

SEAPEARL HOTELS PRIVATE LIMITED

CIN – U55204MH2007PTC168713

Regd. Office: 4th Floor, Raheja Tower, Plot No. C-30, Block ‘G’, Bandra Kurla Complex, Bandra (East),
Mumbai 400051

Tel: +91-22-26564000 Fax: +91-22-26565451

DIRECTORS’ REPORT

To,
The Members
Seapearl Hotels Private Limited
(herein after referred as “**the Company**”)

Your Directors submit their Fourteenth Annual Report on the business and operations of the Company along the financial statements for the year ended 31st March, 2021.

1. Financial Summary:

The financial results of the Company for the year in comparison with the previous year are summarized below.

Description	F.Y. 2020-21 Amount in Rupees	F.Y. 2019-20 Amount in Rupees
Income		
Other Income	6,318,108	1,252,665
Total Income	6,318,108	1,252,665
Expenditure		
Administration & other expenses	1,015,918	1,863,448
Total Expenditure	1,015,918	1,863,448
Profit / (Loss) for the year before tax	(5,302,190)	(610,783)
Provision for Tax including deferred tax	1,660,000	340,000
Short/ (excess) provision for Income Tax of earlier years	-	148,830
Net Profit/ (Loss) after Tax for the year	(3,642,190)	(1,099,613)
Provision for proposed Dividend	-	-
Dividend Distribution Tax		

2. Review of Performance:

There was no income other than interest income during the year under review.

As you are aware, since the last quarter of previous financial year, the world has witnessed outbreak of COVID-19 pandemic which has impacted businesses globally. Similar to other countries, in India as well, the measures taken by the central, state and local governments like intermittent lock-down, restriction on economic activities / movement, various advisories & guidelines etc., to contain the spread of virus, have impacted all businesses be it large, medium, small or micro. It is currently difficult to fully ascertain the possible future impact that COVID-19 pandemic may have on the business due to the evolving nature of the pandemic and the response by various government authorities, amongst other things.

- 3. Dividend:**
In view of carried forward loss, your Directors regret their inability to recommend any Dividend.
- 4. Transfer to Reserves:**
No amount for the year is transferred to Reserve Account of the Company.
- 5. Public Deposits:**
During the year, the Company has neither accepted nor renewed any 'Public Deposit' within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014.
- 6. Material Changes And Commitments**
Save and except the impact of the Covid-19 Pandemic on the operations of your Company, which is being faced by the entire Hospitality Sector, there have been no material changes and commitments affecting the financial position of your Company, which have occurred between the end of the financial year to which the financial statements relate and the date of this report.
- 7. Share Capital:**
There has been no change in the Authorized share capital of the Company during the year under review.
The Board hereby states that no disclosure and / or reporting is required, in respect of the following matters, as there were no transactions on these matters and / or instances / requirement / applicability, during the year under review:
 - Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
 - Issue of equity shares with differential rights as to dividend, voting or otherwise.
- 8. Deemed Public Company:**
Chalet Hotels Limited is a public listed company and therefore, under the provisions of Section 2(71) of the Companies Act, 2013 our Company, being a subsidiary of a public company, has with effect from 10th February 2020 become a deemed public company and a wholly owned subsidiary of Chalet Hotels Ltd.
- 9. Subsidiary(ies) / Associate Companies:**
The Company has no Subsidiary Company. The Company has no Associate Company within the meaning of section 2(6) of the Companies Act, 2013.
- 10. Loans from Directors:**
During the year under review, the Company has not borrowed any amount from its Directors.
- 11. Board of Directors:**
During the course of the year under review, Mr. Rajeew Newar (DIN 00468125) resigned on August 5, 2020 as Director of the Company and consequently ceased to be Director of the Company.

The Board places on record its appreciation for the valuable guidance and assistance received from during his tenure.

The Board of Directors, at their meeting held on the August 5, 2020, had appointed Mr. Milind Wadekar (DIN No. 08627229) as Additional Director of the Company, with effect from the said date, term of his office being upto the date of this Annual General Meeting, in accordance with the applicable provisions of the Articles of Association and the Companies Act, 2013. The Company is pleased to nominate him for appointment as director, liable to retire by rotation. The approval of the members for his appointment has been sought in the Notice convening the Annual General Meeting of the Company.

The provisions of Section 149(4) of the Companies Act, 2013 for having an Independent Director on the Board of Directors do not apply to your Company. Consequently, the requirement under Section 134(3)(d) of the Companies Act, 2013 with respect to furnishing a statement on declaration given by Independent Director(s) do not apply to the Company.

At the end of the Financial Year March 31, 2021, the Board of Directors comprised of four Non-Executive Directors, including a Women Director.

11. Vigil Mechanism:

In absence of applicability of provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of the Board & its Powers) Rules, 2014, the Company has not established a formal Vigil Mechanism to report genuine concerns. During the year under review, no complaints under Whistle Blower Policy were received.

12. Board Evaluation:

Pursuant to the provisions of Section 134(3)(p) of the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014 annual evaluation by the Board of Directors has been conducted for the Financial year 2020-21. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning and the evaluation was carried out based on responses received from the Directors. The Directors expressed their satisfaction with the evaluation process.

12. Number of Board Meetings:

Periodically, in pursuance of provisions of the Companies Act, 2013, the Board of Directors meet and carried on the management of the Company.

The Board of Directors duly met 6 times on May 14, 2020, August 5, 2020, September 3, 2020, October 28, 2020, January 22, 2021 and February 5, 2021 during the year ended March 31, 2021.

Details of attendance of Directors in the Board Meetings for the year ended March 31, 2021 are as follows:

Sr. No.	Date of Board Meeting	Mr. Sanjay Sethi	Mr. Rajeev Newar*	Ms. Karuna Nasta	Mr. Rajib Dattaray	Mr. Milind Wadekar*
1.	May 14, 2020,	Present	Present	Present	Present	N.A.
2.	August 5, 2020	Present	Present	Present	Present	N.A.
3.	September 3, 2020	Present	N.A.	Present	Present	Present
4.	October 28, 2020	Present	N.A.	Present	Present	Present
5.	January 22, 2021	Present	N.A.	Present	Present	Present
6.	February 5, 2021	Present	N.A.	Present	Present	Present

* Mr. Rajeev Newar ceased to Director of the Company with effect from August 5, 2020

**Mr. Milind Wadekar was appointed as Director of the Company with effect from August 5, 2020.

13. Directors' Responsibility Statements:

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act 2013, your Directors submit the following responsibility statements:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fairview of the state of affairs of the company at the end of the financial year and of the profitand loss of the company for that period;

- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. Auditors:

a) Statutory Auditor:

In order to fill up the casual vacancy caused by the resignation of M/s. SRBC & Co. LLP., the Board of Directors of the Company, upon approval of the Members of the Company in the Extra-Ordinary General Meeting held on February 8, 2021 appointed M/S. BSR Co. LLP, Chartered Accountants, (Firm Registration No. 101248W/W-100022) as Statutory Auditors of the Company from the conclusion of the Extra- Ordinary General Meeting till this Annual General Meeting.

