



**ANNUAL REPORT
&
NOTICE OF ANNUAL GENERAL MEETING
2019**

30th September, 2019
3.00 P.M.

3rd Floor, District Vyaparabhavan, Thrissur



WINTERFEEL HOTELS AND RESORTS LIMITED

CIN : U55209KL2017PLC049761

Regd Office : 3rd Floor, Door No.26/386/22, District Vyaparabhavan, Sahithya Academy Road
Chambukavu, Thrissur, Kerala, India – 680020
Email : winterfeelind@gmail.com Ph:0487-2333311

NOTICE OF ANNUAL GENERAL MEETING 2019

Notice is hereby given that the Second Annual General Meeting of the shareholders of the Company for the year 2019 will be held at **3.00 p.m. on Monday, the 30th September 2019** at the Company's Registered Office at 3rd Floor, Door No.26/386/22, District Vyaparabhavan, Sahithya Academy Road, Chambukavu, Thrissur, Kerala, India – 680020 to transact the following businesses:-

ORDINARY BUSINESS

1. The receive, consider and adopt the audited Statement of Profit and Loss for the year ended 31st March 2019 and the Balance-sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. Vazhappilly Thomas George (DIN:00813811) who retires by rotation and, being eligible, offers himself for re-election.
3. To appoint a Director in place of Shri. Kooliyattayil Fakarul Hassan (DIN:07784681) who retires by rotation and, being eligible, offers himself for re-election.
4. To appoint a Director in place of Shri. Thalakkottur John Lukose (DIN:07789348) who retires by rotation and, being eligible, offers himself for re-election.
5. To appoint a Director in place of Shri. Kannoly Karunakaran Bhagyanathan (DIN:02497473) who retires by rotation and, being eligible, offers himself for re-election.
6. To appoint a Director in place of Shri. Sreedhara Mallaya Ajithkumar (DIN:07784455) who retires by rotation and, being eligible, offers himself for re-election.
7. To appoint a Director in place of Shri. Narayanan (DIN:07791612) who retires by rotation and, being eligible, offers himself for re-election.
8. To appoint a Director in place of Shri. George Jacob Mannummel (DIN:07848474) who retires by rotation and, being eligible, offers himself for re-election.
9. To appoint a Director in place of Shri. Thrikkur Subbaraman Venkitaraman (DIN:07858087) who retires by rotation and, being eligible, offers himself for re-election.
10. To appoint a Director in place of Shri. Moothedan Erani Joy (DIN:07902711) who retires by rotation and, being eligible, offers himself for re-election.
11. To appoint a Director in place of Shri. Manjali Jose Sebastian (DIN:02995237) who retires by rotation and, being eligible, offers himself for re-election.

By Order of the Board
For Winterfeels Hotels and Resorts Limited

Date : 03-09-2019
Thrissur

Komalathumveetil Abdul Hameed (DIN : 02441736)
CHAIRMAN

Notes:

1. A Member entitled to attend and vote at the meeting is also entitled to appoint a proxy and a proxy need not be a member of the company. A person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights, provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
2. The instrument appointing a proxy, in order to be effective, shall be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting and in default, the instrument of proxy shall not be treated as valid.
3. The route map, members' Attendance Slip and Proxy form (in Form MGT-11) are attached herewith.

Dear Members,

Your Directors take pleasure in presenting the 2nd Annual Report of the Company for the financial year ended 31st March 2019.

FINANCIAL RESULTS

The Company's financial performance is summarized below:

Particulars	31-3-2019 (Rs)	31.3.2018 (Rs)
Income from Business	-	-
Less :Expenditure	1,08,21,884.10	35,74,976.86
Profit before Finance charges, Tax, Depreciation / Amortization(PBITDA)	(1,08,21,884.10)	(35,74,976.86)
Less : Finance Charges	958.00	1,768.00
Profit before Depreciation/Amortization (PBTDA)	(1,08,22,842.10)	(35,76,744.86)
Less : Depreciation & Amortisation	97,38,049.31	54,906.84
Profit before Taxation (PBT)	(2,05,60,891.41)	(36,31,651.70)
Provision for taxation (Deferred Tax)	90,19,835.42	92,44,146.27
Profit/(Loss) after Taxation (PAT)	(1,15,41,055.99)	(1,28,75,797.98)
Transfer to Reserves	(1,15,41,055.99)	(1,28,75,797.98)

STATE OF COMPANY'S AFFAIRS

The Company is at a nascent stage and necessary infrastructure for the operations and business of the Company are being acquired and put in place. Despite significant spend towards this end, the Company was able to keep the gross debt level stable during the year. The company is making sustained efforts to achieve improved performance and profitability and your directors are hopeful for better results in the years to come.

The Company has neither commenced any new business nor discontinued or hived off any of its existing business.

DIVIDEND

In the absence of profits, no dividend is recommended for payment this year.

TRANSFER TO RESERVES

The following adjustments were made to Reserves and Surplus during the year:-

Particulars	Rs.
a)General Reserve	
Opening balance as on 1-4-2018	Nil
Add: Amount transferred during the year	Nil
Closing balance as on 31-3-2019	Nil
b)Surplus	
Opening balance as on 1-4-2018	(1,28,75,797.98)
Add: Net Profit /(Loss) for the year after Tax	(1,15,41,055.99)
Closing balance as on 31-3-2019	(2,44,16,853.97)

CHANGES IN SHARE CAPITAL

The Authorised Capital of the Company was increased from Rs.25,00,00,000/- to Rs.55,00,00,000/-. During the year under review the paid up share capital of the Company was increased from Rs.18,19,70,000/- to Rs.47,79,10,000/- pursuant to preferential allotment of 2,95,94,000 equity shares of Rs.10/- each.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company has occurred between the end of the financial year of the Company i.e. March 31, 2018 and the date of the Directors' Report i.e. 3rd September 2019

SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

The company does not have any subsidiaries, joint ventures or associate companies.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Composition of Board (2018-19)

Sl.	Name	Designation
1	Vazhappilly Thomas George	Non-executive Director
2	Payattillamparamb Pavithran	Non-executive Director
3	Komalathumveettil Abdul Hameed	Chairman-cum-Exec. Director
4	Kannoly Karunakaran Bhagyanathan	Non-executive Director
5	Manjali Jose Sebastian	Non-executive Director
6	Kuttichakku Jose George	Whole-time Director
7	Sreedhara Mallaya Ajithkumar	Non-executive Director
8	Kooliyattayil Fakarul Hassan	Non-executive Director
9	Thalakkottur John Lukose	Non-executive Director
10	Nedumparambil Radhakrishnan Vinodkumar*	Managing Director
11	Narayanan	Non-executive Director
12	George Jacob Mannummel	Non-executive Director
13	Palathingal Joseph Pious	Non-executive Director
14	Thrikkur Subbaraman Venkitaraman	Non-executive Director
15	Moothedan Erani Joy	Non-executive Director

*Note : - Resigned w.e.f. 1st August 2019

Appointments

(i) During the year

No appointments were made during the year.

(ii) After the end of the year and upto the date of Report

Shri Manjali Jose Sebastian was appointed as Non-executive director w.e.f. 7th August 2019

Smt. Anu J was appointed as Company Secretary w.e.f 16th April 2019

Re-appointments

In accordance with the rotational retirement policy applicable for the Company's Board of Directors, ten directors will retire at the ensuing AGM and being eligible, seek re-appointment. The Board recommends and seeks your support in confirming re-appointment of Shri. Vazhappilly Thomas George, Shri. Kooliyattayil Fakarul Hassan, Shri. Thalakkottur John Lukose, Shri. Kannoly Karunakaran Bhagyanathan, Shri. Manjali Jose Sebastian, Shri. Sreedhara Mallaya Ajithkumar, Shri. Narayanan, Shri. George Jacob Mannummel, Shri. Thrikkur Subbaraman Venkitaraman and Shri. Moothedan Erani Joy.

