**164.79**	**27.19**	**17.19**	**33,415.39**
Balance as at 31st March, 2024	**-**	**1.09**	**30,384.12**	**1,670.98**	**185.17**	**52.74**	**60.74**	**32,354.86**

4.1 For details of assets given as security (Refer note no. 26)

4.2 The leasehold improvements are constructed on land taken under cancellable lease.

4.3 The subsidiary company (Orchid Hotels Pune Private Limited) had impaired its building on leasehold land and leasehold improvements upto Rs. 21,932.32 lakhs in earlier years. During the year ended 31st March, 2023, considering the potential for growth, projected financial performance, waiver of dues as by Holding compnay and the present market value of the property valued by an independent valuer at Rs. 24,290.00 lakhs, the subsidiary company has reviewed and reversed the excess provision for impairment of Rs. 10,990.00 lakhs, which is shown as exceptional income.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

5. Capital work-in-progress (CWIP)

	As at 31st March 2024	As at 31st March 2023
Opening balance	155.64	144.50
Add: Additions during the year	809.80	696.15
Less: Capitalised during the year	593.25	575.20
Less: Transferred to Expenses	17.62	109.81
Closing balance	**354.57**	**155.64**

5.1 CWIP ageing schedule

Particulars	As at 31st March, 2024				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Projects in progress					
Stamp Duty & Registration - IRA Ayodhya	39.32	-	-	-	39.32
Stamp Duty & Brokerage - Corporate Office (Upcoming Projects)	74.47	-	-	-	74.47
Stamp Duty & Registration - IRA Noida	49.49	-	-	-	49.49
Stamp Duty & Registration - Orchid Dehradun	36.51	-	-	-	36.51
Lifts & Elevators - The Orchid Mumbai	30.23	-	-	-	30.23
Misc & Gen Equipment - Orchid Jamnagar	1.63	-	-	-	1.63
Architectural Fees - Lotus Goa	21.71	-	-	-	21.71
Architectural Fees - Orchid Pune	5.25	-	-	-	5.25
Room Renovation Work at Mahodadhi Puri	1.16	6.48	88.32	-	95.96
	259.77	**6.48**	**88.32**	**-**	**354.57**
(ii) Projects temporarily suspended	-	-	-	-	-

Particulars	As at 31st March, 2023				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Projects in progress					
Heat Pump - VITS Mumbai	14.05	-	-	-	14.05
HVAC System - VITS Mumbai	22.54	-	-	-	22.54
AC Plant & Air Condition - The Orchid	3.50	-	-	-	3.50
Mobile Phone - The Orchid	0.06	-	-	-	0.06
Godrej Locker - Lotus Murud	2.11	-	-	-	2.11
	42.26	**-**	**-**	**-**	**42.26**
(ii) Projects temporarily suspended					
Kitchen Equipment - The Orchid	-	-	-	18.58	18.58
Room Renovation Work at Mahodadhi Puri	6.48	88.32	-	-	94.80
	6.48	**88.32**	**-**	**18.58**	**113.38**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

6 Other intangible assets

I **Gross carrying value**

Particulars	Software	Total
Balance as at 31st March, 2022	**136.96**	**136.96**
Additions during the year 2022-23	1.53	1.53
Deletions during the year 2022-23	0.40	0.40
Assets classified as held for sale	10.73	10.73
Balance as at 31st March, 2023	**127.36**	**127.36**
Effect of business combination	5.81	5.81
Additions during the year 2023-2024	16.40	16.40
Deletions during the year 2023-2024	0.27	0.27
Balance as at 31st March, 2024	**149.30**	**149.30**

II **Accumulated depreciation**

Particulars	Software	Total
Balance as at 31st March, 2022	**58.29**	**58.29**
Additions during the year 2022-23	14.08	14.08
Deletions during the year 2022-23	0.40	0.40
Assets classified as held for sale	6.86	6.86
Balance as at 31st March, 2023	**65.11**	**65.11**
Effect of business combination	1.49	1.49
Additions during the year 2023-24	13.14	13.14
Deletions during the year 2023-24	0.14	0.14
Balance as at 31st March, 2024	**79.60**	**79.60**

III **Net carrying amount**

Particulars	Software	Total
Balance as at 31st March, 2023	**62.25**	**62.25**
Balance as at 31st March, 2024	**69.70**	**69.70**

6.1 Software is other than internally generated software.

6.2 Balance useful life of intangible as at 31st March 2024 is 1 to 9 years (Previous year: 1 to 9 years).

7 Right of use assets

I **Gross carrying value**

Particulars	Land & building	Total
Balance as at 31st March, 2022	**2,221.95**	**2,221.95**
Additions during the year 2022-23	-	-
Deletions during the year 2022-23	-	-
Balance as at 31st March, 2023	**2,221.95**	**2,221.95**
Effect of business combination	3,785.53	3,785.53
Additions during the year 2023-24	953.68	953.68
Deletions during the year 2023-24	4.66	4.66
Balance as at 31st March, 2024	**6,956.50**	**6,956.50**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

II **Accumulated depreciation**

Particulars	Land & building	Total
Balance as at 31st March, 2022	**152.78**	**152.78**
Additions during the year 2022-23	50.90	50.90
Deletions during the year 2022-23	-	-
Balance as at 31st March, 2023	**203.68**	**203.68**
Effect of business combination	392.44	392.44
Additions during the year 2023-24	225.37	225.37
Deletions during the year 2023-24	-	-
Balance as at 31st March, 2024	**821.49**	**821.49**

III **Net carrying amount**

Particulars	Land & building	Total
Balance as at 31st March, 2023	**2,018.27**	**2,018.27**
Balance as at 31st March, 2024	**6,135.01**	**6,135.01**

8 Investment property

I **Gross carrying value**

Particulars	Freehold Land	Building	Building on leasehold land (Refer note 8.3)	Total
Balance as at 31st March, 2022	**178.09**	**8.94**	**950.85**	**1,137.88**
Additions during the year 2022-23	-	-	-	-
Deletions during the year 2022-23	134.40	-	-	134.40
Balance as at 31st March, 2023	**43.69**	**8.94**	**950.85**	**1,003.48**
Additions during the year 2023-24	-	-	-	-
Deletions during the year 2023-24	-	-	-	-
Balance as at 31st March, 2024	**43.69**	**8.94**	**950.85**	**1,003.48**

II **Accumulated depreciation**

Particulars	Freehold Land	Building	Building on leasehold land (Refer note 8.3)	Total
Balance as at 31st March, 2022	**-**	**0.98**	**144.34**	**145.32**
Additions during the year 2022-23	-	0.16	23.40	23.56
Deletions during the year 2022-23	-	-	-	-
Balance as at 31st March, 2023	**-**	**1.14**	**167.74**	**168.88**
Additions during the year 2023-24	-	0.16	23.46	23.62
Deletions during the year 2023-24	-	-	-	-
Balance as at 31st March, 2024	**-**	**1.30**	**191.20**	**192.50**

III **Net carrying amount**

Particulars	Freehold Land	Building	Building on leasehold land (Refer note 8.3)	Total
Balance as at 31st March, 2023	**43.69**	**7.80**	**783.11**	**834.60**
Balance as at 31st March, 2024	**43.69**	**7.64**	**759.65**	**810.98**

8.1 Depreciation is provided on investment property based on useful life on Straight Line Method (Refer note no. 2.8).

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

8.2 For details of assets given as security, refer note no. 26.

8.3 The leasehold improvements are constructed on land taken under cancellable lease. Refer note no. 56 for details on future minimum lease rentals.

8.4 Amount recognized in Statement of Profit and Loss for investment properties:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Rental income derived from investment property (Refer note no. 8.5)	124.10	109.78
Direct operating expenses (including repairs and maintenance) generating rental income	26.52	19.18
Direct operating expenses (including repairs and maintenance) that did not generate rental income	0.92	2.48
Profit from leasing of investment properties before depreciation	**96.66**	**88.12**
Less: Depreciation expenses	22.45	23.40
Profit / (loss) from leasing of investment properties after depreciation	**74.21**	**64.72**

8.5 Leasing arrangement.

Certain investment properties are leased to tenants under cancellable / non-cancellable operating leases with rentals payable monthly.

8.6 Fair value

Particulars	As at 31st March, 2024	As at 31st March, 2023
Fair value of investment properties	1,477.86	1,518.81

8.7 The Holding company's investment properties consist of land situated at Kottayam (Kerala), Baddi (Himachal Pradesh), Residential flat at Nagpur and office building in Mumbai. The best evidence of fair value is current prices in an active market for similar properties. Holding company has considered ready reckoner rates as the main input for valuation of these investment properties. All resulting fair value estimates for investment properties are included in Level 2.

9. Assets classified as held for sale

I Gross carrying value

Particulars	Property, plant and equipment						Other intangible assets	Capital work-in-progress (CWIP)	Total
	Freehold land	Building	Plant & equipment	Furniture & fixtures	Vehicles	Office equipments	Software		
Balance as at 31st March 2022	**2561.08**	**6519.56**	**683.63**	**71.15**	**0.00**	**27.31**	**10.73**	**0.00**	**9873.46**
Additions during the year 2022-23	-	-	-	-	-	-	-	-	-
Deletions during the year 2022-23	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2023	**2,561.08**	**6,519.56**	**683.63**	**71.15**	**0.00**	**27.31**	**10.73**	**-**	**9,873.46**
Additions during the year 2023-24	-	4.60	98.64	0.14	-	3.76	-	24.09	131.23
Deletions during the year 2023-24	2,561.08	6,524.16	782.27	71.29	-	31.07	10.73	24.09	10,004.69
Balance as at 31st March 2024	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

II Accumulated depreciation

Particulars	Property, plant and equipment						Other intangible assets	Capital work-in-progress (CWIP)	Total
	Freehold land	Building	Plant & equipment	Furniture & fixtures	Vehicles	Office equipments	Software		
Balance as at 31st March 2022	**-**	**944.44**	**486.98**	**34.68**	**-**	**24.13**	**6.86**	**-**	**1,497.09**
Additions during the year 2022-23	-	-	-	-	-	-	-	-	-
Deletions during the year 2022-23	-	-	-	-	-	-	-	-	-
Balance as at 31st March 2023	**-**	**944.44**	**486.98**	**34.68**	**-**	**24.13**	**6.86**	**-**	**1,497.09**
Additions during the year 2023-24	-	-	-	-	-	-	-	-	-
Deletions during the year 2023-24	-	944.44	486.98	34.68	-	24.13	6.86	-	1,497.09
Balance as at 31st March 2024	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

III Net carrying amount

Particulars	Property, plant and equipment						Other intangible assets	Capital work-in-progress (CWIP)	Total
	Freehold land	Building	Plant & equipment	Furniture & fixtures	Vehicles	Office equipments	Software		
Balance as at 31st March, 2023	**2,561.08**	**5,575.12**	**196.65**	**36.47**	**0.00**	**3.18**	**3.87**	**-**	**8,376.37**
Balance as at 31st March, 2024	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

10. Non-current financial assets : Investments in joint ventures

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unquoted		
Investments in Joint Venture (Accounted as per equity method, Refer note no. 50)		
Ilex Developers and Resorts Limited 2,66,500 equity shares (Previous year 2,66,500) of Rs. 10 each	273.16	-
Less: Impairment in value of investment (Refer note no. 10.1)	-	-
Add : Share in profit /(loss) after tax	84.28	273.16
Total	**357.44**	**273.16**
Aggregate amount of quoted investments	-	-
Aggregate market value of quoted investments	-	-
Aggregate value of unquoted investment	357.44	273.16
Aggregate amount of impairment in value of investments	-	-

10.1 The Holding company has made a strategic and long term investment of Rs. 533.00 lakhs (Previous year: Rs.533.00 lakhs) in the shares of Ilex Developers & Resorts Limited (Ilex), a 32.92% joint venture in earlier years. In earlier years, the Holding company made a full provision for impairment of this investment in compliance with Ind AS 36 - Impairment of Assets.

During previous year as well as in current year, the management of the joint venture company has reviewed the recoverable value in respect of net block of property, plant & equipment as on balance sheet date. Based on such assessment, management of Holding company also has carried out assessment of recoverable value of the investment in JV in the consolidated financial statements and based on such assessment, conculded that no provision is required for impairment.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

11. Investment

Particulars	As at 31st March, 2024	As at 31st March, 2023
Investment measured at Fair Value Through Profit or Loss (FVTPL)		
- Investment in equity instruments		
(i) Quoted		
Royal Orchid Hotels Limited 50 equity shares (Previous year: 50) of Rs 10 each	0.18	0.14
(ii) Unquoted		
The Satara Sahakari Bank Limited 10,010 equity shares (Previous year: 10,010) of Rs. 50 each	20.18	17.84
Total	**20.36**	**17.98**
Aggregate amount of quoted investments	0.18	0.14
Aggregate market value of quoted investments	0.18	0.14
Aggregate book value of unquoted investment	20.18	17.84
Aggregate amount of impairment in value of investments	-	-

12. Non-current financial assets : Loans

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Unsecured, considered good unless otherwise stated)		
Loans to related party	1,934.28	2,290.00
Loans to joint venture	883.88	1,260.00
Loans to others	64.95	-
	2,883.11	**3,550.00**
Inter corporate deposit (considered doubtful)	200.00	200.00
Less: Impairment of advance given	200.00	200.00
	-	-
Total	**2,883.11**	**3,550.00**

12.1 Loans or advances to specified person

Type of Borrower	As at 31st March, 2024		As at 31st March, 2023	
	Amount of loan or advance in the nature of loan outstanding as at year end	Percentage to the total loans and advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding as at year end	Percentage to the total loans and advances in the nature of loans
(i) Related parties				
Ilex Developers and Resorts Limited	883.88	31.36%	1,260.00	35.49%
(ii) Promoters				
Plaza Hotels Private Limited	1,934.28	68.64%	2,290.00	64.51%
	2,818.16	**100.00%**	**3,550.00**	**100.00%**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

13. Non-current financial assets : Others

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Unsecured, considered good)		
Security deposits		
-Related party (Refer note no. 13.1 and 53)	2,262.05	2,140.84
- Others	425.95	155.26
Margin money in fixed deposits with banks (maturity more than 12 months) (Refer note no. 13.2)	369.52	20.90
Total	**3,057.52**	**2,317.00**

13.1 Security deposit paid having carrying value of Rs. 8,000 lakhs as at 31st March, 2024 (Previous year: Rs.8,000 lakhs) is interest free and is given for leasehold land taken from Plaza Hotels Private Limited in which director of the Holding company is also member. This deposit has been fair valued under Ind AS 109 - Financial Instrument. Deferred lease asset arising out of the said fair valuation is being amortised on straight line basis (Refer note no. 15).