Accordingly, the approval of the members for the appointment of the Statutory Auditors M/s. B S R & Co. LLP has been sought from conclusion of the Annual General Meeting till the conclusion of the next Annual General Meeting.

The Statutory Auditors' Report does not contain any qualification, reservation or adverse remark. However, the Auditors have drawn an emphasis to the following two matters as under:

The Statutory Auditors' Report does not contain any qualification, reservation or adverse remark. However, the Auditors have drawn an emphasis to the following two matters as under:

Attention is drawn to Note 16 of the financial statements, where the Board of Directors of the Company have approved amalgamation of the Company with its holding company i.e. Chalet Hotels Limited, with an appointed date of 1 April 2020. The proposed amalgamation is subject to approval of the statutory and regulatory authorities.

The opinion is not qualified in respect of these matter.

The Notes referred therein are self-explanatory in the opinion of the Board.

15. Cost Audit:

The provisions of Section 148 of the Companies Act, 2013 is not applicable to your Company hence, the Company has not maintained cost records.

16. Particulars of Loan(s), Guarantee(s) or Investment(s) made under Section 186 of the Companies Act, 2013:

During the year, your Company had no financial transaction falling under provisions of Section 186 of the Companies Act, 2013.

17. Significant / Material orders passed by the regulatory etc.:

During the year, there was no significant / material order passed by any regulator, court or tribunal on our Company impacting the going concern status and Company's operations in future.

18. Annual Return:

Section 92(3) of the Companies Act, 2013 provides that every company is required to place a copy of the annual return on the website of the company, if any, and the web-link of such annual return

to be disclosed in the Board's report. As your Company does not have any website, extract of the Annual Return is furnished in **Annexure 1** to this Report.

19. Particulars of contracts or arrangements made with related parties:

There were no contracts or arrangements made with the related party during the year and hence no details have been furnished in the Form AOC – 2 pursuant to section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014.

20. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

The information with respect to conservation of energy, technology absorption, Foreign Exchange Earnings and Outgo, the disclosure of which being needed under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 has not been furnished as there were no business activities undertaken by the Company during the year. .

21. Disclosure relating to remuneration:

The information in pursuance of Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is not furnished to this Report as there were no employees during the year.

22. Corporate Social Responsibility:

In absence of applicability of provisions of section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014, your Company has not constituted a Corporate Social Responsibility Committee nor has spent any amount for causes referred therein.

23. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

In absence of applicability of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has not constituted the Internal Complaints Committee.

24. Secretarial Standard:

Your Company has complied with Secretarial Standard 1 and Secretarial Standard 2 relating to Board and General Meetings issued by the Institute of Company Secretaries of India.

Acknowledgement and appreciation:

Your Directors acknowledge and place on record their gratitude and sincere thanks to employees, bankers, business associates, consultants and all internal and external stakeholders; for their continued support extended to the Company during the year.

**For And On Behalf Of The Board Of
Directors**

-Sd

RAJIB DATTA

Director

DIN-06704770

4th Floor, Raheja Towers, Plot C, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.

-Sd

KARUNA NASTA

Director

DIN-08627149

4th Floor, Raheja Tower, Plot No. C-30,
Block 'G', Bandra Kurla Complex,
Bandra (East), Mumbai 400051

Place: Mumbai

Date: May 13, 2021

Annexure 1

Form MGT 9

Extract of Annual Return as on the financial year ended on 31st March, 2021 [Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

(i) CIN:

U55204MH2007PTC168713

(ii) Registration Date:

1	3	0	3	2	0	0	7
Date		Month		Year			

(iii) Name of the Company:

SEAPEARL HOTELS PRIVATE LIMITED

(iv) Category of the Company: [Pl. tick]

1.	Public Company	-
2.	Private Company	✓

Sub Category of the Company: [Please tick whichever are applicable]

1.	Government Company	-
2.	Small Company	-
3.	One Person Company	-
4.	Subsidiary of Foreign Company	-
5.	NBFC	-
6.	Guarantee Company	-
7.	Limited by shares	✓
8.	Unlimited Company	-
9.	Company having share capital	-
10.	Company not having share capital	-
11.	Company Registered under Section 8	-

(v) Address of the Registered Office and contact details:

Address:	Office: 4th Floor, Raheja Tower, Plot No. C-30, Block 'G', Bandra Kurla Complex, Bandra (East), Mumbai 400051
Contact No.:	+91-22-26564000

(vi) Whether shares listed on recognized Stock Exchange(s): ~~Yes~~ / No

If 'Yes', the details of Stock Exchanges, where the shares are listed.

Sr. No.	Stock Exchange Name	Code
1.	-	-
2.	-	-

(vii) Name, Address and Contact details of Registrar and Transfer Agent, if any.

Name:	Bigshare Services Private Limited
Address:	1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road

a) Mutual Funds	--	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--	--
c) Central Govt.	--	--	--	--	--	--	--	--	--	--
d) State Govt(s).	--	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--	--
g) FIIS	--	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--	--
Sub-total (B)(1):	--	--	--	--	--	--	--	--	--	--
II Non-Institutions										
(a) Bodies Corp.										
• Indian	--	--	--	--	--	--	--	--	--	--
• Overseas	--	--	--	--	--	--	--	--	--	--
(b) Individuals										
• Individual shareholders holding nominal share capital upto Rs. 1 lakh.	--	--	--	--	--	--	--	--	--	--
• Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	--	--	--	--	--	--	--	--	--	--
c) Others (specify)	--	--	--	--	--	--	--	--	--	--
Sub-total (B)(2):	--	--	--	--	--	--	--	--	--	--
Total Public Shareholding (B)=(B) (1)+(B) (2)	--	--	--	--	--	--	--	--	--	--
C. Share held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	52,66,000	--	52,66,000	100%	52,66,000	--	52,66,000	100%	--	--

