

FORM NO. MGT-7

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



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

(b) Registered office address

(c) *e-mail ID of the company

(d) *Telephone number with STD code

(e) Website

(iii) Date of Incorporation

| (iv) | Type of the Company | Category of the Company | Sub-category of the Company |
|------|---------------------|---------------------------|-------------------------------|
| | Public Company | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|---|------------------------------|
| 1 | I | Accommodation and Food Service | I1 | Accommodation services provided by Hotel, Inns, Resorts, holiday homes, hostel, | 96.5 |
| 2 | L | Real Estate | L1 | Real estate activities with own or leased property | 3.5 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|-----------------------------|-----------------------|--|------------------|
| 1 | JYOTI PROPERTIES AND HOSPI | U55101JK1964PLC000286 | Subsidiary | 99.99 |
| 2 | LALIT GREAT EASTERN KOLKA | U36999WB2004PLC097656 | Subsidiary | 90 |
| 3 | PCL HOTELS LIMITED | U55100DL1995PLC066703 | Subsidiary | 100 |
| 4 | KUJJAL HOTELS PRIVATE LIMIT | U55100DL2005PTC139829 | Subsidiary | 0 |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares | 100,000,000 | 75,991,199 | 75,991,199 | 75,991,199 |
| Total amount of equity shares (in Rupees) | 1,000,000,000 | 759,911,990 | 759,911,990 | 759,911,990 |

Number of classes

1

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Equity Shares of rs. 10/- each | | | | |
| Number of equity shares | 100,000,000 | 75,991,199 | 75,991,199 | 75,991,199 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 1,000,000,000 | 759,911,990 | 759,911,990 | 759,911,990 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 0 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 0 | 0 | 0 | 0 |

Number of classes

0

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| | | | | |
| Number of preference shares | | | | |
| Nominal value per share (in rupees) | | | | |
| Total amount of preference shares (in rupees) | | | | |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | | | Total nominal amount | Total Paid-up amount | Total premium |
|-------------------------------------|------------------|------------|----------|----------------------|----------------------|---------------|
| | Physical | DEMAT | Total | | | |
| Equity shares | | | | | | |
| At the beginning of the year | 229,735 | 75,761,464 | 75991199 | 759,911,990 | 759,911,990 | |

| | | | | | | |
|---|---------|------------|----------|-------------|-------------|---|
| Increase during the year | 0 | 24,456 | 24456 | 244,560 | 244,560 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify | 0 | 24,456 | 24456 | 244,560 | 244,560 | |
| Dematerialisation of shares and others | | | | | | |
| Decrease during the year | 24,456 | 0 | 24456 | 244,560 | 244,560 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | 24,456 | 0 | 24456 | 244,560 | 244,560 | |
| Dematerialisation of shares and others | | | | | | |
| At the end of the year | 205,279 | 75,785,920 | 75991199 | 759,911,990 | 759,911,990 | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|---------------------------------|---|---|---|---|---|---|
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | | | |
| At the end of the year | 0 | 0 | 0 | 0 | 0 | |

ISIN of the equity shares of the company

INE466A01015

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| Before split / Consolidation | Number of shares | | | |
| | Face value per share | | | |
| After split / Consolidation | Number of shares | | | |
| | Face value per share | | | |

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

| | | | |
|--|--|--|--|
| Date of the previous annual general meeting | | | |
| Date of registration of transfer (Date Month Year) | | | |
| Type of transfer | | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | | Amount per Share/ Debenture/Unit (in Rs.) | |

| | | | | | | | |
|----------------------------|--|----------------------|--|----------------------|--|----------------------|--|
| Ledger Folio of Transferor | | | | <input type="text"/> | | | |
| Transferor's Name | | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | | Surname | | middle name | | first name | |
| Ledger Folio of Transferee | | | | <input type="text"/> | | | |
| Transferee's Name | | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | | Surname | | middle name | | first name | |

| | | | | | | | |
|--|--|----------------------|--|--|--|----------------------|--|
| Date of registration of transfer (Date Month Year) | | | | <input type="text"/> | | | |
| Type of transfer | | <input type="text"/> | | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | | | |
| Number of Shares/ Debentures/ Units Transferred | | <input type="text"/> | | Amount per Share/ Debenture/Unit (in Rs.) | | <input type="text"/> | |
| Ledger Folio of Transferor | | | | <input type="text"/> | | | |
| Transferor's Name | | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | | Surname | | middle name | | first name | |
| Ledger Folio of Transferee | | | | <input type="text"/> | | | |
| Transferee's Name | | <input type="text"/> | | <input type="text"/> | | <input type="text"/> | |
| | | Surname | | middle name | | first name | |