Cessation

(i) During the year

No cessation happened during the year.

(ii) After the end of the year and upto the date of Report

Shri Manjali Jose Sebastian ceased to be a director w.e.f. 24th April 2019

Shri. Nedumparambil Radhakrishnan Vinodkumar ceased to be the director and managing director w.e.f. 1st August 2019.

MEETINGS OF DIRECTORS

Board

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other businesses, satisfying the periodicity prescriptions for holding the meetings. The Board held nineteen (19) meetings during the FY 2018-19 on 23-04-2018, 17-05-2018, 12-07-2018, 03-08-2018, 04-08-2018, 10-09-2018, 04-10-2018, 08-10-2018, 16-10-2018, 12-11-2018, 03-12-2018, 02-01-2019, 28-01-2019, 02-02-2019, 18-02-2019, 27-02-2019, 15-03-2019, 28-03-2019 and 29-03-2019 respectively.

ANNUAL EVALUATION OF BOARD PERFORMANCE

During the year under review, the Board had undertaken an objective and impartial evaluation of its own performance as well as that of its individual members in a structured manner, whereby a comprehensive assessment of Board procedures and their effectiveness was carried out.

AUDITORS

Statutory Auditors

At the First Annual general meeting held on 29th September 2018, M/s. Jyothi & Company, Chartered Accountants (Frn: 011664s), 4/1680 H, Citadel Arcade, Opp. Tagore Centenary Hall, Red Cross Road, Calicut, Kerala – 673032 was appointed as statutory auditor of the company to hold office from the conclusion of that meeting until the conclusion of the annual general meeting to be held during the year 2023.

EXPLANATION TO AUDITORS OBSERVATIONS

The goodwill to the extent of Rs.11,02,40,000 was raised during the year against the promotional efforts and marketing initiative undertaken by the allottees.

RISK MANAGEMENT FRAMEWORK

Over the years, the company has evolved a robust operational risk management framework in tune with the company's overall risk perception. This framework aims to identify, assess, monitor, control and report operational, interest and competition risks which may arise out of the failure of internal processes, people and systems and on account of external events. This framework is implemented in an uninterrupted, reliable and comprehensive manner across the organization.

ADEQUACY OF INTERNAL FINANCIAL CONTROL SYSTEMS

The company has laid down set of standards, processes and structures so as to enable implementation of internal financial control across the organization and to ensure that the same are adequate and operating effectively.

MAINTENANCE OF COST RECORDS

The provisions laid down in sub-section(1) of Section 148 of the Companies Act, 2013. are not applicable to the company for the year under report.

RELATED PARTY TRANSACTIONS

During the year, the Company had entered into transactions with related parties which were in the ordinary course of business and at arms length basis, details of which are disclosed in Form AOC-2 forming part of this Report.(Annexure I)

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Based on the criteria laid down in section 135 of the Companies Act, 2013. the provisions of the said section are not attracted to the company for the year under report.

EXTRACT OF ANNUAL RETURN

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return as at March 31, 2019 in Form MGT-9 forms part of this report (**Annexure II**).

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, it is hereby confirmed that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit/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 the Companies Act, 2013 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;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SECRETARIAL STANDARDS

The Company follows the secretarial standards wherever applicable.

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

(a) Conservation of Energy

- (i) the steps taken or impact on conservation of energy : Policies are in place to keep the energy consumption to the minimum.
- (ii) the steps taken by the company for utilising alternate sources of energy : NIL
- (iii) the capital investment on energy conservation equipments; NIL

(b) Technology Absorption

- i) the efforts made towards technology absorption : NIL
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution : N.A.
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) : NIL
 - (a) the details of technology imported : N.A.(b) the year of import : N.A.(c) whether the technology been fully absorbed : N.A.
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof : N.A.

- (iv) the expenditure incurred on Research and Development : NIL
(c) **Foreign Exchange Earnings and Outgo** : Nil

FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There have been no such reports under sub-section(12) of Section 143.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations. However, Members' attention is drawn to the statement on contingent liabilities, commitments in the notes forming part of the Financial Statements.

DEPOSITS

During the year, the Company has not accepted any public deposits under the Companies Act, 2013.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

There are no unclaimed dividends due for transfer, which have not been transferred to Investor Education and Protection Fund.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

Particulars of loans, guarantees given and investments made during the year are provided in the Financial statement forming part of this report. (Refer Note No.s. 4, 5, 6, 7 and 12 respectively)

OTHER DISCLOSURES

- (a) Number of cases filed, if any, and their disposal under Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The company has zero tolerance towards any action on the part of any employee which may fall under the ambit of 'Sexual Harassment' at workplace, fully committed to uphold and maintain the dignity of every women working in the Company. The Policy provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints.

Number of complaints pending as on the beginning of the financial year	Nil
Number of complaints filed during the financial year	NIL
Number of complaints disposed of during the year	NIL
Number of complaints pending as on the end of the financial year	Nil

PERSONNEL

Personnel relations have been cordial during the year under review, and the Board wishes to place on record their appreciation to all employees of the company.

ACKNOWLEDGEMENT

The directors wish to place on record their heartiest gratitude to the Company's customers, suppliers, contractors, Govt. Departments, all Executives and other employees for their sincere efforts and contributions for the growth of the Company. The Directors would also wish to place on record their appreciation for the support and assistance rendered by the Company's Bankers. The Directors are also thankful to the shareholders for their support and continued patronage.

By Order of the Board
For Winterfeel Hotels and Resorts Limited



Date : 03-09-2019
Thrissur

Komalathumveetil Abdul Hameed (DIN : 02441736)
CHAIRMAN

(Pursuant to clause(h) of sub-section(3) of section 134 of the Companies Act,2013 and Rule 8(2)of the Companies(Accounts) Rules,2014

Form of disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section 1 of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis- NIL
2. Details of material contracts or arrangements or transactions at arm's length basis
 - (i)
 - a) Name(s) of the related party and nature of relationship : Woodline Furniture Industries – Entity owned by director
 - b) Nature of contracts/arrangements/transactions : Purchases in the ordinary course of business
 - c) Duration of the contracts / arrangements/transactions : Ongoing
 - d) Salient terms of the contracts or arrangements or transactions including the value, if any: Approved value - Rs.22,00,000/-
 - e) Date(s) of approval by the Company : 14-1-2019
 - f) Amount paid as advances, if any: Cr balance as on 31-3-2019 - Rs.11,65,220/-
 - (ii)
 - a) Name(s) of the related party and nature of relationship : Smt.Magna George, Architect – Relative of director
 - b) Nature of contracts/arrangements/transactions : Availing of service in the ordinary course of business
 - c) Duration of the contracts / arrangements/transactions : 2018-19
 - d) Salient terms of the contracts or arrangements or transactions including the value, if any: Approved value - Rs.6,39,900/-
 - e) Date(s) of approval by the Company : 14-1-2019
 - f) Amount paid as advances, if any: Nil

For Winterfeel Hotels and Resorts Limited



Komalathumveetil Abdul Hameed (DIN : 02441736)
CHAIRMAN

ANNEXURE II

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March 2019

[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	U55209KL2017PLC049761
ii. Registration Date	13 th July, 2017
iii. Name of the Company	WINTERFEEL HOTELS AND RESORTS LIMITED
iv. Category / Sub-Category of the Company	Public Company Limited by Shares
v. Address of the Registered office and contact details	3RD FLOOR, DOOR NO: 26/386/22 DISTRICT VYAPARABHAVAN, SAHITHYA ACADEMY ROAD, CHAMBUKAVU Thrissur KL 680020 Ph:0487-2333311 Email : winterfeelind@gmail.com
vi. Whether listed company Yes / No	No
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Fintech Private Limited "Karvy Selenium", Tower-B, Plot No.31 & 32. Gachibowli Financial District, Nanakramguda, Hyderabad -500032