13.2 Fixed deposit is given as margin money to the Bank for guarantee given by bank to Government and other authorities on behalf of the Company.

14. Non-current tax assets (net)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Income tax payments (net of provision made there against)	2,088.97	1,582.26
Total	**2,088.97**	**1,582.26**

15. Non-current assets: Others

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Unsecured, considered good unless otherwise stated)		
Capital advances (considered doubtful)	188.65	188.65
Less: Impairment of advance given	188.65	188.65
	-	-
Others advances (considered doubtful) (Refer note no. 15.1)	488.62	488.62
Less: Impairment of advance given	488.62	488.62
	-	-
Deposit under protest with prothonotary and senior master, Bombay High Court	1,567.00	-
Deferred advance rentals	3,245.75	3,162.20
Advance for Project (Refer note no.15.2)	614.05	600.78
Prepaid expenses	22.88	21.46
Total	**5,449.68**	**3,784.44**

15.1 In terms of the Memorandum of Understanding with a Public Trust owning a plot of land in Mumbai, the Holding company had paid Rs. 488.62 lakhs as security deposit and incurred expenditure of Rs. 207.93 lakhs for a proposed hospitality project on the said land in earlier years. The owner did not fulfil his obligation to complete the infrastructure for the aforesaid project despite follow up by the Holding company. In view of inordinate delay in the projects, the expenditure incurred on the said incomplete project had been written-off and a provision had been made in the earlier years for the deposit paid to the said party. Holding company has initiated legal proceedings against the party and other party has also made counter claim for compensation and interest thereon. The matter is pending to be resolved. Adjustments, if any, to the expenditure written off and provision made as above, will be made on disposal / conclusion of the above matter in the year in which matter is settled.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

15.2 In earlier year, the subsidiary company OHPPL has paid unsecured advance of Rs. 600 lakhs to Joint Developer for cost to be incurred in respect of joint development agreement entered in September 2019 to develop and commercially exploit certain properties over the land on which the subsidiary company holds leasehold rights. As per the terms agreed between the joint developer and the subsidiary company, the said amount would be utilised for obtaining / seeking the necessary approvals for the development of above-mentioned property. Further as per the mutual understanding, if the joint developer is not able to obtain the requisite development approvals within reasonable time, the said amount subject to deduction for expense incurred by the joint developer would be refunded to the subsidiary company. The subsidiary company along with the Joint Developer has appointed a licensed architect to design, prepare plans and make the necessary applications for regulatory approvals. As on 31st March, 2024, the joint developer has confirmed that no significant expense has been incurred out of the advance received.

16. Inventories

Particulars	As at 31st March, 2024	As at 31st March, 2023
(At lower of cost or net realisable value) (Refer note no. 16.1)		
Food and beverages	252.38	219.66
Stores and operating supplies	171.98	145.62
Total	**424.36**	**365.28**

16.1 The cost of inventories recognised as an expense amounted to Rs. 4,986.37 lakhs (Previous year Rs. 4,101.49 lakhs). Refer note 3.6 for accounting policy for inventory valuation.

17. Current financial assets : Investment

Particulars	As at 31st March, 2024	As at 31st March, 2023
Quoted		
Investment measured at Fair Value Through Profit or Loss (FVTPL)		
50,000 (Previous year: 50,000) units of SBI PSU FUND - of Rs. 10 each	14.11	7.55
Total	**14.11**	**7.55**
Aggregate amount of quoted investments	14.11	7.55
Aggregate market value of quoted investments	5.00	5.00
Aggregate book value of unquoted investment	-	-
Aggregate amount of impairment in value of investments	-	-

18. Current financial assets : Trade receivables

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unsecured considered good, unless otherwise stated)		
-Considered good	872.77	881.76
-Considered doubtful	1,613.57	1,609.64
	2,486.34	**2,491.40**
Less: Allowance for expected credit loss (Refer note no. 18.1 and 18.2)	1,613.57	1,609.64
Total	**872.77**	**881.76**

18.1 The Group recognizes loss allowances using the expected credit loss (ECL) model based on 'simplified approach'. Considering same there are trade receivable having significant credit risk.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

18.2 The reconciliation of Expected Credit Allowance (ECL) is as given below;

Particulars	As at 31st March, 2024	As at 31st March, 2023
Balance at the beginning	1,609.64	1,643.00
Add: Provision for ECL made during the year	7.97	5.48
Less: Provision for ECL written-back during the year	(4.04)	(38.84)
Balance at the year end	**1,613.57**	**1,609.64**

18.3 Refer note no.44 for ageing.

18.4 Trade receivable includes receivable from related parties as given below. This included amount of Rs 8.91 lakhs (Previous year Rs 6.65 lakhs) from an entity in which director of the group is also director.

Particulars	As at 31st March, 2024	As at 31st March, 2023
From related parties (Refer note no. 51)		
Ilex Developers & Resorts Limited	8.91	6.65
Total	**8.91**	**6.65**

19. Current financial assets : Cash and cash equivalents

Particulars	As at 31st March, 2024	As at 31st March, 2023
Balances with bank		
- In current accounts	608.04	836.22
- Cheques in hand	30.00	30.00
- In deposit account with original maturity less than 3 months	80.92	31.55
Cash in hand	28.44	24.56
Total	**747.40**	**922.33**

20 Current financial assets : Other bank balance

Particulars	As at 31st March, 2024	As at 31st March, 2023
Margin money in fixed deposits with banks (Maturity period less than 12 months) (Refer note no. 20.1)	2,198.99	1,141.21
Balance in Bank - Escrow Account (Refer note no. 20.2)	485.58	288.63
Total	**2,684.57**	**1,429.84**

20.1 Fixed deposit is given as margin money to the Bank include minimum amount need to maintain in Debt Service Reserve Account as per the terms of Debenture Trust Deed and for guarantee given by bank to Government and other authorities on behalf of the Group.

20.2 Balance with bank (escrow account) is maintained for servicing of dues payable to debenture holder.

21. Current financial assets : Loans

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Unsecured considered good, unless otherwise stated)		
Loans and advances to employees	0.17	0.87
Total	**0.17**	**0.87**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

22. Current financial assets : Others

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Unsecured, considered good unless otherwise stated)		
Interest receivable from:		
- Joint Venture on loans and advances	66.21	39.77
- Promoter company on loans and advances	364.67	72.28
- On bank deposits and investments	45.75	18.69
Security deposit	33.23	12.55
Total	**509.86**	**143.29**

23. Other current assets

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Unsecured, considered good unless otherwise stated)		
Advances to vendors	331.77	95.93
GST receivable on vendor payment	4.05	4.66
Balances with Government authorities (considered doubtful) (Refer note no. 23.1)	2,108.28	381.43
Less: Provision for doubtful SEIS	(5.38)	(1.08)
	2,102.90	380.35
Prepaid expenses	366.68	304.83
Professional Income Receivable	135.00	-
Total	**2,940.40**	**785.77**

23.1 Balance of authorities includes input tax credit (ITC) of Rs 108.77 lakhs (Previous year: Rs.108.77 lakhs) of Goods and service tax (GST) taken by subsidiary company (Orchid Hotels Pune Private Limited) and Rs 12.88 lakhs (Previous year: Rs 12.88 lakhs) taken by Holding company based on legal interpretation.

24. Equity share capital

Particulars	As at 31st March, 2024	As at 31st March, 2023
Authorised capital		
3,42,50,000 (Previous year: 3,42,50,000) Equity Shares of Rs. 10 each.	3,425.00	3,425.00
Issued		
2,67,68,964 (Previous year: 2,55,15,363) Equity Shares of Rs. 10 each	2,676.90	2,551.54
Subscribed and paid-up		
2,59,06,464 (Previous year: 2,46,52,863) Equity Shares of Rs. 10 each, fully paid up	2,590.65	2,465.29
Forfeited and partly paid-up		
8,62,500 Forfeited equity shares partly paid-up (Previous year: 8,62,500)	58.85	58.85
Total	**2,649.50**	**2,524.14**

24.1 Reconciliation of number of equity shares outstanding at the beginning and at the end of the year

Particulars	Opening balance	Fresh issue/ (buy-back)	Closing balance
Equity shares			
Year ended 31st March, 2024			
- Number of equity shares	2,46,52,863	12,53,601	2,59,06,464
Year ended 31st March, 2023			
- Number of equity shares	2,35,84,058	10,68,805	2,46,52,863

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

24.2 Terms/ rights attached to equity shares :

The Holding company has only one class of shares referred to as equity shares having a par value of Rs. 10. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the group, the holders of equity shares will be entitled to receive any of the remaining assets of the Holding company, after distribution of all preferential amounts. However, there are no preferential amounts inter se equity shareholders. The distribution will be in proportion to the number of equity shares held by the shareholders (after due adjustment in case shares are not fully paid up).

24.3 During the year the Holding company has issued 12,53,601 (previous year: 10,68,805) equity share to promoters having face value of Rs. 10 at Rs. 97 per share, against conversion of share warrants and accordingly premium of Rs.87 per share have been accounted in other equity as security premium.

24.4 Details of shareholders holding more than 5 % shares

Particulars	As at 31st March 2024		As at Previous year:	
	Number of shares	% held	Number of shares	% held
Plaza Hotels Private Limited (Refer note 24.3)	46,78,748	18.06%	40,14,748	16.29%
Dr. Vithal V. Kamat (Refer note 24.3)	44,34,193	17.12%	38,44,592	15.59%
Vishal Amusements Limited	51,57,342	19.91%	51,57,342	20.92%

24.5 Details of shares held by promoters in the company as at 31st March, 2024

Sr. No	Promoters Name	Opening no. of shares held	Closing no. of shares held	% of total shares	% Change during the year
1	Vithal V. Kamat (HUF)	1,49,864	1,49,864	0.58%	0.00%
2	Dr.Vithal V. Kamat	29,66,075	29,66,075	11.45%	0.00%
3	Vithal V. Kamat/Vidhya V. Kamat	7,28,653	7,28,653	2.81%	0.00%
4	Vishal V. Kamat	15,127	15,127	0.06%	0.00%
5	Vishal V. Kamat/Vidhya V. Kamat	500	500	0.00%	0.00%
6	Vidhya Vithal Kamat	96,121	6,85,722	2.65%	613.39%
7	Vidhya V. Kamat/Vithal Venketesh Kamat	1,000	1,000	0.00%	0.00%
8	Vidita V. Kamat/Vidhya V. Kamat	500	500	0.00%	0.00%
9	Vikram V. Kamat/Vidhya V. Kamat#	-	NA	NA	NA
10	Plaza Hotels Pvt Ltd	40,14,748	46,78,748	18.06%	16.54%
11	Kamat Development Pvt Ltd	8,39,272	8,39,272	3.24%	0.00%
12	Sangli Rubber Agro Pvt Ltd	7,57,000	7,57,000	2.92%	0.00%
13	Kamburger Foods Pvt Ltd*	40,551	40,551	0.16%	0.00%
14	Kamats Super Snacks Pvt Ltd*	1,82,445	1,82,445	0.70%	0.00%
15	Vishal Amusements Ltd	51,57,342	51,57,342	19.91%	0.00%
16	Kamat Holiday Resorts (Silvassa) Ltd#	2,76,439	NA	NA	NA
17	Savarwadi Rubber Agro Pvt Ltd	2,05,128	2,05,128	0.79%	0.00%
Total		**1,54,30,765**	**1,64,07,927**		

* These entities have merged with Vishal Amusement Limited with effect from 16th May, 2018, and share has been transferred in the name of transferee during the year, except Kamburger Foods Private Limited and Kamats Super Snacks Private Limited.

