



A FAIRFAX Company

SOTC Travel Limited  
Marathon Futurex, B-Wing,  
13th Floor, N. M. Joshi Marg,  
Lower Parel,  
Mumbai 400 013.  
T +91 22 4805 9100  
F +91 22 4805 9700  
Corporate : www.sotcIndia.com  
Consumer : www.sotc.in

### NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 22<sup>ND</sup> ANNUAL GENERAL MEETING OF SOTC TRAVEL LIMITED WILL BE HELD ON TUESDAY, AUGUST 22, 2023, AT 11TH FLOOR, MARATHON FUTUREX, N.M JOSHI MARG, LOWER PAREL (EAST), MUMBAI 400013 AT 2.30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors' and the Auditors' thereon.
2. To re-appoint Mr. Vishal Suri (DIN: 06413771), who retires by rotation, and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

3. To Approve payment of remuneration to Mr. Vishal Suri (DIN: 06413771), Managing Director for the period commencing from June 1, 2023 to May 31, 2025 and in this connection, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

\*RESOLVED THAT, pursuant to resolution passed by the shareholders in the Annual general Meeting held on September 2, 2020, and pursuant to the provisions of Sections 2(51), 197, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any modifications or amendments thereto or re-enactments or substitutions made thereof for the time being in force), and pursuant to the approval and recommendation of the Board of Directors vide their resolution dated May 5, 2023, consent of the Members be and is hereby accorded for the payment of remuneration and the same amount be paid as minimum remuneration in the event of no profits / inadequacy of profits to Mr. Vishal Suri for residual period of office from June 1, 2023 to May 31, 2025, on such terms and conditions herein below mentioned and as may be set-out in the draft supplemental agreement to be entered into in this regard, with liberty to the Board of Directors to alter and vary the terms and conditions of the said remuneration and / or agreement, or any amendments thereto as may be mutually agreed to between the Board and Mr. Vishal Suri, subject to the approval of the members of the Company and subject to such other approvals of applicable authority(ies), if any, under the applicable law to such alteration(s)/ variation(s)/ amendment(s):

#### BRIEF TERMS OF REMUNERATION

- a) **Base / Basic Salary:** INR 54,51,735/- p.a. (Rupees Fifty-Four Lakhs Fifty-One Thousand Seven Hundred and Thirty-Five Only) per annum which shall however be subject to such annual increments, as the Board may determine and approve, from time to time



A FAIRFAX Company

SOTC Travel Limited  
Marathon Futures, B-Wing,  
13th Floor, N. M. Joshi Marg,  
Lower Park,  
Mumbai 400 013  
T + 91 22 4905 9100  
F + 91 22 4905 9700  
Corporate : [www.sotcindia.com](http://www.sotcindia.com)  
Consumer : [www.sotc.in](http://www.sotc.in)

- b) **Supplementary Allowance:** INR 69,82,612/- p.a. (Rupees Sixty-Nine Lakhs Eighty-Two Thousand Six Hundred and Twelve Only) per annum, which shall however be subject to such annual increments as the Board may determine and approve, from time to time
- c) **Performance Bonus:** Bonus will be as the Board of Directors may in its absolute discretion determine and approve, linked to Mr. Suri's performance as Managing Director of the Company
- d) **Perquisites:** In addition to Salary, Supplementary Allowance and Performance Bonus / Special Bonus, Mr. Suri shall be entitled to the following perquisites as per the rules of the Company:
- i. **Housing:** House Rent Allowance (H.R.A.) of INR 27,25,868/- p.a. (Rupees Twenty-Seven Lakhs Twenty-Five Thousand Eight Hundred and Sixty-Eight Only) per annum or Company provided / leased accommodation. In case of Company provided / leased accommodation, the Company shall bear all rental costs, security deposit and local taxes, subject to such rentals, notional interest cost on the security deposit and taxes aggregating to INR 27,25,868/- p.a. (Rupees Twenty-Seven Lakhs Twenty-Five Thousand Eight Hundred and Sixty-Eight Only) per annum. The provision of residential accommodation by the Company to Mr. Suri is however conditional upon his continuing in employment with the Company as Managing Director and the use and occupation of the same by Mr. Suri shall cease immediately upon his ceasing to be in the employment of the Company as Managing Director for any reason whatsoever. Further, it will be subject to such annual increments as the Board of Directors may determine and approve, from time to time.
  - ii. **Car / Conveyance Allowance:** Mr. Suri shall be entitled to conveyance allowance or the use of a suitable air-conditioned car and all expenses for the maintenance, running and upkeep of such car, subject to the same not exceeding INR 17,02,000/- p.a. (Rupees Seventeen Lakhs Two Thousand Only) per annum, subject to such annual increments as the Board of Directors may determine and approve, from time to time;
  - iii. **Leave Travel Allowance:** Mr. Suri shall be entitled to INR 1,25,000/- p.a. (Rupees One Lakh Twenty-Five Thousand only) per annum, as per Company policy
  - iv. **Telephone:** Mr. Suri shall be entitled to the Mobile Telephone Allowance of INR 2,40,000/- p.a. (Rupees Two Lakhs Forty Thousand only) per annum
  - v. **Meal Allowance:** Mr. Suri shall be entitled to INR 26,400/- p.a. (Rupees Twenty-Six Thousand Four Hundred only) per annum, as per company policy
  - vi. **Child Education Allowance:** Mr. Suri shall be entitled to INR 2,400/- p.a. (Rupees Two Thousand Four Hundred only) per annum, as per company policy

- vii. Medical Hospitalization Insurance: a suitable medical insurance policy, covering hospitalization of Mr. Suri and his family, whilst Mr. Suri is in the employment of the Company
- viii. Health Check Up: The Company shall bear the cost of an Annual Comprehensive Health check-up for Mr. Suri only
- ix. Personal Accident and Term Life Insurance: a suitable insurance plan for Mr. Suri only
- x. Other Benefits: Group Medical Insurance, Group Personal Accident & Group Term Life Insurance as per the policy of the company
- xi. Any other benefit / perquisite as may be determined by the Board at its discretion from time to time

**e) Retirement Benefits**

Company's contribution to Provident Fund as per the Employees Provident Funds and Miscellaneous Provisions Act, 1952 as per Company's policy, Gratuity and Superannuation payable as per the rules of the Company. The value of such benefits shall not be included in the computation of the ceiling on the remuneration or perquisites aforesaid, to the extent these are not taxable under the Income-tax Act, 1961

- i. The expression "family" used in this Agreement, shall mean Mr. Suri's spouse and dependent children as determined by the Company from time to time
- ii. Income-Tax, if any, on or in respect of the entire remuneration payable to Mr. Suri shall be borne and paid by him
- iii. Annual Leave

Mr. Suri will be entitled to Annual Leave of 30 days, inclusive of Casual Leave and Sick Leave. Administration of this Leave will be in accordance with the Rules and Regulations of the Company for the time being in force.

All the aforementioned remuneration components payable to Mr. Suri shall be subject to such revision or adjustments as per the extant Income Tax law, rules and regulations.

All the other terms and conditions of appointment remains the same.

**RESOLVED FURTHER THAT**, the Board of the Company be and is hereby authorised to sign and execute such agreements, papers, letters, documents, etc. and to take such steps as may be necessary for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution;

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any Directors of the Company or the President & Group Head - Human Resources or the Senior Vice President – Human Resources or the Company Secretary be and are hereby authorised severally to do all such acts, deeds, matters and things as may be necessary, expedient, proper or desirable.

4. To consider & approve commencement of fresh term of 5 (five) years of Mr. Vishal Suri (DIN: 06413771) as the Managing Director of the Company commencing from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration for a period of three (3) years commencing from July 5, 2023 to July 4, 2026 and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**\*RESOLVED THAT**, in supersession of the resolutions passed and agreements entered in to earlier thereto, pursuant to the provisions of Sections 2(51), 196, 197, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any modifications or amendments thereto or re-enactments or substitutions made thereof for the time being in force), and pursuant to the approval and recommendation of the Nomination and Remuneration Committee of Thomas Cook (India) Limited (holding company) vide its resolution dated July 5, 2023 & the Board of Directors of the Company vide its resolution dated July 28, 2023, consent of the Members be and is hereby accorded for the commencement of fresh term of five (5) years for Mr. Vishal Suri (DIN: 06413771) as the "Managing Director" of the Company, commencing from July 5, 2023 to July 4, 2028, liable to retire by rotation and, for the payment of remuneration and the same amount as minimum remuneration in the event of no profits / inadequacy of profits to Mr. Vishal Suri for a period of three (3) years commencing from July 5, 2023 to July 4, 2026, on such terms and conditions mentioned herein below and as may be set-out in the draft service agreement to be entered into in this regard, with liberty to the Board of Directors to alter and vary the terms and conditions of the said commencement and / or remuneration and / or agreement, or any amendments thereto as may be mutually agreed to between the Board and Mr. Vishal Suri, subject to the approval of the Members of the Company and subject to such other approvals of applicable authority(ies), if any, under the applicable law to such commencement/ alteration(s)/ variation(s)/ amendment(s):

**Brief terms of Appointment including Remuneration:**

1. **Base / Basic Salary:** INR 5,62,500/- (Rupees Five Lakh Sixty-Two Thousand Five Hundred Only) per month
2. **Supplementary Allowance:** INR 7,62,044/- (Rupees Seven Lakh Sixty-Two Thousand and Forty-Four Only) per month
3. **Performance Bonus:** Bonus will be as the Board of Directors may in its absolute discretion determine and approve, linked to Mr. Suri's performance as Managing Director of the Company