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Chalet Hotels Limited	52,65,999	100%	--			--	100%
2.	Chalet Hotels Limited jointly with Mr. Neel Raheja	1	Negligible	--			--	--
	Total...	52,66,000	100%	NIL	52,66,000	100%	NIL	--

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Shareholder's Name	Shareholding			Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-04-20 to 31-03-21)	
		No. of shares at the beginning (1 st April, 2020) / end of the year (31 st March, 2021)	% of total shares of the Co.	Date of change			No. of shares	% of total shares of the Company
1.	Chalet Hotels Ltd.	52,65,999	100%	10.02.2020	52,65,999	purchase	52,65,999	100%
2.	Chalet Hotels Limited jointly with Mr. Neel Raheja	1	Negligible	10.02.2020	1	Purchase	1	Negligible

(iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Shareholder's Name	Shareholding			Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-04-20 to 31-03-21)	
		No. of shares at the beginning (1 st April, 2020) / end of the year (31 st March, 2021)	% of total shares of the Company	Date of change			No. of shares	% of total shares of the Company
1.	NA	--	--	--	--	--	-	--

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Director's / Key Managerial Personnel Name	Shareholding			Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-04-20 to 31-03-21)	
		No. of shares at the beginning (1 st April,2020) / end of the year (31 st March, 2021)	% of total shares of the Company	Date of change			No. of shares	% of total shares of the Company
1	NA	--	--	--	--	--	--	--

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year.				
i. Principal Amount	--	-	--	-
ii. Interest due but not paid	--	--	--	--
iii. Interest accrued but not due	--	--	--	--
Total (i+ ii + iii)	--	-	--	-
Change in Indebtedness during the financial year.				
Addition (due to exchange rate difference)	--	--	--	--
Reduction	--	--	--	--
Net Change	--	--	--	--
Indebtedness at the end of the financial year.				
i. Principal Amount	--	-	--	-
ii. Interest due but not paid	--	--	--	--
iii. Interest accrued but not due	--	--	--	--
Total (i + ii+ iii)	--	-	--	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		--	--	--	--	
1.	Gross salary.	Rs.	Rs.	Rs.	Rs.	Rs.
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	-	-	-	-	-

	b) Value of perquisites u/s 17(2) Income Tax Act, 1961.	-	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961.	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	- as % of profit.	-	-	-	-	-
	- others, specify.	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
6.	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Names of Directors				Total Amount
		-	-	-	-	-
		Rs.	Rs.	Rs.	Rs.	Rs.
1.	Independent Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2.	Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify.	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1 + 2)	-	-	-	-	-
3.	Total Managerial Remuneration (Total A+B)	-	-	-	-	-
4.	Overall Ceiling as per the Act	-	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD.

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO Rs.	CS Rs	CFO Rs.	Total Rs.
1.	Gross salary	-	-	-	-
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	-	-	-	-

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO Rs.	CS Rs	CFO Rs.	Total Rs.
	b) Value of perquisites u/s 17(2) Income Tax Act, 1961.	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961.	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	a) as % of profit	-	-	-	-
	b) others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
Total.....		-	-	-	-

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For And On Behalf Of The Board Of Directors

-Sd

RAJIB DATTARAY

Director

DIN-06704770

4th Floor, Raheja Towers, Plot C, Block G, Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.

Place : Mumbai

Date : May 13, 2021

-Sd

KARUNA NASTA

Director

DIN-08627149

4th Floor, Raheja Tower, Plot No. C-30,
Block 'G', Bandra Kurla Complex,
Bandra (East), Mumbai 400051

B S R & Co. LLP

Chartered Accountants

14th Floor, Central B Wing and North C Wing,
Nesco IT Park 4, Nesco Center,
Western Express Highway,
Goregaon (East), Mumbai - 400 063

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Independent Auditors' Report **To the Members of** **Seapearl Hotels Private Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Seapearl Hotels Private Limited ("the Company"), which comprise the balance sheet as at 31 March 2021, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("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 31 March 2021, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules 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 on the financial statements.

Emphasis of matters

We draw attention to Note 15 of the financial statements, where the Board of Directors of the Company have approved amalgamation of the Company with its holding company i.e. Chalet Hotels Limited, with an appointed date of 1 April 2020. The proposed amalgamation is subject to approval of the statutory and regulatory authorities.

Our opinion is not qualified in respect of these matter.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's directors' report, but does not include the financial statements and our auditors' report thereon.

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

Registered Office:

Independent Auditors' Report (*Continued*)

Other Information (Continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit/loss and other 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) specified 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 of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

Independent Auditors' Report (*Continued*)

Seapearl Hotels Private Limited

Auditor's Responsibilities for the Audit of the Financial Statements (*Continued*)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management and Board of Directors.
- 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

Other Matters

The financial statements of the Company as at and for the year ended 31 March 2020 were audited by another firm of Chartered Accountants other than B S R & Co. LLP under the Act who, vide their report dated 14 May 2020 expressed an unmodified opinion on those financial statements.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government 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.
 - (A) 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 balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account;

Independent Auditors' Report (*Continued*)

Seapearl Hotels Private Limited

Report on Other Legal and Regulatory Requirements (*continued*)

- d) in our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act;
- e) on the basis of the written representations received from the directors as on 31 March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164(2) of the Act ; and
- f) with respect to adequacy of the internal financial control with reference to financial statements of the Company and the operating effectiveness of such control, refers to our separate Report in "Annexure B"

Report on Other Legal and Regulatory Requirements (*Continued*)

- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company does not have any pending litigation which would impact its financial position;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. there are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and
 - iv. the disclosures regarding holding as well as dealing in specified bank notes during the period 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2021.
- (C) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:
 - i. in our opinion and according to the information and explanations given to us, the Company has not paid/provided for managerial remuneration; and
 - ii. the Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**
Chartered Accountants

Firm's Registration No: 101248W/W-100022

-Sd

Mansi Pardiwala
Partner

Membership No: 108511
UDIN: 21108511AAAACP7096

Mumbai
13 May 2021

Seapearl Hotels Private Limited

‘Annexure A’ to the Independent Auditors’ Report - 31 March 2021

With regards the Annexure A referred to in the Independent Auditors’ Report to the members of the Company on the financial statements for the year ended 31 March 2021, we report the following:

- (i) The Company does not own any fixed assets including property, plant and equipment and accordingly paragraph 3(i) of the Order is not applicable to the Company.
- (ii) The Company does not hold any inventory and accordingly paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 (‘the Act’). Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not given any loans, or made any investment, or provided any guarantees or security to the parties covered under Section 185 and 186 of the Act. Accordingly, paragraph 3(iv) of the Order is not applicable to the Company.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by the Reserve Bank of India under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) According to information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act for any services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Income-tax, Goods and Services tax and other material statutory dues have been generally regularly deposited during the year with the appropriate authorities. As explained to us, the Company did not have any dues on account of Provident Fund, Employees’ State Insurance, Profession tax, Duty of customs, Duty of excise and Cess.