Mr. Vikram V. Kamat and Kamats Holiday Resorts (Silvassa) Ltd has been reclassified from the Promoter category to Public Category pursuant to approval of Stock Exchanges (BSE and NSE) dated 26th June 2023. Therefore, aforementioned members cease to be the part of Promoter group of the Holding company

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated, except equity share data

24.6 Details of shares held by promoters in the company as at 31st March, 2023

Sr. No	Promoters Name	Opening no. of shares held	Closing no. of shares held	% of total shares	% Change during the year
1	Vithal V. Kamat (HUF)	1,49,864	1,49,864	0.61%	0.00%
2	Dr.Vithal V. Kamat	23,76,473	29,66,075	12.03%	24.81%
3	Vithal V. Kamat/Vidhya V. Kamat	7,28,653	7,28,653	2.96%	0.00%
4	Vishal V. Kamat	15,127	15,127	0.06%	0.00%
5	Vishal V. Kamat/Vidhya V. Kamat	500	500	0.00%	0.00%
6	Vidhya Vithal Kamat	95,621	96,121	0.39%	0.52%
7	Vidhya V. Kamat/Vithal Venketesh Kamat	1,000	1,000	0.00%	0.00%
8	Vidita V. Kamat/Vidhya V. Kamat	500	500	0.00%	0.00%
9	Vikram V. Kamat/Vidhya V. Kamat #	500	-	0.00%	-100.00%
10	Kamat Holdings Pvt Ltd *	15,00,000	-	0.00%	-100.00%
11	Indira Investments Pvt Ltd *	15,63,794	-	0.00%	-100.00%
12	Plaza Hotels Pvt Ltd	35,35,545	40,14,748	16.29%	13.55%
13	Kamat Development Pvt Ltd	8,39,272	8,39,272	3.40%	0.00%
14	Sangli Rubber Agro Pvt Ltd	7,57,000	7,57,000	3.07%	0.00%
15	Kamats Club Pvt Ltd *	4,900	-	0.00%	-100.00%
16	Kamburger Foods Pvt Ltd *	40,551	40,551	0.16%	0.00%
17	Kamats Super Snacks Pvt Ltd *	1,82,445	1,82,445	0.74%	0.00%
18	Karaoke Amusements Pvt Ltd	80,877	-	0.00%	-100.00%
19	Vishal Amusements Ltd	18,88,526	51,57,342	20.92%	173.09%
20	Kamat Holiday Resorts (Silvassa) Ltd	2,76,439	2,76,439	1.12%	0.00%
21	Kamat Eateries Pvt Ltd *	1,19,245	-	0.00%	-100.00%
22	Savarwadi Rubber Agro Pvt Ltd	2,05,128	2,05,128	0.83%	0.00%
Total		**1,43,61,960**	**1,54,30,765**		

* These entities have merged with Vishal Amusement Limited with effect from 16th May, 2018, and share has been transferred in the name of transferee during the year, except Kamburger Foods Private Limited and Kamats Super Snacks Private Limited.

 # 500 Shares transferred by Mr. Vikram V. Kamat to Mrs. Vidhya Vithal Kamat.

25 Other equity

Particulars	As at 31st March, 2024	As at 31st March, 2023
Capital reserve (Refer note no 25.1)		
Balance at the beginning of the year	13.87	13.87
Add/(less) : Movements in during the year	-	-
Balance at the end of the year	13.87	13.87
Capital redemption reserve (Refer note no 25.2)		
Balance at the beginning of the year	266.50	266.50
Add/(less) : Movements in during the year	-	-
Balance at the end of the year	266.50	266.50

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Particulars	As at 31st March, 2024	As at 31st March, 2023
Securities premium (Refer note no 25.3)		
Balance at the beginning of the year	15,916.60	14,986.74
Add : Share premium on shares allotted during the year	1,090.63	929.86
Balance at the end of the year	17,007.23	15,916.60
Amalgamation reserve (Refer note no 25.4)		
Balance at the beginning of the year	280.06	280.06
Add/(less) : Movements in during the year	-	-
Balance at the end of the year	280.06	280.06
Share warrants (Refer note no 25.5)		
Proceeds from Issue of warrants (25% upfront amount)	1,170.60	1,429.78
Less:- Amount transfer to share capital and security premium account on conversion of warrants	(304.00)	(259.19)
Balance at the end of the year	866.60	1,170.60
Retained earnings		
Balance at the beginning of the year	(4,908.13)	(36,196.40)
Add: Effect of acquisition through business combination (net)	(37.64)	-
Add: Profit/(loss) for the year	4,251.38	31,288.27
Balance at the end of the year	(694.40)	(4,908.13)
Other comprehensive income		
Balance at the beginning of the year	145.25	115.26
Add: Movement in OCI (Net) during the year	28.60	29.99
Balance at the end of the year	173.85	145.25
Total	**17,913.71**	**12,884.75**

25.1 Capital reserve represent profit on sale of fixed asset related to an entity amalgamated with Holding company in the earlier years.

25.2 Capital redemption reserve is credited by amount set aside for redemption of preference shares .

25.3 Securities premium account is used to record the premium on issue of equity shares. The same is utilised in accordance with the provisions of the Companies Act, 2013.

25.4 In terms of the Bombay High Court Order dated 13th January, 2012 the amalgamation reserve is not available for distribution as dividend by the Holding company.

25.5 Money received against share warrants consist of 25% upfront money received against issue of 35,73,608 (Previous year: 48,27,209) preferential convertible warrants which are pending for conversion into equity share. The Holding company will utilize the proceeds from the preferential issue of Warrants for the purpose of capital expenditures, repayment of debts, working capital requirements and for general corporate purposes.

25.6 The Holding Company has acquired Envotel Hotels Himachal Private Limited (EHHPL) for a consideration of Rs. 1.00 lakhs. Accordingly EHHPL became a wholly owned subsidiary of the Holding Company with effect from 1st October, 2023.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

26. Non-current financial liabilities : Borrowings

Particulars	As at 31st March, 2024	As at 31st March, 2023
Secured		
Issuance of redeemable non-convertible debentures (Refer note no. 26.1)	5,808.60	29,420.23
Term loans		
- From others (Refer note no. 26.2)	11,093.85	-
Unsecured		
- Inter-corporate loan (Refer note no 26.3)	2,161.49	2,632.53
- Inter-corporate loan - related parties (Refer note no. 53)	765.71	781.09
	19,829.65	32,833.85
Less: Current maturities of long term loans	570.44	13,864.05
Less: Interest accrued and due (Refer note no. 34)	152.91	99.58
Total	**19,106.30**	**18,870.22**

26.1 29,750, 14% redeemable non-convertible debentures of Rs.1,00,000/- each

26.1.1 The Holding company has allotted 29,750 "14% Rated Listed Secured Redeemable Non-Convertible Debentures" (NCDs) having face value of Rs. 1 lakh each amounting to Rs. 29,750.00 lakhs through private placement. The Holding company has utilized the issue proceeds towards settlement of secured debts of the company, a subsidiary company, joint venture company and loan to a company belonging to the promoter. The redemption of NCDs shall be as per repayment schedule of Debenture Trust Deeds.

26.1.2 Nature of securities/ guarantees of secured debentures

(a) Non-convertible debenture aggregating to Rs. 29,420 lakhs are secured by:

(i) First ranking exclusive charge on lands at "The Orchid" at Vile Parle (East) (owned by Plaza Hotels Private Limited) together with hotel buildings and all appurtenances thereon; Hotel "VITS" at Andheri (East); hotel property at Lotus Goa, land & building belonging to promoter's company at Nagpur, hypothecation of all receivable and current assets of the Holding company, Orchid Hotels Pune Private Limited (OHPPL), Mahodadhi Palace Private Limited (MPPL), Ilex Developers and Resorts Limited (IDRL), Plaza Hotels Private Limited (PHPL) & Savarwadi Rubber Agro Private Limited (SRPL);

(ii) Pledge of equity shares of the Holding company held by promoters and promoter companies, pledge of equity shares held by the Holding company in subsidiaries & joint venture and Pledge of security held by promoter, promoter company and other group company in Plaza Hotels Private Limited & Ilex Developers and Resorts Limited.

(b) NCDs are secured by corporate guarantee of subsidiaries, joint venture, PHPL, SRPL, Greenboom Developers & Resorts Limited, Vishal Amusements Limited & Kamat Development Private Limited and personal guarantee of Dr. Vithal V. Kamat and Mr. Vishal V. Kamat.

26.1.3 Terms of repayment

Particulars	Amount (in lakhs)
Financial year 2026-2027	18,750.00
Financial year 2025-2026	4,000.00
Financial year 2024-2025	4,000.00
Financial year 2023-2024	3,000.00

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

26.1.4 One time settlement of outstanding loan with ARC's and with banks

During the earlier year, the Holding company had proposed for settlement of outstanding loan and interest due to Asset Reconstruction Companies (ARCs), which was in-principle approved by the respective lenders. Further developments in this respect are as below:

During the previous year ended 31st March, 2023, the Holding company had settled and paid the dues of ARCs and obtained No Dues Certificates (NDC). The Holding company had accounted for settlement and derecognized the loan liability (principal and interest), the difference between liability as per books and the settlement amount is accounted as under :

- Rs. 7,773.47 lakhs is disclosed as "Exceptional Income (net of expenses)" and
- Rs. 2,451.51 lakhs is reversed from the finance cost for the year, the same pertains to finance cost accounted during previous financial year 2022-23 (i.e. prior to the settlement)."

In the opinion of the management, and in continuation of the view taken earlier, reporting for the event of default is not warranted and hence no intimation is required to be given to the stock exchange for unpaid loan instalments / settlement amounts till the date of settlements as required by SEBI circular dated 21st November, 2019. The statutory auditors have drawn attention on the said matter in their independent auditor's reports of earlier year.

26.2 Term loan sanctioned of Rs. 19,425.00 lakhs from Axis Finance Limited

The company has disbursed Rs 11,400.00 lakhs as on 31st March, 2024 from the said term loan.

26.2.1 Nature of securities/ guarantees w.r.t term loan

(a) First exclusive charge by way of registered/equitable mortgage over land along with the hotel structure- The Orchid Mumbai' along with 'KHIL House (except 5th and 6th floor)'. along with all borrowers development rights, title, interest of the borrower on the property, claims, benefits & the amenities thereon, both present and future.

(b) Negative lien on the land along with hotel structure Lotus Eco Beach Resort Goa' along with deposit of title deeds, along with all borrower's development rights, title, interest of the borrower on the property, claims, benefits and the amenities thereon, both present and future.

(c) First exclusive charge by way of hypothecation over all accounts, cashflows from all Hotels of the Borrower and Operating Companies group and current assets of the borrower and Operating companies group, both present and future.

(d) First exclusive charge by way of hypothecation over the movable fixed assets of the borrower and corporate guarantor group, both present and future, including any insurance proceeds from the security in clause (a) and (b).

(e) First exclusive charge by way of mortgage over Sewage Treatment Plant owned by Savarwadi Rubber Agro Private Limited.

(f) Pledge of 100% of shares of the corporate guarantor group

(g) Corporate Guarantee of corporate guarantor group

(h) Personal Guarantee of promoters i.e. Dr. Vithal Kamat, Mr. Vishal Kamat

(i) Corporate guarantors group:

(i) Orchid Hotels Pune Private Limited

(ii) Envotel Hotels Himachal Private Limited

(iii) Ilex Developers and Resorts limited

(iv) Plaza Hotels Private Limited

(v) Savarwadi Rubber Argo Private Limited

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

26.2.2 Rate of interest will be "Axis Finance Reference Rate" (AFL RR) less spread, payable monthly. The spread will be (5.4%) i.e., applicable rate will be 10.75% p.a.p.m.

26.2.3 Terms of repayment

Term loan is repayable in 48 unequal quarterly instalments as mentioned below :

Particulars	Quarter I	Quarter II	Quarter III	Quarter IV	Total
Financial year 2024-25	243.00	243.00	243.00	243.00	972.00
Financial year 2025-26	243.00	243.00	243.00	243.00	972.00
Financial year 2026-27	365.00	365.00	365.00	365.00	1,460.00
Financial year 2027-28	365.00	365.00	365.00	365.00	1,460.00
Financial year 2028-29	486.00	486.00	486.00	486.00	1,944.00
Financial year 2029-30	486.00	486.00	486.00	486.00	1,944.00
Financial year 2030-31	486.00	486.00	486.00	486.00	1,944.00
Financial year 2031-32	486.00	486.00	486.00	486.00	1,944.00
Financial year 2032-33	486.00	486.00	486.00	486.00	1,944.00
Financial year 2033-34	486.00	486.00	486.00	486.00	1,944.00
Financial year 2034-35	365.00	365.00	365.00	365.00	1,460.00
Financial year 2035-36	365.00	365.00	365.00	350.00	1,445.00

26.3 Intercorporate loan from others

26.3.1 Intercorporate loan amounting to Rs. 64.01 lakhs (Previous year: Rs. 546.69 lakhs), carrying interest rate of 11% p.a is repayable after 1 year from the end of current year.

26.3.2 In respect of intercorporate loan taken by subsidiary company (MPPL) amounting to Rs. 2,032.11 lakhs (Previous year: Rs. 2,031.15 lakhs), as per the terms of agreement, loan is payable on availability of funds with the subsidiary company. Hence, same is classified under long term borrowings. Further, based on request made by the subsidiary company, in view of various adverse factors and financial position of subsidiary company, the lender had waived off interest till the financial position of the subsidiary company improves.

26.4 Intercorporate loan amounting to Rs. 707.92 (Previous year: Rs. 760.73 lakhs) is repayable not later than 10 years from the date of disbursement of loan or earlier on availability of funds with the Holding company.

26.5 Borrowings are guaranteed by executive chairman and managing director and his relatives;

Particulars*	As at 31st March, 2024	As at 31st March, 2023
Proceeds from non-convertible debenture holders	5,808.60	29,420.23
Term loan from others	11,093.85	-
Total	**16,902.45**	**29,420.23**

*Including interest outstanding

27 Lease liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Refer note no. 56)		
Non-current lease liabilities	6,384.23	1,746.39
Current lease liabilities	143.63	150.78
Total	**6,527.86**	**1,897.17**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

28 Non-Current financial liabilities : Others

Particulars	As at 31st March, 2024	As at 31st March, 2023
Outstanding club membership deposit	3.88	9.92
Advance for Joint Development Agreement	100.00	-
Security deposits	66.32	64.35
Deposit from related party (Refer note no. 53)	38.52	34.11
Total	**208.72**	**108.38**

28.1 Security deposit received having carrying value of Rs. 80.00 lakhs as at 31st March 2024 (Previous year: Rs. 80.00 lakhs) is interest free and is received against hotel property given by the Holding company under operation and management agreement. This deposit is fair valued in accordance with Ind AS 109- Financial Instruments. Unwinding of deferred lease liability arising out of the said fair valuation is being recognised on straight line basis. (Refer note no. 35).