4. **Perquisites:** In addition to Salary, Supplementary Allowance and Performance Bonus / Special Bonus, Mr. Suri shall be entitled to the following perquisites as per the rules of the Company:
- i. **Housing:** House Rent Allowance (H.R.A.) of INR 2,81,250/- (Rupees Two Lakh Eighty-One Thousand Two Hundred and Fifty Only) per month or Company provided / leased accommodation. In case of Company provided / leased accommodation, the Company shall bear all rental costs, security deposit and local taxes, subject to such rentals, notional interest cost on the security deposit and taxes aggregating to INR 2,81,250/- (Rupees Two Lakh Eighty-One Thousand Two Hundred and Fifty Only) per month. The provision of residential accommodation by the Company to Mr. Suri is however conditional upon his continuing in employment with the Company as Managing Director and the use and occupation of the same by Mr. Suri shall cease immediately upon his ceasing to be in the employment of the Company as Managing Director for any reason whatsoever.
  - ii. **Car / Conveyance Allowance:** Mr. Suri shall be entitled to conveyance allowance or the use of a suitable air-conditioned car and all expenses for the maintenance, running and upkeep of such car, subject to the same not exceeding INR 1,41,833/- (Rupees One Lakh Forty-One Thousand Eight Hundred and Thirty-Three Only) per month;
  - iii. **Leave Travel Allowance:** Mr. Suri shall be entitled to INR 10,417/- (Rupees Ten Thousand Four Hundred and Seventeen only) per month, as per Company policy
  - iv. **Telephone:** Mr. Suri shall be entitled to the Mobile Telephone Allowance of INR 20,000/- (Rupees Twenty Thousand only) per month
  - v. **Meal Allowance:** Mr. Suri shall be entitled to INR 2,200/- (Rupees Two Thousand Two Hundred only) per month, as per Company policy
  - vi. **Child Education Allowance:** Mr. Suri shall be entitled to INR 200/- (Rupees Two Hundred only) per month, as per Company policy
  - vii. **Medical Hospitalization Insurance:** a suitable medical insurance policy, covering hospitalization of Mr. Suri and his family, whilst Mr. Suri is in the employment of the Company
  - viii. **Health Check Up:** The Company shall bear the cost of an Annual Comprehensive Health check-up for Mr. Suri only
  - ix. **Personal Accident and Term Life Insurance:** a suitable insurance plan for Mr. Suri only

A

- x. **Other Benefits:** Group Medical Insurance, Group Personal Accident & Group Term Life Insurance as per the policy of the company
- xi. **Any other benefit / perquisite** as may be determined by the Board at its discretion from time to time

#### 5. Retirement Benefits

Company's contribution to Provident Fund as per the Employees Provident Funds and Miscellaneous Provisions Act, 1952 as per Company's policy, Gratuity and Superannuation payable as per the rules of the Company. The value of such benefits shall not be included in the computation of the ceiling on the remuneration or perquisites aforesaid, to the extent these are not taxable under the Income-tax Act, 1961

The expression "family" used in this Agreement, shall mean Mr. Suri's spouse and dependent children as determined by the Company from time to time.

Income Tax, if any, on or in respect of the entire remuneration payable to Mr. Suri shall be borne and paid by him.

**Annual Leave:** Mr. Suri will be entitled to Annual Leave of 30 days, inclusive of Casual Leave and Sick Leave. Administration of this Leave will be in accordance with the Rules and Regulations of the Company for the time being in force.

Notwithstanding anything contained herein, all the aforementioned remuneration components payable to Mr. Suri shall be subject to such revision or adjustments, as may be decided between Mr. Suri and the Company to the extent that the total fixed remuneration (non-variable cost to the Company) is within the approved amount.

All the aforementioned remuneration components payable to Mr. Suri shall be subject to such revision or adjustments as per the extant Income Tax law, rules and regulations.

#### Other terms (in brief):

1. Notwithstanding anything herein contained, it is expressly agreed and understood that:
  - a) The total remuneration and perquisites payable by the Company to Mr. Suri, including salary, other allowance, performance bonus and perquisites as aforesaid shall be subject to, the overall ceiling on managerial remuneration prescribed in the Act, unless otherwise approved by the Shareholders. The audited accounts of the Company shall be final and conclusive evidence with regard to the determination of the Company's net profits computed in the manner prescribed under the Act.



A FAIRFAX Company

SOTC Travel Limited  
Marathon Futurex, B-Wing,  
13th Floor, N. M. Joshi Marg,  
Lower Panel,  
Mumbai 400 013.  
T +91 22 4905 9100  
F +91 22 4905 9700  
Corporate : [www.sotcindia.com](http://www.sotcindia.com)  
Consumer : [www.sotc.in](http://www.sotc.in)

- b) Where, in any financial year during the tenure of Mr. Suri's employment as a Managing Director with the Company, the Company has no profits or its profits are inadequate, the aforesaid remuneration (consisting of all his fixed and variable pay but not stock options) payable by the Company to Mr. Suri shall be paid as "minimum remuneration", subject to approval by the Members of the Company.
  - c) The Board of Directors may increase, augment and / or enhance or vary the remuneration agreed to be paid from time to time to Mr. Suri subject to and in accordance with the applicable provisions of the Act and/or approval issued, if so required, by other appropriate authority in that behalf as in force and as amended from time to time.
2. Notwithstanding anything to the contrary herein contained:
- a) The Company shall be entitled to terminate this Agreement at any time by giving Mr. Suri not less than 12 (twelve) months' notice in writing in that regard, without assigning any reason thereto, or upon payment to Mr. Suri of the gross salary payable to him for a period of 12 (twelve) months in lieu of such notice. The computation of gross salary will include all components of Mr. Suri's remuneration package including perquisites but shall not include stock options and any form of variable pay like bonus / commission.
  - b) Mr. Suri shall be entitled to terminate this Agreement at any time by giving to the Company not less than 12 (twelve) months' notice in writing in that regard, without assigning any reason to the Company.
3. The Company may, if it considers necessary for the protection of its business interests, trade secrets and confidential information, require of Mr. Suri that he shall not, for a period of 12 (twelve) months from the termination of his Agreement, either directly or indirectly, and whether alone or in conjunction with or on behalf of any other person, and whether as a principal, shareholder, director, employee, agent, consultant, partner or otherwise, and whether for or without remuneration, be in any manner engaged, concerned or interested in or have any business dealings with any other person, organization or a company carrying on or engaged in business which is the same as or similar to the business in which the Company is engaged in. Mr. Suri hereby agrees and undertakes to comply strictly with the Company's aforesaid requirement and in consideration of him doing so, the Company shall pay to Mr. Suri during the said period, compensation equal to his last drawn salary every month for a period of 12 (twelve) months.

The aforesaid "Post Separation" restrictive period of 12 (twelve) months may run separately with the notice period at the sole discretion of the Management.

The words "Last drawn salary" for the purposes of this clause and appearing anywhere else in this document, will include all components of his remuneration package including perquisites but shall not include stock options and any form of variable pay like bonus / commission.

14

#### 4. Change in the ownership / effective control of the Management:

In the event of a change in the ownership / effective control of the Management of the Company taking place during the continuance of the Agreement, the Company shall be entitled to terminate the Agreement by notice in writing to Mr. Suri. If such termination takes place within 12 (twelve) months from the date of such change in the ownership / effective control, but prior to the expiry of the Agreement, the Company shall pay to Mr. Suri as compensation for loss of office of Managing Director in one single payment of the amount of compensation equal to his last drawn salary for a period of 12 (twelve) months, or such other period as may be agreed to between the new management and Mr. Suri, whichever is higher, as may be payable pursuant to the provisions of the Companies Act, 2013, exclusive of performance bonus.

No such payment shall however be made to Mr. Suri in the event of the commencement of the winding-up of the Company, whether before, or at any time within 12 (twelve) months after, the date on which he ceased to hold office, if the assets of the Company on the winding-up, after deducting the expenses thereof, are not sufficient to repay to the shareholders of the Company, the Share Capital (including the premiums, if any) contributed by them.

For the purpose of this Clause, the term "change in effective control" of the Management of the Company shall mean the reduction of the shareholding of Thomas Cook (India) Limited and / or its associates to 50% or less of the Issued, Subscribed and Paid-up Share Capital of the Company for the time being.

**RESOLVED FURTHER THAT**, where, in any financial year during the tenure of Mr. Suri's employment as a Managing Director with the Company, the Company has no profits or its profits are inadequate, the aforesaid remuneration (consisting of all his fixed and variable pay but not stock options) payable by the Company to Mr. Suri shall be paid as "minimum remuneration", subject to approval by the Members of the Company;

**RESOLVED FURTHER THAT**, the Board of the Company be and is hereby authorised to sign and execute such agreements, papers, letters, documents, etc. and to take such steps as may be necessary for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution;

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any Directors of the Company or the President & Group Head - Human Resources or the Senior Vice President – Human Resources or the Company Secretary be and are hereby authorised severally to do all such acts, deeds, matters and things as may be necessary, expedient, proper or desirable.



5. To consider and approve payment of commission to Non-Executive Directors / Independent Directors in case of Loss / Inadequacy of Profits for the Financial Year 2022-2023 and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 149, 197, 198, and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules"), (including any statutory modifications or amendments thereto or re-enactments or substitutions made thereof for the time being in force), and in terms of the approval of the Board of Directors at their meeting held on May 5, 2023 and subject to such approvals, permissions and sanctions, as applicable, the consent of Members of the Company be and is hereby accorded, for payment of remuneration by way of Commission to Non-Executive Directors of the Company, in such manner and in all respects as maybe decided and determined by the Board of Directors of the Company, for the Financial Year ended March 31, 2023;

RESOLVED FURTHER THAT the remuneration payable to the Non-Executive Independent Directors will be in addition to the payment of sitting fees paid to directors for attending the meetings of the Board of Directors;

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any Directors of the Company or the President & Group Head - Human Resources or the Senior Vice President – Human Resources or the Company Secretary be and are hereby authorised severally to do all such acts, deeds, matters and things as may be necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**Registered Office:**

11th Floor, Marathon Futurex,  
NM Joshi Marg, Lower Parel (East),  
Mumbai, Maharashtra, 400013  
CIN: U63040MH2001PLC131691  
Phone: +91 22 4905 9100  
Fax: +91-22-4905 9700  
Website: [www.sotcindia.com](http://www.sotcindia.com)  
Date: July 28, 2023

**By Order of the Board**



Shaily Gupta  
Company Secretary  
ACS – 24078

#### NOTES AND INSTRUCTIONS:

1. A member entitled to attend and vote at the Annual General Meeting (the "AGM/ Meeting") is entitled to appoint one or more proxies to attend and vote instead of himself / herself and such proxies need not be a member of the company. In order to be valid, proxy forms duly completed in all respects should be lodged with the company at its registered office **not later than forty-eight hours** before the commencement of the meeting.