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Accommodation services provided by Hotel, Inns, Resorts, holiday homes, hostel, etc.	99531291	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
Not Applicable					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of shareholders	No. of Shares held at the beginning of the year (As on 01-04-2018)				No. of Shares held at the end of the year (As on 31-03-2019)				% Change during the year (2018-19)
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF	-	1652000	1652000	9.08	-	1702000	1702000	3.56	(5.52)
(b) Central Govt	-	-	-	-	-	-	-	-	-
(c) State Govt(s)	-	-	-	-	-	-	-	-	-
(d) Bodies Corp.	-	-	-	-	-	-	-	-	-
(e) Banks/ FI	-	-	-	-	-	-	-	-	-
(f) Any Other..	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	-	1652000	1652000	9.08	-	1702000	1702000	3.56	(5.52)
(2) Foreign									

(a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b) Other Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks/ FI	-	-	-	-	-	-	-	-	-
(e) Any Other..	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	-	1652000	1652000	9.08	-	1702000	1702000	3.56	(5.52)
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks/ FI	-	-	-	-	-	-	-	-	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIs and QFI	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others									
(a) Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-
(b) Trust	-	-	-	-	-	-	-	-	-
Sub-total (B) (1)	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	-	-	-	-	-	-	-	-	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	30000	30000	0.16	-	1050000	1050000	2.20	2.04
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	1515000	1515000	8.33	-	2735000	2735000	5.72	(2.61)
(c) Others (specify) Society		15000000	15000000	82.43		42304000	42304000	88.52	6.09
(c- i) Trusts	-	-	-	-	-	-	-	-	-
(c- ii) Directors & Relatives	-	-	-	-	-	-	-	-	-
(c- iii) Non Resident Indians	-	-	-	-	-	-	-	-	-
(c-iv) Hindu Undivided Families	-	-	-	-	-	-	-	-	-
(c-v) Foreign Corporate Bodies	-	-	-	-	-	-	-	-	-
Sub-total (B) (2)	-	16545000	16545000	90.92	-	46089000	46089000	96.44	5.52
Total Public	-	16545000	16545000	90.92	-	46089000	46089000	96.44	5.52

C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	18197000	18197000	100	-	47791000	47791000	100	0

(ii) **Shareholding of Promoters**

Sl No.	Shareholder's Name	Shareholding at the beginning of the year (01-04-2018)			Share holding at the end of the year (31-03-2019)			% change in share holding during the year (2018-19)
		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	Komalathumveetil Abdul Hameed	251000	1.38	0	251000	0.53	0	(0.85)*
2	Thalakkottur John Lukose	41000	0.23	0	41000	0.09	0	(0.14)*
3	Kuttichakku Jose George	141000	0.77	0	141000	0.30	0	(0.48)*
4	Payattillamparamb Pavithran	401000	2.20	0	401000	0.84	0	(1.36)*
5	Kooliyattayil Fakarul Hassan	51000	0.28	0	51000	0.11	0	(0.17)*
6	Nedumparambil Radhakrishnan Vinodkumar	76000	0.42	0	126000	0.26	0	(0.15)
7	Palathingal Joseph Pious	231000	1.27	0	231000	0.48	0	(0.79)*
8	Sreedhara Mallaya Ajithkumar	30000	0.16	0	30000	0.06	0	(0.10)*
9	Kannoly Karunakaran Bhagyanathan	30000	0.16	0	30000	0.06	0	(0.10)*
10	George Jacob Mannummel	120000	0.66	0	120000	0.25	0	(0.41)*
11	Vazhappilly Thomas George	70000	0.38	0	70000	0.15	0	(0.24)*
12	Moothedan Erani Joy	20000	0.11	0	20000	0.04	0	(0.07)*
13	Narayanan	100000	0.55	0	100000	0.21	0	(0.34)*
14	Manjali Jose Sebastian	40000	0.22	0	40000	0.08	0	(0.14)*
15	Thrikkur Subbaraman Venkitaraman	50000	0.27	0	50000	0.10	0	(0.17)*
	TOTAL	1652000	9.08	0	1702000	3.56	0	(5.52)

Note *: % change is due to increase in paid up capital of the Company. Individual holding i.e., no. of shares remained the same during the year

(iii) **Change in Promoters' Shareholding**

Sl	Name	Shareholding at the beginning of year (01-04-2018)		Increase / Decrease during the year (2018-19)		Cumulative shareholding during the year (2018-19)	
	Reasons for increase / decrease in shareholding	No. of Shares	% of total shares of the Company	Date	No. of Shares	No. of Shares	% of total shares of the Company
1	Nedumparambil Radhakrishnan Vinodkumar #	76000	0.42				
	Preferential allotment			17-05-2018	50000		
	At the end of the year (31-03-2019)					126000	0.26

Note : a) # Resigned w.e.f. 1st August 2019

b) During the year, there was no change in the shareholding pattern of remaining promoters.

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

Sl	Name	Shareholding at the beginning of year (01-04-2018)		Increase / (Decrease) during the year (2018-19)		Cumulative shareholding during the year (2018-19)	
	Reasons for increase / decrease in shareholding	No. of Shares	% of total shares of the Company	Date	No. of Shares	No. of Shares	% of total shares of the Company
1	Vyapari Vyavasayi Benevolent Society	15000000	82.43				
	Transfer			02-02-2019	(680000)	14320000	76.30

	Transfer			15-03-2019	(270000)	14050000	74.86
	Preferential allotment			28-03-2019	28704000	42754000	89.46
	Transfer			29-03-2019	(450000)	42304000	88.52
	Shareholding at the end of the year (31-03-2019)					42304000	88.52
2	T S Anantharaman						
	Preferential allotment			28-03-2019	250000	250000	0.52
	Shareholding at the end of the year (31-03-2019)					250000	0.52
3	Pravith Pavithran	200000	1.10				
	Shareholding at the end of the year (31-03-2019)					200000	0.42
4	Priyanka Pavithran	200000	1.10				
	Shareholding at the end of the year (31-03-2019)					200000	0.42
5	Sreedevi Pavithran	200000	1.10				
	Shareholding at the end of the year (31-03-2019)					200000	0.42
6	Biju E P	75000	0.41				
	Preferential allotment			17-05-2018	50000	125000	0.67
	Shareholding at the end of the year (31-03-2019)					125000	0.26
7	Lovin Pious	120000	0.66				
	Shareholding at the end of the year (31-03-2019)					120000	0.02
8	Abdul Shukoor V K						
	Preferential allotment			17-05-2018	66667	66667	0.03
	Preferential allotment			04-08-2018	50000	116667	0.06
	Shareholding at the end of the year (31-03-2019)					116667	0.02
9	Hamsheena K V	40000	0.22				
	Preferential allotment			17-05-2018	60000	100000	0.53
	Shareholding at the end of the year (31-03-2019)					100000	0.21
10	Hashitha K V	100000	0.55				
	Shareholding at the end of the year (31-03-2019)					100000	0.21

(v) Shareholding of Directors and Key Managerial Personnel

Sl	Name	Shareholding at the beginning of year (01-04-2018)		Increase / (Decrease) during the year (2018-19)		Cumulative shareholding during the year (2018-19)	
	Reasons for increase / decrease in shareholding	No. of Shares	% of total shares of the Company	Date	No. of Shares	No. of Shares	% of total shares of the Company
1	Komalathumveetil Abdul Hameed	251000	1.38				
	Shareholding at the end of the year (31-03-2019)					251000	0.53
2	Thalakkottur John Lukose	41000	0.23				
	Shareholding at the end of the year (31-03-2019)					41000	0.09
3	Kuttichakku Jose George	141000	0.77				
	Shareholding at the end of the year (31-03-2019)					141000	0.30
4	Payattillamparamb Pavithran	401000	2.20				
	Shareholding at the end of the year (31-03-2019)					401000	0.84
5	Kooliyattayil Fakarul Hassan	51000	0.28				
	Shareholding at the end of the year (31-03-2019)					51000	0.11
6	Nedumpambil Radhakrishnan Vinodkumar #	76000	0.42				
	Preferential allotment			17-05-2018	50000		
	Shareholding at the end of the year (31-03-2019)					126000	0.26
7	Palathingal Joseph Pious	231000	1.27				
	Shareholding at the end of the year (31-03-2019)					231000	0.48
8	Sreedhara Mallaya Ajithkumar	30000	0.16				
	Shareholding at the end of the year (31-03-2019)					30000	0.06
9	Kannoly Karunakaran Bhagyanathan	30000	0.16				
	Shareholding at the end of the year (31-03-2019)					30000	0.06
10	George Jacob Mannummel	120000	0.66				