According to the information and explanations given to us, no undisputed statutory dues in respect of Goods and services tax and Income-tax were in arrears as at 31 March 2021 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of Income-tax and Goods and services tax which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) In our opinion and according to the information and explanation given to us ,Company did not have any outstanding loans and borrowing to any financial institutions, banks and government or dues to debenture holders during the year.

Seapearl Hotels Private Limited

‘Annexure A’ to the Independent Auditors’ Report - 31 March 2021 *(Continued)*

- (ix) According to the information and explanations given to us and based on our examination of the records of the Company, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not paid or provided for managerial remuneration in books of accounts and thus the provisions of Section 197 read with Schedule V of the Act are not applicable to the Company. Accordingly, paragraph 3(xi) of the Order is not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 188 of the Act, where applicable, and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards. The provisions of Section 177 are not applicable to the Company.
- (xiv) 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 fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with its directors or persons connected with them. Accordingly, paragraph 3 (xv) of the Order is not applicable to the Company.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For **B S R & Co. LLP**
Chartered Accountants

Firm’s Registration No: 101248W/W-100022

-Sd

Mansi Pardiwalla
Partner

Mumbai
13 May 2021

Membership No: 108511
UDIN:21108511AAAACP7096

Seaparl Hotels Private Limited

Annexure B to the Independent Auditors' report on the financial statement for the year ended 31 March 2021

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

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

Opinion

We have audited the internal financial controls with reference to financial statements of Seaparl Hotels Private Limited ("the Company") as of 31 March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2021 based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act")

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to financial statements were established and maintained and whether 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, 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 judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

Seaparl Hotels private Limited

Annexure B to the Independent Auditors' report on the financial statement for the year ended 31 March 2021 *Continued*)

Auditors' Responsibility (Continued)

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 with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

-Sd

Mansi Pardiwalla

Partner

Membership No: 108511

UDIN: 21108511AAAACP7096

Mumbai
13 May 2021

Seapearl Hotels Private Limited

Balance Sheet

as at 31 March 2021

	Note	As at 31 March 2021	(Rs. in hundreds) As at 31 March 2020
ASSETS			
Non-current assets			
Non-current tax assets (net)		45.12	-
Total non-current assets		45.12	-
Current assets			
Financial assets			
(i) Cash and cash equivalents	1a	16,469.84	1,036.30
(ii) Bank balances other than (i) above	1b	10,41,960.21	10,23,835.87
Total current assets		10,58,430.05	10,24,872.17
TOTAL ASSETS		10,58,475.17	10,24,872.17
EQUITY AND LIABILITIES			
Equity			
Equity share capital	2	5,26,600.00	5,26,600.00
Other equity	3	5,30,557.13	4,94,135.23
Total equity		10,57,157.13	10,20,735.23
Liabilities			
Current liabilities			
Financial liabilities			
(i) Trade payables	4	-	-
(a) Total outstanding dues of micro enterprises and small enterprises and		-	-
(b) Total outstanding dues to creditors other than micro enterprises and small enterprises		1,226.18	3,628.18
Provision for Tax		-	167.86
Other current liabilities	5	91.86	340.90
Total current liabilities		1,318.04	4,136.94
TOTAL EQUITY AND LIABILITIES		10,58,475.17	10,24,872.17

Significant Accounting Policies

Notes to the Financial Statements

The notes referred to above form an integral part of the financial statements.

As per our audit report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

-Sd

Mansi Pardiwalla

Partner

Membership No: 108511

Place : Mumbai

Date : May 13, 2021

1
2 - 16

For and on behalf of the Board of Directors of
Seapearl Hotels Private Limited
CIN : U55204MH2007PTC168713

-Sd

Karuna Nasta

Director

DIN: 08627149

-Sd

Rajib Dattaray

Director

DIN: 06704770

Place : Mumbai
Date : May 13, 2021

Seapearl Hotels Private Limited

Statement of Profit and Loss

for the year ended 31 March 2021

(Rs. in hundreds)

	<i>Note</i>	For the year ended 31 March 2021	For the year ended 31 March 2020
Revenue			
Other income	6	63,181.08	12,526.65
Total income (A)		63,181.08	12,526.65
Expenses			
Employee benefits expense	7	-	1,572.42
Other expenses	8	10,159.18	17,062.06
Total expenses (B)		10,159.18	18,634.48
Profit/(loss) before tax (C) (A-B)		53,021.90	(6,107.83)
Tax expense (D)			
Current tax		16,600.00	4,888.30
Short Provision for Income Tax of earlier years		16,600.00	3,400.00
Deferred tax (credit)		-	1,488.30
Profit/(loss) for the year (E) (C-D)		36,421.90	(10,996.13)
Other comprehensive (Expense)			
<u>Items that will not be reclassified to profit or loss</u>			
Remeasurements of the defined benefit plans		-	-
Income tax Credit on above		-	-
Other comprehensive (expense) for the year, net of tax (F)		-	-
Total comprehensive income / (expense) for the year (G) (E+F)		36,421.90	(10,996.13)
Earnings per equity share (face value of Rs. 10 each)			
Basic	9	0.69	(0.21)
Diluted	9	0.69	(0.21)
Significant Accounting Policies	1		
Notes to the Financial Statements	2 - 16		

The notes referred to above form an integral part of the financial statements

As per our audit report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
Seapearl Hotels Private Limited
CIN : U55204 MH2007PTC168713