*A person can act as a proxy on behalf of members not exceeding fifty (50) 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 person or shareholder.*

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses forms a part of this Notice.
3. Members attending the Annual General Meeting (AGM) are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the venue of Annual General Meeting. Members are requested to bring their copies of Annual Report while attending the meeting
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
5. All the documents referred to in the accompanying notice and explanatory statement setting out material facts are open for inspection at the Registered Office of the Company during the business hours on any working days except Saturdays, Sundays & Public Holidays between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting and the same is also available for inspection by the Members at the Meeting. Members may also note that the Notice of the Company for the financial year 2022-23 will be available on Companies website at [www.sotcindia.com](http://www.sotcindia.com).
6. Corporate members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote at the Annual General Meeting.
7. Brief resumes of Directors proposed to be re-appointed/ commencement of fresh term, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board





A FAIRFAX Company

SOTC Travel Limited  
Marathon Futurex, B-Wing,  
13th Floor, N. M. Joshi Marg,  
Lower Parel,  
Mumbai 400 013.  
T +91 22 4905 9100  
F +91 22 4905 9700  
Corporate : [www.sotcindia.com](http://www.sotcindia.com)  
Consumer : [www.sotc.in](http://www.sotc.in)

Committees, shareholding and relationships between directors inter-se and other details as per Secretarial Standard on General Meeting (SS-2), are provided in the Explanatory Statement of this Notice.

8. Members who need assistance before or during the AGM may contact Company Secretary by sending an email request at the email id: [shaily.agrawal@sotc.in](mailto:shaily.agrawal@sotc.in)
9. Route Map of venue of Annual General Meeting is annexed.

**Registered Office:**

11th Floor, Marathon Futurex,  
NM Joshi Marg, Lower Parel (East),  
Mumbai, Maharashtra, 400013  
CIN: U63040MH2001PLC131691  
Phone: +91 22 4905 9100  
Fax: +91-22-4905 9700  
Website: [www.sotcindia.com](http://www.sotcindia.com)  
Date: July 28, 2023

**By Order of the Board**

Shaily Gupta  
Company Secretary  
ACS - 24078

**STATEMENT SETTING OUT MATERIAL FACTS (EXPLANATORY STATEMENT) PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

In conformity with the provisions of Section 102 of the Companies Act, 2013 read with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following explanatory statement and annexures thereto setting - out all material facts relating to Special Business as set out at Item Nos. 3 to 5 of the accompanying Notice, should be taken as forming part of this Notice.

**Item No. 3**

**PAYMENT OF REMUNERATION INCLUDING MINIMUM REMUNERATION TO MR. VISHAL SURI (DIN: 06413771), MANAGING DIRECTOR FOR THE PERIOD JUNE 1, 2023 TO MAY 31, 2025:**

The Board & the Shareholders of SOTC Travel Limited at their Meetings held on May 28, 2020 & September 2, 2020, respectively, had approved the appointment of Mr. Vishal Suri as the Managing Director of the Company, for a period of five (5) years commencing from June 1, 2020 to May 31, 2025 and the payment of remuneration including minimum remuneration for a period of three (3) years commencing from June 1, 2020 to May 31, 2023. As, the tenure set for the remuneration was concluding on May 31, 2023, the Board, at its meeting held on May 5, 2023, approved the remuneration payable to Mr. Vishal Suri, for the remainder of the term i.e. from June 1, 2023, to May 31, 2025 as mentioned in the resolution set out at Item No. 3 of this Notice, subject to the approval of the Shareholders at the ensuing Annual General Meeting of the Company.

**In accordance with the provisions of Part B of Section II of Part II of Schedule V of the Companies Act, 2013, as amended from time to time, the Company hereby confirms the following:**

- a. The Board of Directors of the Company at its meeting held on May 5, 2023, accorded their consent and proposed the matter for approval of the shareholders for payment of remuneration including minimum remuneration for the period of two years from June 1, 2023, to May 31, 2025, to Mr. Vishal Suri, Managing Director in case of inadequacy of profits.
- b. Mr. Vishal Suri is functioning in a professional capacity and is not having any interest in the share capital exceeding 0.5% of its paid-up share capital either of the Company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures.
- c. Mr. Vishal Suri is not having any direct or indirect interest or related to the directors or promoters of the Company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of the appointment.

- d. Mr. Vishal Suri possesses graduate level qualification with expertise and specialized knowledge in the field in which the Company operates.
- e. The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

As on date of this notice, Mr. Vishal Suri does not hold any equity shares in the Company.

The statement of disclosures pursuant to Clause B (iv) of Section II of Part II of Schedule V of the Companies Act, 2013 is given as an Annexure to this Notice and the disclosures as required under the Secretarial Standard-2 on General Meetings is given as an Annexure to this Notice.

This Explanatory Statement be treated as the written memorandum under Section 190 of the Companies Act, 2013, of the Agreement to be entered into between the Company and Mr. Vishal Suri.

All the documents referred to at Item No. 3 of the Notice and the Explanatory Statement shall be available for inspection at the registered office of the Company by the Members between 11.00 a.m. to 1.00 p.m. on all the working days excluding Saturdays, Sundays & Public Holidays up to the date of AGM and the same is also available for inspection by the Members at the meeting.

The Board of Directors recommends the Special Resolution as set out at Item No. 3 of the accompanying Notice for approval of the Members.

Save and Except Mr. Vishal Suri and his relatives, no other Director or Key Managerial Personnel of the Company or their respective relatives is / are concerned or interested, financially or otherwise, in the said Special Resolution as set out at Item No. 3 of the accompanying Notice.

#### **Item No. 4**

**TO CONSIDER & APPROVE THE COMMENCEMENT OF FRESH TERM OF 5 (FIVE) YEARS OF MR. VISHAL SURI (DIN: 06413771) AS THE MANAGING DIRECTOR OF THE COMPANY WITH EFFECT FROM JULY 5, 2023 TO JULY 4, 2028 AND FIXATION OF REMUNERATION AND MINIMUM REMUNERATION FOR A PERIOD OF THREE (3) YEARS WITH EFFECT FROM JULY 5, 2023 TO JULY 4, 2026:**

The Board & the Shareholders of SOTC Travel Limited at their Meetings held on May 28, 2020 & September 2, 2020, respectively, had approved the appointment of Mr. Vishal Suri as the Managing Director of the Company, for a period of five (5) years commencing from June 1, 2020 to May 31, 2025 and the payment of remuneration for a period of three (3) years commencing from June 1, 2020 to May 31, 2023. As, the tenure set for the remuneration was concluding on May 31, 2023, the Board, at its meeting held on May 5, 2023, approved the remuneration payable to Mr. Vishal Suri, for the remainder of the term

i.e. from June 1, 2023, to May 31, 2025, subject to the approval of the Shareholders at the ensuing annual general meeting of the Company.

The Shareholders are informed that the Company is wholly owned subsidiary of Thomas Cook (India) Limited and Fairbridge Capital Mauritius Limited is a holding company of Thomas Cook (India) Limited. Further, Thomas Cook (India) Limited, being a Fairfax Company, follows the Fairfax philosophy of fixed annual managerial compensation for a period of time and to continue variable bonus scheme, where the earnings through the variable bonus scheme will depend on the achievement of pre-determined performance goals and the same be followed by subsidiary companies of Thomas Cook (India) Limited namely SOTC Travel Limited and Travel Corporation India Limited. Accordingly, Nomination and Remuneration Committee of the Board of Directors of Thomas Cook (India) Limited vide its resolution dt July 5, 2023, had approved and recommended the restructuring of managerial compensation for a period of three years commencing from July 5, 2023 to July 4, 2026 for their managerial personnel. In the said meeting, Nomination and Remuneration Committee had also discussed about the managerial personnel and their remuneration for its subsidiary companies including SOTC Travel Limited for Mr. Vishal Suri by starting a fresh term as the Managing Director of a respective Company, for a period of five (5) years commencing from July 5, 2023 and the payment of remuneration for three (3) years commencing from July 5, 2023 to bring in line with the managerial tenure of the Thomas Cook (India) Limited's managerial personnel.

The Shareholders are also informed that the terms and condition of appointment and payment of remuneration to Managing Director should also include following so as aligned with the Managing Director's position clauses for Thomas Cook (India) Limited, holding company of SOTC Travel Limited:

- a) Termination clause - 12 months' notice from either side (instead of 6 months)
- b) Non-compete / post-separation restrictive period clause - 12 months (instead of 3 months)
- c) Compensation for loss of office due to Change in the ownership / effective control of the Management -12 months or the term agreed between the Managing Director and the new management, whichever is higher (instead of simpliciter 12 months), subject to applicable law.

It is also informed that with the dissolution of Nomination and Remuneration Committee of Board of Directors of the Company i.e. SOTC Travel Limited, the Nomination and Remuneration Committee of holding company looks after the appointment/ re-appointment, payment of managerial remunerations, variation in terms of appointment, of managerial personnel for all its subsidiary companies including our Company i.e. SOTC Travel Limited.

Accordingly, the Nomination and Remuneration Committee of holding company in its meeting held on July 5, 2023, approved and recommended the commencement of fresh term of Mr. Vishal Suri as the Managing Director for a period of five [5] years commencing from July 5, 2023 to July 4, 2028 and payment of remuneration for the period from July 5, 2023 to July 4, 2026.

Therefore, in compliance with the Fairfax philosophy, the Board Members at its Meeting held on July 28, 2023, considered and approved the commencement of fresh term of Mr. Vishal Suri, as the Managing Director for a term of five years commencing from July 5, 2023 July 4, 2028 and the payment of remuneration for period of three years commencing from July 5, 2023 to July 4, 2026 as mentioned in the resolution set out at Item No. 4 of this Notice, subject to approval of the shareholders and such other approval, as the case may be required.

