



07th ANNUAL REPORT

2023-24

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WINTERFEEL HOTELS AND RESORTS LIMITED

CIN : U55209KL2017PLC049761

ISIN : INE0A4701013

Regd Office : 3rd Floor, Door No.26/386/22, District Vyaparabhavan

Sahithya Academy Road, Chambukavu, Thrissur, Kerala, India – 680020

Email : winterfeelind@gmail.com Website : www.winterfeelhotels.com Ph:0487-2333311

NOTICE OF 07th ANNUAL GENERAL MEETING

Notice is hereby given that the 07th Annual General Meeting(“AGM”) of the Company will be held on **Monday, 30th September 2024 at 11.00 a.m. (IST) at the Registered Office of the Company** in compliance with all the applicable provisions of the Companies Act, 2013(“Act”) and rules notified thereunder :

ORDINARY BUSINESS

Item No. 1 – Adoption of financial statements

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors (“the Board”) and auditors thereon.

Item No. 2 – Appointment of Mr. THALAKKOTTUR JOHN LUKOSE (DIN:07789348) as a Director liable to retire by rotation.

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. THALAKKOTTUR JOHN LUKOSE (DIN:07789348)**, who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

Item No. 3 – Appointment of Mr. PAYATTILLAMPARAMB PAVITHRAN (DIN:01559236) as a Director liable to retire by rotation.

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. PAYATTILLAMPARAMB PAVITHRAN (DIN:01559236)**, who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

Item No. 4 – Appointment of Mr. MOOTHEDAN ERANI JOY (DIN:07902711) as a director liable to retire by rotation.

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. MOOTHEDAN ERANI JOY (DIN:07902711)**, who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

Item No. 5 – Appointment of Mr. RAVUNNY RAGHAVAN ATTASSERY (DIN:03572345) as a director liable to retire by rotation.

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. RAVUNNY RAGHAVAN ATTASSERY (DIN:03572345)**, who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

Item No. 6 – Appointment of Mr. BIJU GEORGE (DIN:09436214) as a director liable to retire by rotation.

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. BIJU GEORGE (DIN:09436214)**, who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation.”

SPECIAL BUSINESS:

Item No. 7 – Appointment of Mr. POOTHETTY GOPALAN RANJIMON (DIN:08014601) as Director of the company.

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, **Mr. POOTHETTY GOPALAN RANJIMON (DIN:08014601)** whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

Item No. 8 – Appointment of Mr. KOLPARAMBIL ISMAIL NAJAH (DIN:10436930) as Director of the company.

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

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, **Mr. KOLPARAMBIL ISMAIL NAJAH (DIN:10436930)** whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

Item No. 9 – Enhancement of Authorised Share Capital

To consider and if thought fit, to pass, with or without modification the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61 and Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby authorized to be increased from Rs. 100,00,00,000/- (Rupees Hundred Crore) divided into 10,00,00,000/- (Ten Crore) Equity Shares of Rs. 10/- each to Rs. 125,00,00,000/- (Rupees Hundred And Twenty Five Crore) divided into Rs.12,50,00,000/- (Twelve Crore Fifty Lakh) Equity Shares of Rs. 10/- each by creation of additional Rs.2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- each ranking pari passu in all respect with the existing Equity Shares.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

Item No:10_ Alteration of Capital Clause contained in the Memorandum of Association:

To consider and if thought fit, to pass, with or without modification the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and Section 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following Clause.

V. The Share Capital of the Company is 125,00,00,000/- rupees, divided into 12,50,00,000 Equity shares of 10.00 rupees each.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

Item No:11_ Approval of Appointment of Mr. KOMALATHUMVEETIL ABDUL HAMEED (DIN: 02441736) as Whole time Director of the Company:

“RESOLVED THAT pursuant to the provisions of sections 196, 197 , 198 and 201 read with Schedule V and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to Articles of Association of the company and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, and subject to approval of Central Government, the consent of the members of the company be and is hereby accorded for the appointment of Mr. KOMALATHUMVEETIL ABDUL HAMEED, director of the Company with (DIN: 02441736), as Whole time director of the Company to hold office for a period of five years and a monthly remuneration is fixed by the board as per the rules of the Company”.

Item No:12:_Approval of Appointment of Mr. VAZHAPPILLY THOMAS GEORGE (DIN: 00813811) as Whole time Director of the Company.

“RESOLVED THAT pursuant to the provisions of sections 196, 197 , 198 and 201 read with Schedule V and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to Articles of Association of the company and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, and subject to approval of Central Government, the consent of the members of the company be and is hereby accorded for the appointment of Mr. VAZHAPPILLY THOMAS GEORGE, director of the Company with (DIN: 00813811), as Whole time director of the Company to hold office for a period of five years and a monthly remuneration is fixed by the board as per the rules of the Company”.

By Order of the Board
For Winterfeel Hotels and Resorts Limited

Date : 07.09.2024

Place: Thrissur

Komalathumveetil Abdul Hameed
(DIN : 02441736)
CHAIRMAN

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY
2. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent 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 a proxy for any other shareholder
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://winterfeelhotels.com> and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 27th September, 2024 (9:00 am) and ends on 29th September, 2024(5:00 pm). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to

e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the

	Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sreekrishnakumarfcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms.Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to winterfeelhotels@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to winterfeelhotels@gmail.com
3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
4. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
5. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FOR ITEMS OF SPECIAL BUSINESS:

ITEM NO: 7,8

Board of directors of the Company through resolution passed on 01/01/2024 has appointed as **Mr. POOTHETTY GOPALAN RANJIMON (DIN:08014601)** and **Mr. KOLPARAMBIL ISMAIL NAJAH (DIN:10436930)** as Additional Directors of the Company and they hold office of the Director till the conclusion of the ensuing Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of **Mr. POOTHETTY GOPALAN RANJIMON (DIN:08014601)** and **Mr. KOLPARAMBIL ISMAIL NAJAH (DIN:10436930)** as Directors of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives except **Mr. POOTHETTY GOPALAN RANJIMON (DIN:08014601)** and **Mr. KOLPARAMBIL ISMAIL NAJAH (DIN:10436930)** are concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.7,8 for the approval of the members.

Item No:9&10

The Management has decided to expand the business base of the Company. The Company therefore is in need of more funds. That is why the proposed increase of Authorized Capital for which the Memorandum of Association have to be amended by way of special resolution, under Section 61.

None of the directors are interested in the above resolution.

ITEM NO: 11,12

According to the provisions of Section 196(2) of the Companies Act, 2013, no company shall appoint or reappoint any person as its Wholetime Director for a term exceeding 5 years at a time, unless it is approved by its members in the general meeting as per section 196(4) of the Companies Act, 2013. Keeping in view that **Mr. KOMALATHUMVEETIL ABDUL HAMEED (DIN: 02441736)**, and **Mr. VAZHAPPILLY THOMAS GEORGE (DIN: 00813811)** has rich and varied experience in the industry or has been involved in the operations of the

company over a long period of time, it would be in the interest of the company to continue the employment of **Mr. KOMALATHUMVEETIL ABDUL HAMEED (DIN: 02441736)** and **Mr. VAZHAPPILLY THOMAS GEORGE (DIN: 00813811)** as Whole time Director of the company. In pursuant to the recommendation of the Board, the Board of Directors of the company passed a resolution approving appointment of **Mr. KOMALATHUMVEETIL ABDUL HAMEED (DIN: 02441736)**, and **Mr. VAZHAPPILLY THOMAS GEORGE (DIN: 00813811)** as Wholetime Director of the Company as key managerial person for a period of 5 years subject to the approval of the shareholders at the General Meeting.

None of the Directors is concerned or interested in the above resolution.

ATTENDANCE SLIP

I/We.....R/o.....
 hereby record my/our presence at the 07th Annual General Meeting of the Company on Monday, 30th day of September, 2024 at 11.00 A.M at the Registered office of Winterfeel Hotels and Resorts Limited.

DPID * :	Folio No. :
Client Id * :	No. of Shares :

* Applicable for investors holding shares in electronic form.

Signature of shareholder(s)/proxy

Note:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Electronic copy of the Annual Report for 2013 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
4. Physical copy of the Annual Report for 2013 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

PROXY FORM

Name of the member (s):	E-mail id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 07th Annual General Meeting of the Company to be held on Monday, 30th day of September, 2024 at 11.00 A.M at the Registered Office of Winterfeel Hotels and Resorts Limited and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this day of..... 2024

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

Signature of Proxy holder(s) (3).....