(iv) * Debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|---------------|
| Non-convertible debentures | 110,000 | 80235.04 | 8,825,854,400 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |

| Particulars | Number of units | Nominal value per unit | Total value |
|--------------|-----------------|------------------------|---------------|
| Total | | | 8,825,854,400 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|--------------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 11,000,000,000 | 0 | 2,174,145,600 | 8,825,854,400 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(v) Securities (other than shares and debentures)

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value | Paid up Value of each Unit | Total Paid up Value |
|--------------------|----------------------|----------------------------|---------------------|----------------------------|---------------------|
| | | | | | |
| | | | | | |
| Total | | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

7,599,315,000

(ii) Net worth of the Company

7,936,054,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 7,255,935 | 9.55 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |

| | | | | | |
|-----|---|------------|-------|---|---|
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 30,717,301 | 40.42 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 37,973,236 | 49.97 | 0 | 0 |

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 5,716,441 | 7.52 | 0 | |
| | (ii) Non-resident Indian (NRI) | 20,073,998 | 26.42 | 0 | |
| | (iii) Foreign national (other than NRI) | 3,999 | 0.01 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 99 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 8,298 | 0.01 | 0 | |

| | | | | | |
|-----|---|------------|-------|---|---|
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 10,280,429 | 13.53 | 0 | |
| 10. | Others Trust + IEPF | 1,934,699 | 2.55 | 0 | |
| | Total | 38,017,963 | 50.04 | 0 | 0 |

Total number of shareholders (other than promoters)

5,397

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

5,399

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 2 | 2 |
| Members (other than promoters) | 5,590 | 5,397 |
| Debenture holders | 1 | 1 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|--|--|---------------|--|---------------|--|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 1 | 0 | 1 | 0 | 9.55 | 0 |
| B. Non-Promoter | 3 | 4 | 3 | 4 | 5.11 | 0 |
| (i) Non-Independent | 3 | 1 | 3 | 1 | 5.11 | 0 |
| (ii) Independent | 0 | 3 | 0 | 3 | 0 | 0 |
| C. Nominee Directors representing | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 0 | 0 | 0 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |

| | | | | | | |
|------------|---|---|---|---|-------|---|
| (v) Others | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 4 | 4 | 4 | 4 | 14.66 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|------------------|------------|---------------------|--------------------------------|--|
| DR. JYOTSNA SURI | 00004603 | Managing Director | 7,255,935 | |
| DIVYA SURI SINGH | 00004559 | Whole-time director | 1 | |
| DEEKSHA SURI | 00005367 | Whole-time director | 1 | |
| KESHAV SURI | 00005370 | Whole-time director | 3,880,596 | |
| VIVEK MEHRA | 00101328 | Director | 0 | |
| DHRUV PRAKASH | 05124958 | Director | 0 | |
| SHOVANA NARAYAN | 07957359 | Director | 0 | |
| MOHMMAD YOUSUF | 00570339 | Director | 0 | |
| HIMANSHU PANDEY | AHSPP8305J | Company Secretary | 0 | |
| RAKESH MITRA | AJGPM5794E | CFO | 0 | |
| VIVEK SHUKLA | ALKPS8449Q | CEO | 0 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year 6

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|-------------------|------------|--|---|--|
| DR. JYOTSNA SUR | 00004603 | Managing Director | 16/10/2023 | RE-APPOINTED AS CHAIRP |
| MS. DIVYA SURI SI | 00004559 | Whole-time director | 26/08/2023 | RE-APPOINTED AS WHOLE- |
| MS. DEEKSHA SUR | 00005367 | Whole-time director | 26/08/2023 | RE-APPOINTED AS WHOLE- |
| MR. KESHAV SURI | 00005370 | Whole-time director | 26/08/2023 | RE-APPOINTED AS WHOLE- |
| AMIT GUPTA | AKRPG4563B | CFO | 08/11/2023 | CESSATION |
| RAKESH MITRA | AJGPM5794E | CFO | 07/03/2024 | APPOINTED AS CFO |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|------------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| ANNUAL GENERAL MEETING | 29/09/2023 | 5,548 | 84 | 68.47 |