	Shareholding at the end of the year (31-03-2019)					120000	0.25
11	Vazhappilly Thomas George	70000	0.38				
	Shareholding at the end of the year (31-03-2019)					70000	0.15
12	Moothedan Erani Joy	20000	0.11				
	Shareholding at the end of the year (31-03-2019)					20000	0.04
13	Narayanan	100000	0.55				
	Shareholding at the end of the year (31-03-2019)					100000	0.21
14	Manjali Jose Sebastian	40000	0.22				
	Shareholding at the end of the year (31-03-2019)					40000	0.08
15	Thrikkur Subbaraman Venkitaraman	50000	0.27				
	Shareholding at the end of the year (31-03-2019)					50000	0.10

Note : # Resigned w.e.f. 1st August 2019

V. INDEBTEDNESS

Rs. In Crores

Indebtedness of the Company including interest outstanding/accrued but not due for payment					
Particular		Secured Loan excluding deposit	Unsecured Loan	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i	Principal Amount	0	11.303	-	11.303
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
TOTAL		0	11.303	-	11.303
Change in Indebtedness during the financial year					
Addition		0		-	0
Reduction (net)			11.01	-	11.01
NET CHANGE		0	11.01	-	11.01
Indebtedness at the end of the financial year					
i	Principal Amount	0	0.293	-	0.293
ii	Interest due but not paid		-	-	-
iii	Interest accrued but not due		-	-	-
TOTAL		0	0.293	-	0.293

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No	Particulars of Remuneration	Total Amount
1	Gross Salary of Managing Director	Nil
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (including Bonus)	Nil
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil
2	Stock Option (Nos)	Nil
3	Sweat Equity	Nil
4	Commission	Nil
	- as % of profit	
	- others, specify...	
5	Others	
	- LFC	Nil
	- PF	Nil

	TOTAL	NIL
Ceiling as per the Act	As per Section II of Part II of Schedule V	

Sr. No	Particulars of Remuneration	Total Amount
1	Gross Salary of Whole time Directors	Nil
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (including Bonus)	Nil
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil
2	Stock Option (Nos)	Nil
3	Sweat Equity	Nil
4	Commission	Nil
	- as % of profit	
	- others, specify...	
5	Others	
	- LFC	Nil
	- PF	Nil
	TOTAL	NIL
Ceiling as per the Act	As per Section II of Part II of Schedule V	
	TOTAL (A)	NIL

B. Remuneration to other directors:

Sr. No	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors		
	• Fee for attending Board/ Committee Meetings		-
			-
	• Commission		-
	• Others		-
	TOTAL (1)		NIL
2	Other non-executive Directors		
	• Commission		-
	• Others		-
	TOTAL (2)		NIL
TOTAL (B) = (1)+(2)			NIL
Total Managerial Remuneration (A)+(B)			NIL
Overall ceiling as per the Act	As per Section II of Part II of Schedule V		

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

NIL

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalties / Punishment/ Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
A. Company					
Penalty	NIL				
Punishment					
Compounding					
B. Directors					
Penalty	NIL				
Punishment					
Compounding					
C. Other officers in default					
Penalty	NIL				
Punishment					
Compounding					



Komalathumveetil Abdul Hameed
(DIN : 02441736)
CHAIRMAN

Independent Auditor's Report

To the Members of Winterfeel Hotels & Resorts Ltd

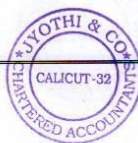
Qualified Opinion

We have audited the accompanying financial statements of **Winterfeel Hotels & Resorts Ltd**, which comprise the balance sheet as at 31 March 2019, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Subject to the matters mentioned in basis for qualification paragraph, in our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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 March 31, 2019, its loss, and its cash flows for the year ended on that date.

Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, 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 except the following:



As stated in Note No. 10 and Note No 19, internally generated goodwill for an amount of Rs. 11,02,40,000/- without sufficient basis for measurement, has been raised in the books of accounts of the company and correspondingly 1,10,24,000 fully paid equity shares of Rs. 10 each have been issued to the shareholders to that extent for consideration other than in cash. As per Para 35 of AS 26, internally generated goodwill should not be recognised as an asset. Also the said amount does not meet the definition of an asset as per Para 6.2 of AS-26. Further as per Para 20, intangible assets can be recognised only if cost can be measured reliably. Hence such recognition is in violation of AS-26.

Key Audit Matters

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

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our 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 Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of The Companies Act 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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 purpose 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 and proper returns adequate for the purposes of our audit have been received



- c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d. In our opinion the aforesaid financial statements comply with Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would impact its financial position
 - ii) The Company does not have any long-term contracts requiring a provision for material foreseeable losses.
 - iii) The Company does not have any amounts required to be transferred to the Investor Education and Protection Fund.



PLACE: Thrissur
DATE: 03.09.2019

FOR, JYOTHI & CO.
CHARTERED ACCOUNTANTS
FIRM REG NO : 0116645

A handwritten signature in blue ink, appearing to read "Albudha Jyothi. M."

ALBHUDHA JYOTHI. M
MANAGING PARTNER
MEMBERSHIP NO : 216338

UDIN: 19216338AAAA BU6530

Winterfeel Hotels & Resorts Limited

"ANNEXURE – A" TO THE INDEPENDANT AUDITORS' REPORT

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013

Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of Winterfeel Hotels & Resorts Ltd, for the year ended March 31, 2019:

1) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

The title deeds of immovable properties are held in the name of the company.

- 2) The company has not commenced its operations, hence no inventory .
- 3) 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 Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.



- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been applicable to the company under sub-section (1) of Section 148 of the Act,
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities.
b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.



- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, no managerial remuneration has been paid or provided for in the books of accounts;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.



- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

FOR, JYOTHI & CO.
CHARTERED ACCOUNTANTS
FIRM REG NO : 011664 S



Albhudha Jyothi. M

ALBHUDHA JYOTHI. M
MANAGING PARTNER
MEMBERSHIP NO : 216338

03/09/2019
Thrissur

UDIN: 19216338AAAABUG530

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of **Winterfeel Hotels & Resorts Ltd** ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal



financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in



accordance with 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 over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

03/09/2019
Thrissur



For Jyothi & co
Chartered accountants
Firm no:0116645



Albhuda Jyothi.M

Managing Partner

Membership No: 216338

UDIN: 19216338AAAA BU6530

Winterfeel Hotels & Resorts Ltd

CIN:U55209KL2017PLC049761

Note:1 Significant Accounting Policies

i) Basis of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year

ii) Use of Estimates

The presentation of financial statements in conformity with the generally accepted accounting principles require estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known /materialized.

iii) Revenue Recognition

Sales are recognized on transfer of title of the goods to the customers. Export incentives are recognized on exports on accrual basis, based on the estimated realisable value of such entitlements. Other incomes are recognized on accrual basis except when there are significant uncertainties.

vi) Tangible Assets

Tangible Assets are stated at historical cost less accumulated depreciation and impairment losses are recognized wherever necessary. Additional cost relating to the acquisition and installation of fixed assets are capitalized.

Depreciation on tangible assets is provided on Straight Line Method , based on the useful lives prescribed in Schedule II of the Companies Act, 2013

vi) Inventories

Inventories are valued at lower of cost or net realizable value item wise. Cost comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

vii) Employee benefits.