**In accordance with the provisions of Part B of Section II of Part II of Schedule V of the Companies Act, 2013, as amended from time to time, the Company hereby confirms the following:**

- a. The Board of Directors of the Company at its meeting held on July 28, 2023, accorded their consent and proposed the matter for approval of the shareholders for commencement of fresh term of five (5) years for Mr. Vishal Suri (DIN: 06413771) as the Managing Director of the Company commencing from July 5, 2023 to July 4, 2028 and Remuneration for a period of three (3) years with effect from July 5, 2023 to July 4, 2026, to Mr. Vishal Suri, Managing Director in case of inadequacy of profits.
- b. Mr. Vishal Suri is functioning in a professional capacity and is not having any interest in the share capital exceeding 0.5% of its paid-up share capital either of the company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures.
- c. Mr. Vishal Suri is not having any direct or indirect interest or related to the directors or promoters of the Company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of the appointment.
- d. Mr. Vishal Suri possesses graduate level qualification with expertise and specialized knowledge in the field in which the Company operates.
- e. The Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

This Explanatory Statement be treated as the written memorandum under Section 190 of the Companies Act, 2013, of the Agreement to be entered into between the Company and Mr. Vishal Suri.

As on date of this notice, Mr. Vishal Suri does not hold any equity shares in the Company.

The statement of disclosures pursuant to Clause B (iv) of Section II of Part II of Schedule V of the Companies Act, 2013 is given as an Annexure to this Notice and the disclosures as required under the Secretarial Standard-2 on General Meetings is given as an Annexure to this Notice.

All the documents referred to at Item No. 4 of the Notice and the Explanatory Statement shall be available for inspection at the registered office of the Company by the members between 11.00 a.m. to 1.00 p.m. on all the working days excluding Saturdays, Sundays & Public Holidays up to the date of AGM and the same is also available for inspection by the Members at the meeting.

The Board recommends the Special Resolution as set out in item no. 4 of the accompanying Notice for approval of the Members.

Save and except Mr. Vishal Suri and his relatives, no other Director or Key Managerial Personnel of the Company or their respective relatives is / are concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 4 of accompanying Notice.

#### **Item No. 5**

#### **TO CONSIDER AND APPROVE PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS / INDEPENDENT DIRECTORS IN CASE OF LOSS / INADEQUACY OF PROFITS FOR THE FINANCIAL YEAR 2022-2023**

As per the provisions of Section 149, 197, 198, and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules") and taking into account the roles and responsibilities of the directors, it is proposed that the remuneration by way of commission be paid, collectively to all the Non-Executive Directors, particularly Independent Directors of the Company for the Financial Year 2022-23.

It is pertinent to note that the Non-Executive Directors (NEDs) along with the Independent Directors (IDs) of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as strategic leadership and management experience, technology and digital expertise, industry and sector experience / knowledge, financial and risk management, governance, global business / international expertise, public policy, etc. The NEDs and IDs attend the meetings of the Board of Directors and thereby devoting their sufficient time and attention to its professional obligations for informed and balanced decision making. They also help in bringing independent judgement to bear on Board deliberations and assist in implementing the best corporate governance. Having regard to the above and in order to retain the rich expertise of the NEDs, the Board of Directors at its meeting held on May 5, 2023 accorded their consent for payment of commission to Non-Executive Directors including Independent Directors subject to approval of the Shareholders. However, Mr. Madhavan Menon and Mr. Debasis Nandy, have waived their right / entitlement to commission and sitting fees, hence this commission shall be paid to only Independent Directors of the Company.

JK



The Company therefore seeks approval of the Shareholders for paying such remuneration as envisaged in Schedule V of the Companies Act, 2013, the commission proposed to be paid is as follows:

Sr. No.	Name	Days	Amount (In Lakhs)
1	Mrs. Kishori Udeshi	365	4
3	Mr. Nilesh S Vikamsey	365	4
4	Mr. Rahul Bhagat	365	4
<b>Total</b>			12

The information as required to be disclosed under paragraph (iv) of the second proviso after Paragraph B of Section II of Part II of Schedule V to the Companies Act, 2013 and the disclosures required under the Secretarial Standard-2 on General Meetings is given as an Annexure to this Notice.

The Company has not defaulted on payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditors, if any.

The Board of Directors recommends the Ordinary Resolution set out at Item no. 5 of the Notice for approval of the Members.

None of the Interested Directors, hold shares exceeding 2% of the Paid-Up Share Capital of the Company.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, save & except Mrs. Kishori Udeshi, Mr. Nilesh S Vikamsey and Mr. Rahul Bhagat and their respective relatives, to the extent of being recipient of the commission as set-out in item no. 5 of the accompanying Notice.

## ANNEXURE I

### STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

#### (ITEM NO. 3 TO 5 OF NOTICE)

#### I. General Information:

- A. Nature of industry** – The Company belongs to service industry, providing Travel and Financial Services that include Foreign Exchange, Corporate Travel, Leisure Travel, and Insurance.
- B. Date or expected date of commencement of commercial production-** The Company is carrying on operations since its incorporation on April 20, 2001. However, the business activity commenced only after the Scheme of Arrangement and Amalgamation effected w.e.f 25.11.2019.
- C. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus** – N.A.
- D. Financial performance based on given indicators – Financial Performance of the Company (Standalone figures)**

*(Amount in Rs)*

Particulars	For the FY ended 31.03.2023	For the FY ended 31.03.2022	For the FY ended 31.03.2021
Total Revenue	5,823,618,940	1,289,980,718	438,669,625
Profit/(loss) Before Tax	166,279,609	(359,113,703)	(779,482,707)
Net Profit/ (loss) After Tax	102,931,459	(228,108,941)	(507,416,549)
Proposed Dividends	NIL	NIL	NIL

**Foreign Investments or Collaborations, if any –**

Sr No	Name of Company where invested	Type of Investment	No of securities	Amount in INR
1.	Travel Circle International (Mauritius) Limited, Mauritius	Equity	2,108,000	136,083,143
2.	Travel Circle International (Mauritius) Limited, Mauritius	Preference	11,600,000	748,844,622

The Company has no foreign collaborations as on the date of this Notice.

157

## II. Information about the respective Director

Particulars	Mr. Vishal Suri	Mrs. Kishori Udeshi	Mr. Nilesh Vikamsey	Mr. Rahul Bhagat
Background details	<p>An engineering graduate with B.E. in Electrical, Mr. Vishal Suri has over 28 years of experience across consumer centric industries like Office Automation, Internet, Telecom in start-up as well as mature and established firms and has spent the last 10 years in the Travel Industry.</p> <p>As a professional Manager over the years, he has attended established Executive Management Courses at IIM Bangalore, Henley Business School UK &amp; London Business</p>	<p>The details are available on the web site of the Company: <a href="https://sotcindia.com/board-of-directors.asp">https://sotcindia.com/board-of-directors.asp</a></p>	<p>The details are available on the web site of the Company: <a href="https://sotcindia.com/board-of-directors.asp">https://sotcindia.com/board-of-directors.asp</a></p>	<p>The details are available on the web site of the Company: <a href="https://sotcindia.com/board-of-directors.asp">https://sotcindia.com/board-of-directors.asp</a></p>



	<p>School UK.</p> <p>Prior to his elevation as Managing Director, SOTC Travel (formerly Kuoni India), he was the Chief Executive Officer-Tour Operating at SOTC Travel (formerly Kuoni India). Vishal Suri joined Kuoni-Tour Operating in August 2012 from Thomas Cook India where he was the Chief Operating Officer Leisure Travel. Vishal joined Thomas Cook in 2005 and progressed to become the Chief Operating Officer-Leisure Travel (Outbound &amp; Domestic) in 2007.</p> <p>He has played leadership roles while rolling out new</p>			
--	--	--	--	--





A FAIRFAX Company

SOTC Travel Limited  
Marathon Futurex, B-Wing,  
13th Floor, N. M. Joshi Marg,  
Lower Panel,  
Mumbai 400 013.  
T + 91 22 4905 9100  
F + 91 22 4905 9700  
Corporate : [www.sotcindia.com](http://www.sotcindia.com)  
Consumer : [www.sotc.in](http://www.sotc.in)

	products and business models in consumer businesses. He has exceptional skills in maintaining inter-personal relationships and has a sound reputation of managing and developing dynamic teams.			
Past Remuneration paid	*Rs. 1,61,85,930/ for financial year ended March 31, 2023	Sitting fees of Rs. 6,00,000 for the financial year ended March 31, 2023	Sitting fees of Rs. 6,00,000 for the financial year ended March 31, 2023	Sitting fees of Rs. 5,00,000 for the financial year ended March 31, 2023
	Rs. 1,58,29,236 for financial year ended March 31, 2022	Sitting fees of Rs. 6,00,000 for the financial year ended March 31, 2022	Sitting fees of Rs. 5,00,000 for the financial year ended March 31, 2022	Sitting fees of Rs. 6,00,000 for the financial year ended March 31, 2022
	Rs. 1,13,64,666 for financial year ended March 31, 2021	Sitting fees of Rs. 8,70,000 for the financial year ended March 31, 2021	Sitting fees of Rs. 6,10,000 for the financial year ended March 31, 2021	Sitting fees of Rs. 8,60,000 for the financial year ended March 31, 2021
Recognition or awards	Mr. Vishal Suri has over 28 years of experience across consumer centric industries like Office	The details are available on the web site of the Company: <a href="https://sotcindia.com/board-of-directors.asp">https://sotcindia.com/board-of-directors.asp</a>	The details are available on the web site of the Company: <a href="https://sotcindia.com/board-of-directors.asp">https://sotcindia.com/board-of-directors.asp</a>	The details are available on the web site of the Company: <a href="https://sotcindia.com/board-of-directors.asp">https://sotcindia.com/board-of-directors.asp</a>

	<p>Automation, Internet, Telecom in start-up as well as mature and established firms and has spent the last 10 years in the Travel Industry.</p> <p>He has played leadership roles while rolling out new products and business models in consumer businesses. He has exceptional skills in maintaining interpersonal relationships and has a sound reputation of managing and developing dynamic teams.</p>			
Job profile and suitability	Mr. Suri has direct responsibility for the Company's P&L, day to day operations of the Company, strategic	The Directors of the Company play an important role in sustainable growth, attaining the overall strategic goals of the Company and ensure	The Directors of the Company play an important role in sustainable growth, attaining the overall strategic goals of the Company and ensure	The Directors of the Company play an important role in sustainable growth, attaining the overall strategic goals of the Company and ensure