B. BOARD MEETINGS

*Number of meetings held

4

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 27/05/2023 | 8 | 8 | 100 |
| 2 | 07/08/2023 | 8 | 8 | 100 |
| 3 | 18/11/2023 | 8 | 8 | 100 |
| 4 | 07/03/2024 | 8 | 8 | 100 |

C. COMMITTEE MEETINGS

Number of meetings held

29

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|---------------------------------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | Audit Committee | 27/05/2023 | 3 | 3 | 100 |
| 2 | Audit Committee | 07/08/2023 | 3 | 3 | 100 |
| 3 | Audit Committee | 18/11/2023 | 3 | 3 | 100 |
| 4 | Audit Committee | 07/03/2024 | 3 | 3 | 100 |
| 5 | Nomination and Remuneration Committee | 27/05/2023 | 3 | 3 | 100 |
| 6 | Nomination and Remuneration Committee | 07/08/2023 | 3 | 3 | 100 |
| 7 | Nomination and Remuneration Committee | 18/11/2023 | 3 | 3 | 100 |
| 8 | Nomination and Remuneration Committee | 07/03/2024 | 3 | 3 | 100 |

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 9 | Stakeholder R | 24/06/2023 | 3 | 3 | 100 |
| 10 | Stakeholder R | 12/12/2023 | 3 | 3 | 100 |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | 21/09/2024 |
| | | | | | | | | (Y/N/NA) |
| 1 | DR. JYOTSNA | 4 | 4 | 100 | 21 | 21 | 100 | Yes |
| 2 | DIVYA SURI S | 4 | 4 | 100 | 21 | 20 | 95.24 | Yes |
| 3 | DEEKSHA SU | 4 | 4 | 100 | 18 | 17 | 94.44 | Yes |
| 4 | KESHAV SUR | 4 | 4 | 100 | 18 | 15 | 83.33 | Yes |
| 5 | VIVEK MEHR | 4 | 4 | 100 | 4 | 4 | 100 | Yes |
| 6 | DHRUV PRAK | 4 | 4 | 100 | 10 | 10 | 100 | Yes |
| 7 | SHOVANA NA | 4 | 4 | 100 | 5 | 5 | 100 | No |
| 8 | MOHMMAD Y | 4 | 4 | 100 | 8 | 8 | 100 | Yes |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/Sweat equity | Others | Total Amount |
|--------|---------------------|-----------------|--------------|------------|---------------------------|-----------|--------------|
| 1 | Dr. Jyotsna Suri | Chairperson & M | 11,100,000 | 0 | 0 | 3,753,076 | 14,853,076 |
| 2 | Ms. Divya Suri Sing | Whole-time Dire | 8,400,000 | 0 | 0 | 1,174,926 | 9,574,926 |
| 3 | Ms. Deeksha Suri | Whole-time Dire | 8,400,000 | 0 | 0 | 1,352,993 | 9,752,993 |
| 4 | Mr. Keshav Suri | Whole-time Dire | 8,400,000 | 0 | 0 | 1,237,644 | 9,637,644 |
| | Total | | 36,300,000 | 0 | 0 | 7,518,639 | 43,818,639 |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|-------------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | Mr. Himanshu Pand | Company Secre | 4,002,080 | 0 | 0 | 23,000 | 4,025,080 |
| 2 | Mr. Amit Gupta | Chief Financial C | 3,235,754 | 0 | 0 | 0 | 3,235,754 |
| 3 | Mr. Rakesh Mitra | Chief Financial C | 315,573 | 0 | 0 | 2,182,171 | 2,497,744 |
| 4 | Mr. Vivek Shukla | Chief Executive | 5,645,348 | 0 | 0 | 2,743,665 | 8,389,013 |
| | Total | | 13,198,755 | 0 | 0 | 4,948,836 | 18,147,591 |

Number of other directors whose remuneration details to be entered

4

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------------|-----------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1 | Mr. Dhruv Prakash | Independent Dir | 0 | 0 | 0 | 400,000 | 400,000 |
| 2 | Mr. Vivek Mehra | Independent Dir | 0 | 0 | 0 | 280,000 | 280,000 |
| 3 | Ms. Shovana Naray | Independent Dir | 0 | 0 | 0 | 300,000 | 300,000 |
| 4 | Dr. Mohmmad Yous | Director | 0 | 0 | 0 | 360,000 | 360,000 |
| | Total | | 0 | 0 | 0 | 1,340,000 | 1,340,000 |

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

The Accounting software which the company is using for maintenance of accounts, did not have a feature of recording audit trail (edit log) facility.