Notes:

1. 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.
2. A Proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 05th Annual General Meeting.
5. Please complete all details including details of member(s) in above box before submission.

Affix
Revenue
Stamp not
less than
Rs.1/-

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 07th Annual Report of the Company for the financial year ended 31st March 2024.

FINANCIAL RESULTS:

The Company's financial performance is summarized below:

Particulars	31/03/24 (Rs.)	31/03/23 (Rs.)
Total Revenue	5964.79	7921.48
Less: Expenditure	16216.61	24965.69
Profit/(Loss) before Finance Charges, Tax, Depreciation/Amortization	(10251.82)	(17044.01)
Less: Finance Charges	0.00	0.00
Profit/(Loss) before Tax, Depreciation/Amortization (PBTDA)	(10251.82)	(17044.01)
Less: Depreciation & Amortization	15141.21	16381.43
Profit/(Loss) before Taxation (PBT)	(25393.03)	(33425.65)
Deferred Tax Asset / Liability	(1111.00)	(797.21)
Profit/(Loss) after Taxation (PAT)	(26504.02)	(34,222.86)
Transfer to Reserves	(26504.02)	(34,222.86)

STATE OF COMPANY'S AFFAIRS

The object of the company is to carry on the business of hotels and other leisure properties. You will kindly note that this is the Seventh year of incorporation of the company. During the Financial Year your company has generated a revenue of Rs. Rs 5964.79 The operating expenditure for the year has reduced compared to previous year. The Statement of Profit and Loss for the year shows a net loss of Rs. (26504.02) /- which has been carried over to balance sheet.

After the tough two years of pandemic Covid-19, the market is getting recovered and the operations of the Company has started slowly.

DIVIDEND

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

TRANSFER TO RESERVES

The Company has not transferred any amount to the Reserves during the Financial Year 2023-24.

CHANGES IN SHARE CAPITAL

The Authorized Capital of the Company increased from Rs. Rs.55,00,00,000/- to Rs.100,00,00,000 /- During the year under review the paid-up share capital of the Company was increased from Rs. 52,69,33,500 /- to Rs.73,41,52,100 /- pursuant to preferential allotment Rs.10/- each. (Refer Notes forming part of Accounts)

SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

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

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.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Composition of Board (2023-2024)

Sl.	Name	Designation
1	KOMALATHUMVEETIL ABDUL HAMEED	Chairman and Executive Director
2	NEDUMPARAMBIL RADHAKRISHNAN VINODKUMAR	Managing Director
3	VAZHAPPILLY THOMAS GEORGE	Non-executive Director/ Chief Financial Officer
4	MOOTHEDAN ERANI JOY	Non-executive Director
5	PAYATTILLAMPARAMB PAVITHRAN	Executive Director
6	NARAYANAN	Non-executive Director
7	THALAKKOTTUR JOHN LUKOSE	Non-executive Director
8	MANJALI JOSE SEBASTIAN	Non-executive Director
9	KANNOLY KARUNAKARAN BHAGYANATHAN	Non-executive Director
10	BIJU GEORGE	Director
11	KANNANKERAN SETHUMADHAVAN	Director
12	JOSHY THERATTIL MATHEW	Director
13	RAVUNNY RAGHAVAN ATTASSERY	Director
14	KOLPARAMBIL ISMAIL NAJAH	Director
15	POOTHETTY GOPALAN RANJIMON	Director
16	VIDHYA RAMESH	Company Secretary

Appointments

(i) During the year, Mr. POOTHETTY GOPALAN RANJIMON (DIN:08014601) and Mr. KOLPARAMBIL ISMAIL NAJAH (DIN:10436930) appointed as an additional director of the company on 01.01.2024 and also appointed MS VIDHYA RAMESH as a company secretary on 21.04.2023.

(ii) After the end of the year and up to the date of Report
no appointments were made during the period

Re-appointments

In accordance with the rotational retirement policy applicable for the Company's Board of Directors as per article 58 of the Articles of Association, Five directors will retire at the 07th AGM and being eligible, seeks re-appointment. The Board recommends and seeks your support in confirming re-appointment of Mr. THALAKKOTTUR JOHN LUKOSE(DIN:07789348), Mr. PAYATTILLAMPARAMB PAVITHRAN(DIN:01559236), Mr. MOOTHEDAN ERANI JOY

(DIN:07902711)) Mr. RAVUNNY RAGHAVAN ATTASSERY (DIN:03572345) and Mr. BIJU GEORGE (DIN:09436214).

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 9 (Nine) meetings during the FY2023-24 on 03.04.2023, 25.04.2023, 23.06.2023, 06.09.2023, 03.10.2023, 20.10.2023, 15.12.2023, 01.01.2024, 27.03.2024 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 the assessment of Board procedures and their effectiveness was carried out.

AUDITORS

Statutory Auditors

M/s JBS & Associates, Chartered Accountants (Firm Registration No. 007021S), was appointed as Statutory Auditors for a period of 5 Years.

Secretarial Auditors

CS K SREEKRISHNA KUMAR, Company secretary in practice (C.P.N: 3371, FCS: 5913) was appointed on 06th September 2024 as secretarial auditor for the financial year 2023-24

REPLY TO OBSERVATIONS / REMARKS MADE BY SECRETARIAL AUDITORS IN THEIR REPORT

Regarding non-appointment of Independent Directors, the directors state that steps will be taken to engage individuals with integrity, expertise and relevant experience to occupy the said position.

Regarding non-constitution of Audit Committee and Nomination Committee, the directors state that both committees will be formed as soon as independent directors are appointed.

The management will take necessary actions to rectify the points highlighted by Secretarial auditor

REPLY TO OBSERVATIONS / REMARKS MADE BY INTERNAL AUDITORS IN THEIR REPORT

The management will take necessary actions to rectify the points highlighted by the Internal Auditors in their report.

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

Disclosed in Form AOC-2 (Annexure I) forming part of this Report.

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.

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, 2024 and the date of the Directors' Report i.e. 06th September 2024

SECRETARIAL AUDIT

The report of the Secretarial Auditor for the FY- 2023-24 forms part of this report as annexure II.

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.

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 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 equipment; 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

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report.

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. It is 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

Sd/-

Date : 06-09-2024

Place: Thrissur

Komalathumveettil Abdul Hameed
(DIN : 02441736)
CHAIRMAN

ANNEXURE-1

Form No AOC-2

(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 - Nil
 - (i)
 - a) Name(s) of the related party and nature of relationship:
 - 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:
 - e) Date(s) of approval by the Company:
 - f) Amount paid as advances, if any:

For Winterfeel Hotels and Resorts Limited

Sd/-
 Komalathumveetil Abdul Hameed
 (DIN : 02441736)
 CHAIRMAN



**ADDENDUM TO THE REPORT OF THE BOARD OF DIRECTORS
ON THE MATTERS REPORTED IN SECRETARIAL AUDIT REPORT
AND FORM MGT 8 DATED 23.09.2024 FOR THE FINANCIAL YEAR ENDED 2024.**

The board of directors in their urgent meeting held on 24.09.2024 considered the qualifications marked in the Secretarial Audit Report and the form MGT 8 dated 23.09.2024 as part of the financial report of the company M/s.Winterfeel Hotels and Resorts Limited CIN U55209KL2017PLC049761 for the FY ended 31.03.2024.

MANAGEMENT PERCEPTION OF THE NOTES IN SECRETARIAL AUDIT REPORT

1. The company will take immediate action for appointment of independent directors. Further required steps shall be taken for the appointment of CEO.
2. The company will constitute Audit committee as per section 177 of the companies Act 2013 as far as possible.
3. The company will constitute Remuneration Committee as per section 178 of the companies Act 2013 as far as possible.
4. The process of updating the share transfer forms are in time based manner.
5. The issue of shares and transfer in physical form and issue of share certificates are as per the order of the Hon. High Court of Kerala vide WP(C) No.3018/2019(B) in favour of the reporting company.

The above qualifications are considered by the board and decided to take suitable action to rectify the irregularities at the earliest and to add this addendum to the director's report in the financial statement.