29 Non-current provisions

Particulars	As at 31st March, 2024	As at 31st March, 2023
Provision for gratuity benefits (Refer note no. 55.2.1)	298.72	292.55
Provision for leave benefits (Refer note no. 55.2.2)	234.77	189.92
Total	**533.49**	**482.47**

30 Deferred tax liabilities

30.1 The income tax expense consists of the following:

Particulars	As at 31st March, 2024	As at 31st March, 2023
- Current tax	1.40	0.49
- Deferred tax charge/ (credit)	692.94	334.53
- Deferred tax for prior period	(173.65)	1.46
- Excess short provision for income tax - earlier year	387.42	1.97
Total	**908.11**	**338.45**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

30.2 The reconciliation of estimated income tax expense at statutory income tax rate to income tax expense reported in Statement of Profit and Loss is as follows:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Accounting profit / (loss) before tax from operations	5,392.83	31,626.72
Applicable income tax expense	25.17%	25.17%
	1,357.27	7,959.81
Tax effect of adjustments to reconcile expected income tax benefit to reported income tax expense:		
(i) Permanent disallowance	152.18	(7,148.12)
(ii) Adjustment in deferred tax w.r.t Ind AS	1,313.87	-
(iii) Income not taxable for tax purposes / expenses disallowed (net)	391.46	-
(iv) Impact in other comprehensive income	6.64	-
(v) Tax pertaining to prior years	216.33	3.43
(vi) Carried forward losses as per income tax	(115.03)	-
(vii) Expenses disallowed for tax purposes u/s. 43(B)	(2,446.35)	-
(viii) Expenses allowable for tax purposes u/s. 43(B)	244.39	-
(ix) Tax on income at different rate	(237.83)	-
(x) Deferred tax (asset) / liability not recognised	-	(476.67)
(xi) Other adjustments (net)	25.18	-
	(449.15)	(7,621.36)
Tax expense / (credit) reported in the statement of profit and loss	**908.11**	**338.45**

30.3 The tax rate used for 2023-2024 and 2022-2023 reconciliation above is the corporate tax rate (including cess and relevant surcharge) applicable for corporate entities in India on taxable profits under the Indian tax laws.

30.4 Reflected in Balance Sheet as follows:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Deferred tax assets		
Carried forward losses as per Income Tax Act, 1961	887.08	3,704.14
Expenses not deductible for tax purposes	-	-
Expense allowed on payment basis as per Income tax act, 1961	534.99	938.84
Provision for doubtful debts and advances	411.52	412.97
Lease expenses under IND AS 116	-	0.10
Fair value measurement of financial assets and liabilities (net)	480.03	605.18
Difference in net carrying value of property, plant and equipment, intangible assets and investment properties as per income tax and books	-	(2,752.20)
	2,313.62	2,909.03
Deferred tax liabilities		
Difference in net carrying value of property, plant and equipment, intangible assets and investment properties as per income tax and books	3,907.54	3,859.89
Sales tax deposit paid under protest claimed as allowable expenses	2.52	2.52
Expenses on issue of NCDs reduced from liability under IND AS, allowed	30.24	155.18
Ind AS adjustment for security deposit stated at present value	-	-
Lease expenses under IND AS 116	7.35	-
	3,947.65	4,017.59
Deferred tax assets/(liability)	**(1,634.03)**	**(1,108.56)**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

30.5 Movement of deferred tax during the year ended 31st March, 2024

Particulars	As at 31st March, 2024		
	Opening balance	Recognised in profit or loss	Closing balance
Deferred tax assets in relation to;			
Carried forward losses as per Income Tax Act, 1961	3,704.14	(2,817.06)	887.08
Expense allowed on payment basis as per Income tax act, 1961	938.84	(403.85)	534.99
Provision for doubtful debts and advances	412.97	(1.45)	411.52
Lease expenses under IND AS 116	0.10	(0.10)	-
Fair value measurement of financial assets and liabilities (net)	605.18	(125.15)	480.03
Difference in net carrying value of property, plant and equipment, intangible assets and investment properties as per income tax and books	(2,752.20)	2,752.20	-
	2,909.03	(595.41)	2,313.62
Deferred tax liabilities in relation to;			
Difference in net carrying value of property, plant and equipment, intangible assets and investment properties as per income tax and books	3,859.89	47.65	3,907.54
Sales tax deposit paid under protest claimed as allowable expenses	2.52	(0.00)	2.52
Expenses on issue of NCDs reduced from liability under IND AS, allowed	155.18	(124.94)	30.24
Ind AS adjustment for security deposit stated at present value	-	-	-
Lease expenses under IND AS 116	-	7.35	7.35
	4,017.59	(69.94)	3,947.65
Deferred tax (liabilities)/ assets (net)	**(1,108.56)**	**(525.47)**	**(1,634.03)**

30.6 Movement of deferred tax during the year ended 31st March, 2023

Particulars	As at 31st March, 2023		
	Opening balance	Recognised in profit or loss	Closing balance
Deferred tax assets in relation to;			
Carried forward losses as per Income Tax Act, 1961	1,443.60	2,260.54	3,704.14
Expense allowed on payment basis as per Income tax act, 1961	405.86	532.98	938.84
Provision for doubtful debts and advances	419.16	(6.19)	412.97
Lease expenses under IND AS 116	0.69	(0.59)	0.10
Fair value measurement of financial assets and liabilities (net)	590.50	14.68	605.18
Difference in net carrying value of property, plant and equipment, intangible assets and investment properties as per income tax and books	-	(2,752.20)	(2,752.20)
	2,859.81	49.22	2,909.03
Deferred tax liabilities in relation to;			
Difference in net carrying value of property, plant and equipment, intangible assets and investment properties as per income tax and books	3,623.41	236.48	3,859.89
Sales tax deposit paid under protest claimed as allowable expenses	2.52	-	2.52
Expenses on issue of NCDs reduced from liability under IND AS, allowed	-	155.18	155.18
	3,625.93	391.66	4,017.59
Deferred tax (liabilities)/ assets (net)	**(766.12)**	**(342.44)**	**(1,108.56)**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

30.7 The tax rate used for 2023-2024 and 2022-2023 reconciliation above is the corporate tax rate (including cess and relevant surcharge) applicable for corporate entities in India on taxable profits under the Indian tax laws.

30.8 The management is of the view that the Holding company is not liable for income tax during the current financial year after considering judicial pronouncement and legal opinion as regards taxability of certain credit and allowability of certain items included in the standalone financial statements of the Holding company.

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

30.10 As per Ind AS 12 - Income Taxes, deferred tax asset should be recognised on the carry forward unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. Considering same, with respect to OHPPL and EHHPL subsidiary company, deferred tax asset has not been recognized as in near future there is low probability that taxable profit will be available against which it can be utilised.

31. Other non-current liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
Unamortized non-refundable membership deposit	155.43	229.90
Total	**155.43**	**229.90**

32. Current financial liabilities : Borrowings

Particulars	As at 31st March, 2024	As at 31st March, 2023
(Secured)		
Current maturities of long term borrowings	570.44	13,864.05
Vehicle term loan from a bank (Refer note no. 32.1)	1.26	-
(Unsecured)		
Loan from a company (Refer note no. 32.2)	304.32	-
Total	**876.02**	**13,864.05**

32.1 Nature of security, terms of repayment and rate of interest

Nature of security	Terms of repayment
AU Small Finance Bank Limited - Maruti EECO Car	Repayable by way of monthly instalments along with interest @ 14% p.a. Last installment due in January, 2025.

32.2 This Intercorporate loan is repayable based on funds available with the subsidiary company (EHHPL) but not later 10 years from the date of taking loan (FY 2019-2020) and carries interest @9% p.a.

33. Current financial liabilities : Trade payables

Particulars	As at 31st March, 2024	As at 31st March, 2023
Outstanding dues of micro enterprises and small enterprises	754.99	152.73
Outstanding dues of creditors other than micro enterprises and small enterprises		
- Others	2,024.34	1,988.65
- Related parties (Refer note no. 53)	353.71	123.23
Total	**3,133.04**	**2,264.61**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

33.1 Refer note no. 45 for ageing and MSME disclosures.

34. Current financial liabilities : Others

Particulars	As at 31st March, 2024	As at 31st March, 2023
Interest accrued and due:		
- To banks and others	152.91	99.58
- On bond deposit	102.03	102.03
Outstanding membership deposit	1,164.42	1,171.23
Interest payable to MSME creditors	135.43	121.95
Creditors for capital expenditure	0.68	71.10
Security deposit	131.85	88.01
Book overdraft	17.38	-
Lease Premium payable (Refer note no. 34.1 and 42.1)	1,925.34	1,795.49
Other payables (Refer note no. 34.2)	700.79	585.50
Total	**4,330.83**	**4,034.89**

34.1 In respect of dispute over lease rent levied by Director of Sports, pertaining to the period from 1st November, 2014 to 31st March, 2024 the subsidiary company (Orchid Hotels Pune Private Limited) has accounted for the liability amounting to Rs. 1,925.34 lakhs, which is net of payment of Rs. 129.85 lakhs made during the current year. Further, during the year ended 31st March, 2020, the Hon'ble Bombay High Court had appointed sole arbitrator to resolve the disputes. Interest / penalty, if any, will be accounted in the period / year in which dispute will be resolved.

34.2 Other payable mainly consist of employee related dues and other accrued expenses.

35 Other current liabilities

Particulars	As at 31st March, 2024	As at 31st March, 2023
Advance from customers	486.53	463.55
Unamortized non-refundable membership deposit	74.47	74.47
Income received in advance (others)	7.39	8.19
Deferred income on club deposits	0.29	1.14
Deferred advance rentals on security deposits	21.60	25.21
Statutory dues	3,997.03	1,980.96
Total	**4,587.31**	**2,553.52**

36 Current liabilities : Provisions

Particulars	As at 31st March, 2024	As at 31st March, 2023
Provision for gratuity benefits (Refer note no. 55.2.1)	53.31	45.71
Provision for leave benefits (Refer note no. 55.2.2)	66.29	55.68
Total	**119.60**	**101.39**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

37. Revenue from operations

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Sale of services		
Room income	17,876.89	17,269.32
Food and banquet income	10,874.33	10,636.29
	28,751.22	27,905.61
Other operating revenue		
Income from time share business	110.78	143.57
Management and consultancy fees	156.90	191.86
Swimming and health club	91.46	89.08
Conference and banqueting services	820.59	799.48
Internet and telephone	1.56	1.00
Laundry services	51.07	56.96
Herbal sheesha services	13.26	14.59
Car rental and transportation	53.24	52.97
Miscellaneous services	116.19	95.69
License fees - Shops and offices	128.11	104.45
Provisions for expected credit loss written back	4.04	24.12
Liabilities and provisions written-back	136.10	28.79
	1,683.30	1,602.56
Total	**30,434.52**	**29,508.17**

38 Other income

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Interest income on financial assets at amortised cost	796.59	185.32
Net gain on fair value changes of financial assets measured at amortised cost	8.13	1.42
License fees - other properties	124.10	109.79
Insurance claim received	18.63	55.90
Profit on sale of property, plant and equipment (Net)	0.97	0.00
Professional Income	150.83	-
Miscellaneous income	-	35.55
Total	**1,099.25**	**387.98**
Interest income includes:		
- on fixed deposit with bank	127.06	49.50
- on others	61.47	11.33
- on loan to subsidiary, JV & related party	608.06	124.49
	796.59	**185.32**

39 Cost of food and beverage consumed

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Opening stock	219.66	127.61
Add: Purchases	2,676.00	2,499.03
	2,895.66	2,626.64
Less: Closing stock	252.38	219.66
Total	**2,643.28**	**2,406.98**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

40 Employee benefit expenses

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Salaries, wages and bonus	5,243.98	4,273.02
- Contribution to provident and other funds	265.25	215.66
- Provision for gratuity (Refer note no. 55.2.1)	92.94	77.48
- Provision for leave benefits (Refer note no. 55.2.2)	129.57	53.31
Staff welfare expenses	345.06	291.16
Total	**6,076.80**	**4,910.63**

41 Finance costs

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Interest expense at effective interest rate on borrowings which are measured at amortized cost	5,327.80	1,716.16
Other borrowing costs	181.72	181.10
Fair value of changes in financial liabilities (measured at amortized cost)	1.44	1.28
Interest expense on lease liabilities (Refer note no. 55)	544.36	306.61
Total	**6,055.32**	**2,205.15**

42 Other expenses

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Operating expenses		
Heat, light and power	1,778.50	1,672.06
Rent (Refer note no. 56)	1,076.39	158.91
Licenses, rates and taxes	743.08	622.95
Repairs expenses for		
- Buildings	817.96	649.70
- Plant and machinery	714.86	530.79
- Others	304.75	311.27
Guest Amenities	1,183.79	1,089.83
Replacements of crockery, cutlery, linen, etc.	368.91	338.28
Washing and laundry expenses	263.42	249.37
Water charges	245.30	229.55
Band and music expenses	253.05	219.06
Management license fees and royalty	662.47	430.43
	8,412.48	**6,502.20**
Sales and marketing expenses		
Advertisement, publicity and sales promotion	283.86	327.17
Travel agents' commission	1,345.86	709.78
Other commission and charges	1,020.25	1,149.89
	2,649.97	**2,186.84**
Administrative and general expenses		
Communication expenses	173.97	151.86
Printing and stationery	175.33	174.25

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Legal, professional and consultancy charges	458.71	1,604.65
Directors' sitting fees	12.25	7.45
Travelling and conveyance	327.46	322.95
Insurance	102.94	126.76
Provision for expected credit loss	7.97	5.48
Expenditure on Corporate Social Responsibility	4.04	-
Net loss on fair value changes of financial assets measured at amortised cost	-	0.53
Auditor's remuneration	35.95	24.64
Provision for doubtful import benefits - SEIS	4.30	1.08
Sales Tax/Vat /Luxury Tax etc. including assessment dues	27.53	4.95
Loss on sale / discard of property, plant and equipment (Net)	2.65	6.65
Miscellaneous expenses	239.10	187.57
	1,572.20	**2,618.82**
Total	**12,634.65**	**11,307.86**

42.1 In earlier years, the subsidiary company (Orchid Hotels Pune Private Limited) had filed Arbitration Petition in Pune Court for deciding the disputes with the Director of Sports, Pune requiring reduction in annual lease premium payable to Director of Sports and granting of payment of the said premium in monthly installments instead of advance payment. The subsidiary company had also requested for relief from furnishing additional bank guarantee (BG) and restraining the authorities from invoking the existing BGs. Further, the subsidiary company had filed Arbitration Petition before the Hon'ble Bombay High Court invoking section 11 of Arbitration and Conciliation Act, 1996 for the dispute on lease premium, bank guarantee, property tax and other matters. As per the order of the court, the Arbitration proceedings has commenced during the previous year. Adjustment, if any in the books will be made on disposal of the cases.