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

7

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
| Bharat Hotels Limi | Assesing officer Ke | 07/10/2023 | Kerala VAT | 5987 | Paid |
| Bharat Hotels Limi | Excise Department | 21/04/2022 | Sec 70 | 75000 | Paid |
| Bharat Hotels Limi | Commercial Tax of | 25/05/2023 | DHARA 10 AND DH | 20423 | Paid |
| Bharat Hotels Limi | State Excise | 31/10/2023 | Bombay Foreign Liq | 50000 | Paid |

| | | | | | |
|--------------------|---------------|------------|--------------------|--------|------|
| Bharat Hotels Limi | State Excise | 27/09/2023 | Bombay Foreign Liq | 50000 | Paid |
| Bharat Hotels Limi | COMMERICAL TA | 21/04/2021 | ORDER U/S 39 (5) | 60000 | Paid |
| Bharat Hotels Limi | GST DEPARTMEN | 09/09/2023 | AUDIT ASSSESEM | 360815 | Paid |

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

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

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

JYOTSN
A SURI
Digitally signed by
JYOTSN A SURI
Date: 2024.11.15
11:37:14 +05'30'

DIN of the director

0*0*4*0*

To be digitally signed by

Himansh
u Pandey
Digitally signed by
Himanshu Pandey
Date: 2024.11.15
11:37:34 +05'30'

Company Secretary

Company secretary in practice

Membership number

1*5*1

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

- Attach
- Attach
- Attach
- Attach

List of attachments

BHL List of Committee Meeting held during
BHL form MGT-8.pdf
BHL Detail of Designated Person.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and Rule 11 (2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers **BHARAT HOTELS LIMITED** having **CIN- U74899DL1981PLC011274** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the Financial Year ended on 31st March, 2024. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year: -
1. The Company has complied with provisions of the Act & Rules made there under in respect of its status under the Act;
 2. The Company has complied with provisions of the Act & Rules made there under in respect maintenance of registers/records & making entries therein within the time prescribed therefore;
 3. The Company has duly filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the tribunal, the court or other authorities within /beyond the prescribed time.
 4. The Company has complied with provisions of the Act & Rules made there under in respect of calling/ convening/ holding meetings of Board of Directors or its Committees and the meeting of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been duly signed;
 5. The Company has complied with the provisions of the Act & Rules made there under in respect closure of its Register of Members and Debenture holders.
 6. The Company has complied with the provisions of the Act & Rules made there under in respect advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
 7. The Company has complied with provisions of the Act & Rules made there under in respect of contracts/arrangements with related parties as specified in Section 188 of the Act.
 8. The Company has complied with the provisions of the Act & Rules made there under in respect of transfer or transmission of shares and redemption of debentures during the year. We further report that there was no buyback of securities/ alteration or reduction of share capital/conversion of shares and allotment of shares and debentures, during the year.



9. The Company has complied with the provisions of the Act & Rules made there under in respect of keeping in abeyance the right to dividend on pending registration of transfer of shares in compliance with the provisions of the Act, during the year.
10. The Company has not declared dividend during the year. However, the Company has complied with the provisions of the Act & Rules made there under in respect of transfer of unpaid/unclaimed dividend/ other amounts as applicable to the Investor Education and protection Fund in accordance with Section 125 of the Act.
11. The Company has complied with provisions of the Act & Rules made there under in respect of signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. The Company has complied with the provisions of the Act & Rules made there under in respect of constitution/ appointment/ re-appointments/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.
13. The Auditors of the Company was duly re-appointed under the provisions of section 139 of the Act.
14. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
15. The Company has not made any acceptance/ renewal/ repayment of deposits;
16. The Company has complied with the provisions of the Act & Rules made there under in respect of borrowings from its directors, banks and others and creation/modification/ satisfaction of charges in that respect, wherever applicable.
17. The Company falls under the excepted category pursuant to Section 186(11)(a) of the Act in respect of loans and investments or guarantees given or providing of securities to other bodies corporate or persons.
18. The Company has not made any alteration to the Memorandum of Association and Articles of Association of the Company during the year.