By order of the board
For Winterfeel Hotels and Resorts Limited

Name: KOMALATHUMVEETIL ABDUL HAMEED
Designation: CHAIRMAN CUM DIRECTOR
DIN No: 02441736
Place: Thrissur
Date: 24.09.2024



K.SREEKRISHNA KUMAR M.Com, MBA, M.Phil, LL.B, FCS
K.SREEKRISHNA KUMAR & Co.
PRACTISING COMPANY SECRETARIES
TC - 35/4165, "KRISHNASREE"
Behind Pandi Samootha Madom, Pazhayanaadakkavu, Thrissur -1

Ph : 2444555, 2430099
Mob : 9526444555, 9447024445
e-mail : sreekrishmakumarfcs@gmail.com
sreekumaracs@gmail.com

SECRETARIAL AUDIT REPORT

For The Financial Year Ended On 31st March, 2024

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

The Members

Winterfeel Hotels and Resorts Limited
CIN U55209KL2017PLC049761
3rd Floor, Door No: 26/386/22 District
Vyaparabhavan, Sahithya Academy Road,
Chambukavu, Thrissur
Kerala – 680020, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Winterfeel Hotels And Resorts Limited CIN U55209KL2017PLC049761** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance - mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Winterfeel Hotels and Resorts Limited CIN U55209KL2017PLC049761** for the Financial Year ended on 31st March 2024 according to the provision of



- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

(vi) OTHER APPLICABLE ACTS,

- (a) Factories Act, 1948
- (b) Payment of Wages Act, 1936, and rules made there under,
- (c) The Minimum Wages Act, 1948, and rules made there under,
- (d) Employees' State Insurance Act, 1948, and rules made there under,
- (e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under,
- (f) The Payment of Bonus Act, 1965, and rules made there under,
- (g) Payment of Gratuity Act, 1972, and rules made there under,
- (h) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
- (i) Food Safety and Standards Act, 2006, and rules made there under.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The company is unlisted public company. The Listing Agreements not applicable to this company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.



We further report that,

1. The Board of Directors of the Company is duly, except for the appointment of Independent Directors as per section 149 (4) of the companies Act 2013, constituted with proper balance of Executive Directors, Non-Executive Directors .The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Also not appointed CEO under section 203 of the Companies Act, 2013.
2. The company has not so far constituted
 - Audit Committee as per section 177 of the companies Act 2013
 - Remuneration Committee as per section 178 of the companies Act 2013
3. Share transfer Forms are being updated.
4. The company received Stay order on operation of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules 2018, vide WP(C) No.3018/2019(B) was passed by the Hon'ble High Court of Kerala in favour of the reporting company.

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

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

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

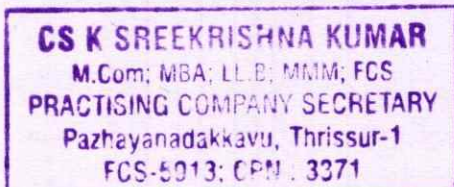
Place: Thrissur

Signature:




Date: 23/09/2024

Name of the Company Secretary: **CS KALLAT SREEKRISHNA KUMAR**



Company secretary in practice

C.P.N: 3371, FCS: 5913

UDIN: F005913F001279339

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.



K.SREEKRISHNA KUMAR M.Com, MBA, M.Phil, LL.B, FCS

K.SREEKRISHNA KUMAR & Co.

PRACTISING COMPANY SECRETARIES

TC - 35/4165, "KRISHNASREE"

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e-mail : sreekrishmakumarfcs@gmail.com

sreekumaracs@gmail.com

"ANNEXURE A"

To,

The Members,

Winterfeel Hotels and Resorts Limited

CIN U55209KL2017PLC049761

3rd Floor, Door No: 26/386/22 District

Vyaparabhavan, Sahithya Academy Road,

Chambukavu, Thrissur

Kerala- 680020, India

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

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



7. The company is an unlisted public company and taken ISIN but issuing the shares without the d mat account to the subscribers of shares.
8. The company issuing shares by filing PAS 3 without ISIN to its share holders.
9. The company issuing share certificate in physical form even though ISIN is taken by the company.
10. The company transferring shares from one member to other member in physical form, not using D Mat account of the transfer and transferee.

Place: Thrissur

Signature:




Date: 23/09/2024

Name of the Company Secretary: **CS KALLAT SREEKRISHNA KUMAR**

Company secretary in practice

C.P.N: 3371, FCS: 5913

UDIN: F005913F001279339



INDEPENDENT AUDITOR’S REPORT

**TO THE MEMBERS OF
WINTERFEEL HOTELS & RESORTS LIMITED**

I. Report on the Audit of the Financial Statements

1. Qualified Opinion

- A. We have audited the accompanying financial statements of **WINTERFEEL HOTELS AND RESORTS LIMITED, 3rd Floor, Door No: 26/386/22, District Vyaparabhavan, Sahithya Academy Road, Chambukavu, Thrissur Kerala - 680020** which comprise Balance Sheet as at 31st March 2024, the Statement of Profit and Loss account and the Cash Flow Statement for the year ended on that date, and a Summary of significant accounting policies and other explanatory information (herein after referred to as the “Financial Statements”).
- B. In our opinion and to the best of our information and according to the explanations given to us, except for the matters described in the Basis for Qualified Opinion section of our report, read with Notes and Significant Accounting Policies, (*Emphasis on Note No 19 regarding Intangible Assets, Note No 22 regarding Balance Confirmation, Note No 23 regarding Fixed Asset Register and Note No 24 regarding GST Input Tax Credit*) 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 Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended, (“AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its loss, and its cashflows for the year ended on that date.

2. Basis for Qualified Opinion

- a. *Independent confirmation of short term borrowings, trade Payables, trade receivables, advance to creditors and advance from debtors were not obtained.*
- b. *Based on our examination carried out in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 11(g) of companies (Audit and Auditors) rule, 2014 (Revised 2024 Edition) issued by the Institute of Chartered Accountants of India, the company has not used accounting software for maintaining its books of account, which has a feature of recording Audit Trail (edit log) facility and no Audit Trail enabled at the database level for accounting software Tally Prime 2.1 to log any direct data changes.*

We conducted our audit of the Financial Statements 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 Auditors of the Company in accordance with the code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have

obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

3. Key Audit Matters (KAM)

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. We have not come across any significant audit matters which require specific comments on KAM. Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

4. Other Information – Board of Directors’ Report

- A. The Company’s Board of Directors is responsible for the preparation and presentation of its report (herein after called as “Board Report”) which comprises various information required under section 134(3) of the Companies Act 2013 but does not include the financial statements and our auditor’s report thereon.

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

- B. In connection with our audit of the financial statements, our responsibility is to read the Board Report and in doing so, consider whether the Board Report is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Based on the work we have performed; we state that we have nothing to report in this regard.

5. Management’s Responsibility for the Financial Statements

- A. The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) 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 AS specified under Section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting 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.
- B. In preparing the Financial Statements, management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern

and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

- C. The Board of Directors are responsible for overseeing the Company's financial reporting process.

6. Auditor's Responsibilities for the Audit of the Financial Statements

- A. 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 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.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- i) 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.
 - ii) 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.
 - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - iv) 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 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 going concern.

- v) 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.
- C. Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.
- D. 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.
- E. 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.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

II. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Companies Act, 2013, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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.
3. As required by Section 143(3) of the Act, based on our audit 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 and proper returns adequate for the purposes of our audit have been received.

- c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 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, as amended, 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.

4. The Company has not complied with certain provisions of Companies Act 2013 and Rules made there under as stated in Note No 27 and 28.

**FOR, JBS AND ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 007021S**

**R. BALAKRISHNAN
MANAGING PARTNER
MEMBERSHIP NO: 203168**

UDIN: 24203168BKATKT9302

PLACE: VALANCHERY

DATE: 06-09-2024

Winterfeel Hotels & Resorts Limited
“ANNEXURE – A” TO THE INDEPENDENT AUDITOR’S 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 Auditor’s Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirements’ of our report of even date to the financial statements of WINTERFEEL HOTELS AND RESORTS LIMITED, for the year ended on March 31,2024:

- 1) i) a) *The company is not maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.*
 - b) *The company is not maintaining proper records showing full particulars of Intangible Assets.*
- ii) *The Property, Plant and Equipment have not been physically verified by the management at reasonable intervals.*
- iii) The title deeds of immovable properties shown in the Financial Statements are held in the name of the company.
- iv) *The company has not revalued its Property, Plant & Equipment or Intangible assets or both during the year.*
- v) No proceedings have been initiated against the company for holding benami property under The Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- 2) i) The Company has no inventory, hence clause 3 (2) of the order is not applicable to the company.
- ii) The Company has not been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3 (2) (ii) of the Order is not applicable.
- 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 Companies Act, 2013. Accordingly, the provisions of clause 3 (3) (a) to (f) of the Order are not applicable and hence not commented upon.
- 4) The company has not given any loans or guarantees/made any investments within the meaning of sections 185 & 186 of The Companies Act, 2013
- 5) The company has not accepted any deposits from the public in terms of section 73 to 76 or any other relevant provisions of the Companies Act, 2013. Therefore, the reporting of clause 3 (5) of the order is not applicable to the Company.
- 6) The Central Government has not prescribed the maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (6) of the order is not applicable to the company.