-Sd

Mansi Pardiwalla

Partner

Membership No: 108511

-Sd

Karuna Nasta

DIN: 08627149

-Sd

Rajib Dattaray

DIN: 06704770

Mumbai

Date : May 13, 2021

Place : Mumbai

Date : May 13, 2021

Seapearl Hotels Private Limited

Statement of Cash Flows

for the year ended 31 March 2021

	(Rs. in hundred)	
	For the year ended 31 March 2021	For the year ended 31 March 2020
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Profit/ (Loss) before tax	53,021.90	(6,107.83)
Adjustments for :		
Interest income from instruments measured at amortised cost	(63,181.08)	(12,526.65)
Total	(63,181.08)	(12,526.65)
Operating Profit before working capital changes	(10,159.18)	(18,634.48)
Adjustments		
Decrease / (Increase) in trade receivables and current assets		625.02
Increase / (Decrease) in trade payables and current liabilities	(2,651.04)	612.34
Total	(2,651.04)	1,237.36
Direct taxes paid(net)	(16,812.98)	(3,239.56)
NET CASH USED IN OPERATING ACTIVITIES (A)	(29,623.20)	(20,636.68)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Receipt of Intercompany Deposit given	-	57,55,000.00
Interest income received	59,056.74	4,776.93
Fixed deposits (placed), net	(14,000.00)	(10,08,489.73)
NET CASH GENERATED FROM INVESTING ACTIVITIES (B)	45,056.74	47,51,287.20
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Redemption of Non Convertible Debentures	-	(47,30,400.00)
NET CASH GENERATED FROM / (USED IN) FINANCING ACTIVITIES (C)	-	(47,30,400.00)
NET (DECREASE) IN CASH AND CASH EQUIVALENTS (A) + (B) + (C)	15,433.54	250.52
CASH AND CASH EQUIVALENTS - OPENING BALANCE	1,036.30	785.78
CASH AND CASH EQUIVALENTS - CLOSING BALANCE	16,469.84	1,036.30

Note : The cash flow is in accordance with Ind AS 7 components of cash & cash equivalents. Refer Schedule 1a

The notes referred to above form an integral part of the financial statements.

As per our audit report of even date attached.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of

Seapearl Hotels Private Limited

CIN : U55204MH2007PTC168713

-Sd

Mansi Pardiwalla

Partner

Membership No: 108511

-Sd

Karuna Nasta

Director

DIN: 08627149

-Sd

Rajib Dattaray

Director

DIN: 06704770

Mumbai

Date : May 13, 2021

Place : Mumbai
Date : May 13, 2021

Seapearl Hotels Private Limited

Statement of Changes in Equity

as at 31 March 2021

(Rs. in hundreds)

(a) Equity share capital

	As at 31 March 2021	As at 31 March 2020
Balance at the beginning of the reporting year	5,26,600.00	5,26,600.00
Balance at the end of the reporting year	<u>5,26,600.00</u>	<u>5,26,600.00</u>

(b) Other equity	Attributable to the owners of the Company		
	Equity Component of Compound Instrument	Retained earnings	Total
Balance at 31 March 2020	-	4,94,135.23	4,94,135.23
Total comprehensive income for the year			
Adjustments:			
Profit for the year	-	36,421.90	36,421.90
Total comprehensive income for the year	-	36,421.90	36,421.90
Balance at 31 March 2021	-	5,30,557.13	5,30,557.13
Balance at 1 April 2019	47,30,400.00	5,05,131.36	52,35,531.36
	47,30,400.00	5,05,131.36	52,35,531.36
Adjustments:			
Loss for the year	-	(10,996.13)	(10,996.13)
Conversion of FCCDs to RNCs	(47,30,400.00)	-	(47,30,400.00)
Balance at 31 March 2020	-	4,94,135.23	4,94,135.23

The notes referred to above form an integral part of the financial statements.

As per our audit report of even date attached

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of

Seapearl Hotels Private Limited

CIN : U55204MH2007PTC168713

-Sd

-Sd

-Sd

Mansi Pardiwalla

Partner

Membership No: 108511

Karuna Nasta

Director

DIN: 08627149

Rajib Dattaray

Director

DIN: 06704770

Mumbai

Date : May 13, 2021

Place : Mumbai

Date : May 13, 2021

Seaparl Hotels Private Limited

Notes to the Financial Statements

1.1 Company background

Seaparl Hotels Private Limited ('the Company') is a private limited company, which is domiciled and incorporated in the Republic of India with its registered office situated at Raheja Tower, Plot No. C-30, Block 'G', Next to Bank of Baroda, Bandra Kurla Complex, Bandra East, Mumbai 400 051. The Company was incorporated under the Companies Act, 1956 on 13 March 2007.

1.2 Significant accounting policies

Basis of preparation and presentation

The Balance Sheet of the Company as at March 31, 2021 and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash flows for the year ended March 31, 2021 and Notes to the Financial Statements (together referred as 'Financial Statements') has been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015.

i. Basis of measurement

The Financial Statements has been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) that are measured at fair value (refer- Accounting policy regarding financials instruments);
- defined benefit plans – plan assets measured at fair value less present value of defined benefit obligation; and
- land at fair value on transition date.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and service.

ii. Going Concern

The management of the Company is of the opinion that the current event & condition arisen on account worldwide outbreak of COVID 19 is not going to cast any significant doubt on the Company's ability to continue as a going concern. Based on the above, these financial statements have been prepared under a going concern assumption.

These financial statements, therefore, do not include any adjustments relating to recoverability and classification of asset and classification of liabilities that may be necessary if the Company was unable to continue as a going concern.

iii. Functional and presentation currency

The Financial Statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All the financial information have been presented in Indian Rupees (INR) and all amounts have been rounded-off to the nearest millions, except for share data and as otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentage may not precisely reflect the absolute figures.

iv. Use of estimates and judgments

While preparing the Financial Statements in conformity with Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the Balance Sheet date and the reported amount of income and expenses for the reporting period. Future events rarely develop exactly as forecasted and the best estimates require adjustments, as actual results may differ from these estimates under different assumptions or conditions.

Seapearl Hotels Private Limited

Notes to the Financial Statements (*Continued*)

Significant accounting policies (*Continued*)

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

- **Recognition of deferred tax assets**

Deferred tax assets and liabilities are recognised for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilised business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilised.

- **Recognition and measurement of other provisions**

The recognition and measurement of other provisions are based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the closing date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

- **Discounting of long-term financial assets / liabilities**

All financial assets / liabilities are required to be measured at fair value on initial recognition. In case of financial liabilities/assets which are required to be subsequently measured at amortised cost, interest is accrued using the effective interest method.

- **Fair value of financial instruments**

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts. Fair value of foreign currency forward contracts are determined using the fair value reports provided by respective bankers.

Further information about the assumptions made in measuring fair values is included in the following notes:

(iv) Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. 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, regardless of whether that price is directly observable or estimated using another valuation technique. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Seapearl Hotels Private Limited

Notes to the Financial Statements (*Continued*)

Significant accounting policies (*Continued*)

- *Level 1*: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- *Level 2*: inputs other than quoted prices included in 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 for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 11 – Financial instruments

1.4 Current and non-current classification

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current.