	<p>planning, nurturing and building key relationships, as well as building a sustainable growth-oriented organization that maximizes value for all its stakeholders.</p>	<p>adoption of good governance practices. The Independent Directors of your Company bring with them significant professional expertise and rich experience and knowledge across a wide spectrum of functional areas such as business strategy, finance and corporate governance. They actively engage with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company.</p>	<p>adoption of good governance practices. The Independent Directors of your Company bring with them significant professional expertise and rich experience and knowledge across a wide spectrum of functional areas such as business strategy, finance and corporate governance. They actively engage with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company.</p>	<p>adoption of good governance practices. The Independent Directors of your Company bring with them significant professional expertise and rich experience and knowledge across a wide spectrum of functional areas such as business strategy, finance and corporate governance. They actively engage with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company.</p>
Remuneration proposed	<p>As mentioned in the resolution read with Statement setting out material facts at Item No. 3 &amp; 4 of the accompanying Notice</p>	<p>As mentioned in the resolution read with Statement setting out material facts set out at Item No. 5 of the accompanying Notice</p>	<p>As mentioned in the resolution read with Statement setting out material facts set out at Item No. 5 of the accompanying Notice</p>	<p>As mentioned in the resolution read with Statement setting out material facts set out at Item No. 5 of the accompanying Notice</p>
Comparative remuneration profile with	<p>Considering the responsibility shouldered on him</p>	<p>Taking into consideration the size of the Company, the profile of the</p>	<p>Taking into consideration the size of the Company, the profile of the</p>	<p>Taking into consideration the size of the Company, the profile of the</p>

8



<p>respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</p>	<p>of the enhanced business activities of the Company, proposed remuneration is commensurate with industry standards and the pivotal position of the Board held by him</p>	<p>Independent Director, her responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to directors in other companies in the industry</p>	<p>Independent Director, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to directors in other companies in the industry</p>	<p>Independent Director, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to directors in other companies in the industry</p>
<p>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</p>	<p>To the extent of being recipient of remuneration in capacity of Managing Director of the Company</p>	<p>To the extent of being recipient of remuneration in form of Commission and the sitting fees for attending the Board Meetings in the capacity of Non-Executive Independent Director of the Company</p>	<p>To the extent of being recipient of remuneration in form of Commission and the sitting fees for attending the Board Meetings in the capacity of Non-Executive Independent Director of the Company</p>	<p>To the extent of being recipient of remuneration in form of Commission and the sitting fees for attending the Board Meetings in the capacity of Non-Executive Independent Director of the Company</p>

\*Exclude Bonus, Perquisites amount, PF and Superannuation.

**III. Other Information**

**A. Reasons of loss or inadequate profits** - The Group's business operations were influenced by the continued impact of the multiple lockdowns and the consequent crisis to contain the spread of COVID-19 pandemic. During the year, key business





A FAIRFAX Company

SOTC Travel Limited  
Marathon Futurex, B-Wing,  
13th Floor, N. M. Joshi Marg,  
Lower Panel,  
Mumbai 400 013.  
T + 91 22 4905 9100  
F + 91 22 4905 9700  
Corporate : [www.sotcindia.com](http://www.sotcindia.com)  
Consumer : [www.sotc.in](http://www.sotc.in)

segments witnessed a staggered recovery, bringing some respite to the travel & tourism industry. The second half of FY22-23 showcased initial recoveries thereby aiding the Company's growth agenda. The operational and financial performance during FY23 reflected the overall impact of this state of affairs.

**B. Steps taken to Mitigate the impact:** - The key focus for the Group during the year was to weather the storm and emerge strong on the back of evaluated measures and steps which would help it safeguard broader level interests of the Company and its associated partners & stakeholders. These efforts have enabled us to streamline and focus on improving operations and targeting improved financial metrics and market share as conditions normalize. Each business segment across the group has dedicated its efforts towards finding innovative ways to address customer needs while putting the health, safety and wellbeing of our customers and employees at the forefront.

**Expected increase in productivity and profits in measurable terms** - The transformational changes carried on, led by innovation, automation and customer centricity will help in enhancing sales for next stage of growth. The Management has successfully implemented several immediate and structural changes which have enabled the business to continue its financial resilience and going ahead will add to overall synergies, consequently aiding bottom-line performance.

**Information as required under Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is under: [for Item No. 3 to 5]**

<b>Name</b>	Mr. Vishal Suri	Mrs. Kishori Jayendra Udeshi	Mr. Nilesh Vikamsey	Mr. Rahul Bhagat
<b>DIN</b>	06413771	01344073	00031213	02473708
<b>Age</b>	56 Years	79 Years	59 Years	59 Years
<b>Qualifications</b>	Mr. Vishal Suri is an engineering graduate with B.E. in Electrical	M.A. Degree in Economics from Bombay University	Mr. Nilesh Vikamsey is a Chartered Accountant, Diploma in Information System Audit (DISA) of the ICAI, Business Consultancy Studies Course	Mr. Rahul Bhagat has a Master of Arts degree in International Affairs from College of William and Mary, Williamsburg, USA, and a Bachelor of Arts degree in History (Honors) from St. Stephen's College, Delhi University, India.
<b>Experience</b>	28 Years of experience	50 years of diversified experience in banking and regulatory sectors	Over 40 years	Over 3 decades of banking experience.
<b>Brief Profile and Expertise including nature of expertise in</b>	An engineering graduate with B.E. in Electrical, Mr. Vishal Suri has over 28 years of experience across consumer centric industries	Mrs. Kishori Udeshi has M.A. Degree in Economics from Bombay University. She moved on to a professional career in	Mr. Nilesh Vikamsey is a senior partner at KK& Associates LLP (Formerly - Khimji Kunverji & Co LLP) – an	Mr. Rahul N Bhagat - born on 27 September 1963 - has a Master of Arts degree in International Affairs from College of William and Mary,

8

<p><b>specific functional areas</b></p>	<p>like Office Automation, Internet, Telecom in start-up as well as mature and established firms and has spent the last 10 years in the Travel Industry.</p> <p>As a professional Manager over the years, he has attended established Executive Management Courses at IIM Bangalore, Henley Business School UK &amp; London Business School UK.</p> <p>Prior to his elevation as Managing Director, SOTC Travel (formerly Kuoni India), he was the Chief Executive Officer-Tour Operating at SOTC Travel (formerly Kuoni India). Vishal Suri joined Kuoni-Tour Operating in August 2012 from Thomas Cook India where he was the Chief Operating Officer Leisure Travel. Vishal joined Thomas Cook in 2005 and progressed to become the Chief Operating Officer-</p>	<p>central banking and became the first woman to be appointed as Deputy Governor of the Reserve Bank of India.</p> <p>She was the first Executive Director of the RBI to be nominated on the Board of State Bank of India. As Deputy Governor, one of her portfolios was the regulation and supervision of the banking and non-banking sector. She represented the RBI on the Core Principles Liaison Group and the Core Principles Working Group on Capital, of the Basel Committee on Banking Supervision, set up by the Bank for International Settlements, Switzerland. As Deputy Governor she was on the Board of SEBI, NABARD, Exim Bank and was the Chairman of Bharatiya Reserve Bank Note Mudran (Pvt.) Ltd.,</p>	<p>86-year-old Chartered Accountants firm. He is an Independent Director in many other Listed and Unlisted Companies. He is a Past President of ICAI. He was a Director &amp; the past Chairman of Federal Bank Limited and member of IRDA.</p> <p>Mr. Vikamsey is presently a member of the Advisory Committee on Mutual Funds of SEBI, Chairman of National BFSI Committee and Vice President of West Indian Council of Indo American Chamber of Commerce &amp; Core Group Member of Bombay Chartered Accountants' Society (BCAS). He is Member of Advisory Boards of Blacksoil Group, IC3 Institute, MentorMyBoard &amp; Mahatma Phule Renewable Energy and Infrastructure</p>	<p>Williamsburg, USA, and a Bachelor of Arts degree in History (Honors) from St. Stephen's College, Delhi University, India.</p> <p>Mr. Bhagat is a versatile Consumer Banking professional with almost 3 decades of banking experience. He was with HDFC Bank for 16 years (1999-2015), of which the last 10 years was in the Senior Leadership Team as Country Head - Retail Liabilities, Marketing &amp; Direct Banking Channels, reporting to the CEO. Prior to HDFC Bank, he was at Bank of America (1997-1999) and ANZ Grindlays Bank Ltd (1989-1997).</p> <p>Between 2015-2017, Mr. Bhagat advised Vodafone India on their plans to launch a Payments Bank in India.</p> <p>Mr. Bhagat's contribution and leadership has been recognized through invitation</p>
---	---	--	---	--



<p>Leisure Travel (Outbound &amp; Domestic) in 2007. He has played leadership roles while rolling out new products and business models in consumer businesses. He has exceptional skills in maintaining inter-personal relationships and has a sound reputation of managing and developing dynamic teams.</p>	<p>Bangalore as also Chairman of the Deposit Insurance and Credit Guarantee Corporation. In 2006 the Reserve Bank of India appointed her as Chairman of The Banking Codes and Standards Board of India. She demitted this office in December 2011. She was a Member of the Financial Sector Legislative Reforms Commission chaired by Justice SriKrishna, set up by the Government of India. Mrs. Udeshi is currently a Director of Haldyn Glass Limited, ION Exchange (India) Limited, Cartrade Tech Limited and Kalyan Jewellers Limited.</p>	<p>Technology Ltd to numerous Boards and Committees, including: (MAHAPREIT) Alternate Investment Fund (AIF). Standing Committee on Retail Banking, Indian Bank's 'Sayagi U Ba Khin' Association; Executive Memorial Trust - National (Vipassana International Securities Depository Academy, Igatpuri) &amp; few educational trusts in Mumbai. He was an observer on the Board of International Federation of Accountants and Member of IFAC's Technology Advisory Group, was Chairman of SEBI's Qualified Audit Report Committee and was member of Corporate Governance Committee chaired by Uday Kotak, Primary Market Advisory Committee and Committee on Disclosures and Accounting Standards (SCODA). He is member of International Auditing</p>	<p>to numerous Boards and Committees, including: Standing Committee on Retail Banking, Indian Bank's 'Sayagi U Ba Khin' Association; Executive Memorial Trust - National (Vipassana International Securities Depository Academy, Igatpuri) &amp; few educational trusts in Mumbai. He was an observer on the Board of International Federation of Accountants and Member of IFAC's Technology Advisory Group, was Chairman of SEBI's Qualified Audit Report Committee and was member of Corporate Governance Committee chaired by Uday Kotak, Primary Market Advisory Committee and Committee on Disclosures and Accounting Standards (SCODA). He is member of International Auditing</p>	<p>to numerous Boards and Committees, including: Standing Committee on Retail Banking, Indian Bank's 'Sayagi U Ba Khin' Association; Executive Memorial Trust - National (Vipassana International Securities Depository Academy, Igatpuri) &amp; few educational trusts in Mumbai. He was an observer on the Board of International Federation of Accountants and Member of IFAC's Technology Advisory Group, was Chairman of SEBI's Qualified Audit Report Committee and was member of Corporate Governance Committee chaired by Uday Kotak, Primary Market Advisory Committee and Committee on Disclosures and Accounting Standards (SCODA). He is member of International Auditing</p>
---	---	---	---	---