42.2 The Pune Municipal Corporation (PMC) has been raising demand for property tax since 2007 in respect of the subsidiary company's (Orchid Hotels Pune Private Limited) property at Balewadi, Pune and it has paid said taxes. PMC had also revised the Annual Ratable Value (ARV) retrospectively from 1st October, 2008 and assessed the subsidiary company's Hotel building for property tax purposes. It has disputed the said action and demand by filing a Municipal Appeal in appropriate court, which is pending for hearing.

In the meantime, during the pendency of the matter, the subsidiary company had paid entire dues up to March 2017 under Amnesty Scheme. It has paid municipal taxes for the subsequent period upto 31st March, 2021. Any adjustments of payment already deposited will be made subject to disposal of the cases.

43. Exceptional items - Income/(expense)

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Income:		
Interest and other borrowing cost provision no longer required written back on settlement of loan dues	-	6,714.92
Reduction in liability towards long term and short term borrowings	-	6,692.54
Profit/ loss on sale / discard of fixed assets- (exceptional)	3,252.44	1,038.54
Gain on reversal of provision for impairment of property plant & equipment	-	10,990.00
	3,252.44	25,436.00
Expense:		
Provision against litigation	300.00	-
Restructuring costs	-	1,600.00
	300.00	1,600.00
Total income/(expense)	**2,952.44**	**23,836.00**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

44. Trade receivables ageing

44.1 Trade receivables ageing schedule as at 31st March, 2024:

Particulars	Unbilled	Outstanding for following periods from due date of payment						
		Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed trade receivables - considered good	47.38	589.19	196.39	34.17	5.62	-	-	**872.75**
ii) Undisputed trade receivables - which has significant increase in credit risk	-	-	-	-	-	-	-	**-**
iii) Undisputed trade receivables - credit impaired	-	-	-	11.64	101.60	81.22	1,361.52	**1,555.98**
iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-	**-**
v) Disputed trade receivables - which has significant increase in credit risk	-	-	-	-	-	0.02	57.59	**57.61**
vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-	**-**
Total	**47.38**	**589.19**	**196.39**	**45.81**	**107.22**	**81.24**	**1,419.11**	**2,486.34**

44.2 Trade receivables ageing schedule as at 31st March, 2023:

Particulars	Unbilled	Outstanding for following periods from due date of payment						
		Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed trade receivables - considered good	53.95	545.06	269.90	-	-	-	-	**868.91**
ii) Undisputed trade receivables - which has significant increase in credit risk	-	-	-	60.05	98.45	40.01	1,366.38	**1,564.89**
iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-	**-**
iv) Disputed trade receivables - considered good	-	-	-	-	-	-	-	**-**
v) Disputed trade receivables - which has significant increase in credit risk	-	-	-	-	-	0.08	57.52	**57.60**
vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-	**-**
Total	**53.95**	**545.06**	**269.90**	**60.05**	**98.45**	**40.09**	**1,423.90**	**2,491.40**

45. Trade payables ageing and MSME disclosures

45.1 Trade payable ageing schedule as at 31st March, 2024:

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	642.11	110.41	1.99	0.48	-	754.99
ii) Others	696.40	1,631.10	26.82	7.99	15.74	2,378.05
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
	1,338.51	**1,741.51**	**28.81**	**8.47**	**15.74**	**3,133.04**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

45.2 Trade payable ageing schedule as at 31st March, 2023:

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	105.58	46.89	-	-	0.26	152.73
ii) Others	660.41	1,177.04	147.78	45.44	81.21	2,111.88
iii) Disputed dues - MSME	-	-	-	-	-	-
iv) Disputed dues - Others	-	-	-	-	-	-
	765.99	**1,223.93**	**147.78**	**45.44**	**81.47**	**2,264.61**

46. Financial instruments - Accounting classifications & fair value measurement

46.1 Financial instruments by category

The carrying value of financial instruments by categories as on 31st March, 2024;

Sr. No.	Particulars	As at 31st March, 2024			
		Amortised cost	Fair value through OCI	Fair value through P&L	Total carrying value
A	**Financial assets**				
(i)	Non-current Investments	-	-	20.36	20.36
(ii)	Other non-current financial assets	3,057.52	-	-	3,057.52
(iii)	Trade receivables (net)	872.77	-	-	872.77
(iv)	Cash and cash equivalents	747.40	-	-	747.40
(v)	Other bank balances	2,684.57	-	-	2,684.57
(vi)	Other current financial assets	509.86	-	-	509.86
(vii)	Current Investments	-	-	14.11	14.11
(viii)	Loans	0.17	-	-	0.17
		7,872.29	**-**	**34.47**	**7,906.76**
B	**Financial liabilities**				
(i)	Borrowings- non-current	19,106.30	-	-	19,106.30
(ii)	Lease liabilities - non-current	6,384.23	-	-	6,384.23
(iii)	Other non-current financial liabilities	208.72	-	-	208.72
(iv)	Trade payables	3,133.04	-	-	3,133.04
(v)	Borrowings-current	876.02	-	-	876.02
(vi)	Lease liabilities - current	143.63	-	-	143.63
(vii)	Other current financial liabilities	4,330.83	-	-	4,330.83
		34,182.77	**-**	**-**	**34,182.77**

The carrying value of financial instruments by categories as on 31st March, 2023;

Sr. No.	Particulars	As at 31st March, 2023			
		Amortised cost	Fair value through OCI	Fair value through P&L	Total carrying value
A	**Financial assets**				
(i)	Non-current investments	-	-	17.98	17.98
(ii)	Other non-current financial assets	2,317.00	-	-	2,317.00
(iii)	Trade receivables (net)	881.76	-	-	881.76
(iv)	Cash and cash equivalents	922.33	-	-	922.33
(v)	Other bank balances	1,429.84	-	-	1,429.84
(vi)	Other current financial assets	143.29	-	-	143.29
(vii)	Current Investments	-	-	7.55	7.55
(viii)	Loans	0.87	-	-	0.87
		5,695.09	**-**	**25.53**	**5,720.62**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Sr. No.	Particulars	As at 31st March, 2023			
		Amortised cost	Fair value through OCI	Fair value through P&L	Total carrying value
B	**Financial liabilities**				
(i)	Borrowings- non-current	18,870.22	-	-	18,870.22
(ii)	Lease liabilities - non-current	1,746.39	-	-	1,746.39
(iii)	Other non-current financial liabilities	108.38	-	-	108.38
(iv)	Trade payables	2,264.61	-	-	2,264.61
(v)	Borrowings-current	13,864.05	-	-	13,864.05
(vi)	Lease liabilities - current	150.78	-	-	150.78
(vii)	Other current financial liabilities	4,034.89	-	-	4,034.89
		41,039.32	**-**	**-**	**41,039.32**

46.2 Above disclosure excludes investments (gross) in joint venture amounting to Rs. 357.44 lakhs as on 31st March, 2024 (Previous year: Rs.273.16 lakhs) as these are valued at cost in accordance with Ind AS 27 - 'Separate Financial Statement'.

46.3 Carrying amounts of cash and cash equivalents, trade receivables, loans and trade payables as at 31st March, 2024 and 31st March, 2023, approximate the fair value due to their nature. Carrying amounts of bank deposits, other financial assets, other financial liabilities and borrowings which are subsequently measured at amortised cost also approximate the fair value due to their nature in each of the periods presented. Fair value measurement of lease liabilities is not required.

46.4 Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Management of the Group considers that the carrying amounts of financial assets and financial liabilities recognised in the balance sheet approximate their fair values.

The following tables provides the fair value measurement hierarchy of the Group's financial assets and liabilities that are measured at fair value or where fair value disclosure is required.

Fair value hierarchy as at 31st March 2024

Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Non-current investments	0.18	20.18	-	20.36
Current investments	14.11	-	-	14.11
Total	**14.29**	**20.18**	**-**	**34.47**

Fair value hierarchy as at 31st March, 2023

Particulars	Level 1	Level 2	Level 3	Total
Financial assets				
Non-current investments	0.14	17.84	-	17.98
Current investments	7.55	-	-	7.55
Total financial assets	**7.69**	**17.84**	**-**	**25.53**

There have been no transfers between Level 1 and Level 2 for the years ended March 31, 2024 and March 31, 2023.

46.5 Valuation technique to determine fair value

The following methods and assumptions were used to estimate the fair values of financial instruments:

(i) Short-term financial assets and liabilities such as cash and cash equivalents, trade receivables, trade payables, other current financial assets and other current financial liabilities are stated at carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short-term nature.

(ii) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Group could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

47. Financial risk management

The Group has exposure to credit risk, funding / liquidity risk and market risk. The Group's overall risk management programme focuses on the unpredictability of financial environment and seeks to minimise potential adverse effects on the Group's financial performance. The Group does not have any derivative financial instruments. The Board of directors has overall responsibility for the establishment of the Group's risk management framework. Risk management systems are reviewed periodically to reflect changes in market conditions and Group's activities.

(a) Credit risk :

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks. Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

The financial guarantee disclosed under note no. 52.2 represents the maximum exposure to credit risk. In this regards the Group does not foresee any significant credit risk exposure.

Financial instruments that are subject to credit risk consist of trade receivables, loans, investments, cash and cash equivalents, bank deposits and other financial assets. For expected credit loss of trade receivable, Group follows simplified approach as per which provision is made for receivable exceeding six months/ one year based on category of receivable. This is based on historically observed default rates over the expected life of trade receivables. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. None of the other financial instruments of the Group result in material concentration of credit risk.

(b) Liquidity risk :

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group consistently generated sufficient cash flows from operations to meet its financial obligations including lease liabilities as and when they fall due.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

(i) Maturities of financial liabilities:

The following are the remaining contractual maturities of financial liabilities at the reporting date:

Particulars	Due less than 1 year	Due in 1 to 2 years	Due in 3 to 5 years	Due after 5 years	Total
As at 31st March 2024					
Borrowings	876.02	9,896.86	3,036.79	6,172.65	19,982.32
Lease liabilities	128.64	195.70	897.52	5,306.01	6,527.86
Trade payables	3,133.04	-	-	-	3,133.04
Other non-current financial liabilities	70.20	100.00	-	38.52	208.72
Other current financial liabilities	4,330.83	-	-	-	4,330.83
As at 31st March 2023					
Borrowings	15,898.70	7,043.30	9,790.56	1.71	32,734.27
Lease liabilities	150.78	87.21	419.97	1,239.21	1,897.17
Trade payables	2,264.61	-	-	-	2,264.61
Other non-current financial liabilities	82.43	-	-	25.95	108.38
Other current financial liabilities	4,034.89	-	-	-	4,034.89

(c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regards to interest income and interest expenses and to manage the interest rate risk, Board of Directors perform a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio. The Group's interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Particulars	As at 31st March, 2024	As at 31st March, 2023
Total borrowings	19,982.32	32,734.27
Out of above, borrowings bearing floating rate of interest	11,093.85	-

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
50 bps increase would decrease the profit before tax by	55.47	-
50 bps decrease would decrease the profit before tax by	(55.47)	-

(d) Market risk

The Group does not deal in transaction in currency other than its functional currency therefore it is not exposed to foreign currency exchange risk. Similarly, the Group does not have exposures to interest bearing securities.