- 7) (i) According to the information and explanation given to us and on the basis of our examination of the books of accounts, and records, the company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Duty of Customs, Duty of Excise, Goods and Service Tax, Cess and any other statutory dues to the appropriate authorities.
- (ii) According to the information and explanation given to us and the records of the Company examined by us, as at March 31, 2024, there are no statutory dues of income tax or duty of customs or duty of excise or goods and service tax outstanding on account of any dispute.
- 8) Based on the audit procedure performed and the information and explanation given by the management, there are no such unrecorded transactions in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessment under Income tax Act, 1961.
- 9) (i) In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to any financial institution or banks or debenture holders.
- ii) The company has not been declared as a willful defaulter by any bank or financial institution or other lender.
- iii) The term loan has been utilized for the purpose for which that was obtained.
- iv) There are no funds raised on short term basis, hence reporting under clause (9) (iv) of the order is not applicable to the Company.
- v) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- vi) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- 10) i) 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. Accordingly, the provisions of Clause 3 (10) (i) of the Order are not applicable to the company and hence not commented upon.
- ii) The company has made preferential allotment of shares during the year and the requirements of section 42 and 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised. ***The company has not complied with the provisions of Section 42(6) of the Companies Act, 2013 regarding the share application money pending allotment as on 31st March 2024.***
- 11) (i) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (ii) No report under sub-Section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
- iii) As informed, the Company has not received any whistle-blower complaints during the year and up to the date of this report.

12) In our opinion, the company is not a Nidhi Company. Therefore, the provisions of Clause 3 (12) of the Order are not applicable to the Company.

13) In our opinion, the transactions with the related parties are in compliance with section 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards. ***The Company has not constituted an Audit Committee in compliance with Section 177 of the Companies Act 2013 read with Rule (6) & (7) of the Companies (Meeting of Board and its Powers) Rules 2014.***

14) (a) ***The Company has an Internal Audit System commensurate with the size and nature of its business.***

(b) ***The report of Internal Auditors for the period under audit were considered while conducting the audit.***

15) The company has not been entered into any non-cash transactions with directors or persons connected with directors, during the year.

16) (i) The Company is not required to be Registered under Section 45IA of the Reserve bank of India Act 1934, (2 of 1934).

(ii) The Company has not conducted any non- banking financial or housing finance activities.

(iii) In our opinion, there is no core investment company within the Group (as defined under the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3 (xvi) (c) & (d) of the Order is not applicable.

17) ***Based upon the audit procedures performed and the information and explanations given by the management, the Company has incurred cash losses of Rs. 1,02,51,816.30 in the financial year and Rs. 1,70,44,213.26 in the immediately preceding financial year.***

18) There has not been any resignation of the Statutory Auditors during the year.

19) In our opinion, on the basis of financial ratios, ageing, and expected dates of realization of assets and payment of financial liabilities, other information accompanying financial statements, there is no material uncertainty exist as on the date of audit report that the company is capable of meeting its liabilities existing at the date of balance sheet as and when they fallen due within a period of one year from the balance sheet date.

20) The provision of Section 135 of the Companies Act 2013 is not applicable to the Company, accordingly reporting under clause 3 (20) (a) and (b) is not applicable.

21) As the Company is a Standalone Company, this clause is not applicable.

FOR, JBS AND ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 007021S

PLACE: VALANCHERY
DATE: 06-09-2024

R. BALAKRISHNAN
MANAGING PARTNER
MEMBERSHIP NO: 203168

UDIN: 24203168BKATKT9302

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

Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **Winterfeel Hotels & Resorts Limited** for the year ended on March 31, 2024:

We have audited the internal financial controls over financial reporting of **Winterfeel Hotels & Resorts Limited** (the “Company”) as of March 31, 2024 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 Board of Directors of the Company 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 (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company 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”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, 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.

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, *there is a requirement for further improvement for an adequate internal financial controls system over financial reporting as at March 31, 2024*, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

PLACE: VALANCHERY

DATE: 06-09-2024

FOR, JBS AND ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 007021S

R. BALAKRISHNAN
MANAGING PARTNER
MEMBERSHIP NO: 203168

UDIN: 24203168BKATKT9302

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 2024
(RUPEES IN THOUSANDS)

Particulars	Note No	As at 31st March 2024 (Amount in ₹)	As at 31st March 2023 (Amount in ₹)
<u>I EQUITY AND LIABILITIES</u>			
<u>(1) Shareholders' Funds</u>			
a) Share Capital	2	734,152.10	526,933.50
b) Reserves and Surplus	3	(151,839.38)	(125,335.36)
c) Money Received Against Share Warrant		-	-
<u>(2) Share Application Money Pending Allotment</u>		65,847.90	81,500.00
<u>(3) Non-Current Liabilities</u>			
a) Long - Term Borrowings		-	-
b) Deferred Tax Liabilities (Net)	4	3,173.07	2,062.08
c) Other Long - Term Liabilites		-	-
d) Long Term Provisions		-	-
<u>(4) Current Liabilities</u>			
a) Short - Term Borrowings	5	430.00	17,089.27
b) Trade Payables	6	859.91	4,461.52
c) Other Current Liabilities	7	98.21	114.14
d) Short - Term Provisions	8	4,745.24	1,818.73
TOTAL		657,467.05	508,643.87
<u>II ASSETS</u>			
<u>(1) Non-Current Assets</u>			
<u>(a) Property, Plant and Equipment and Intangible Assets</u>			
i) Tangible asset	9	280,579.02	212,958.71
ii) Intangible Assets	9	123,852.57	137,613.97
iii) Capital Work-in-Progress	10	220,700.02	122,918.72
iv) Intangible Assets Under Development			
(b) Non-Current Investments		-	-
(c) Deffered Tax Assets (Net)		-	-
(d) Long Term Loans and Advances		-	-
(e) Other Non - Current Assets			
<u>(2) Current Assets</u>			
a) Current Investments		-	-
b) Inventories		-	-
c) Trade Receivables	11	83.86	3.40
d) Cash and Cash Equivalents	12	5,014.96	6,082.80
e) Short - Term Loans and Advances	13	27,236.62	29,066.28
f) Other Current Assets		-	-
TOTAL		657,467.05	508,643.87

As per our report of even date
For J B S & ASSOCIATES
Chartered Accountants,FRN 007021S

FOR WINTERFEEL HOTELS AND RESORTS LTD

sd/-
R. BALAKRISHNAN
Partner
M No.203168

sd/-
Chair Man
Abdul Hameed KV
DIN : 02441736

sd/-
C F O
V T George
DIN : 00813811

sd/-
Managing Director
Radhakrishnan Vinodkumar
DIN: 07847571

sd/-
Company Secretary
Vidhya Remesh
ACS 62277

Thrissur
6th September 2024

Unique Document Identification Number (UDIN)
for this document is 24203168BKATKT9302

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

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2024
(RUPEES IN THOUSANDS)