			and Assurance Standards Board (IAASB) Reference Group for Audits of Less Complex Entities. He is a Speaker/Chairman, at various seminars, meetings, lectures held by various Committees, Regional Councils, Branches & Study Circles of ICAI and various other organizations.	
<b>Terms and Conditions of appointment</b>	As stated in the Resolution set out in Item No. 4 of the accompanying notice	Mrs. Kishori Udeshi was re-appointed as Non-Executive Independent Director for a second term of five consecutive years effective from June 1, 2022 to May 31, 2027 in conformity with Company's policy On Corporate Governance.	Mr. Nilesh Vikamsey was re-appointed as Non-Executive Independent Director for a second term of five consecutive years effective from August 16, 2022 to August 15, 2027 in conformity with Company's policy On Corporate Governance.	Mr. Rahul Bhagat was re-appointed as Non-Executive Independent Director for a second term of five consecutive years effective from June 1, 2022 to May 31, 2027 in conformity with Company's policy On Corporate Governance.
<b>Past Remuneration</b>	*Rs. 1,61,85,930/- for the financial year ended	Sitting fees of Rs. 6,00,000/- for financial year ended March 31,	Sitting fees of Rs. 6,00,000/- for financial year ended March 31,	Sitting fees of Rs. 5,00,000/- for financial year



	March 31, 2023	2023.	2023.	ended March 31, 2023.
<b>Remuneration Payable</b>	As stated in the Resolution set out in Item No. 3 & 4 of the accompanying Notice	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board meetings attended and reimbursement of expenses incurred for attending the meeting.	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board meetings attended and reimbursement of expenses incurred for attending the meeting.	Remuneration payable shall include commission as may be decided by the Company, sitting fees depending upon the number of Board meetings attended and reimbursement of expenses incurred for attending the meeting
<b>Date of first appointment on the Board</b>	June 01, 2017	June 01, 2017	August 16, 2017	June 01, 2017
<b>Details of shareholding including shareholding as a beneficial owner in the Company</b>	Nil	Nil	Nil	Nil
<b>Relation with other Directors,</b>	No relation with any Directors, Managers and KMPs	No relation with any Directors, Managers and KMPs	No relation with any Directors, Managers and KMPs	No relation with any Directors, Managers and KMPs



A FAIRFAX Company

SOTC Travel Limited  
Marathon Futurox, B-Wing,  
13th Floor, N. M. Joshi Marg,  
Lower Panel,  
Mumbai 400 013.  
T + 91 22 4905 9100  
F + 91 22 4905 9700  
Corporate : www.sotcindia.com  
Consumer : www.sotc.in

<b>Manager and KMP's</b>				
<b>No. of Board meetings attended during the financial year 2022-23</b>	5 out of 5 for the financial year 2022-2023	5 out of 5 for the Financial Year 2022-23	5 out of 5 for the Financial Year 2022-23	4 out of 5 for the Financial Year 2022-23
<b>Directorships of other Boards as on March 31, 2023</b>	SOTC Travel Limited	<ul style="list-style-type: none"> <li>• SOTC Travel Limited</li> <li>• Shriram Automall India Limited</li> <li>• ION Exchange (India) Limited</li> <li>• Haldyn Glass Limited</li> <li>• Kalyan Jewellers India Limited</li> <li>• Thomas Cook (India) Limited</li> <li>• Cartrade Tech Limited</li> <li>•</li> </ul>	<ul style="list-style-type: none"> <li>• SOTC Travel Limited</li> <li>• IIFL Finance Limited</li> <li>• 360 One Warm Limited</li> <li>• PNB Housing Finance Limited</li> <li>• Thomas Cook (India) Limited</li> <li>• Nippon Life India Trustee Limited</li> <li>• Gati Limited</li> <li>• Gati-Kintesu Express Private Limited</li> <li>• Allcargo logistics limited</li> <li>• Thejo Engineering</li> </ul>	<ul style="list-style-type: none"> <li>• SOTC Travel Limited</li> <li>• AGS Transact Technologies Limited</li> <li>• Padmini VNA Mechatronics Limited</li> <li>• ARKA Financial Holdings Private Limited</li> <li>• India Transact Services Limited</li> <li>• Securevalue India Limited</li> <li>• World Monuments Fund India Association</li> <li>• JSW IP Holdings Private Limited</li> </ul>



			Limited	
<b>Memberships/ Chairmanship of Committees as on March 31, 2023</b>	Management Sub- Committee – Member	<b>Shriram Automall India Limited</b>  Audit Committee- Chairperson  Nomination and Remuneration Committee- Member  <b>ION Exchnage (India) Limited</b>  Stakeholders Relationship Committee- Member  Corporate Social Responsibility Committee- Member  Risk Management Committee- Chairperson  <b>Haldyn Glass Limited</b>  Audit Committee- Member  Nomination and Remuneration Committee- Chairperson  Corporate Social Responsibility	<b>IIFL Finance Limited</b>  Audit Committee- Chairman  Nomination and remuneration Committee- Member  Risk Management Committee- Member  Corporate Social Responsibility Committee- Member  IT Strategy Committee- Member  Environment & Social Governance Committee- Member  <b>360 One Wam Limited</b>  Audit Committee- Member  Nomination and remuneration committee- Member  Risk Management Committee- Member	<b>AGS Transact Technologies Limited</b>  Audit Committee- Member  Nomination and Remuneration Committee- Member  Corporate Social Responsibility Committee- Member  Risk Management Committee- Chairman  Management Committee- Member  Stakeholders' Relationship Committee-Chairman  <b>India Transact Services Limited</b>  Audit Committee- Member  Management Committee- Member  <b>Securevalue India Limited</b>  Audit Committee- Member  Corporate Social Responsibility Committee-

		Committee- Member <b>Cartrade Tech Limited</b> Audit Committee- Chairperson Nomination and Remuneration committee- Member <b>Thomas Cook (India)                  Limited</b> Audit Committee- Member Nomination and remuneration committee- Member Corporate Social Responsibility Committee- Chairperson Stakeholders Relationship Committee- Member	Corporate Social Responsibility Committee- Member <b>Thomas Cook (India)                  Limited</b> Audit Committee- Chairman Stakeholders Relationship Committee- Member <b>PNB Housing Finance                  Limited</b> Audit Committee- Chairman Nomination and remuneration committee- Member <b>Nippon Life India                  Trustee Limited</b> Audit Committee- Member Committee of Directors- Member Committee of Trustee- Member Risk Management	Chairman
--	--	--	---	----------





A FAIRFAX Company

SOTC Travel Limited  
Marathon Futurex, B-Wing,  
13th Floor, N. M. Joshi Marg,  
Lower Parel,  
Mumbai 400 013.  
T + 91 22 4905 9100  
F + 91 22 4905 9700  
Corporate : www.sotcindia.com  
Consumer : www.sotc.in

			<p>Committee- Member</p> <p><b>Gati Limited</b></p> <p>Audit Committee- Chairman</p> <p>Nomination and remuneration committee- Member</p> <p>Risk Management Committee- Chairman</p> <p><b>Gati-Kintesu Express Private Limited</b></p> <p>Audit Committee- Chairman</p> <p>Nomination and remuneration committee- Member</p> <p><b>Allcargo logistics limited</b></p> <p>Audit Committee- Member</p> <p>Nomination and remuneration committee- Member</p> <p><b>Thejo Engineering Limited</b></p> <p>Audit Committee-</p>
--	--	--	--





A FAIRFAX Company

SOTC Travel Limited  
Marathon Futurex, B-Wing,  
13th Floor, N. M. Joshi Marg,  
Lower Panel,  
Mumbai 400 013.  
T + 91 22 4905 9100  
F + 91 22 4905 9700  
Corporate : [www.sotcindia.com](http://www.sotcindia.com)  
Consumer : [www.sotc.in](http://www.sotc.in)

			Member Compensation / Nomination and remuneration committee- Member	
--	--	--	---	--

*\*Exclude Bonus, Perquisites amount, PF and Superannuation.*



**ATTENDANCE SLIP**

**22nd ANNUAL GENERAL MEETING**

**Venue of the meeting:** 11th Floor, Marathon Futurex, Lower Parel, Mumbai 400013

**Date & Time:** Tuesday, August 22, 2023, at 2.30 P.M.

**Joint shareholders may obtain additional Slip at the venue of the meeting.**

Registered Folio No./DP ID & Client ID	
Name of the Member	
Address of the Member	
No. of equity shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 22nd Annual General Meeting of the Company at 11th Floor, Marathon Futurex, Lower Parel, Mumbai 400013 on Tuesday, August 22, 2023 at 2.30 P.M.

Name of the Member : \_\_\_\_\_ Signature : \_\_\_\_\_

Name of the Proxy holder: \_\_\_\_\_ Signature : \_\_\_\_\_

**NOTE:**

1. A Member/Proxy holder attending the meeting should bring copy of the Annual Report for reference at the meeting.
2. Only Member/Proxy holder can attend the Meeting.
3. Please complete the Folio No./ DP ID No., Client ID No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.