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and recognized in the period in which the employee renders the related service.



viii) Income Tax

Income tax is accounted in accordance with Accounting Standard on Accounting for Taxes on Income (AS-22), which includes current taxes and deferred taxes. Deferred Tax assets/ liabilities representing timing differences between accounting income and taxable income are recognised to the extent considered capable of being reversed in subsequent years. Deferred tax assets are recognised only to the extent there is reasonable certainty that sufficient future taxable income will be available, except that deferred tax assets arising due to unabsorbed depreciation and losses are recognised if there is a virtual certainty that sufficient future taxable income will be available to realise the same.

ix) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial period of time to get ready for its intended use are capitalised. Other borrowing costs are recognized as expenditure for the period in which they are incurred.

x) Earnings per share

Basic/ diluted earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares/ dilutive potential equity shares outstanding as at the end of the year as the case may be.

xi) Impairment of Assets

The company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. An asset is identified as impaired, when the carrying value of the asset exceeds its recoverable value. Based on such assessment, impairment loss if any is recognized in the Statement of Profit and Loss of the period in which the asset is identified as impaired. The impairment loss recognised in the prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

xii) Provisions, Contingent Liabilities and Contingent Assets

Contingent Liabilities are disclosed when the company has a possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation. Contingent assets are neither recognized nor disclosed in the accounts.

xiii) Intangible Assets

Intangible assets are recorded at cost of acquisition such assets and are carried at cost less accumulated amortization and impairment, if any




WINTERFEEL HOTELS AND RESORTS LTD
3RD FLOOR, DOOR NO: 26/386/22 DISTRICT VYAPARABHAVAN
SAHITHYA ACADEMY ROAD, CHAMBUKAVU, THRISSUR- 680020
U55209KL2017PLC049761


Balance Sheet As At 31st March 2019

	Particulars	Note No.	As at 31.03.2019 (In ₹)	As at 31.03.2018 (In ₹)
I.	<u>EQUITY AND LIABILITIES</u>			
1	Shareholders' Funds			
	(a) Share Capital	2	47,79,10,000.00	18,26,20,000.00
	(b) Reserves and Surplus	3	(2,44,16,853.97)	(1,28,75,797.98)
2	Non current Liabilities			
	(a) Deferred Tax Liabilities (Net)	4	2,24,310.85	92,44,146.27
3	Current Liabilities			
	(a) Short term Borrowings	5	29,30,000.00	11,30,30,000.00
	(b) Trade Payable	6	1,41,484.00	-
	(c) Other Current Liabilities	7	47,065.00	-
	(d) Short term Provisions	8	13,80,157.00	11,83,981.00
	Total		45,82,16,162.88	29,32,02,329.30
II.	<u>ASSETS</u>			
1	Non-Current Assets			
	(a) Property, Plant & Equipment			
	(i) Tangible Assets	9	15,19,91,284.23	13,07,50,406.28
	(ii) Intangible Assets	10	19,18,54,482.88	9,10,23,130.14
	(iii) Capital Asset Work In Progress	11	6,78,48,813.50	3,59,92,697.76
2	Current Assets			
	(a) Cash and Cash Equivalents	12	9,91,712.58	3,44,617.58
	(b) Short term Loans & Advances	13	4,55,29,869.70	3,50,91,477.54
	Total		45,82,16,162.88	29,32,02,329.30
	Significant Accounting Policies and Notes on Accounts	1 to 21		

FOR WINTERFEEL HOTELS AND RESORTS LTD

Director 
ABDUL HAMEED KV
DIN : 02441736

Director 
George K J
DIN : 03012470

Company Secretary 
Anu Jaya
A: 56122

As per our report of even date

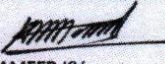




For JYOTHI & CO
Chartered Accountants
FR NO 011664S

ALBUDHA JYOTHI M., FCA, DISA
MANAGING PARTNER
M.NO: 216338

Place: Thrissur
Date : 03.09.2019



UDIN : 19216338AAAAABU6530


WINTERFEEL HOTELS AND RESORTS LTD 3RD FLOOR, DOOR NO: 26/386/22 DISTRICT VYAPARABHAVAN SAHITHYA ACADEMY ROAD, CHAMBUKAVU, THRISSUR- 680020 U55209KL2017PLC049761 Profit and Loss Statement for the year ended 31st March 2019				
	Particulars	Note No.	For the period ended 31st March 2019 In (₹)	For the period of 13th July 2017 to In (₹)
I	Revenue from Operations		-	-
II	Other Income		-	-
III	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
IV	TOTAL REVENUE (I + II+III)			
V	EXPENSES			
	Purchase of Stock in Trade			-
	Employee benefit expenses	14	5,60,853.00	1,90,000.00
	Finance Costs	15	958.00	1,768.00
	Depreciation and amortization expenses	8,9	97,38,049.31	54,906.84
	Other expenses	16	1,02,61,031.10	33,84,976.86
	TOTAL EXPENSES		2,05,60,891.41	36,31,651.70
VI	Profit Before Tax		(2,05,60,891.41)	(36,31,651.70)
	Current Tax			-
	Deferred Tax	4	90,19,835.42	92,44,146.27
VII	Profit(Loss) for the Period		(1,15,41,055.99)	(1,28,75,797.98)
VIII	Earnings per Equity Share			
	Nominal value of share is ₹ 10/-			
	Basic & Diluted Earning Per Share	17	(0.61)	(1.60)
	Significant Accounting Policies and Notes on Accounts	1 to 21		
<p style="text-align: right;">As Per Our report of even date</p> <p>FOR WINTERFEEL HOTELS AND RESORTS LTD</p> <div style="display: flex; justify-content: space-between;"> <div> <p>Director </p> <p>ABDUL HAMEED KV</p> <p>DIN : 02441736</p> </div> <div> <p>Director </p> <p>George K J</p> <p>DIN : 03012470</p> </div> <div> <p>Company Secretary </p> <p>Anu Jaya</p> <p>A. 56122</p> </div> </div> <div style="text-align: right; margin-top: 10px;"> <p>For JYOTHI & CO Chartered Accountants FR NO 011664S  ALBUDHA JYOTHI M., FCA, DISA MANAGING PARTNER M.NO: 216338 UDIN : 19216338AAAABU6530</p> </div> <div style="text-align: center; margin-top: 20px;">  </div> <p>Place: Thrissur Date :03.09.2019</p>				


WINTERFEEL HOTELS AND RESORTS LTD
3RD FLOOR, DOOR NO: 26/386/22 DISTRICT VYAPARABHAVAN
SAHITHYA ACADEMY ROAD, CHAMBUKAVU Thrissur- 680020
U55209KL2017PLC049761


CASHFLOW STATEMENT AS ON 31/03/2019

PARTICULARS	AMOUNT
CASH FLOW FROM OPERATING ACTIVITIES	
Net profit as per Statement of Profit and Loss (PBT)	(2,05,60,891.41)
Adjustments for:	
Income tax	
Depreciation	97,38,049.31
Interest Expense	958.00
Operating profit before working capital changes	(1,08,21,884.10)
Adjustments for:	
(Increase)/Decrease in Trade receivables	-
(Increase)/Decrease in Short term loans and advances	(1,04,38,392.16)
(Increase)/Decrease in Inventories	-
Increase/(Decrease) in Trade Payables	1,41,484.00
Increase/(Decrease) in Other Liabilities and Short Borrowings	(10,98,56,759.00)
Cash from Operating activities	(13,09,75,551.26)
Income Tax paid	
Net Cash from Operating activities (A)	(13,09,75,551.26)
CASH FLOW FROM INVESTING ACTIVITIES	
Purchase of Fixed assets	(16,36,66,395.74)
Net cash used in Investing activities (B)	(16,36,66,395.74)
CASH FLOW FROM FINANCING ACTIVITIES	
Proceeds from loan	
Proceeds by issue of share	29,52,90,000.00
Interest Paid	(958.00)
Net cash from/ (used in) financing activities (C)	29,52,89,042.00
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	6,47,095.00
Foreign exchange adjustments	
ADD CASH OR CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	3,44,617.58
CASH OR CASH EQUIVALENTS AT THE END OF THE PERIOD	9,91,712.58