	Note	As at 31st March 2024 (Amount in ₹)	As at 31st March 2023 (Amount in ₹)
<u>I INCOME:</u>			
a) Revenue from operation	14	5,878.14	7,869.73
b) Other Income	15	86.66	51.74
Total Income (a+b)		5,964.79	7,921.48
<u>II EXPENSES:</u>			
a) Employee benefits expenses	16	4,964.07	6,593.80
b) Depreciation and amortization expenses	9	15,141.21	16,381.43
c) Other expenses	17	11,252.54	18,371.89
Total Expenses (a to d)		31,357.82	41,347.12
Profit Before Exceptional and Extraordinary Items and Taxes		(25,393.03)	(33,425.65)
Exceptional Items		-	-
Profit Before extraordinary items and tax		(25,393.03)	(33,425.65)
Extraordinary Items		-	-
Profit before tax		(25,393.03)	(33,425.65)
Tax Expenses			
(1) Current tax		-	-
(2) Deferred tax		(1,111.00)	(797.21)
Profit (Loss) for the period from continuing operation		(26,504.02)	(34,222.86)
Profit/(loss)from discontinuing operation		-	-
Tax expenses of discontinuing operation		-	-
Profit/(loss) from discontinuing operation (after tax)		-	-
Profit (Loss) for the period		(26,504.02)	(34,222.86)
Earnings per equity share			
(1) Basic		(0.00)	(0.00)
(2) Diluted		-	-
Balance Carried Forward to Notes to Accounts		(26,504.02)	(34,222.86)

As per our report of even date
For J B S & ASSOCIATES
Chartered Accountants,FRN 007021S

FOR WINTERFEEL HOTELS AND RESORTS LTD

sd/-
R. BALAKRISHNAN
Partner
M No.203168

sd/-
Chair Man
Abdul Hameed KV
DIN : 02441736

sd/-
C F O
V T George
DIN : 00813811

sd/-
Managing Director
Radhakrishnan Vinodkumar
DIN: 07847571

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

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2023
(RUPEES IN THOUSANDS)

Particulars	As at 31st March 2024		As at 31st March 2023	
	(Amount in `)	(Amount in `)	(Amount in `)	(Amount in `)
Cash Flow from Operating Activities				
Net Profit	(26,504.02)		(34,222.86)	
Adjustment for: Depreciation	15,141.21		16,381.43	
Interest Income				
Deffered Tax	1,111.00		797.21	
Operating Profit before Working Capital changes	(10,251.82)		(17,044.21)	
Working Capital Changes :				
	-		-	
(Increase)/Decrease in Short term loans and advances	1,829.66		(14,808.18)	
(Increase)/Decrease in trade receivable	(80.46)		(3.40)	
Increase/(Decrease) in Short term borrowings	(16,659.27)		16,659.27	
Increase/(Decrease) in Short term provisions	2,926.52		1,135.80	
Increase/(Decrease) in Trade Payables	(3,601.61)		2,136.63	
Increase/(Decrease) in Other Current Liabilities	(15.93)		14.14	
Cash Generated from Operation	(25,852.91)		(11,909.96)	
Income Tax Paid				
Net Cash from Operating Activities (A)		(25,852.91)		(11,909.96)
Cash Flow from Investing Activities				
Purchase of Fixed assets	(69,000.13)		(13,403.23)	
Addition in Capital Work in progress	(97,781.30)		(28,101.97)	
Net Cash from Investing Activities (B)		(166,781.43)		(41,505.21)
Cash Flow from Financing Activities				
Proceeds by issue of share	207,218.60		62.50	
Share Application Money Pending Allotment	(15,652.10)		58,970.00	
Net Cash from Financing Activities (C)		191,566.50		59,032.50
Net Increase in Cash and Cash Equivalents		(1,067.84)		5,617.33
Cash and Cash Equivalents at the beginning of the Period		6,082.80		465.47
Cash and Cash Equivalents at the end of the Period		5,014.96		6,082.80

As per Our Report of Even Date
For J B S & ASSOCIATES
Chartered Accountants,FRN 007021S

FOR WINTERFEEL HOTELS AND RESORTS LTD

sd/-
R. BALAKRISHNAN
Partner
M No.203168

sd/-Chair ManC F Osd/-
Abdul Hameed KVV T GeorgeRadhakrishnan Vinodkumar
DIN : 02441736DIN : 00813811DIN: 07847571

sd/-
Company Secretary
Vidhya Remesh
ACS 62277

Thrissur
6th September 2024

Unique Document Identification Number (UDIN)
for this document is 24203168BKATKT9302

WINTERFEEL HOTELS AND RESORTS LTD

NOTES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH 2024
(RUPEES IN THOUSANDS)

Note. 2 : Share Capital

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number	₹	Number	₹
Authorised Capital Equity shares of Rs.10/- each	100,000,000	1,000,000.00	55,000,000	550,000.00
Issued Subscribed and Paid up Capital Equity shares of Rs.10/- each fully paid up	73,415,210	734,152.10	52,693,350	526,933.50
Total	73,415,210	734,152.10	52,693,350	526,933.50

Reconciliation of Share Capital

a) Equity Shares

Particulars	As at 31st March 2024		As at 31st March 2023	
	Number	₹	Number	₹
Balance at the beginning of the year	52,693,350	526,933.50	52,687,100	526,871.00
Add : Issued during the year	20,721,860	207,218.60	6,250.00	62.50
Balance at the end of the year	73,415,210	734,152.10	52,693,350	526,933.50

(b) Terms/Rights, Preference and Restrictions attached to Equity Shares

- i) The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.
- ii) In the case of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential claims as provided in the Companies Act, 2013. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c). Aggregate number of bonus shares issued, and shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

Particulars	As at 31.03.2024		As at 31.03.2023	
	Number	(Rs.)	Number	(Rs.)
Number of Bonus Shares Issued	Nil	-	Nil	-
	-	-	-	-

(d) Details of Shareholders holding more than 5% of the Share Issued

Name of the Shareholder	As at 31.03.2024		As at 31.03.2023	
	Number	Share %	Number	Share %
Vyapara vyavasai Benevolent society	51,738,558.20	70.47	32,439,530.20	61.56
Total	51,738,558.20	70.47	32,439,530.20	61.56

WINTERFEEL HOTELS AND RESORTS LTD

NOTES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH 2024
(RUPEES IN THOUSANDS)

(e) The company has no security convertible into Equity/Preference Shares as on date

(f) There are no Calls unpaid from Directors and officers as on date

(g) There are no Forfeited shares as on date.

Promoter shareholding

Shares held by promoters at the end of the year				
S. No	Promoter Name	No. of Shares	%of total shares	% of Change during the year 2023-24
1	Vyapara vyavasai Benevolent society	51,738,558.20	70.47	8.91
Total		51,738,558	70.47	8.91

Note. 3 : Reserves & Surplus

Particulars	As at 31st March 2024	As at 31st March 2023
Opening balance	(125,335.36)	(91,112.50)
(+) Net Profit/(Net Loss) For the current year	(26,504.02)	(34,222.86)
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
(-) Prior Period Items	-	-
Closing Balance	(151,839.38)	(125,335.36)
Total	(151,839.38)	(125,335.36)

Note 4: Deferred tax Liability - AS PER AS - 22

Particulars	As at 31st March 2024	As at 31st March 2023
	Amount in ₹	Amount in ₹
Deferred tax (liability) / asset at the beginning of the year	2,062.08	1,264.87
Tax effect of items constituting deferred tax liability		
Tax effect of items constituting deferred tax assets		
On difference between book balance and tax balance of fixed assets	1,111.00	797.21
Net deferred tax (liability) / asset	3,173.07	2,062.08

5. Short Term Borrowings

Particulars	As at 31st March 2024	As at 31st March 2023
(a) Loans repayable on demand		
From banks		
Secured	-	16,659.27
Unsecured		
(b) Loans and advances from related parties		
Secured		
Unsecured	430.00	430.00
Total	430.00	17,089.27

Note 6: Trade payables

Particulars	Outstanding for the following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)MSME					
(ii)Others	47.86	718.03	94.02		859.91
(iii)Disputed dues -MSME					
(iv)Disputed dues others					

Note 7: Other current liabilities

Particulars	As at 31st March 2024	As at 31st March 2023
(a) Current maturities of finance lease obligations	-	-
(b) Interest accrued but not due on borrowings	-	-
(c) Interest accrued and due on borrowings	-	-
(d) Income received in advance	-	-
(e) Unpaid dividends	-	-
(f) Unpaid matured deposits and interest accrued thereon	-	-
(g) Unpaid matured debentures and interest accrued thereon	-	-
(h) Others :		
Share Transfer Proceeds Payable	-	100.00
Advance from Debtors	98.21	14.14
TOTAL	98.21	114.14

NOTES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH 2024
(RUPEES IN THOUSANDS)