**FORM MGT-11 : PROXY FORM**

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

Registered Folio No./DP ID & Client ID	
Name of the Member	
Registered Address of the Member	
Email Id	
No. of equity shares held	

I / We, being the member(s) of \_\_\_\_\_ equity shares of the above-named Company, hereby appoint:

1. Name: \_\_\_\_\_

Of \_\_\_\_\_

Email: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her

2. Name: \_\_\_\_\_

Of \_\_\_\_\_

Email: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him/her,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on August 22, 2023 at 2.30 p.m. at 11th Floor, Marathon Futurex, N.M Joshi Marg, Lower Parel, Mumbai 400013 and at any adjournment thereof in respect of such resolutions as indicated below:

Sr. No.	Resolution(s)	Optional	
		For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt Audited Financial Statements for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors' and the Auditors thereon		
2.	To appoint a director in place Mr. Vishal Suri, Managing Director (DIN: 06413771), who retires by rotation, and being eligible, offers himself for re-appointment		



Special Businesses			
3.	To Approve payment of remuneration to Mr. Vishal Suri (DIN: 06413771) Managing Director for the period from June 1, 2023 to May 31, 2025		
4.	To consider & approve commencement of fresh term of Mr. Vishal Suri (DIN: 06413771) as the Managing Director of the Company for a term of five (5) years with effect from July 5, 2023 to July 4, 2028 and fixation of remuneration and minimum remuneration for a period of three (3) years with effect from July 5, 2023 to July 4, 2026		
5.	To consider and approve payment of commission to Non-Executive Directors		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

**Affix  
Revenue  
Stamp**

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Signature of Proxy

#### 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) \*This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.
- 3) A Proxy need not be a member of the Company.
- 4) 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.
- 5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 7) For the resolutions, statements setting out material facts, notes and instructions please refer to the notice of Annual General Meeting.



**ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING OF SOTC TRAVEL LIMITED SCHEDULED TO BE HELD ON TUESDAY, AUGUST 22, 2023, AT 11TH FLOOR, MARATHON FUTUREX, N.M JOSHI MARG, LOWER PAREL (EAST), MUMBAI 400013 AT 2.30 P.M.**



**Landmark : Near Peninsula Business Park**



## DIRECTORS' REPORT

To  
The Members of  
SOTC Travel Limited  
Mumbai

Your Directors have pleasure in presenting their Twenty-Second Annual Report on the business and operations of the Company and the Audited Financial Statements for the Financial Year ended March 31, 2023.

### 1. FINANCIAL SUMMARY AND HIGHLIGHTS:

(All amount in Rs.)

Particulars	Current Financial Year (31.03.2023)	Previous Financial Year (31.03.2022)
Revenue from Operations	5,823,618,940	1,289,980,718
Other Income	12,945,965	31,350,414
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	291,771,304	(252,190,174)
Less: Depreciation/ Amortization / Impairment	66,395,213	63,390,708
Profit /loss before Finance Costs, Exceptional items and Tax Expense	225,376,091	(315,580,881)
Less: Finance Costs	59,096,482	36,130,386
Profit /loss before Exceptional items and Tax Expense	166,279,609	(351,711,268)
Add/(less): Exceptional items	-	7,403,435
Profit /loss before Tax Expense	166,279,609	(359,113,703)
Less: Tax Expense (Current & Deferred)	63,348,950	(131,004,761)
Profit /loss for the year (1)	102,931,459	(228,108,941)
Other comprehensive (Loss)/Income (2)	(2,841,444)	3,852,634
Total (1+2)	100,090,015	(224,256,307)
Balance of profit /loss for earlier years	(965,506,566)	(737,397,625)
Less: Transfer to Capital Redemption Reserve	-	-
Less: Transfer to Reserves	-	-
Less: Dividend paid on Equity Shares	-	-
Less: Dividend paid on Preference Shares	-	-

Less: Dividend Distribution Tax	-	-
Balance carried forward	(862,575,607)	(965,506,566)

## 2. OVERVIEW

The Company during the financial year has made a net profit of Rs 102,931,459/- compared to loss of Rs. (228,108,941) in the previous financial year. With the lifting of lockdown restrictions, the Company has now been able to restart substantial of its businesses in India and outside India.

Business transformation initiatives leading to sustainable cost savings has enable SOTC to deliver positive Profit Before Tax, despite lower volume given supply side challenges such as US, Europe, Schengen visas and high airfares in FY 2022-23. The Company has recovered 70% of the sales value as compared to pre pandemic FY 2019-20.

### LEISURE TRAVEL

- SOTC won "Best Domestic tour operator" at SATTE 2023. SOTC bagged both "Best Outbound Travel Operator" at The ET Travel & Tourism Annual Awards
- Company carried out Cherry Blossom event in Japan with huge success 1,250 pax travelled in March and April with group.
- Launched new campaign focusing on Gen Z-special range of experiential Summer 2023 Europe Holidays. The value tour has been thoughtfully designed to include preference of Gen Z customer and come with unbeatable deals like best price guarantee and no cost EMI at zero percent interest.
- During the financial year Company focus on easy Visa products, Domestic, Short-haul, topical events such as FIFA, Festivals, curated experience
- Launched Live Video Connect where holiday experts connect with customers without downloading any added apps or software
- During the financial year Company had strategic partnerships with Vistara Getaways- International, Turkiye Tourism, Saudi Tourism authority and familiarization tours/ engagement activities with Australia, Finland, Abu Dhabi.
- The Company streamlined its new business front end and vendor management systems which feature full integration for sales, products, operations and customer service, giving a seamless experience to our customers

and simplifying sales, operations and accounting process.

- During the financial year 2022-23, leisure has achieved 45% of the pre pandemic sales ( FY 19-20) and 371% of the FY 21-22 sales

#### **MICE / Corporate Tours / E-Business**

- There is strong and consistent demand for both long haul and short haul international destinations
- MICE "win-big" initiative to onboard new corporates sees success with various associations, brands and companies during financial years 2022-23
- SOTC MICE won "Best MICE Travel Operator" at The ET Travel & Tourism Annual Awards
- MICE Team engaged with customers across the industries to operate multiple groups to domestic and both short & long haul international destinations like Thailand, Malaysia, Dubai, Abu Dhabi, Australia, Europe.
- Very strong order book with multiple mega groups between 250 to 2800 passengers to destinations Australia, South East Asia, Abu Dhabi, Middle East and Mumbai
- The Company streamlined "MANTRA", a fully integrated front end system for Sales, Product, Operations and Customer Service, to give a seamless experience to our customers and simplify the entire sales, operations and accounting process

#### **BUSINESS TRAVEL**

The Business travel landscape has seen a close to full recovery in volumes to pre-pandemic levels effective April 2022.

The business resumption has been seen in both domestic and international ticketing with customers. We have seen a growth of demand to long haul international sectors like the US & Canada.

Our Key interventions this year:

#### **Driving Efficiency through Digital Transformation:**

- Focus on increasing OBT conversion with new and existing customers has fuelled the digital transformation story of our business

- Deployment of new booking tool options to customers has allowed customers to be able to choose the right technology for their organisation
- Carbon Emission: We have successfully implemented data reporting on carbon emissions for our customers, allowing them to take decisions on their footprints as a CSR initiative
- Increasing Revenue by increasing attachment rates of non-air services like hotels, transport, visa, insurance etc.

### SHIFTING OF REGISTERED OFFICE OF THE COMPANY

During the financial year under review, the registered office of the Company was shifted from Thomas Cook Building, Dr. D. N. Road, Fort, Mumbai – 400001 to "11th Floor, Marathon Futurex, N.M Joshi Marg, Lower Parel, Mumbai – 400013."

### 3. STATE OF THE COMPANY'S AFFAIRS

Revenue for FY 2022 - 23 was Rs. 5,82,36,18,940/- compared to revenue of Rs.1,289,980,718/- in the FY 2021 - 22. Profit after tax for FY 2022 - 23 was Rs. 102,931,459/- compared to Loss of Rs. 228,108,941/- in FY 2021-2022.

### 4. CHANGE(S) IN THE NATURE OF BUSINESS:

There is no change in the nature of business carried out by the Company during the financial year ended March 31, 2023. Your Company continues to be in business of Travel Industry.

### 5. SHARE CAPITAL

During the year under review, there is no change in share capital of the Company. The paid up share capital of the company is Rs. 860,100,000/- as on March 31, 2023.

### 6. DIVIDEND

To conserve the resources and the previous year losses, your Directors do not recommend any Dividend for financial year 2022-2023.

### 7. TRANSFER TO RESERVE

During the financial year, transfer to any Reserve is Nil.

### 8. SUBSIDIARY/ASSOCIATE COMPANIES/JOINT VENTURES

Your Company is a wholly owned subsidiary of Thomas Cook (India) Limited as on March 31, 2023. As per the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Accounts) Rules, 2014, (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), your Company claims the exemption from preparing the Consolidated Financial Statements of the Company and its Subsidiary(ies) / Associates / Joint Ventures as the holding company i.e. Thomas Cook (India) Limited shall prepare the Consolidated Financial Statements of itself, along with its Subsidiary(ies) / Associates / Joint Ventures including subsidiary(ies) / associate(s) / Joint Venture(s) of the Company. Accordingly, your Company is not required to prepare the Consolidated Financial Statements of itself along with its subsidiary(ies) / Associates / Joint Ventures for the financial year ended March 31, 2023.

A statement containing salient features of the financial statements and other necessary information of the Subsidiary(ies) / Associates / Joint Ventures in the format prescribed under Form AOC-1 is included in the Report. The Company will make available the Financial Statement of Subsidiary(ies) / Associates / Joint Ventures to any Member of the Company at their request.

During the financial year, there are no new additions to Subsidiary(ies) / Associates / Joint Ventures of the Company.

#### **COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE FINANCIAL YEAR**

During the financial year under review, there were no additions in the subsidiaries, or associate companies. There were no Companies which ceased to be subsidiary (ies)/associates/joint ventures of the Company.

#### **9. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

##### **Director(s)**

Mr. Madhavan Menon – Chairman (DIN 00008542), Mr. Vishal Suri – Managing Director (DIN: 06413771), Mrs. Kishori Udeshi – Non-Executive Independent Director (DIN: 01344073), Mr. Nilesh Vikamsey – Non-Executive Independent Director (DIN: 00031213), Mr. Rahul Bhagat - Non-Executive Independent Director (DIN: 02473708) and Mr. Debasis Nandy – Non-Executive Director (DIN 06368365), were the Directors of the Company as on March 31, 2023.