For WINTERFEEL HOTELS AND RESORTS LTD

Director 
ABDUL HAMEED K V
DIN : 02441736

Director 
George K J
DIN : 03012470

As Per Our report of even date

Company Secretary
Anu Jaya
A : 56122

For JYOTHI & CO
Chartered Accountants
FR NO 011664S


ALBUDHA JYOTHI M., FCA, DISA
MANAGING PARTNER
UDIN : 19216338AAAABU6530 M.NO: 216338

Place: Thrissur
Date :03.09.2019



WINTERFEEL HOTELS AND RESORTS LTD
Notes forming part of Balance sheet as on 31/3/2019

NOTE 2 : SHARE CAPITAL	31-03-19	31-03-18
The Company has only one class of shares referred to as equity shares with a face value of Rs.10 each. Each holder <u>Authorised</u> Equity Shares of Rs.10/- each	55,00,00,000.00	25,00,00,000.00
<u>Issued</u> 47791000 Equity Shares of Rs.10/- each	47,79,10,000.00	18,19,70,000.00
<u>Subscribed & Paid up</u> 47791000 Equity Shares of Rs.10/- each	47,79,10,000.00	18,19,70,000.00
Application money received	-	6,50,000.00
Total	47,79,10,000.00	18,26,20,000.00
During the year 17-18, company have issued 90,95,000 shares against the goodwill and during the year 18-19, company have issued 1,10,24,000 shares against the goodwill.		

Reconciliation of shares at the beginning and at the end of the financial year

Particulars	Equity Shares 31/03/19 Number	Equity Shares 31/03/18 Number
Shares outstanding at the beginning of the year	1,81,97,000.00	-
Shares issued during the year	2,95,94,000.00	1,81,97,000.00
Shares bought back during the year	-	-
Shares outstanding at the end of the year	4,77,91,000.00	1,81,97,000.00

Particulars of shareholders holding more than 5 % of shares in the company

Name of Shareholder	Equity Shares on 31/03/19		Equity Shares on 31/03/18	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Vyapara Vyavasai Benevolent society	42,30,40,000.00	88.52%	1,50,00,000	82.43%
	42,30,40,000.00	88.52%	1,50,00,000.00	82.43%

NOTE 3 : RESERVES & SURPLUS	31-03-19	31-03-18
a) General Reserves :	-	-
Opening balance	-	-
Add: additions during the year	-	-
b) Surplus		
Opening balance	(1,28,75,797.98)	-
Add: additions during the year	(1,15,41,055.99)	(1,28,75,797.98)
Total (a+b)	(2,44,16,853.97)	(1,28,75,797.98)

NOTE 4 : DEFERRED TAX	31-03-19	31-03-18
A) Deferred Tax Liability On excess of net book value over Income tax written down value of fixed assets Dis allowance of tds 40a(ia)	2,24,310.85	92,44,146.27
B) Deferred Tax assets		
Net deferred tax liabilities/ (asset)	2,24,310.85	92,44,146.27



NOTE 5 : SHORT TERM BORROWINGS	31-03-19	31-03-18
(a) Loans repayable on demand From banks Secured Unsecured		
(b) Loans and advances from related parties @ (Refer Note) Secured Unsecured	29,30,000.00	11,30,30,000.00
	29,30,000.00	11,30,30,000.00

NOTE 6: TRADE PAYABLES	31-03-19	31-03-18
(a) SUNDRY CREDITORS: (i) TOTAL OUTSTANDING DUES OF SMALL & MICRO ENTERPRISES FOR MATERIAL SUPPLIED (ii) TOTAL OUTSTANDING DUES OF CREDITORS OTHER THAN SMALL & MICRO ENTERPRISES FOR MATERIAL SUPPLIED FOR EXPENSES	11,064.00 1,30,420.00 1,41,484.00	- -

NOTE 7 : OTHER CURRENT LIABILITIES	31-03-19	31-03-18
Mobilisation Advance to Civil Contractors	47,065.00	-
	47,065.00	-



NOTE 8 : SHORT TERM PROVISIONS	31-03-19	31-03-18
Provisions		
Land Cost Payable	-	2,50,000.00
Documentation Charge Payable	-	2,40,000.00
Retention Money	11,82,354.00	1,32,295.00
Expenses Payable	-	38,006.00
Audit Fee Payable	50,000.00	50,000.00
Rent Payable	25,000.00	57,500.00
Salary payable	36,466.00	49,000.00
TDS Payable	86,337.00	3,67,180.00
	13,80,157.00	11,83,981.00

NOTE 12 : CASH & CASH EQUIVALENTS	31-03-19	31-03-18
Balance with Banks :		
In SB accounts		
In current accounts	8,62,928.58	1,91,126.58
Cash on Hand	1,28,784.00	1,53,491.00
	9,91,712.58	3,44,617.58

NOTE 13 : SHORT TERM LOANS AND ADVANCES	31-03-19	31-03-18
Deposits & Advances	4,21,95,351.20	3,45,50,357.00
Tds Paid	-	2,59,565.00
Advance to Sundry Creditors	21,71,429.00	-
GST	11,63,089.50	2,81,555.54
	4,55,29,869.70	3,50,91,477.54



WINTERFEEL HOTELS AND RESORTS LTD

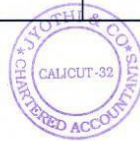
Notes forming part of Statement of profit & Loss as on 31-03-2019

NOTE 14 :Employee Benefit Expenses	31-03-19	31-03-18
Salary & Allowance	5,60,853.00	1,90,000.00
	5,60,853.00	1,90,000.00

NOTE 15 :Finance Costs	31-03-19	31-03-18
Bank Charges	958.00	1,768.00
	958.00	1,768.00

NOTE 16 :Other Expenses	31-03-19	31-03-18
Accounting Charges	75,000.00	-
Audit fee	50,000.00	50,000.00
Advertisement	20,74,555.50	42,074.00
Board Meeting Expenses	24,039.00	29,183.00
Boarding & Lodging Expenses	3,05,971.64	48,275.00
Building Expenses	-	1,46,826.78
Carriage Outward	2,500.00	-
Consultant Fees	10,000.00	-
Donation	4,054.00	-
Electricity Charges	8,963.00	15,480.00
Freight	2,101.70	-
Interest on TDS	13,268.00	-
Labour Charges	12,900.00	43,000.00
Land Measurement Charges	-	9,000.00
Late Filing Fee	2,140.00	2,080.00
Legal Fee	1,50,000.00	-
Loading & Unloading	6,880.00	423.73
Medical Expenses	-	600.00
Miscellaneous Expense	1,079.02	180.00
Office Expenses	76,452.72	7.51
Postage & Courier	1,777.00	420.00
Preliminary Expenses	-	1,73,925.00
Printing & Stationery	1,22,380.62	10,194.65
Professional Charges	4,42,278.00	2,39,780.00
Promotional Expenses	36,96,637.90	-
Rates & Taxes	14,472.00	400.00
Rent	3,15,000.00	1,82,500.00
Repair & Maintenance	10,720.00	7,430.00
Refreshment Charges	2,43,399.00	31,420.00
ROC Expenses	24,29,375.00	20,25,400.00
Site Inspection Charges	-	8,105.00
Sundry Expenses	11,281.00	14,663.00
Survey Expenses	-	22,000.00
Telephone	4,729.00	4,086.52
Transportation Charges	1,03,500.00	2,671.19
Travelling Expenses	45,577.00	2,07,351.48
Vehicle Hiring Charges	-	47,500.00
Website Expenses	-	20,000.00
	1,02,61,031.10	33,84,976.86