Note 8: Short term provisions

Particulars	As at 31st March 2024	As at 31st March 2023
(a) Provision for employee benefit		
(b) Others :		
Retention Money	3,976.77	1,240.37
Building Maintenance Charge Payable	2.00	0.83
Audit Fee Payable	-	118.00
Rent Payable	103.00	12.50
Salary payable	167.30	328.30
TDS Payable	455.99	110.97
GST Payable	40.18	7.76
TOTAL	4,745.24	1,818.73

Note 9: Property, Plant and Equipments and Intangible Assets

TANGIBLE ASSETS

Nomenclature	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As at 3/31/2023	Additions during the year	Disposals during the year	As at 3/31/2024	Upto 3/31/2023	For the Year	Upto 3/31/2024	As at 3/31/2024	As at 3/31/2023
Land as per Note 9 (1)	185,699.47	63,821.00	-	249,520.47	-	-	-	249,520.47	185,699.47
Building	19,274.60	1,027.40	-	20,302.00	2,160.24	566.82	2,727.06	17,574.94	17,114.36
Plant & Machinery	2,452.70	25.28	-	2,477.97	137.21	146.63	283.83	2,194.14	2,315.49
Furniture & Fixtures	1,229.37	62.97	-	1,292.34	98.33	127.94	226.27	1,066.07	1,131.04
Vehicle	529.95	3,968.80	-	4,498.75	43.51	79.38	122.89	4,375.86	486.44
Electrical Equipments	2,086.22	91.11	-	2,177.33	261.84	179.67	441.51	1,735.81	1,824.38
Computer & Accessories	682.58	2.45	-	685.02	222.59	146.09	368.69	316.33	459.98
Ships	4,000.00	-	-	4,000.00	72.44	133.14	205.59	3,794.41	3,927.56
Office Equipment	-	1.13	-	1.13	-	0.14	0.14	0.99	-
Total	215,954.88	69,000.13	-	284,955.00	2,996.17	1,379.82	4,375.98	280,579.02	212,958.71

INTANGIBLE ASSETS

Nomenclature	GROSS BLOCK				AMORTISATION			NET BLOCK	
	As at 3/31/2023	Additions during the year	Disposals during the year	As at 3/31/2024	Upto 3/31/2023	For the Year	Upto 3/31/2024	As at 3/31/2024	As at 3/31/2023
Promotional Efforts.	217,713.50	-	-	217,713.50	80,239.70	13,747.38	93,987.08	123,726.42	137,473.80
Trademark	75.00	-	-	75.00	31.83	4.32	36.15	38.85	43.17
Website	116.00	-	-	116.00	19.01	9.70	28.70	87.30	96.99
Total	217,904.50	-	-	217,904.50	80,290.53	13,761.40	94,051.93	123,852.57	137,613.97

Sl.No	Village/Place	Survey No	Area	Date of Acquisition	Cost of Acquisition (in Rs.)
1	Vythiri, Wayanad	25/336/8	18 cent (0.0728 hectare)	4/9/2018	660.07
2	Vythiri, Wayanad	25/336/10	18 cent (0.0728 hectare)	10/20/2017	550.06
3	Vythiri, Wayanad	25/336/11	18 cent (0.0728 hectare)	11/29/2017	550.06
4	Vythiri, Wayanad	25/336/14	30 cent(0.1214 hectare)	7/23/2018	917.53
5	Vythiri, Wayanad	25/336/4	18 cent (0.0728 hectare)	4/3/2018	440.06
6	Vythiri, Wayanad	25/336/4(2)	18 cent (0.0728 hectare)	4/24/2018	82.56
7	Vythiri, Wayanad	25/336/9	18 cent (0.0728 hectare)	11/7/2017	550.06
8	Vythiri, Wayanad	25/336/7	18 cent (0.0728 hectare)	4/24/2018	550.06
9	Vythiri, Wayanad	25/336/6	18 cent (0.0728 hectare)	12/28/2017	550.06
10	Vythiri, Wayanad	25/336/5	18 cent (0.0728 hectare)	10/20/2017	550.06
11	Vythiri, Wayanad	25/336/13	18 cent (0.0728 hectare)	10/25/2017	550.06
12	Vythiri, Wayanad	25/336/12	18 cent (0.0728 hectare)	10/20/2017	550.06
13	Vythiri, Wayanad	3/339	477 cent(1.9286 hectare)	1/4/2019	7,934.00
14	Vizhinjam, Kovalam	14/21/1-3	35 cent(13.97 ares)	11/26/2019	26,220.59
15	Vizhinjam, Kovalam	14/21/1-3-2	28 cent(11.34 ares)	11/26/2019	19,068.59
16	Killannoor, Thrissur	1/59/5	16.56 ares	1/12/2018	28,609.10
		1/59/5	4.63 ares		
		1/60/2	153.93 ares		
17	Killannoor, Thrissur	1/60/6	24.48 ares (60 cent)	1/12/2018	4,147.00
18	Killannoor, Thrissur	965/5	2.43 ares (6 cent)	12/21/2017	1,350.00
19	Killannoor, Thrissur	1/70/1	40.47 ares	1/12/2018	6,273.15
20	Killannoor, Thrissur	1/39/2	34.4 ares	1/12/2018	5,390.00
21	Killannoor, Thrissur	1/59-5-17	6.07 ares (15 cent)	1/25/2024	1,660.90
22	Killannoor, Thrissur	1/70-1-1	5.06 ares	1/22/2024	558.00
23	Iringapram, Guruvayoor	167/3	2.02 ares (5 cent)	8/24/2017	4,620.00
24	Iringapram, Guruvayoor	167/3/1	2.613 ares	10/23/2017	12,100.00
		167/3/2	2.56 ares		
25	Aryad South, Alappuzha	31/1	51.13 ares	7/6/2023	61,602.10
		31/9/2	0.55 ares		
26	Vilpatty, Kodaikkanal	1134/2	20.18 cent	12/13/2017	2,360.00
27	Vilpatty, Kodaikkanal	1134/1	22 cent	12/13/2017	2,515.00
28	Vilpatty, Kodaikkanal	1134/1	21.5 cent	12/13/2017	2,360.00
29	Vilpatty, Kodaikkanal	1134/1	11.5 cent	12/13/2017	2,360.00
30	Vilpatty, Kodaikkanal	1134/1	23.5 cent	12/13/2017	2,515.20
31	Vilpatty, Kodaikkanal	1133	1.05 acre	9/11/2017	13,291.43
32	Udhagamandalam, Ootty	J/10/35/1	20 cent	10/4/2017	3,483.05
33	Udhagamandalam, Ootty	J/10/35/1	20 cent	10/4/2017	2,994.19
34	Udhagamandalam, Ootty	J/10/35/1	20 cent	10/4/2017	2,994.19
35	Udhagamandalam, Ootty	J/10/35/1	18 cent	10/4/2017	2,743.07
36	Udhagamandalam, Ootty	J/10/35/1	18 cent	10/4/2017	2,743.07
37	Kunjithanny, Munnar	470/3	348 cent	8/17/2017	14,657.15
38	Kunjithanny, Munnar	19/1/9	16.19 ares (40 cent)	8/17/2017	8,470.00
		7/3			
					249,520.47

WINTERFEEL HOTELS AND RESORTS LTD

NOTES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH 2024
(RUPEES IN THOUSANDS)

Note 10: Capital Work-in Progress

Particulars	As at 31st March 2024	As at 31st March 2023
Building WIP	220,700.02	122,918.72
TOTAL	220,700.02	122,918.72

Note 11:Trade receivables

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	83.86					83.86
(ii) Undisputed Trade Receivables – considered doubtful						
(iii) Disputed Trade Receivables - considered good						
(iv) Disputed Trade Receivables - considered doubtful						

Note 12: Cash and cash equivalents

Particulars	As at 31st March 2024	As at 31st March 2023
(a) Balance with banks :		
Federal bank A/C No: 10140200018101	266.97	1,042.25
Catholic Syrian Bank	3,421.26	4,360.28
(b) Cash in hand	1,326.74	680.27
(c) Others		-
TOTAL	5,014.96	6,082.80