An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within twelve months after the balance sheet date; or
- (d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in, the entity's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is due to be settled within twelve months after the balance sheet date; or
- (d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

All other liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

Seapearl Hotels Private Limited

Notes to the Financial Statements (*Continued*)

Significant accounting policies (*Continued*)

1.5 Significant accounting policies

A. Revenue

i. *Interest income*

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instruments or a shorter period, where appropriate, to the net carrying amount of the financial assets on initial recognition. Interest income is included in other income in the Statement of Profit or Loss.

B. Income-tax

Income-tax expense comprises current and deferred tax. It is recognised in net profit in the Statement of Profit or Loss except to the extent that it relates to items recognised directly in equity or in the OCI.

i. **Current tax**

The Company has adopted tax rate 26% for year ended March 31, 2021 and March 31, 2020. Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-tax Act, 1961. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expenses that are taxable or deductible in other years & items that are never taxable or deductible. Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case laws 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 and therefore the tax charge in the Statement of Profit and Loss.

Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

L. Financial Instruments

1. Financial assets

(a) *Recognition and initial measurement*

Trade receivable are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset is initially measured at fair value plus, for an item not at Fair Value through Profit and Loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

Seapearl Hotels Private Limited

Notes to the Financial Statements (*Continued*)

Significant accounting policies (*Continued*)

Classification and subsequent measurement

The Company classifies its financial assets into a) financial assets measured at amortised cost, and b) financial assets measured at fair value through profit or loss (FVTPL). Management determines the classification of its financial assets at the time of initial recognition or, where applicable, at the time of reclassification.

(i) *Financial assets measured at amortised costs*

A financial asset is classified at amortised costs if it is held within a business model whose objective is to a) hold financial asset in order to collect contractual cash flows and b) the contractual terms of the financial asset give rise on specific dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. After initial measurement, such financial assets are subsequently measured at amortised cost using effective interest rate method (EIR). Amortised cost is arrived at after taking into consideration any discount on fees or costs that are an integral part of the EIR. The amortisation of such interests forms part of finance income in the Statement of Profit and Loss. Any impairment loss arising from these assets are recognised in the Statement of Profit and Loss.

(ii) *Financial assets measured at fair value through profit and loss (FVTPL)*

This is a residual category for classification. Any asset which do not meet the criteria for classification as at amortised cost, is classified as FVTPL. Financial assets at fair value through profit or loss are measured at fair value, and changes therein are recognised in the Statement of Profit or Loss.

(b) (iii) *Derecognition*

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset and associated liability for any amounts it may have to pay.

(c) *Impairment of financial assets*

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.

b) Trade receivables- The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Seapearl Hotels Private Limited

Notes to the Financial Statements (*Continued*)

Significant accounting policies (*Continued*)

2. Financial liabilities

(a) Recognition, measurement and classification

Financial liabilities are classified as either held at a) fair value through profit or loss, or b) at amortised cost. Management determines the classification of its financial liabilities at the time of initial recognition or, where applicable, at the time of reclassification. The classification is done in accordance with the substance of the contractual arrangement and the definition of a financial liability and an equity instruments. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities at amortised cost includes loan and borrowings, interest free security deposit, interest accrued but not due on borrowings, Retention money payable, trade and other payables. Such financial liabilities are recognised initially at fair value minus any directly attributable transaction costs. Subsequent to initial recognition these financial liabilities are measured at amortised cost using the effective interest method.

The Company's financial liabilities at fair value through profit or loss includes derivative financial instruments.

(b) Financial guarantee contracts

The Company on a case to case basis elects to account for financial guarantee contracts as a financial instruments or as an insurance contracts as specified in Ind AS 109 on Financial Instruments and Ind AS 104 on Insurance contracts. The Company has regarded all its financial guarantee contracts as insurance contracts. At the end of each reporting period, the Company performs a liability adequacy test, (i.e. it assesses the likelihood of a pay-out based on current undiscounted estimates of future cash flows), and any deficiency is recognised in Statement of Profit and Loss.

(c) Derecognition

The Company derecognises financial liabilities when its contractual obligations are discharged or cancelled or have expired.

3. Offsetting of financial assets and financial liabilities

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

M. Provisions, contingent liabilities and contingent assets

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost.

Seapearl Hotels Private Limited

Notes to the Financial Statements (*Continued*)

Significant accounting policies (*Continued*)

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

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

N. Cash and cash equivalents

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

O. Cash flow statement

Cash flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

P. Earnings Per Share (“EPS”)

The basic Earnings Per Share (“EPS”) is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

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

Seapearl Hotels Private Limited
Notes to the Financial Statements (Continued)
as at 31 March 2021

(Rs. in hundreds)

Note 1a

Cash and cash equivalents

	As at 31 March 2021	As at 31 March 2020
Balance with banks		
- Current accounts	16,423.46	989.92
Cash on hand	46.38	46.38
	<u>16,469.84</u>	<u>1,036.30</u>

Note 1b

Other bank balances

In term deposit accounts	10,41,960.21	10,23,835.87
Others		
	<u>10,41,960.21</u>	<u>10,23,835.87</u>

- Includes accrued interest of Rs. 11,960.21/- (31 March 2020: Rs. 7,835.87/-)

Seapearl Hotels Private Limited
Notes to the Financial Statements (Continued)

as at 31 March 2021

Note 2
Share capital

(Rs. in hundreds)

(a) Details of the authorised, issued, subscribed and fully paid-up share capital as below:

Particulars	31 March 2021	31 March 2020
(i) Authorised		
12,000,000 (31 March 2020: 12,000,000) equity shares of the par value of Rs. 10 each	12,00,000.00	12,00,000.00
(ii) Issued, subscribed and paid-up		
5,266,000 (31 March 2020: 5,266,000) equity shares of the par value of Rs. 10 each	5,26,600.00	5,26,600.00
Total	5,26,600.00	5,26,600.00

(b) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year:

Particulars	31 March 2021		31 March 2020	
	Number	Amount	Number	Amount
Equity shares				
Number of equity shares outstanding at the beginning of the year	52,66,000	5,26,600.00	52,66,000	5,26,600.00
Add:				
Fresh issue (Refer note f)	-	-	-	-
Number of equity shares outstanding at the end of the year	52,66,000	5,26,600.00	52,66,000	5,26,600.00

(c) Registered shareholder holding more than 5% equity shares in the Company is set out below:

Particulars	31 March 2021		As at 31 March 2020	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Chalet Hotels Limited, the Holding Company	52,66,000	100.00%	52,66,000	100.00%
	52,66,000	100.00%	52,66,000	100.00%

(d) Rights, preferences and restrictions attached to equity shares.