For R S M & Co
Company Secretaries



(RAVI SHARMA)

Partner (C.P.No. 3666)

UDIN: F004468F002029117

Peer Review Certificate: 978/2020



Place: New Delhi

Dated: 11.11.2024



BHARAT HOTELS LIMITED

Details of Designated Person

Pursuant to sub-rule 4 of Rule 9 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), the Company is required to designate a person who shall be responsible for furnishing and extending co-operation for providing, information to the Registrar of Companies or any such other Officer authorised by the Ministry of Corporate Affairs with respect to beneficial interest in shares of the Company ("Designated Person"). Further, pursuant to sub-rule 7 of Rule 9 of the said Rules, every Company shall inform the details of the Designated Person in Annual return.

Accordingly, please note that the Company has designated Mr. Himanshu Pandey, Company Secretary of the Company, as Designated Person under the said Rules.

For Bharat Hotels Limited

Himanshu Pandey
Company Secretary
M. No. A13531

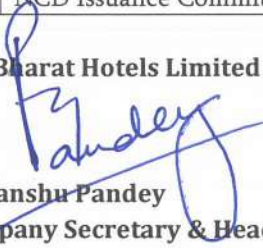




BHARAT HOTELS LIMITED

| List of Committee Meetings held in FY 2023-24 | | | | | |
|---|---|-----------------|---|----------------------------|-----------------------|
| Number of Meetings held - 29 | | | | | |
| SN | Type of Meeting | Date of Meeting | Total number of members as on the date of meeting | Attendance | |
| | | | | Number of members attended | As % of total members |
| 1 | Audit Committee | 27.05.2023 | 3 | 3 | 100% |
| 2 | Audit Committee | 07.08.2023 | 3 | 3 | 100% |
| 3 | Audit Committee | 18.11.2023 | 3 | 3 | 100% |
| 4 | Audit Committee | 07.03.2024 | 3 | 3 | 100% |
| 5 | Nomination and Remuneration Committee | 27.05.2023 | 3 | 3 | 100% |
| 6 | Nomination and Remuneration Committee | 07.08.2023 | 3 | 3 | 100% |
| 7 | Nomination and Remuneration Committee | 18.11.2023 | 3 | 3 | 100% |
| 8 | Nomination and Remuneration Committee | 07.03.2024 | 3 | 3 | 100% |
| 9 | Management Committee | 08.04.2023 | 4 | 4 | 100% |
| 10 | Management Committee | 02.06.2023 | 4 | 3 | 75% |
| 11 | Management Committee | 18.07.2023 | 4 | 4 | 100% |
| 12 | Management Committee | 11.09.2023 | 4 | 4 | 100% |
| 13 | Management Committee | 27.10.2023 | 4 | 4 | 100% |
| 14 | Management Committee | 05.12.2023 | 4 | 4 | 100% |
| 15 | Management Committee | 04.01.2024 | 4 | 3 | 75% |
| 16 | Management Committee | 11.03.2024 | 4 | 4 | 100% |
| 17 | Stakeholders Relationship Committee | 24.06.2023 | 3 | 3 | 100% |
| 18 | Stakeholders Relationship Committee | 12.12.2023 | 3 | 3 | 100% |
| 19 | Corporate Social Responsibility Committee | 28.03.2024 | 3 | 3 | 100% |
| 20 | NCD Issuance Committee | 30.05.2023 | 4 | 4 | 100% |
| 21 | NCD Issuance Committee | 01.08.2023 | 4 | 4 | 100% |
| 22 | NCD Issuance Committee | 31.08.2023 | 4 | 4 | 100% |
| 23 | NCD Issuance Committee | 29.09.2023 | 4 | 3 | 75% |
| 24 | NCD Issuance Committee | 31.10.2023 | 4 | 4 | 100% |
| 25 | NCD Issuance Committee | 29.11.2023 | 4 | 4 | 100% |
| 26 | NCD Issuance Committee | 23.12.2023 | 4 | 3 | 75% |
| 27 | NCD Issuance Committee | 24.01.2024 | 4 | 4 | 100% |
| 28 | NCD Issuance Committee | 28.02.2024 | 4 | 3 | 75% |
| 29 | NCD Issuance Committee | 27.03.2024 | 4 | 4 | 100% |

For Bharat Hotels Limited


Himanshu Pandey
Company Secretary & Head Legal
M. No. ACS-13531



Regd. Office: Barakhamba Lane, New Delhi 110001 India

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CIN: U74899DL1981PLC011274

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