Note 13: Short term loans and advances

Particulars	As at 31st March 2024	As at 31st March 2023
(a)Loans and advances to related parties		
(b) Others :		
KSEB Security Deposit	68.67	-
Rent Deposit - Munnar Resort	2,299.00	2,499.00
Rent Deposit - Alappuzha Resort	3,000.00	3,000.00
Rent Deposit - Thrissur Office Room	75.00	75.00
Advance to Electrical contractor	200.00	200.00
Advance for car Purchase	-	50.00
Advance for Alappuzha Land	-	15,000.00
Architecture fee Advance - Munnar Aanachal	-	300.00
Architecture fee Advance	150.00	150.00
Architecture fee Advance - Kovalam Ocean	407.10	407.10
Advance for Boat Repairs	625.00	-
Kovalam Plan Advance	37.50	37.50
Salary Advance	53.00	1.00
Advance to Suresh	-	1.00
Advance to Hari	-	50.00
Advance for Software Purchase	-	40.00
Room Rent advance for labours	14.00	-
Staff Room Advance	35.00	20.00
Mobilisation Advance	18,438.64	3,435.46
Mobilisation Advance - Piling Work	-	266.07
TCS Receivable	30.78	76.52
TDS Receivable	24.92	5.93
Advance to Sundry Creditors	107.47	1,321.74
GST Recievable	1,670.54	2,129.95
TOTAL	27,236.62	29,066.28

WINTERFEEL HOTELS AND RESORTS LTD

NOTES FORMING PART OF PROFIT AND LOSS ACCOUNT
(RUPEES IN THOUSANDS)

	Notes	As at 31st March 2024 (Amount in ₹)	As at 31st March 2023 (Amount in ₹)
<u>Revenue from operation</u>	14		
Restaurant Sales		418.45	875.56
Room Rent		3,388.96	5,123.07
Camp Fire		20.65	19.37
Ayurveda spa		13.98	-
Banquet rent		65.63	-
Room Service charge		-	0.80
Room Heater Rent		37.25	-
House Boat Rent		1,930.22	1,823.48
Other Income		3.00	27.45
TOTAL		5,878.14	7,869.73
<u>Other Income</u>	15		
Discount Received		-	1.66
Other Income		0.14	50.08
Interest Received		86.52	-
TOTAL		86.66	51.74
<u>Employee Benefit Expenses</u>	16		
Salaries and wages		4,964.07	6,593.80
TOTAL		4,964.07	6,593.80

NOTES FORMING PART OF PROFIT AND LOSS ACCOUNT
(RUPEES IN THOUSANDS)

	Notes	As at 31st March 2024 (Amount in ₹)	As at 31st March 2023 (Amount in ₹)
Other Expenses	17		
Advertisement		66.19	2,303.23
Attire Expenses		6.90	-
Audit fee		-	50.00
Ayurvedic spa expenses		7.66	
Bad Debts		-	5.00
Bathroom materials		14.07	
Bike Insurance			1.31
Boarding & Lodging Expenses			8.67
Boat Parking Rent		50.00	52.60
Building Maintenance Expenses		11.50	10.01
Building Rent		217.50	150.00
Building Tax			187.02
Chemical Expense		39.87	66.23
Cleaning Expense		11.18	69.11
Commercial License Expense		330.13	157.00
Commission Paid		4.38	71.59
Diesel Expenses		361.26	297.89
Digital Signature Charge		9.00	-
Discount Allowed		-	3.05
Documentation Charge		1,014.50	709.55
Donation		36.50	26.00
Electrical Equipments		6.28	10.01
Electricity Charges		792.60	638.21
Electricity Re-connection Charge		-	70.33
Festival Allowances		52.55	51.00
Fine and Penalty		-	300.00
Food and Accomodation		-	42.96
Food & safety license fee		2.39	-
Fuel Charges		264.02	323.47
Furnishing Expense		2.10	315.17
Gardening expense		26.57	
Gas Expense		127.28	307.38
Gas Line Work			13.90
Gas Purchase			-
Groceries		685.21	1,490.65
Gst Filing Fee		39.00	2.00
Gst Late Fee Paid		-	1.55
Hardware Equipments		8.53	1.49
Inauguration Expense		-	32.37
Installation Charges		-	0.80
Insurance		96.30	-
Interest and Bank Charges		3.02	171.50
Interest On Term Loan		200.82	1,201.21
Internal Audit Fee		150.00	150.00
Internet and Recharge Expense		78.05	167.84
Labour Charges		86.53	119.52
Land Tax		-	-
Land Valuation Fee		-	26.25
Laundry Charges		134.30	241.85
Legal Charges		1.00	26.60
LEI Renewal Charge		-	4.35
Loading & Unloading		3.11	30.00
Locker Rent		-	15.00
Machinery Rent		3.27	26.83
Meat Expense		265.57	453.65
Medical Expenses		-	0.98
Meeting expenses		45.00	27.35
Miscellaneous Expense		45.83	63.52
Municipal Tax		-	12.50
Newspapers and Journals		6.80	7.49
NSDL Charges		79.00	67.00
Office Expense		0.58	47.38
Painting materials		6.81	-
Parking Fee		6.00	24.00
Postage & Courier		5.96	4.77
Printing & Stationery		86.49	316.90
Professional Fee for Scrutinizers		70.00	35.00
Professional Fee for Secretarial Audit		60.00	60.00
Property Tax		73.44	2.57
Repair & Maintenance			
Pool Maintenance		-	830.57
Generator		21.94	25.00
Air Conditioner		7.14	-
Building and Structure		138.19	10.72
Others		166.43	569.01
Refreshment Expense		151.53	315.71
Resort Rent		910.00	1,925.00
Room Rent		87.50	-
ROC Expenses		3,673.10	99.10
Safety and Security Equipments		-	15.46
Sanitary Items		23.74	4.40
Staff Room Rent		-	30.00
Stitching Charges		-	1.25
Survey Charges		24.70	-
TDS Filing fee		11.00	3.45
Telephone Charge		11.36	4.32
Tools and Equipments		2.54	-
Therapist service charges		8.45	-
Transportation Charges		7.05	37.41
Travelling Expenses		20.99	3,293.41
Truss Work Materials		10.48	-
Uniform Expenses		-	13.92
Utensils		-	7.38
Valuation Fee		80.00	-
Waste Collection and Dismantling Expense		26.25	15.95
Water Expenses		168.40	73.30
Website renewal charges		-	4.70
Wood Expense		6.70	8.24
Yearly maintenance charge		-	10.00
TOTAL		11,252.54	18,371.89

WINTERFEEL HOTELS AND RESORTS LTD

Schedules

1) Ratio Disclosure

PARTICULARS	Computation	Ratio
(a) Current Ratio,	3,23,35,441.36/61,33,364.39	5.27
(b) Debt-Equity Ratio,	4,30,000/58,23,12,715.20	0.00
(c) Debt Service Coverage Ratio,	Nil	Nil
(d) Return on Equity Ratio,	(2,65,04,024.7)/58,23,12,715.2	(0.05)
(e) Inventory turnover ratio,	Nil	Nil
(f) Trade Receivables turnover ratio,	Nil	Nil
(g) Trade payables turnover ratio,	Nil	Nil
(h) Net capital turnover ratio,	58,78,136.95/58,23,12,715.2	0.01
(i) Net profit ratio,	(2,65,04,024.70)/58,78,136.95	(4.51)
(j) Return on Capital employed,	(2,53,93,029.46)/65,13,33,686.03	(0.04)
(k) Return on Assets.	(2,65,04,024.70)/24,67,68,865.67	(0.11)

WINTERFEEL HOTELS & RESORTS LIMITED**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 the 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 notified under section 133 of the Companies Act, 2013 ('the Act'), read together with paragraph 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 the financial statements are in consistent with those of previous year.

II. Use of Estimates

The presentation of financial statements in conformity with Indian GAAP requires the estimates and assumptions to be made that affect the reported amount of asset and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialized.

III. Revenue Recognition

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

IV. Tangible Assets

Tangible assets are stated at historical cost less accumulated depreciation and impairment losses are recognised wherever necessary. Additional cost relating to the acquisition and installation of fixed assets are capitalised. Depreciation on tangible assets is provided on Written Down Value method, based on the useful lives prescribed in schedule II of the companies Act 2013. No depreciation shall be charged during the year where the asset is not Put to use.

V. Intangible Assets

Intangible Assets are recorded at the cost of acquisition of such assets and are carried at cost less accumulated amortisation and impairment, if any.

VI. Impairments 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 exceed its recoverable value. Based on such assessment, impairment loss if any is recognised in the statement of profit and loss of the period in which the assets are identified as impaired. The impairment loss

recognised in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

VII. Inventories

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

VIII. Employee benefits

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

IX. Income Tax

Income tax is accounted in accordance with Accounting Standards on accounting for taxes on income (AS-22), which includes current taxes and deferred taxes. Deferred tax assets/ liabilities representing time difference 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.