NOTE 17 EARNING PER SHARE	31-03-19	31-03-18
Net Profit after Tax	(1,15,41,055.99)	(1,28,75,797.98)
Weighted Average Number of Equity Shares of Rs. 10/- each (fully paid-up)	1,88,60,658	80,33,800.00
Basic and Diluted Earnings per share	(0.61)	(1.60)



NOTE 9: DEPRECIATION ON TANGIBLE ASSETS

Particulars	Gross Block				Depreciation			Net Block	
	As on 01.04.2018	Additions	Deletions	As on 31.03.2019	For the Year	Deletions	As on 31.03.2019	As on 01.04.2018	As on 31.03.2019
Land	12,98,26,015.00	1,05,70,280.00	-	14,03,96,295.00	-	-	-	12,98,26,015.00	14,03,96,295.00
Building	5,07,598.16	1,10,00,000.00	-	1,15,07,598.16	2,93,688.94	-	2,93,688.94	5,07,598.16	1,12,13,909.22
Plant & Machinery	1,22,467.92	-	-	1,22,467.92	7,752.22	-	7,752.22	1,22,467.92	1,14,715.70
Furniture & Fixtures	40,627.54	-	-	40,627.54	3,859.62	-	3,859.62	40,627.54	36,767.93
Vehicle	23,718.90	-	-	23,718.90	2,253.30	-	2,253.30	23,718.90	21,465.61
Electrical Equipments	2,29,978.76	-	-	2,29,978.76	21,847.98	-	21,847.98	2,29,978.76	2,08,130.77
Total	13,07,50,406.28	2,15,70,280.00	-	15,23,20,686.28	3,29,402.05	-	3,29,402.05	13,07,50,406.28	15,19,91,284.23

NOTE 10: AMORTISATION ON INTANGIBLE ASSETS

Particulars	Gross Block				Amortisation			Net Block	
	As on 01.04.2018	Additions	Deletions	As on 31.03.2019	For the Year	Deletions	As on 31.03.2019	As on 01.04.2018	As on 31.03.2019
Goodwill	9,09,50,000.00	11,02,40,000.00	-	20,11,90,000.00	94,01,334.25	-	94,01,334.25	9,09,50,000.00	19,17,88,665.75
Trademark	73,130.14	-	-	73,130.14	7,313.01	-	7,313.01	73,130.14	65,817.12
Total	9,10,23,130.14	11,02,40,000.00	-	20,12,63,130.14	94,08,647.26	-	94,08,647.26	9,10,23,130.14	19,18,54,482.88

NOTE 11: CAPITAL ASSET WORK IN PROGRESS

Particulars	Gross Block				Depreciation			Net Block	
	As on 01.04.2018	Additions	Deletions	As on 31.03.2019	For the Year	Deletions	As on 31.03.2019	As on 01.04.2018	As on 31.03.2019
Building WIP	3,59,92,697.76	3,18,56,115.74	-	6,78,48,813.50	-	-	-	3,59,92,697.76	6,78,48,813.50



Note:18 :Related Party Disclosure under AS 16**a. KEY Management Personnel (K M P)-**

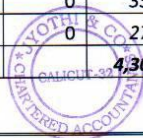
Name	Designation
KUTTICHAKKU JOSE GEORGE	Wholetime Director/CFO
VAZHAPPILLY THOMAS GEORGE	Director
PAYATTILLAMPARAMB PAVITHRAN	Director
KOMALATHU MVEETIL ABDUL HAMEED	Director
KANNOLY KARUNAKARAN BHAGYANATHAN	Director
MANJALI JOSE SEBASTIAN	Director
SREEDHARA MALLAYA AJITHKUMAR	Director
KOOLYATTAYIL FAKARUL HASSAN	Director
THALAKKOTTUR JOHN LUKOSE	Director
NARAYANAN	Director
GEORGE JACOB MANNUMMEL	Director
PALATHINGAL JOSEPH PIOUS	Director
THRIKKUR SUBBARAMAN VENKITARAMAN	Director
MOOTHEDAN ERANI JOY	Director
ANU JAYA	Company Secretary
VINOD KUMAR	Director

b. Enterprises In which K M P Are interested :

VYAPARAVYAVASAI BENEVOLENT SOCIETY

c. Related Party Transactions :**i) Loan from Directors (Previous Year figures in Italics):**

Name	Loan taken	Loan taken	Loan repaid	Loan repaid	Closing balance	Closing balance
					31-03-19	31-03-18
KOMALATHU MVEETIL ABDUL HAMEED	0	35,000	0	0	35,000	35,000
SREEDHARA MALLAYA AJITHKUMAR	0	27,000	0	0	27,000	27,000
KANNOLY KARUNAKARAN BHAGYANATHAN	0	27,000	0	0	27,000	27,000
KOOLYATTAYIL FAKARUL HASSAN	0	27,000	0	0	27,000	27,000
KUTTICHAKKU JOSE GEORGE	0	30,000	0	0	30,000	30,000
GEORGE JACOB MANNUMMEL	0	27,000	0	0	27,000	27,000
MOOTHEDAN ERANI JOY	0	27,000	0	0	27,000	27,000
THALAKKOTTUR JOHN LUKOSE	0	30,000	0	0	30,000	30,000
NARAYANAN	0	27,000	0	0	27,000	27,000
PAYATTILLAMPARAMB PAVITHRAN	0	30,000	0	0	30,000	30,000
PALATHINGAL JOSEPH PIOUS	0	27,000	0	0	27,000	27,000
MANJALI JOSE SEBASTIAN	0	27,000	0	0	27,000	27,000
THRIKKUR SUBBARAMAN VENKITARAMAN	0	27,000	0	0	27,000	27,000
VINOD KUMAR	0	35,000	0	0	35,000	35,000
VAZHAPPILLY THOMAS GEORGE	0	27,000	0	0	27,000	27,000
		4,30,000			4,30,000	4,30,000



i) ii) **Loan from Related party (Previous Year figures in Italics)**

Name	Loan taken	<i>Loan taken</i>	Loan repaid	<i>Loan repaid</i>	Closing balance 31-03-19	Closing balance 31-03-18
VYAPARAVYAVASAI BENEVOLENT SOCIETY	6,93,00,000	11,26,00,000	17,94,00,000		25,00,000	11,26,00,000

ii) **Other transactions with related parties where control exist for the year 2018-19**

(Previous Year figures in Italics)

Name	Purchase of goods	<i>Purchase of goods</i>	Sale of goods	<i>Sale of goods</i>	Closing balance (included under receivables)	<i>Closing balance (included under receivables)</i>
Magna George	6,39,900	0	0	0		0

Note:19 Intangible Assets

Shares having face value of Rs. 20,11,90,000 (90,95,000 shares of Rs.10 each during the financial year 2017-18 and 1,10,24,000 shares of Rs.10 each during the financial year 2018-19) have been issued to shareholders towards the goodwill generated by them for the business and goodwill account has been raised for the same amount and disclosed as an intangible asset. Such recognition is not in accordance with AS-26. It has been decided that the goodwill so generated shall be amortised over a period of 10 years from the year of commencement of operations.

Note:20 Previous year's figures are regrouped wherever necessary to suit the current layout.

Note :21 Contingent Liabilities : Other commitments: Assets pledged for loan taken by group company-Rs. 2.5 Crores.