The Company has a single class of equity shares. Each shareholder is eligible for one vote per share held. The equity shareholders are eligible for dividend when recommended by the Board of Directors and approved by the Shareholders. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Seaparl Hotels Private Limited
Notes to the Financial Statements (Continued)
as at 31 March 2021

Note 3
Other equity

Equity Component of Compound Instruments

At the beginning of the year	-	47,30,400.00
Conversion of FCCDs to RNCDs	-	(47,30,400.00)
At the end of the year	-	-

On receipt of approval from the shareholder and debentureholder of the Company, Fully Compulsorily Convertible Debentures (FCCDs) were converted into Redeemable Non-Convertible Debentures (RNCDs) on 10th February 2020. Later on 12th Feb, 2020, the RNCDs were redeemed after receiving consent from debenture holders.

Retained earnings

Balance at the beginning of the year	4,94,135.23	5,05,131.36
Add: Profit / (Loss) for the year	36,421.90	(10,996.13)
At the end of the year	5,30,557.13	4,94,135.23

Nature and purpose of reserves

Retained earnings

Retained earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders.

Note 4

Trade payables

Total outstanding dues of micro enterprises and small enterprises and (refer note 12)	-	-
Total outstanding dues to creditors other than micro enterprises and small enterprises	1,226.18	3,628.18
	1,226.18	3,628.18

Note 5

Other current liabilities

Statutory dues payable*	91.86	340.90
	91.86	340.90

*Statutory dues payable includes TDS payable .

Seapearl Hotels Private Limited
Notes to the Financial Statements (Continued)

for the year ended 31 March 2021

(Rs. in hundreds)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Note 6		
Other income		
Interest income from instruments measured at amortised cost	63,181.08	12,526.65
	63,181.08	12,526.65
Note 7		
Employee benefits expense		
Salaries, wages and bonus	-	1,572.42
	-	1,572.42
Note 8		
Other expenses		
Insurance	-	625.02
Rates and taxes	49.00	91.00
Legal and professional charges	6,920.70	8,421.45
Payment to auditors (refer note 9)	3,030.39	7,729.60
Miscellaneous expenses	159.09	194.99
	10,159.18	17,062.06
Note 9		
Payment to auditors		
Audit fees	2,751.18	6,551
GST on above	279.21	1,179
Amount debited to Statement of Profit and Loss*	3,030.39	7,729.60

* includes fees paid to erstwhile Auditor Rs. 1,830.39 (March 31, 2020 : Rs.7,729.60)

Seapearl Hotels Private Limited
Notes to the Financial Statements (Continued)
for the year ended 31 March 2021

Note 10

Earnings Per Share (EPS) (IND AS 33)

(Rs. in hundreds)

Particulars	31 March 2021	31 March 2020
1 Profit / (Loss) attributable to equity shareholders	36,421.90	(10,996.13)
2 Calculation of weighted average number of equity shares		
(a) Number of shares at the beginning of the year	52,66,000	52,66,000
(b) Number of equity shares outstanding at the end of the year	52,66,000	52,66,000
Weighted average number of equity shares outstanding during the year	<u>52,66,000</u>	<u>52,66,000</u>
3 Earnings per share (Rs.)		
Basic	0.69	(0.21)
Diluted	0.69	(0.21)
4 Nominal value of shares (Rs.)	10	10

Note:

Weighted average number of shares is the number of equity shares outstanding at the beginning of the year/ year adjusted by the number of equity shares issued during year/ year, multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

Seapearl Hotels Private Limited
Notes to the Financial Statements (Continued)
for the year ended 31 March 2021

(Rs. in hundreds)

Note 11

Financial instruments - Fair values and risk management

(A) Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

31 March 2021	Carrying amount			Fair value			
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Current financial assets							
Cash and cash equivalents	-	16,469.84	16,469.84	-	-	16,469.84	16,469.84
Other bank balances	-	10,41,960.21	10,41,960.21	-	-	10,41,960.21	10,41,960.21
	-	10,58,430.05	10,58,430.05	-	-	10,58,430.05	10,58,430.05
Current financial liabilities							
Trade payables	-	1,226.18	1,226.18	-	-	1,226.18	1,226.18
	-	1,226.18	1,226.18	-	-	1,226.18	1,226.18

31 March 2020	Carrying amount			Fair value			
	FVTPL	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Current financial assets							
Cash and cash equivalents	-	1,036.30	1,036.30	-	-	1,036.30	1,036.30
Other bank balances	-	10,23,835.87	10,23,835.87	-	-	10,23,835.87	10,23,835.87
	-	10,24,872.17	10,24,872.17	-	-	10,24,872.17	10,24,872.17
Current financial liabilities							
Trade payables	-	3,628.18	3,628.18	-	-	3,628.18	3,628.18
	-	3,628.18	3,628.18	-	-	3,628.18	3,628.18

(i) Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include :

- the fair value of certain unlisted equity shares are determined based on the income approach or the comparable market approach, and for certain equity shares equals to the cost.
- the fair value for the currency swap is determined using forward exchange rate for balance maturity.
- the fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves
- the fair value of the forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.
- the fair value preference shares and the remaining financial instruments is determined using discounted cash flow analysis. The valuation model considers the present value of expected receipt/payment discounted using appropriate discounting rates.

The investments included in level 3 of the fair value hierarchy have been valued using the discounted cash flow technique to arrive at the fair value.

Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk;
- Market risk;

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors is responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Board of Director oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

Seaparl Hotels Private Limited
Notes to the Financial Statements (Continued)
for the year ended 31 March 2021

(Rs. in hundreds)

Note 11

Financial instruments – Fair values and risk management (Continued)

(B) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables cash and cash equivalents and other bank balances. The carrying amounts of financial assets represent the maximum credit exposure.

(a) Cash and cash equivalents and other bank balances

The cash and cash equivalents and other bank balances are held with bank and financial institution counterparties with good credit rating.

(b) Other financial assets

Other financial assets are neither past due nor impaired.