48. Capital risk management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity shareholders of the Group. The primary objective of the Group's capital management is to maximise the shareholder's value. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

The Group monitors capital using 'Net Debt' to 'Equity'. The Group's net debt to equity are as follows:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Equity share capital	2,649.50	2,524.14
Other equity	17,913.71	12,884.75
Total equity	**20,563.21**	**15,408.89**
Long term borrowings	19,106.30	18,870.22
Short term borrowings	876.02	13,864.05
Total debt*	**19,982.32**	**32,734.27**
Debt to equity (in times)	**0.97**	**2.12**

49. Reconciliation of liabilities arising from financing activities

Particulars	Opening	Cash movement	Fair value changes	Others	Closing
For the year ended 31st March 2024					
Borrowings (including interest dues)	32,833.85	(22,399.43)	9,700.81	-	20,135.23
For the year ended 31st March 2023					
Borrowings (including interest dues)	53,309.04	(11,142.49)	(9,332.70)	-	32,833.85

50. Summarised financial information for joint ventures entity (Ilex Developers and Resorts Limited):

50.1 Summarised Balance Sheet as at 31st March, 2024 and as at 31st March, 2023

Particulars	As at 31st March, 2024	As at 31st March, 2023
Proportion of ownership interest held by the Group's ownership interest at the year end	32.92%	32.92%
Non-current assets	2,445.76	2,474.56
Current assets	481.56	491.86
Total assets	2,927.32	2,966.42
Non-current liabilities	76.50	26.85
Current liabilities	1,087.49	1,437.96
Total liabilities	1,163.99	1,464.81
Total net assets	**1,763.33**	**1,501.61**
(i) Includes cash and cash equivalents	48.37	235.49
(ii) Includes non-current financial liabilities (excluding trade and other payables and provisions)	-	-
(iii) Includes current financial liabilities (excluding trade and other payables and provisions)	883.88	1,260.00
Carrying amount of the Group's interest	357.44	273.16

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

50.2 Reconciliation of carrying amount

Particulars	As at 31st March, 2024	As at 31st March, 2023
Total net assets of joint venture	1,763.33	1,501.61
Proportion of ownership interest held by the Group	32.92%	32.92%
Proportion of the Group's share of net asset	**580.49**	**494.33**
Less: Difference in capital contribution vis-à-vis interest	669.74	1,038.83
Less: Inter company elimination	(892.79)	(1,260.00)
Carrying amount of the Group's interest	**357.44**	**273.16**

50.3 Summarised Statement of Profit and Loss for the year ended 31st March, 2024 and 31st March, 2023

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Revenue from operations	1,912.83	1,514.17
Other income	21.30	6.16
Total income	**1,934.13**	**1,520.33**
Consumption of food and beverages	204.87	162.31
Employee benefit expense	334.33	244.95
Finance cost	197.84	45.22
Depreciation and amortization expenses	186.21	182.78
Other expenses	655.67	396.47
Total expenses	**1,578.92**	**1,031.73**
Profit before tax	**355.21**	**488.60**
Add: Exceptional items	-	625.76
Less: Income tax expenses	94.88	185.45
Profit after tax	**260.33**	**928.91**
Add: Other comprehensive income	1.39	(1.50)
Total comprehensive income for the year	**261.72**	**927.41**
Group's share of total comprehensive income for the year	84.28	273.16

50.4 Summarised Statement of Cash Flow for the year ended 31st March, 2024 and 31st March, 2023

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Cash Flows from Operating activities	548.50	658.51
Cash Flows from Investing activities	(188.50)	(22.88)
Cash Flows from Financing activities	(547.13)	(430.35)
Net Increase / (Decrease) in cash & cash equivalent	**(187.13)**	**205.28**

50.5 The joint venture entity has following contingent liability and capital commitments:

50.5.1 Contingent liability

Particulars	As at 31st March, 2024	As at 31st March, 2023
Indirect tax matters disputed in appeal	25.00	-
Total	**25.00**	**-**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

50.5.2 Outstanding financial guarantee

Particulars	As at 31st March, 2024	As at 31st March, 2023
Financial guarantee		
(i) Corporate Guarantee given (Jointly with other fellow subsidiaries and group entities) to Non-Convertible Debenture Holders for credit facility availed by Holding company [company's share is not quantifiable]		
- Gross	29,750.00	29,750.00
- Outstanding amount	5,798.32	29,420.23
(ii) Corporate Guarantee given (Jointly with other fellow subsidiaries and group entities) to Axis Finance Limited for credit facility availed by Holding company [company's share is not quantifiable]		
- Gross	11,400.00	-
- Outstanding amount	11,093.85	-

50.5.3 Capital commitments and other commitments

There are no capital or other commitments pending on the part of the joint venture company.

51. Additional information as required under schedule III to the Companies Act, 2013, of the enterprises consolidated as subsidiary are as given below.

As at 31st March, 2024

Name of the Entity	Net Assets		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated profit or loss	Amount
Holding company								
Kamat Hotels (India) Limited	144.77%	29,769.94	100.87%	4,523.95	64.41%	18.42	100.64%	4,542.37
Subsidiaries								
Orchid Hotels Pune Private Limited	22.44%	4,614.42	1.32%	59.30	26.63%	7.62	1.48%	66.92
Kamats Restaurants (India) Pvt Ltd	-0.01%	(1.49)	0.01%	0.35	0.00%	-	0.01%	0.35
Mahodadhi Palace Private Limited	-6.93%	(1,424.36)	1.96%	87.77	0.00%	-	1.94%	87.77
Fort Jadhavgadh Hotels Private Limited	-0.02%	(3.55)	-0.01%	(0.65)	0.00%	-	-0.01%	(0.65)
Orchid Hotel Eastern (India) Pvt Ltd.	0.18%	36.58	0.03%	1.31	0.00%	-	0.03%	1.31
Envotels Hotels Himachal Private Limited	-2.73%	(560.60)	-6.97%	(312.75)	0.00%	-	-6.93%	(312.75)
Joint Venture								
Ilex Developers and Resorts Limited	0.00%	-	1.87%	83.82	1.61%	0.46	1.87%	84.28
Consolidation adjustment / eliminations	-57.71%	(11,867.74)	0.93%	41.61	7.35%	2.10	0.97%	43.71
Total	**100.00%**	**20,563.21**	**100.00%**	**4,484.72**	**100.00%**	**28.60**	**100.00%**	**4,513.32**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

As at 31st March, 2023

Name of the Entity	Net assets		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated profit or loss	Amount
Holding company								
Kamat Hotels (India) Limited	157.80%	24,315.58	85.47%	26,180.71	65.12%	19.21	85.45%	26,199.93
Subsidiaries								
Orchid Hotels Pune Private Limited	29.51%	4,547.49	109.91%	33,667.84	36.54%	10.78	109.84%	33,678.62
Kamats Restaurants (India) Pvt Ltd	-0.01%	(1.84)	0.00%	(0.27)	0.00%	-	0.00%	(0.27)
Mahodadhi Palace Private Limited	-9.81%	(1,512.13)	-0.04%	(11.30)	0.00%	-	-0.04%	(11.30)
Fort Jadhavgadh Hotels Private Limited	-0.02%	(2.90)	0.00%	(0.32)	0.00%	-	0.00%	(0.32)
Orchid Hotel Eastern (India) Pvt Ltd.	0.23%	35.27	0.00%	1.42	0.00%	-	0.00%	1.42
Joint Venture								
Ilex Developers and Resorts Limited	0.00%	-	0.89%	273.65	-1.66%	(0.49)	0.89%	273.16
Consolidation adjustment / eliminations	-77.70%	(11,972.58)	-96.23%	(29,478.74)	0.00%	-	-96.14%	(29,478.74)
Total	**100.00%**	**15,408.89**	**100.00%**	**30,632.99**	**100.00%**	**29.50**	**100.00%**	**30,662.50**

52 Contingent liabilities and contingent assets, capital commitments and other commitments:

52.1 Contingent liability (to the extent not provided for)

Particulars	As at 31st March, 2024	As at 31st March, 2023
(i) Claims against the Group/ disputed liabilities not acknowledged as debts		
Disputed indirect tax demands (Including amount paid under protest of Rs. 4.80 lakhs, Previous year: Rs. 22.22 lakhs)	640.92	697.32
Disputed direct tax demands	1,446.77	4,987.28
Claims against the Group not acknowledged as debts (including employee claims)	112.98	624.12
Disputed claim of additional premium by the Director of Sports (Government of Maharashtra)	225.00	225.00
(ii) Other money for which the Group is contingently liable		
Open import license	59.73	55.70

In respect of above, future cash outflows (including interest / penalty, if any) are determinable on receipt of judgement from tax authorities / labour court/ settlement of claims or non-fulfilment of contractual obligations. Further, the Group does not expect any reimbursement in respect of above.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

52.2 Outstanding financial guarantee

Particulars	As at 31st March, 2024	As at 31st March, 2023
Corporate guarantee issued by the Group to secure bank guarantee obtained by the Group.	10.06	23.50

52.3 Contingent asset (to the extent not recognised)

Particulars	As at 31st March, 2024	As at 31st March, 2023
Tax subsidy receivable from MTDC under Package Scheme of Incentives (Since received Rs 16.36 lakhs)	160.94	26.97

52.4 Capital commitments and other commitments

(i) Estimated amount of capital commitments to be executed on capital accounts and not provided for Rs. 67.61 lakhs as at 31st March 2024 (Previous year: Rs. 48.42 lakhs) (Net of advances).

(ii) The Holding company had put up Sewage Treatment Plant ("STP") on an adjacent immovable property owned by Savarwadi Rubber Agro Private Limited (previously known as Kamats Amusements Private Limited) in earlier years for its Orchid Hotel, Mumbai and continues to use the same. The Holding company is obliged to compensate appropriately to the owner for such use of the property. The modalities of the same being worked out.

52.5 Other litigations

Refer note no. 15.1 in respect of dispute regarding Bandra Kurla Project.

53. Disclosures as required by Indian Accounting Standard (Ind AS) 24 - Related Party Disclosures

53.1 Name and relationships of related parties:

Name of the related party	Description of relationship
Ilex Developers & Resorts Limited	Joint venture
Vithal V Kamat (HUF), Kamat Holdings Private Limited, Indira Investments Private Limited^, Plaza Hotels Private Limited, Kamat Development Private Limited, Sangli Rubber Agro Private Limited, Kamats Club Private Limited^, Kamburger Foods Private Limited^, Kamats Super Snacks Private Limited^, Karaoke Amusements Private Limited^, Vishal Amusements Limited, Kamat Holiday Resorts (Silvassa) Limited, Kamat Eateries Private Limited^, Savarwadi Rubber Agro Private Limited, Kamats Development Private Limited, Talent Hotels Private Limited, Treeo Resort Private Limited, Nagpur Ecohotel Private Limited^, VITS Hotels (Bhubaneshwar) Private Limited^, Envotel Hotels Himachal Private Ltd (Formerly known as Orchid Hotels Himachal Private Limited), Greenboom Developers and Resort Limited	Entities in which Director/ KMP and relatives have significant influence
Dr. Vithal V. Kamat	Executive Chairman & Managing Director
Ms. Vidita V. Kamat	Non Executive Director

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Name of the related party	Description of relationship
Mr. Vilas R. Koranne	Independent Director
Ms. Harinder Pal Kaur	
Mr. Ramnath P. Sarang	
Mr. Sanjeev Rajgarhia (w.e.f. 01st October, 2023)	
Mr. Apurva Muthalia (upto 05th January, 2024)	
Mr. Tej Contractor	
Mr. Ajit Naik	
Mrs.Vidhya V. Kamat [Wife of KMP]	Relatives of KMP (Only where there are transactions)
Mr. Vikram V. Kamat [Son of KMP]	
Ms. Vidita V. Kamat [Daughter of KMP]	
Mr. Vishal V. Kamat - [Son of KMP and also Executive Director of the Company]	
Mrs. Smita Nanda	Chief Financial Officer
Mr. Nikhil Singh (w.e.f 30th August, 2023)	Company Secretary
Mr. Hemal Sagalia (from 29th June 2021 to 10th March 2023)	
Kamat Hotels (India) Limited - employees gratuity trust	Contribution to post employment benefit plan

^ These entities are merged with Vishal Amusements Private Limited w.e.f. 16th May 2018.