Director
Abdul Hameed K
DIN : 07847571

Director
George KJ
DIN : 03012470

Company Secretary
Anu Jaya
A56122

For JYOTHI & CO
Chartered Accountants
FR NO 011664S

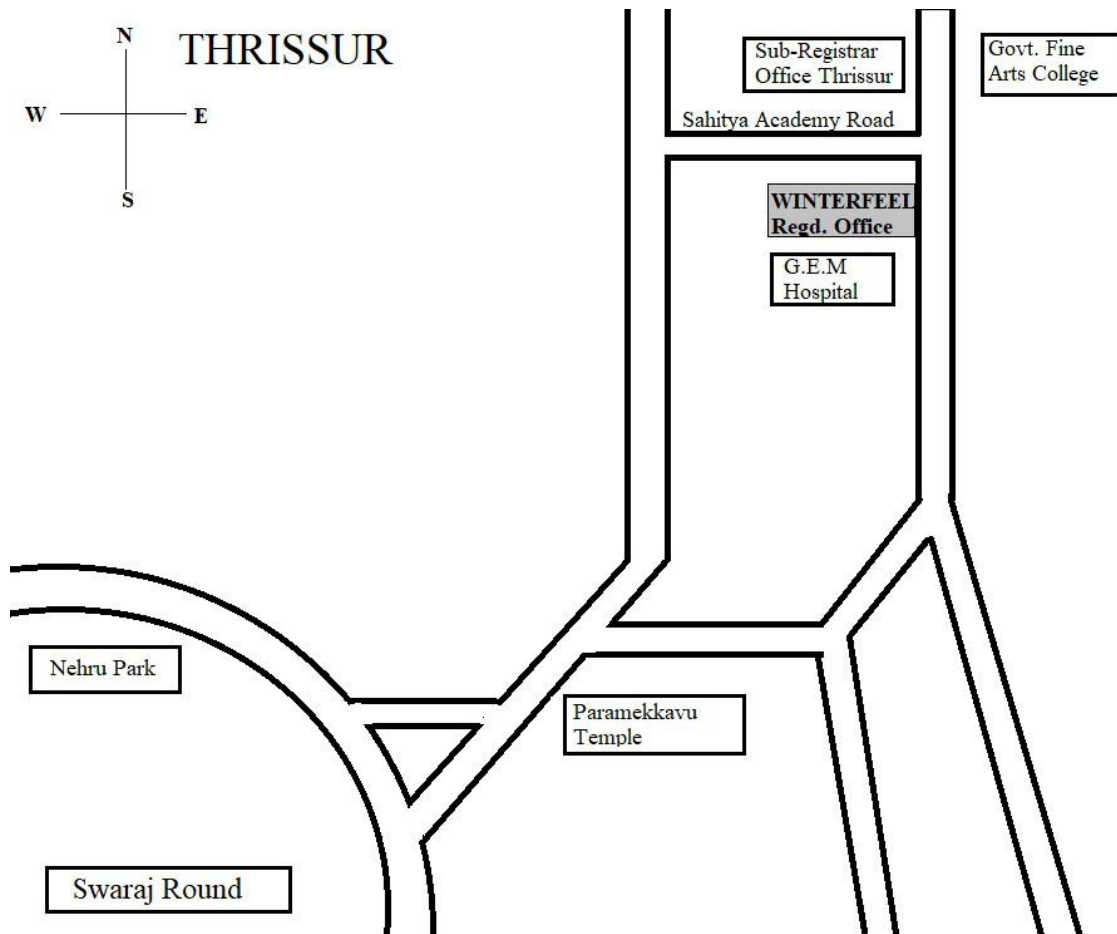
ALBUDHA JYOTHI .M., FCA, DISA
MANAGING PARTNER
M.NO: 216338

Place : Thrissur
Date :03.09.2019

UDIN : 19216338AAAABU6530



ROUTE MAP



WINTERFEEL HOTELS AND RESORTS LIMITED

CIN : U55209KL2017PLC049761

Regd Office : 3rd Floor, Door No.26/386/22, District Vyaparabhavan, Sahithya Academy Road
Chambukavu, Thrissur, Kerala, India – 680020

Dear Member,

To comply with the provisions of Companies Act, 2013 and to facilitate secure timely and secure communication, you are requested to send the following details to the Company Or our Registrar and Share Transfer Agent through E-mail

WINTERFEEL HOTELS AND RESORTS LIMITED		
Folio Number	PAN(Optional)	
Name(First / Sole Holder)		
Email ID	Mobile No.	
Signature (First / Sole Holder)		

Form No.MGT-11
WINTERFEEL HOTELS AND RESORTS LIMITED

CIN : U55209KL2017PLC049761

Regd Office : 3rd Floor, Door No.26/386/22, District Vyaparabhavan, Sahithya Academy Road
Chambukavu, Thrissur, Kerala, India – 680020

Proxy form

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

CIN :	U55209KL2017PLC049761																									
Name of the Company :	WINTERFEEL HOTELS AND RESORTS LIMITED																									
Registered Office:	3rd Floor, Door No.26/386/22, District Vyaparabhavan, Sahithya Academy Road Chambukavu, Thrissur, Kerala, India – 680020																									
Name of the member/s:																										
Registered Address:																										
E-mail ID:																										
Folio No/Client ID:																										
DP ID:																										
I/we, being the Member/s, holding.....shares of the above named Company, hereby appoint-																										
Name:..... Address:..... E-mail ID:..... Signature OR failing him/her	Name:..... Address:..... E-mail ID:..... Signature OR failing him/her	Name:..... Address:..... E-mail ID:..... Signature OR failing him/her																								
as my/our proxy to attend and vote(on a poll) for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Monday, the 30th September 2019 at 3.00 p.m. at the Company's Registered office at 3rd Floor, Door No.26/386/22, District Vyaparabhavan, Sahithya Academy Road, Chambukavu, Thrissur, Kerala, India – 680020 and/or at any adjournment thereof in respect of such resolutions as are indicated below:-																										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;">Ordinary Business</th> <th style="width: 40%;">Tick Appropriately</th> </tr> </thead> <tbody> <tr><td>Resolution 1</td><td>For / Against</td></tr> <tr><td>Resolution 2</td><td>For / Against</td></tr> <tr><td>Resolution 3</td><td>For / Against</td></tr> <tr><td>Resolution 4</td><td>For / Against</td></tr> <tr><td>Resolution 5</td><td>For / Against</td></tr> <tr><td>Resolution 6</td><td>For / Against</td></tr> <tr><td>Resolution 7</td><td>For / Against</td></tr> <tr><td>Resolution 8</td><td>For / Against</td></tr> <tr><td>Resolution 9</td><td>For / Against</td></tr> <tr><td>Resolution 10</td><td>For / Against</td></tr> <tr><td>Resolution 11</td><td>For / Against</td></tr> </tbody> </table>		Ordinary Business	Tick Appropriately	Resolution 1	For / Against	Resolution 2	For / Against	Resolution 3	For / Against	Resolution 4	For / Against	Resolution 5	For / Against	Resolution 6	For / Against	Resolution 7	For / Against	Resolution 8	For / Against	Resolution 9	For / Against	Resolution 10	For / Against	Resolution 11	For / Against	
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Resolution 6	For / Against																									
Resolution 7	For / Against																									
Resolution 8	For / Against																									
Resolution 9	For / Against																									
Resolution 10	For / Against																									
Resolution 11	For / Against																									
Signed this day of 20....																										
		<div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 0 auto;"> Affix Revenue stamp </div>																								
Signature of shareholder..... Signature of Proxy holder/s.....																										
Note: This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.																										

WINTERFEEL HOTELS AND RESORTS LIMITED

CIN : U55209KL2017PLC049761

Regd Office : 3rd Floor, Door No.26/386/22, District Vyaparabhavan, Sahithya Academy Road
Chambukavu, Thrissur, Kerala, India – 680020

ATTENDANCE SLIP

Registered Folio No.	
No.of Shares held	

I certify that I am the registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held at its registered office at 3rd Floor, Door No.26/386/22, District Vyaparabhavan, Sahithya Academy Road, Chambukavu, Thrissur, Kerala, India – 680020 at 3.00 p.m. on Monday, the 30th September 2019.

Member's Name :

Proxy's Name :

Member's/Proxy's Signature

Note :

1. Please fill this attendance slip and hand over at the entrance of the hall.
2. Members/ Proxy Holders/ Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorised Representatives of corporate members shall produce proper authorization issued in their favour.