X. 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 cashflow will not be required to settle the obligation. Contingent assets are neither recognised nor disclosed in the accounts.

XI. Borrowing Costs

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

XII. Earnings per Share

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

Note:18: Related Party Disclosure under AS 16

a. KEY Management Personnel (K M P):

Name	Designation
VAZHAPPILLY THOMAS GEORGE	Whole time Director/CFO
PAYATTILLAMPARAMB PAVITHRAN	Director
KOMALATHUM VEETIL ABDUL HAMEED	Chairman Cum Director
KANNOLY KARUNAKARAN BHAGYANATHAN	Director
MANJALI JOSE SEBASTIAN	Director
POOTHETTY GOPALAN RANJIMON	Additional Director
THALAKKOTTUR JOHN LUKOSE	Director
NARAYANAN	Director
MOOTHEDAN ERANI JOY	Director
KOLPARAMBIL ISMAIL NAJAH	Additional Director
KANNANKERAN SETHUMADHAVAN	Director
JOSHY THERATTIL MATHEW	Director
RAVUNNY RAGHAVAN ATTASSERY	Director
NEDUMPARAMBIL RADHAKRISHNAN VINODKUMAR	Managing Director
BIJU GEORGE	Director
VIDHYA REMESH	Company Secretary

b. Enterprises In which K M P are interested except Vidhya Remesh (Company Secretary):

VYAPARI VYAVASAI BENEVOLENT SOCIETY

c. Related Party Transactions:

i) Loan from Directors and former Directors (Previous Year figures in Italics):

Name	Loan taken during the year 2023-24	Loan taken during the year 2022-23	Loan repaid during the year 2023-24	Loan repaid during the year 2022-23	Closing balance 31-03-24	Closing balance 31-03-23
KOMALATHUM VEETIL ABDUL HAMEED	0	0	0	0	35,000	35,000
SREEDHARA MALLAYA AJITHKUMAR	0	0	0	0	27,000	27,000
KANNOLY KARUNAKARAN BHAGYANATHAN	0	0	0	0	27,000	27,000
KOOLIYATTAYIL FAKARUL HASSAN	0	0	0	0	27,000	27,000
KUTTICHAKKU JOSE GEORGE	0	0	0	0	30,000	30,000
GEORGE JACOB MANNUMMEL	0	0	0	0	27,000	27,000
MOOTHEDAN ERANI JOY	0	0	0	0	27,000	27,000
THALAKKOTTUR JOHN LUKOSE	0	0	0	0	30,000	30,000
NARAYANAN	0	0	0	0	27,000	27,000
PAYATTILLAMPARAMB PAVITHRAN	0	0	0	0	30,000	30,000
PALATHINGAL JOSEPH PIOUS	0	0	0	0	27,000	27,000
MANJALI JOSE SEBASTIAN	0	0	0	0	27,000	27,000
THRIKKUR SUBBARAMAN VENKITARAMAN	0	0	0	0	27,000	27,000
VINOD KUMAR	0	0	0	0	35,000	35,000
VAZHAPPILLY THOMAS GEORGE	0	0	0	0	27,000	27,000
					4,30,000	4,30,000

ii) Share Application Money Received from Related Party

Share application money pending allotment to be allotted to VYAPARI VYAVASAI BENEVOLENT SOCIETY outstanding Rs. 6,58,47,900 as on 31-3-2024.

Note:19 Intangible Assets:

The Company has been incorporated on 13th July 2017. The promoters of the Company are the Members and Office Bearers of a Society VYAPARI VYAVASAI BENEVOLENT SOCIETY, registered and constituted under the Travancore Cochi Literary, Scientific and Charitable Societies Act, 1955 on 30th Day of January 2015 vide Registration No. TSR/TC/57/2015. The object of VYAPARI VYAVASAI BENEVOLENT SOCIETY is providing financial assistance for maintenance, education and health benefits to persons who are or have been the members of Kerala Vyapari Vyavasai Ekopana Samithy, another Society registered and constituted under the Travancore Cochi Literary, Scientific and Charitable Societies Act, 1955 on 12th Day of November 1981 vide Registration No. 262/81.

The Company has been incorporated by the members of VYAPARI VYAVASAI BENEVOLENT SOCIETY for attainment of its objects with an intention of directly and indirectly contributing to the financial requirements of VYAPARI VYAVASAI BENEVOLENT SOCIETY with an understanding that the Society, its office bearers and its members shall work for the development of the business of the Company and to help each other for the purpose of existence and development of both of them.

The Society and its members are making Promotional Efforts for the development of the Company and doing all the essential things for the commencement of the proposed business of the Company. The Company's paid-up capital is Rs. 73,41,52,100 (7,34,15,210 Equity Shares of Rs. 10 each fully paid) in which Rs. 51,64,38,600 has been issued for Cash (5,16,43,860 Equity Shares of Rs. 10 each fully paid) and the balance 2,17,71,350 Equity Shares Rs. 10 each fully paid amounting to Rs. 21,77,13,500 have been issued for consideration other than cash.

Out of the equity shares issued for consideration other than cash, 1,97,64,000 equity shares of Rs. 10 each fully paid amounting to Rs. 19,76,40,000 have been issued to the VYAPARI VYAVASAI BENEVOLENT SOCIETY and the balance 20,07,350 equity shares of Rs. 10 each fully paid amounting to Rs. 2,00,73,500 have been issued to the individual members of VYAPARI VYAVASAI BENEVOLENT SOCIETY in consideration for the Promotional Efforts made by them for the development of the Company and also for their future efforts towards the betterment of the Company.

The Company has considered the value of those equity shares issued for the consideration other than cash as an Intangible Asset under the head Promotional Efforts in consistent with Indian Accounting Standard (Ind AS) 38 and the Accounting Standard 26 issued by the Institute of Chartered Accountants of India. It has been decided that the Promotional Efforts so generated shall be amortized over a period of 10 years.

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

Note :21 Contingent Liabilities: NIL

Note :22 Balance Confirmation: Advances under Current Asset, Loans and Advances, Advances to Creditors, Creditors for Expenses and Purchases were not confirmed.

Note :23 The company is not maintaining the fixed assets register showing land, plant and machinery and other assets with full details such as area of land, number of particular assets and its locations.

Note :24 Clause (c) & (d) of section 17(5) of GST act 2017 deal with blocked credit relating to works contract services and goods & services received for construction of immovable property respectively, will not be entitled for input tax credit when supplied for construction of immovable property (other than plant and machinery) except where it is an input service for further supply of work contract service. Company has taken input tax credit Rs:16,22,906 which includes blocked assets as well as allowable for input tax credit. Segregation of this has not been made and the blocked portion of asset is to be capitalized is not identified.

Note :25 Construction of Hotels and Resorts have been going on at Kodaikkanal, Ootty, Wayanad, Munnar, Guruvayoor and Poomala. The Company has acquired Houseboat in connection with Leasehold resort property at Alappuzha during the financial year 2022-23.

Note :26 Advance to creditors includes;

- a) due for more than 6 months: -
 - i. Royal International Exports – Rs. 1,07,453

Advance from debtors includes;

- a) due for less than 6 months: -
 - i. Ashraf - Rs.2,000
 - ii. Ceejo Chirakekaran - Rs. 5,000
 - iii. Nevedha Babu - Rs. 3,822
 - iv. Nidhish Babu - Rs. 2,500
 - v. P J Varghese - Rs. 5,000
 - vi. Prasad Thilakan - Rs. 2,000
 - vii. Krushna chandra mangaraj – Rs. 3,456

Note :27 The Company has not appointed at least 2 independent directors to comply with the provisions of Section 149 of Companies Act 2013 read with Rule (4) and (5) of Companies (Appointment and Qualification of Director's) Rules 2014.

Note :28 The Company has not constituted an Audit Committee in compliance with Section 177 of the Companies Act 2013 read with Rule (6) & (7) of the Companies (Meeting of Board and its Powers) Rules 2014.

Sd/-
Chairman
Abdul Hameed K V
DIN: 02441736

Sd/-
CFO
Vazhappilly Thomas George
DIN: 00813811

Place: Thrissur
Date: 06.09.2024

*Thank
you*