53.2 Transactions with related parties

Nature of transaction	Year ended 31st March, 2024	Year ended 31st March, 2023
Ilex Developers & Resorts Limited		
Management fees - income	18.88	14.92
Laundry service expense	4.24	3.33
Amount paid against laundry expense	4.01	-
Amount recovered towards services (net of payments)	46.68	22.58
Taxes recovered on corporate guarantee commission	-	0.19
Release of corporate guarantee given by Holding company on behalf of joint venture	-	1,000.00
Release of security given for loan taken by Holding company (to the extent of outstanding loan)	-	799.68
Amount payable towards tax on commission related corporate guarantee	5.45	0.21
Loan given during the year	-	1,260.00
Loan recovered	376.12	-
Interest earned	197.02	44.19
Interest recovered	186.77	-
Reimbursement of expenses (net)	32.47	13.65
Plaza Hotels Private Limited		
Royalty expense for leasehold land	605.03	364.80
Loan given during the year	-	2,290.00
Loan taken during the year	-	295.75
Loan recovered	355.72	-
Loan repaid during the year	52.17	-
Interest provided	22.32	7.22

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Nature of transaction	Year ended 31st March, 2024	Year ended 31st March, 2023
Interest recovered pertaining to previous year	72.27	-
Interest paid	6.49	-
Issue of share warrants / equity share	483.06	634.58
Interest earned	405.19	80.31
Reimbursement of expenses (net)	0.05	-
Amount payable towards tax on commission related corporate guarantee	14.66	1.91
Amount paid against trade payables	550.04	-
Vishal Amusements Limited		
Release of pledged shares for term loan taken by the company	-	848.68
Amount payable towards tax on commission related corporate guarantee	1.60	0.16
Amount recovered during the year	1.06	-
Talent Hotels Private Limited		
Interest provided	41.88	15.40
Interest paid	13.86	-
Loan taken during the year	-	1,122.44
Loan repaid during the year	0.65	657.46
Greenboom Developers and Resort Limited		
Amount incurred towards tax on commission related corporate guarantee	1.48	-
Dr.Vithal V.Kamat		
Royalty expenses	5.04	7.36
Remuneration paid	110.39	-
Temporary refund received of loan given	419.00	-
Repayment of temporary refund of loan taken	419.00	-
Issue of share warrants / equity share	-	571.19
Amount paid against outstanding dues	4.68	-
Mr.Vishal V.Kamat		
Remuneration paid	101.07	59.21
Issue of share warrants	-	142.98
Ms. Vidhya V Kamat		
Issue of share warrants	429.93	142.97
Mr. Ramnath Sarang		
Directors sitting fees	1.25	1.50
Mrs. Harinder Pal Kaur		
Directors sitting fees	1.25	1.25

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Nature of transaction	Year ended 31st March, 2024	Year ended 31st March, 2023
Mr. Sanjeev B. Rajgarhia		
Directors sitting fees	1.50	1.25
Ms. Vidita V Kamat		
Directors sitting fees	1.50	1.00
Mr Apurva Sohanlal Muthalia		
Directors sitting fees	0.75	-
Mr Ajit Anant Naik		
Directors sitting fees	1.25	-
Mr Tej Mayur Contractor		
Directors sitting fees	1.25	-
Mr.Vilas Ramchandra Koranne		
Directors sitting fees	1.50	1.25
Kamat Hotels (India) Limited - employees gratuity trust		
Contribution to post employment benefit plan	38.29	19.48

53.3 Related party outstanding balances:

Nature of transaction	As at 31st March, 2024	As at 31st March, 2023
Ilex Developers & Resorts Limited		
Investment in equity shares	533.00	533.00
Provision for impairment of investment	533.00	533.00
Security deposits taken (gross carrying value)	80.00	80.00
Trade receivable (net)	8.91	6.65
Advance given	883.88	1,260.00
Interest receivable on above advance	66.21	39.77
Plaza Hotels Private Limited		
Deposit given under business contract agreements	8,000.00	8,000.00
Trade payable	352.36	234.37
Advance given	1,934.28	2,290.00
Interest receivable on above advance	364.67	72.28
Advance taken	243.58	295.75
Interest payable on above advance	20.09	6.50
Talent Hotels Private Limited		
Advance taken	464.33	464.98
Interest payable on above advance	37.70	13.86

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Nature of transaction	As at 31st March, 2024	As at 31st March, 2023
Dr.Vithal V. Kamat		
Royalty payable	2.29	2.86
Vishal Amusements Limited		
Amount payable	0.70	0.16
Greenboom Developers and Resort Limited		
Amount payable	0.65	-

53.4 Transactions with related parties and outstanding balances at the year end are disclosed at transaction value/ carrying value.

53.5 In addition to above transactions,

(i) Mahodadhi Palace Private Limited, Kamats Restaurant (India) Private Limited, Fort Jadhav Gadh Hotels Private Limited, Ilex Developers & Resorts Limited, Plaza Hotels Private Limited, Kamat Holiday Resorts (Silvassa) Limited, Dr. Vithal V. Kamat, Mr. Vikram V. Kamat have given joint corporate/personal guarantee amounting to Rs. 38,583.00 lakhs to banks/ others for credit facilities availed by the Holding company [Share of respective entities/ persons is not quantifiable], which is released during the previous year ended 31st March, 2023.

(ii) Mahodadhi Palace Private Limited, Kamats Restaurant (India) Private Limited, Fort Jadhav Gadh Hotels Private Limited, Ilex Developers & Resorts Limited, Plaza Hotels Private Limited, Kamat Development Private Limited, Orchid Hotels Pune Private Limited, Orchid Hotels Eastern (India) Private Limited, Savarwadi Rubber Agro Private Limited, Greenboom Developers & Resorts Limited, Vishal Amusements Limited, Dr. Vithal V. Kamat, Mr. Vishal V. Kamat have given joint corporate/personal guarantee amounting to Rs. 29,750.00 lakhs against issue of Secure 14% Rated Listed Redeemable Non Convertible Debentures face value of Rs. 1 lakh each .[Share of respective entities/ persons is not quantifiable].

(iii) Securities held by promoter, promoter Holding company and others in Mahodadhi Palace Private Limited, Kamats Restaurant (India) Private Limited, Fort Jadhav Gadh Hotels Private Limited, Ilex Developers & Resorts Limited, Plaza Hotels Private Limited, Orchid Hotels Pune Private Limited, Orchid Hotels Eastern (India) Private Limited pledge with debenture trustee to secure 29,750 14% Secured Rated Listed Redeemable Non Convertible Debentures face value of Rs.1 lakh each.

(iv) Plaza Hotels Private Limited has mortgaged its property situated at Vile Parle East Mumbai as security in favour of debenture trustee to secure 29,750 14% Secured Rated Listed Redeemable Non Convertible Debentures face value of Rs.1 lakh each.

(v) Mahodadhi Palace Private Limited, Ilex Developers & Resorts Limited, Plaza Hotels Private Limited, Savarwadi Rubber Agro Private Limited & Orchid Hotels Pune Private Limited, have hypothecated its current asset and all receivable with debenture trustee to secure 29,750 14% Secured Rated Listed Redeemable Non Convertible Debentures face value of Rs 1 lakh each.

(vi) Plaza Hotels Private Limited, Vishal Amusements Limited, Dr Vithal V. Kamat, Mr Vishal V. Kamat had given joint corporate/personal guarantee amounting to Rs. 2,135.56 lakhs to bank for credit facilities availed by the Holding company [Share of respective entities/ persons is not quantifiable], which is released during the previous year ended 31st March, 2023.

(vii) KMP, relatives of KMP and entities in which KMP has significant influence have pledged equity shares held by them in the Holding company and other specified investments to the trustee against issue of Secure 14% Rated Listed Redeemable Non Convertible Debentures by Holding company.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

(viii) Orchid Hotels Pune Private Limited, Envotel Hotels Himachal Private Limited, Ilex Developers and Resorts limited, Plaza Hotels Private Limited and Savarwadi Rubber Argo Private Limited have given joint corporate guarantee amounting to Rs. 194.25 lakhs against loan sanctioning from Axis Finance Limited. [Share of respective entities/ persons is not quantifiable]. Refer note no. 26.2.1.

53.6 Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. In case of advances given to two wholly owned subsidiary MPPL, Holding company has waived interest. For the previous year ended 31st March 2023, the Holding company has not recorded any impairment of receivables relating to amounts owed by related parties. Holding company has recorded impairment of receivable and investment in MPPL in earlier years. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

53.7 Breakup of compensation to key managerial personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

(a) Compensation to KMP as specified in para 53.1above:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Sitting fees	10.25	6.25
Total	**10.25**	**6.25**

(b) Compensation to KMP as specified in para 53.1 above:[Other than given in 53.7 (a)]

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Short term employee benefits*		
Mrs. Smita Nanda	43.58	28.43
Mr. Hemal Sagalia	-	14.72
Mr. Nikhil Fateh Singh	7.15	-
Total	**50.73**	**43.15**

*As the liabilities for defined benefit plans are provided on actuarial basis for all the employees, the amounts pertaining to Key Management Personnel are not separately identified and hence not included.

54. Earnings/ (loss) per share

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Profit / (Loss) attributable to the equity holders of the Group **(A)**	4,484.72	31,288.27
Weighted average number of equity shares (excluding forfeited shares) **(B)**	2,56,00,991	2,36,48,479
Effect of dilution:		
Conversion of share warrants into equity shares	27,74,862	-
Weighted average number of Equity shares adjusted for the effect of dilution **(C)**	2,83,75,853	2,36,48,479
Face value per equity share (Rs.)	10	10
Basic earnings per share (Rs.) **(A/B)**	17.52	132.31
Diluted earnings per share (Rs.) **(A/C)**	15.80	132.31

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

55. Disclosure relating to employee benefits as per Ind AS 19 'Employee Benefits'

55.1 Defined contribution plan

The Group has certain defined contribution plans. The obligation of the Group is limited to the amount contributed and it has no further contractual obligation. Following are the details regarding Group's contributions made during the year:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Provident fund	79.97	68.92
Pension fund	138.94	111.98
Employees' state insurance (ESIC)	40.78	34.26
Labour welfare fund	0.55	-
Total	**260.24**	**215.16**

55.2 Defined benefit plans and other long term benefits

55.2.1 Defined benefit obligations - Gratuity (funded)

The Group has a defined benefit gratuity plan for its employees. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, every employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the employee's length of service and salary at retirement age. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn) for each completed year of service as per the provisions of the Payment of Gratuity Act, 1972. The scheme is funded with insurance companies in the form of a qualifying insurance policy.

Risks associated with plan provisions

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Group is exposed to various risks as follows:

Nature	Description
Investment/ asset risk	All plan assets are maintained in a trust fund managed by a public sector insurer viz; LIC of India. LIC has a sovereign guarantee and has been providing consistent and competitive returns over the years. The Group has opted for a traditional fund wherein all assets are invested primarily in risk averse markets. The Group has no control over the management of funds but this option provides a high level of safety for the total corpus. A single account is maintained for both the investment and claim settlement and hence 100% liquidity is ensured. Also interest rate and inflation risk are taken care of.
Interest rate risk	The defined benefit obligation is calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
Salary inflation risk	Higher than expected increases in salary will increase the defined benefit obligation.
Demographic risk	This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

For determination of the liability in respect of compensated gratuity, the Group has used following actuarial assumptions:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Discount rate (per annum)	7.15% to 7.20%	7.30%
Rate of Return on Plan Assets (per annum)	7.30%	7.30%
Salary Escalation (per annum)	6.5% to 8.00%	6.50%
Attrition Rate (per annum)	5.00% to 10%	10.00%
Mortality Rate	Indian Assured lives Mortality (2012-14)	Indian Assured lives Mortality (2012-14)

The estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The discounting rate is based on material yield on government bonds having currency and terms consistent with the currency and terms of post-employment benefit obligations. The overall expected rate of return on assets is based on the LIC structure of interest rates on gratuity funds.

Changes in the present value of obligations:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Liability at the beginning of the year	387.44	331.41
Interest cost	24.85	18.83
Current service cost	72.12	41.77
Past service cost	-	-
Benefits paid	(58.65)	(34.56)
Actuarial (gain)/loss on obligations	(25.31)	(25.00)
Liability at the end of the year	**398.27**	**332.45**

Changes in the fair value of plan assets:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Opening fair value of plan assets	33.43	45.95
Expected return on plan assets	1.27	1.90
Employers contribution	38.29	19.48
Benefits paid	(41.49)	(34.56)
Actuarial gain/(loss) on plan assets	1.48	0.66
Closing fair value of plan assets	**32.98**	**33.43**

Table of recognition of actuarial gain / loss:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Actuarial (gain)/ loss on obligation for the year	(25.31)	(25.00)
Actuarial gain/ (loss) on assets for the year	1.48	0.67
Actuarial (gain)/ loss recognised in other comprehensive income	**(23.83)**	**(25.67)**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Breakup of actuarial (gain) /loss:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Actuarial loss arising from change in financial assumption	3.23	(14.55)
Actuarial loss/(gain) arising from experience	(28.54)	(10.45)
Actuarial loss/(gain) on plan assets	(1.48)	(0.67)
Total	**(26.79)**	**(25.67)**

Amount recognized in the Balance Sheet:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Liability at the end of the year	400.45	332.45
Fair value of plan assets at the end of the year	(32.98)	(33.43)
Liability recognized in Balance Sheet	**367.47**	**299.02**

Expenses recognized in the Income Statement:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Current service cost	72.12	41.77
Interest cost	24.85	18.83
Past Service Cost/ Expected return on plan assets	(1.27)	(1.90)
Actuarial (Gain)/Loss	(23.83)	(25.67)
Expense/ (income) recognized in		
- Statement of Profit and Loss	71.48	58.71
- Other comprehensive income	(21.65)	(25.67)

Balance sheet reconciliation

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Opening net liability	327.98	285.46
Expense recognised in Statement of Profit and Loss & OCI	71.87	33.04
LIC contribution during the year	(55.45)	(19.48)
Gain recognised in Other Comprehensive Income	-	
Amount recognized in Balance Sheet	**344.40**	**299.02**
Non current portion of defined benefit obligation	297.59	254.61
Current portion of defined benefit obligation	46.81	44.41

Sensitivity analysis of benefit obligation (Gratuity)

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
a)Impact of change in discount rate		
Present value of obligation at the end of the year		
a) Impact due to increase of 0.5%	383.35	324.89
b) Impact due to decrease of 0.5%	403.06	340.37
b)Impact of change in salary growth		
Present value of obligation at the end of the year		
a) Impact due to increase of 0.5%	402.64	340.10
b) Impact due to decrease of 0.5%	383.64	325.06

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
c)Impact of change in withdrawal rate		
Present value of obligation at the end of the year		
a) Withdrawal rate increase of 10%	392.17	332.56
b) Withdrawal rate decrease 10%	393.68	332.25
d)Impact of change in mortality rate		
Present value of obligation at the end of the year		
a) Impact due to increase of 10%	393.01	332.52
b) Impact due to decrease of 10%	392.87	332.38

Maturity profile of defined benefit obligation

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Weighted average duration of the defined benefit obligation	19.09	4.97
Projected benefit obligation	392.94	332.45

Pay-out analysis

Particulars	As at 31st March, 2024	As at 31st March, 2023
1st year	84.20	76.52
2nd year	57.71	37.54
3rd year	43.38	49.38
4th year	44.78	37.84
5th year	38.52	36.81
Next 5 year pay-out (6-10 year)	164.45	143.19

55.2.2 Compensated absences (non-funded)

As per the policy of the Group, obligations on account of benefit of accumulated leave of an employee is settled only on termination / retirement of the employee. Such liability is recognised on the basis of actuarial valuation following Project Unit Credit Method.