(C) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

31 March 2021	Carrying amount	Total	Less than 1 year	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Current financial liabilities						
Trade payables	1,226.18	1,226.18	1,226.18	-	-	-
Total	1,226.18	1,226.18	1,226.18	-	-	-

31 March 2020	Carrying amount	Total	Less than 1 year	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Current financial liabilities						
Trade payables	3,628.18	3,628.18	3,628.18	-	-	-
Total	3,628.18	3,628.18	3,628.18	-	-	-

(D) Market risk

Market risk is the risk that the changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Company does not have any foreign currency exposure and borrowings.

Seapearl Hotels Private Limited
Notes to the Financial Statements (Continued)

for the year ended 31 March 2021

(Rs. in hundreds)

Note 12

Total outstanding dues of micro enterprises and small enterprises

During the year, Micro small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Company on the basis of the information available with the Company and the auditors have relied on the same.

Particulars	31 March 2021	31 March 2020
The amounts remaining unpaid to micro and small enterprises as at the end of the year.		
Principal	-	-
Interest	-	-
The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	-	-

Seapearl Hotels Private Limited

Notes to the Standalone Financial Statements (Continued)

for the year ended 31 March 2021

Note 13

Related Party Disclosures, as required by Indian Accounting Standard 24 (Ind AS 24) are given below:

List of related parties

Relationship	31 March 2021	Name of party	31 March 2020
<u>Holding Company</u>	Chalet Hotels Limited	Chalet Hotels Limited	
<u>Fellow Subsidiary Company</u>	Belaire Hotels Private Limited Chalet Hotels & Properties (Kerala) Private Limited	Belaire Hotels Private Limited Chalet Hotels & Properties (Kerala) Private Limited	
<u>Non- Executive directors</u>	Sanjay Sethi Milind Wadekar Karuna Nasta Rajib Dattaray	Sanjay Sethi Rajeev Newar Karuna Nasta Rajib Dattaray	

Seaparl Hotels Private Limited
Notes to the Standalone Financial Statements (Continued)
for the year ended 31 March 2021

Note 13

Related party disclosures, as required by Indian Accounting Standard 24 (Ind AS 24) are given below:

Related party disclosures for Year ended 31 March 2021

(Rs. in hundreds)

Sr.no	Particulars	Holding Company	Key Management Personnel / Relative/Other directors	Enterprises Controlled / Jointly controlled by KMPs or other Directors / Shareholders / Other Related Parties
1	Receipt of Intercompany deposit given	-	-	-
2	Redemption of Redeemable Non Convertible Debentures	-	-	-

Significant transactions with material related parties for year ended 31 March 2021

Sr.no	Particulars	Subsidiaries	Key Management Personnel / Relative/Other directors	Enterprises Controlled / Jointly controlled by KMPs or other Directors / Shareholders / Other Related Parties
1	Receipt of Intercompany deposit given Belaire Hotels Private Limited	-	-	-
2	Redemption of Redeemable Non Convertible Debentures Chalet Hotels Limited	-	-	-

Related party disclosures for Year ended 31 March 2020

(Rs. in hundreds)

Sr.no	Particulars	Holding Company	Key Management Personnel / Relative/Other directors	Enterprises Controlled / Jointly controlled by KMPs or other Directors / Shareholders / Other Related Parties
1	Receipt of Intercompany deposit given	-	-	57,550.00
2	Redemption of Redeemable Non Convertible Debentures	47,304.00	-	-

Significant transactions with material related parties for year ended 31 March 2020

Sr.no	Particulars	Subsidiaries	Key Management Personnel / Relative/Other directors	Enterprises Controlled / Jointly controlled by KMPs or other Directors / Shareholders / Other Related Parties
1	Receipt of Intercompany deposit given Belaire Hotels Private Limited	-	-	57,550.00
2	Redemption of Redeemable Non Convertible Debentures Chalet Hotels Limited	47,304.00	-	-

Seapearl Hotels Private Limited
Notes to the Financial Statements (Continued)
for the year ended 31 March 2021

Note 14

The novel coronavirus (COVID-19) pandemic has spread around the globe rapidly. The virus has taken its toll on not just human life, but businesses and financial markets too, the extent of which is currently indeterminate.

While the outbreak has had an impact on almost all entities either directly or indirectly, the tourism and hospitality industry has been adversely impacted with the spread of COVID-19, with widespread lockdowns being enforced across the world. The Indian Government and various state government have announce lockdown to control the spread of the COVID-19 pandemic in phased manner. The short-term impact of COVID-19 is contingent on various external factors such as lifting of the travel restrictions and revival of the economy.

The Company has adjusted the measurement of certain financial assets as of and for the year ended 31 March 2021 to reflect the impact due to COVID-19. The duration and impact of the COVID-19 pandemic, remains unclear at this time. Management has made the best estimate in relation to the duration and severity of these consequences, as well as their impact on the financial position and results of the Company for the current year including assessment for future periods in respect of certain significant estimates and judgements in respect of certain financial and non-financial assets including on going concern assumption.

The Company has assessed the possible effects that may result from COVID-19 on the carrying amounts of Property, plant and equipment, Investment properties, Trade Receivables, Inventories, Investments and other assets / liabilities. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information. Management has considered the possible effects on the various financial statement captions as below:

Financial statement caption	Impact
Financial instrument risk and disclosures	Due to the rapidly changing economic environment, the Group is subject to new or increasing risk (e.g. credit, liquidity, or market risk) or concentrations of risk. Consequently, additional risk disclosures have been included in Note 11 of the financial statements
Fair value measurement	Due to the rapidly changing economic environment, the Group is subject to new or increasing risk (e.g. credit, liquidity, or market risk) or concentrations of risk. Consequently, additional risk disclosures have been included in Note 11 of the financial statements

Note 15

The Board of Directors of the Company at its meeting held on September 03, 2020 has approved scheme of amalgamation of the Company with Chalet Hotels Limited (Holding Company) with an appointed date of April 01, 2020. The proposed amalgamation is subject to the approval of the statutory and regulatory authorities. Accordingly, an application for approval of the scheme of amalgamation has been filed with National Company Law Tribunal on September 21, 2020. The order from the Tribunal in this regard is awaited.

Note 16

The figures for the previous year have been audited by a firm of Chartered Accountants other than B S R & Co. LLP.

As per our audit report of even date attached

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

For and on behalf of the Board of Directors of
Seapearl Hotels Private Limited
CIN : U55204MH2007PTC168713

-Sd

Mansi Pardiwalla
Partner
Membership No: 108511

-Sd

Karuna Nasta
Director
DIN: 08627149

-Sd

Rajib Dattaray
Director
DIN: 06704770

Mumbai
Date : May 13, 2021

Place : Mumbai
Date : May 13, 2021