Risks associated with plan provisions

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such Group is exposed to various risks as follows:

Nature	Description
Interest rate risk	The defined benefit obligation is calculated using a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.
Salary inflation risk	Higher than expected increases in salary will increase the defined benefit obligation.
Demographic risk	This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

For determination of the liability in respect of compensated absences, the Group has used following actuarial assumptions:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Discount rate	7.15% to 7.20%	6.40% - 7.15%
Salary escalation	6% to 8.00%	6.50% - 8.00%
Attrition rate	5% to 10%	5.00%-10.00%
Mortality rate	Indian Assured lives Mortality (2012-14)	Indian Assured lives Mortality (2012-14)

The estimates of future salary increases considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The discounting rate is based on material yield on government bonds having currency and terms consistent with the currency and terms of post-employment benefit obligations. The overall expected rate of return on assets is based on the LIC structure of interest rates on gratuity funds.

Changes in the present value of obligations:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Liability at the beginning of the year	253.11	240.55
Interest cost	15.97	12.38
Current service cost	89.44	28.26
Past service cost	-	-
Benefits paid	(75.61)	(48.26)
Actuarial (gain)/loss on obligations	25.66	12.68
Liability at the end of the year	**308.57**	**245.61**

Table of recognition of actuarial (gain) / loss :

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Actuarial (gain)/loss on obligation for the year	25.66	12.68
Actuarial (gain)/loss on assets for the year	-	-
Actuarial (gain)/loss recognized in Statement of Profit and Loss	**25.66**	**12.68**

Breakup of actuarial (gain) /loss:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Actuarial loss/(gain) arising from change in demographic assumption	-	-
Actuarial loss arising from change in financial assumption	(2.59)	(9.30)
Actuarial loss/(gain) arising from experience	28.26	25.71
Total	**25.67**	**16.41**

Amount recognized in the Balance Sheet:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Liability at the end of the year	308.57	245.60
Fair value of plan assets at the end of the year	-	-
Amount recognized in the Balance Sheet	**308.57**	**245.60**

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Expenses recognized in the Statement of Profit and Loss:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Current service cost	89.44	28.26
Benefits paid	(2.86)	-
Interest cost	15.97	12.39
Actuarial (gain)/loss	25.67	12.68
Expense recognized in Statement of Profit and Loss	**128.22**	**53.33**

Balance Sheet Reconciliation:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Opening net liability	245.60	240.54
Expense recognised in Statement of Profit and Loss	131.08	53.33
Benefit paid	(75.61)	(48.26)
Amount recognized in Balance Sheet	**301.07**	**245.60**
Non-current portion of defined benefit obligation	234.76	189.92
Current portion of defined benefit obligation	66.29	55.68

Sensitivity analysis of benefit obligation (Leave encashment)

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
a)Impact of change in discount rate		
Present value of obligation at the end of the year		
a) Impact due to increase of 0.5%	294.04	239.89
b) Impact due to decrease of 0.5%	308.47	251.61
b)Impact of change in salary growth		
Present value of obligation at the end of the year		
a) Impact due to increase of 0.5%	308.47	251.61
b) Impact due to decrease of 0.5%	293.96	239.85
c)Impact of change in withdrawal rate		
Present value of obligation at the end of the year		
a) Withdrawal rate increase of 10%	301.66	245.92
b) Withdrawal rate decrease 10%	300.40	245.25
d)Impact of change in mortality rate		
Present value of obligation at the end of the year		
a) Impact due to increase of 10%	301.08	198.13
b) Impact due to decrease of 10%	301.03	198.09

Maturity profile of defined benefit obligation

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Weighted average duration of the defined benefit obligation	8.00	7.67
Projected benefit obligation	289.55	253.10

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

Pay-out analysis

Particulars	As at 31st March, 2024	As at 31st March, 2023
1st year	66.29	55.69
2nd year	48.30	33.79
3rd year	36.26	34.54
4th year	38.36	25.81
5th year	30.01	30.00
Next 5 year pay-out (6-10 year)	110.34	91.83

56. Leases

56.1 Where Group is lessee:

56.1.1 Operating lease

(i) The Holding company has taken hotel property under operating lease or leave and license agreements. The lease payment recognised in the Statement of Profit and Loss as management fees/ rent expenses of Rs. 1,739.85 lakhs during the year (Previous Year Rs. 579.44 lakhs).

(ii) With respect to above hotel properties/ land taken under lease/ operation and management arrangement, Holding company is liable to pay management fees/ rent based on gross operating profits, revenue etc. Since future revenue is contingent in nature, other disclosures as required under Ind AS 116 - 'Leases' are not quantifiable with respect to such arrangements as at 31st March 2024 and as at 31st March, 2023.

(iii) The subsidiary company OHPPL, has taken land from Balewadi Sports Club under Build, Operate and Transfer arrangement for a period of 60 years for construction of hotel property. This is non-cancellable operating lease. Lease premium are payable on yearly basis as per the lease premium schedule mentioned in Concession Agreement.

(iv) The Joint Venture company ILEX, has taken hotel building to renovate, manage and operate under Business Contract Agreement for a period of 20 years, which shall be extendable for a further period of 10 years at the sole discretion of the lessor. In lieu of the same, company pays management fees calculated based on percentage of revenue earned from this property. The company has recognised management fees expense of Rs. 19.26 lakhs during the year (Previous year Rs. 15.19 lakhs). Since future revenue is based on percentage of revenue which is contingent in nature, no accounting / disclosures are required under Ind AS 116 - 'Leases'.

(v) The subsidiary company EHHPL has taken hotel properties under non-cancellable leases a for period of 15 year. As a result, they have recognised rent expenses of Rs. 417.00 lakhs during the year.

(vi) The subsidiary company MPPL has taken hotel properties under non-cancellable leases a for period of 50 years. As a result, they have recognised rent expenses of Rs. 21.14 lakhs during the year (Previous year: Rs. 18.88 lakhs).

56.1.2 Finance lease

(i) Disclosure with respect to lease under Ind AS-116 Leases:

Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
Interest expense on lease liabilities	731.67	306.63
Total cash outflow for leases during the year	777.90	305.69
Depreciation charge for right-of-use assets	358.73	50.88
Additions to right-of-use assets	949.02	-

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

(ii) Details regarding the contractual maturities of lease liabilities - Undiscounted cashflows

Particulars	As at 31st March, 2024	As at 31st March, 2023
Lease payment not later than one year	860.91	307.73
Lease Payment later than one year and not later than five years	3,572.20	1,245.22
Lease Payment later than five years	17,029.18	11,922.42
Total	**21,462.28**	**13,475.37**

56.1.3 The right of use asset is depreciated using the straight-line method (SLM) from the commencement date over the lease term of right of use asset. For details of addition, depreciation and carrying amount of right of use asset (Refer note no. 7).

56.2 Where the Group is lessor:

The Holding company has given shops, office premises and hotel property under operating lease under non-cancellable operating leases. The Holding company has recognised management fees or royalty income of Rs. 220.93 lakhs (Previous year Rs. 194.32 lakhs). Further, the subsidiary company OHPPL has given office premises under cancellable operating leases. The Holding company had recognised Licence Fees of Rs. 29.17 lakhs (Previous year Rs. 19.92 lakhs). Maturity analysis of minimum lease income (undiscounted and excluding variable lease income) for above lease arrangements are as follows:

Particulars	As at 31st March, 2024	As at 31st March, 2023
Not later than one year	177.28	180.59
Later than one year and not later than five years	331.58	371.17
Later than five years	249.53	279.30
Total	**758.39**	**831.06**

Total contingent rent income (in the form of management or royalty fees) recognised is Rs.62.12 lakhs (Previous year Rs. 14.92 lakhs).

Note:

(i) With respect to hotel properties/ land taken under lease/ operation and management arrangement, Holding company is liable to pay management fees/ rent based on gross operating profits, revenue etc. Since future revenue is contingent in nature, other disclosures as required under Ind AS 17 - 'Leases' are not quantifiable with respect to such arrangements as at 31st March 2021.

57 During the previous year, the Holding company has entered into a binding term sheet with a buyer agreeing to transfer one of the hotel properties at an agreed value of Rs. 12,500.00 lakhs on or before 12 months from the date of term sheet (i.e. 18th January, 2023). The Holding company has received Rs. 100.00 lakhs as advance as agreed in the said term sheet. The resultant gain on the said transaction will be accounted in the period / year in which final agreement is executed.

58 Disclosures as required by Indian Accounting Standard (Ind AS) 108 - Operating Segments

There are no reportable segments under Ind AS-108 'Operating Segments' as the Group is operating only in the hospitality service segment, therefore, disclosures of segment wise information is not applicable. Further, no single customer represents 10% or more of the Group's total revenue during the year ended 31st March 2024 and 31st March 2023.

59 Going concern assumption

59.1 As per the consolidated financial statements of the Holding company, current liabilities are significantly greater than the current assets as on 31st March, 2024 and 31st March, 2023. In the opinion of the management, considering the

revival of hospitality business, positive net worth as on 31st March, 2024, positive earnings before interest, taxes and depreciation (EBITDA) for the year ended 31st March, 2024 and year ended 31st March, 2023, increase in operations and profit during the current year, settlement of secured debts due to ARCs, settlement of loan given to subsidiary company which was fully provided in earlier year, reversal of provision for diminution in value of investment in subsidiary company (OHPPL), signing of term sheet for proposed sale of one of the hotel properties, issue of NCDs, considering the future business prospects and the fair value of the assets of the Group being significantly higher than the borrowings / debts, these consolidated results have been prepared on a going concern basis which contemplates realisation of assets and settlement of liabilities in the normal course of the company's business.

59.2 As on 31st March, 2024 and previous year, the Subsidiary company's (OHPPL) current liabilities substantially exceed the current assets. However, during both the years, its net worth turned positive, considering the remarkable improvement in performance of the Group which has resulted into profits in the year ended 31st March, 2024 and previous year. Further infusion of funds by the Holding company to settle dues to IARC, the Holding company agreeing to substantially waive old unsecured loans and interest outstanding, continued operational as well as financial support from Holding company and review of present value of the property, in the opinion of the management, the financial results are prepared on going concern basis.

59.3 The consolidated financial statements indicate that current liabilities significantly exceed current assets as of March 31, 2024, and March 31, 2023. Despite this, management asserts that the financial statements should be prepared on a going concern basis. This assessment is based on several factors: the revival of the hospitality business, a positive net worth as of March 31, 2024, positive EBITDA for the years ended 31 March, 2024, and 31 March, 2023, and an increase in operations and profitability at the consolidated level during the current year.

60 Following are additional regulatory information in terms of Division II to Schedule III of the Act:

60.1 Wilful defaulter

As on 31st March, 2024, the Group has not been declared wilful defaulter by any bank/financial institution or other lender.

60.2 Details of crypto currency or virtual currency

The Group is not engaged in the business of trading or investing in crypto currency or virtual currency and hence no disclosure is required.

60.3 Compliance with number of layers of companies

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

60.4 Utilisation of borrowed funds

The Group has not advanced any funds or loaned or invested by the Group to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Group (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

The Group has not received any funds from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that the Group shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

60.5 Borrowings secured against current assets

The Group had obtained term loans which was secured against current assets, however the Group was not required to file quarterly returns or statement of current assets.

60.6 Benami property

No proceedings have been initiated or are pending against the Group as on 31st March, 2024 for Holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

Notes to Consolidated financial statements for the year ended March 31, 2024

All amounts are in INR (Lakhs) otherwise stated

60.7 Relationship with struck off companies

The Group does not have any transaction with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and hence no disclosure is required.

60.8 Compliance with approved scheme(s) of arrangements

The Group has not entered into any scheme of arrangements in terms of sections 230 to 237 of the Companies Act, 2013.

60.9 Undisclosed income

There is no transaction that is not recorded in the books of accounts of the enterprise that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

61 Previous Year Figures have been regrouped/rearranged wherever necessary. The Group has classified provision for outstanding expenses under other payables (Refer note no. 34). This was earlier forming part of 'trade payables - others'. (Refer note no. 33).

The notes referred to above form an integral part of the consolidated financial statements

As per our audit report of even date

For N.A.Shah Associates LLP
Chartered Accountants
Firm Registration No. 116560W/ W100149

Milan Mody
Partner
Membership No. 103286

Place: Mumbai
Date: 07th May, 2024

For and on behalf of the Board of Directors of
Kamat Hotels (India) Limited

Dr. Vithal V. Kamat
Executive Chairman & Managing Director
(DIN : 00195341)

Ramnath P. Sarang
Director
(DIN : 02544807)

Smita Nanda
Chief Financial Officer

Nikhil Singh
Company Secretary

Place: Mumbai
Date: 07th May, 2024



SALES OFFICES

- **Banglore**
- **Bhubaneswar**
- **Chennai**
- **Mumbai**
- **Nashik**
- **Kolkata**
- **Pune**
- **Chhatrapati Sambhaji Nagar**
- **Delhi**
- **Ahemdabad**
- **Jamnagar**