None of the Directors and / or key managerial Personnel resigned during the financial year under review.

There has been no change in Directors till the date of the Report.

**Re-Appointment:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with the Rules made thereunder and the Articles of Association of the Company, Mr. Vishal Suri (DIN: 06413771), Managing Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Based on the performance evaluation, your Directors recommend the re-appointment of Mr. Vishal Suri (DIN: 06413771), as director, liable to retire by rotation.

The brief profile of Mr. Vishal Suri and other relevant information, as required under the Secretarial Standard on General Meetings have been provided in the Notice convening the 22nd Annual General Meeting.

Further, in Annual General Meeting held on September 15, 2022, the Members approved the re-appointment of Mr. Rahul Bhagat and Mrs. Kishori Udeshi as the Independent Directors for second term of 5 consecutive years commencing from June 1, 2022 to May 31, 2027. Members also approved the re-appointment of Mr. Nilesh Vikamsey as Independent Director for second term of 5 consecutive years commencing from August 16, 2022 to August 15, 2027.

The company had also in its meeting dated May 5, 2023 approved payment of remuneration to Mr. Vishal Suri, Managing Director [DIN: 06413771] for a period of 2 years from June 1, 2023 to May 31, 2025 subject to approval of the Shareholders.

The Board of Directors at its meeting held on July 28, 2023, approved the commencement of fresh term of 5 [five] years for Mr. Vishal Suri as the Managing Director of the Company with effect from 5th July, 2023 to 4th July, 2028 and Restructured and approved the Remuneration including minimum remuneration for a period of three (3) years with effect from 5th July, 2023 to 4th July, 2026 subject to approval of the shareholders at the ensuing AGM of the Company.

*Above proposal of appointment/ re-appointment including payment of remuneration forms part of the Notice of the 22nd AGM of the Company and the relevant resolutions are recommended for members approval thereon.*

**Disclosure as per Schedule V of the Companies Act:**

Remuneration details of Directors (effective from 01st April, 2022 to 31st March, 2023)

*/All amount in Rs.1*



A FAIRFAX Company

**SOTC Travel Limited**  
Marathon Futures, B-Wing,  
13th Floor, N. M. Joshi Marg,  
Lower Panel,  
Mumbai 400 013  
T +91 22 4905 9100  
F +91 22 4905 9700  
Email : enquiry@sotc.in  
Corporate : www.sotcindia.com  
Consumer : www.sotc.in

Name of Director	Basic Salary	*Benefits/ Allowances/ Perquisites	Bonus/ Commission	Sitting Fees	Pension/PF / Superannuation	Total	Stock Options granted & accepted during the financial year	Number of Stock Options exercised during the financial year
Mr. Madhavan Menon	0	0	0	0	0	0	0	0
Mr. Vishal Suri	5,122,872	11,063,058	10,000,000	-	614,749	26,800,679	0	0
Mr. Nilesh Vikamsey	0	0	0	6,00,000	0	6,00,000	0	0
Mr. Debasis Nandy	0	0	0	-	0	-	0	0
Mrs. Kishori Udeshi	0	0	0	6,00,000	0	6,00,000	0	0
Mr. Rahul Bhagat	0	0	0	5,00,000	0	5,00,000	0	0

\* Includes reimbursements

Mr. Menon and Mr. Nandy have waived their entitlement to their share of commission and sitting fees.

- Details of fixed component and performance linked incentives paid for the financial year (w.e.f 1st April, 2022 to 31st March, 2023)

(All amount in Rs.)

Name of Director	Salary		
	Fixed (Rs.)	Performance Linked Incentives (Rs.)**	Total (Rs.)#
Mr. Vishal Suri	1,61,85,930	10,00,000	26,185,930

#Total Amount excludes PF, Superannuation and Perquisites of ESOP, Housing, Car and interest on PF

\*\*Performance linked Incentive paid to Mr. Suri was linked to his performance during the year

- Details of Service Contracts, Notice Period, Severance Fees

Sr. No.	Name of Director	Contract Period (Tenure)	Service Contract	Notice Period	Severance fees, if any
1.	Mr. Vishal Suri	1st June, 2020 to 31st May, 2025 subject to retire by rotation	Yes	6 Months	As decided by the management
		5th July, 2023 to 4th July, 2028 subject to retire by rotation	Yes	12 Months	As decided by the management
2.	Non-Executive Directors other than Independent Directors	None. The Non-Executive Directors other than Independent Directors, liable to retire by rotation, get re-appointed as per the provisions of Articles of Association of the Company and the applicable provisions of the Companies Act, 2013.	No	None	None

Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: Not Applicable

#### Key Managerial Personnel (KMP)

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel (KMP) of the Company as on March 31, 2023 were:

- Mr. Vishal Suri, Managing Director
- Mr. Farroukh Kolah, Executive Vice President & Chief Financial Officer and
- Ms. Shaily Gupta, Company Secretary (Appointed w.e.f April 15, 2022)

During the Financial Year under review, the Board of Directors at its meeting held on April 12, 2022, had appointed Ms. Shaily Gupta as the Company Secretary of the Company. There is no other change in KMPs of the Company for the Financial Year 2022-23.

#### Declaration of Independence

The Company has received necessary declaration(s) from all the Independent Directors (IDs) of the Company, confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, as amended from time to time and that in terms of Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, they have registered themselves with the Independent Director's database maintained by the Indian Institute of Corporate Affairs (IICA), Manesar for a period of one, five or life time till they continue to hold



office of an Independent Director and also completed the online proficiency test, conducted by the Indian Institute of Corporate Affairs, wherever applicable.

During the financial year 2022-23, one (1) Meeting of the IDs was held on March 27, 2023, and all the IDs were present at the Meeting through Video Conferencing. The Company has complied with the Code for IDs, as prescribed in Schedule IV to the Companies Act, 2013, as amended from time to time.

In the opinion of the Board, all the Independent Directors are persons possessing attributes of integrity, expertise and experience (including proficiency) as required under the applicable laws, Rules & Regulations.

The Company has issued letters of Appointment / Re-appointment to Independent Directors in the manner as provided under the Companies Act, 2013. Terms and conditions of the said appointment are hosted on the website of the Company.

The Company has formulated a Code of Conduct for Directors and Senior Management Personnel and they have affirmed the compliance thereto.

Your Board expresses its satisfaction with regard to integrity, expertise and experience (including the proficiency) of the Independent Directors.

There were no new Independent Directors appointed on the Board of the Company, during the financial year.

## 10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company confirms that-

- i. In the preparation of the annual accounts for the financial year ended March 31, 2023, the Company has followed the applicable accounting standards and there are no material departures from the same.
- ii. 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 as at March 31, 2023 and of the profit and loss of the Company for that period;
- iii. 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.
- iv. The Directors have prepared the annual accounts on "Going Concern Basis."

- v. The Directors have laid down internal financial control to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## 11. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board of Directors have carried out Annual Evaluation of its own performance, Chairman, Committee as a whole and of the Individual Directors.

The performance evaluation of the Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

The performance evaluation of the Board was based on criteria such as board composition and structure, information and functioning, succession planning, strategic planning etc.

The performance evaluation of the Committee was based on criteria such as experience, knowledge and competency, governance, safeguarding the interests of all stakeholders etc.

The performance evaluation of the Independent Directors was based on the criteria such as time devoted and attention given to professional obligations for independent decision making and acting in the best interest of the Company, strategic guidance to the Company and help in determining important policies etc.

## 12. ANNUAL RETURN

In compliance with the provisions of Section 134 and 92 of the Companies Act, 2013, the Company has placed a copy of the Annual Return as on March 31, 2023 on its website at <https://sotcindia.com/downloads/subsidiaries/MGT7-FY-2022-23.pdf>

## NUMBER OF BOARD MEETINGS

During the financial year, Five (5) Meetings of the Board of Directors of the Company were held. The said meetings were held on April 12, 2022 ; May 16, 2022 ; July 25, 2022 ; November 01, 2022 & January 23, 2023 respectively.

### Composition of Board of Directors and Attendance of Directors at the Board Meeting:

Sr. No.	Name of the Director	DIN	*Category	No. of Meetings attended
---------	----------------------	-----	-----------	--------------------------



				during the financial year 2022-2023
1.	Mr. Madhavan Menon	00008542	NED	5
2.	Mr. Vishal Suri	06413771	ED	5
3.	Mrs. Kishori Udeshi	01344073	ID	5
4.	Mr. Rahul Bhagat	02473708	ID	4
5.	Mr. Nilesh Vikamsey	00031213	ID	5
6.	Mr. Debasis Nandy	06368365	NED	5

\* NED- Non-Executive Director, ID-Independent Director, ED- Executive Director

### 13. COMMITTEES OF THE BOARD

#### a) Management Sub-Committee of the Board

For Administrative convenience and smooth business operations, Management Sub-Committee of the Board (Sub-Committee) has been constituted in June 2017. The Sub-Committee functions on the basis of 'Sub-Committee Authority Matrix' and as per the powers delegated by the Board, from time to time.

The Sub-Committee met 9 times during the financial year. The said meetings were held on May 09, 2022, June 10, 2022, July 27, 2022, September 12, 2022, September 27, 2022, November 15, 2022, December 19, 2022, January 27, 2023, March 30, 2023, respectively.

#### Composition of Sub-Committee and Attendance during the financial year:

Members of the Sub-Committee comprises of the Chairman and Managing Director of the Company.

Sr No.	Name of Member	*Category	Designation	No. of Meetings attended during the financial year 2022-23

1.	Mr. Madhavan Menon	NED*	Chairman	9
2.	Mr. Vishal Suri	ED*	Member	9

\*NED- Non-Executive Director, ED- Executive Director

#### b) Banking Committee

For smooth banking operations, the Banking Committee has been constituted in June 2017. The Banking Committee functions on the basis of Authority Matrix and as per the powers delegated by the Board, from time to time. Members of the Banking Committee comprises of the Chairman, Managing Director, Chief Financial Officer and the Company Secretary of the Company.

The Banking Committee met 5 times during the financial year. The said meetings were held on June 24, 2022, July 27, 2022, December 12, 2022, January 31, 2023, March 20, 2023, respectively.

#### Composition of Committee and Attendance during the financial year:

Sr. No.	Name of Member	*Category	Designation	No. of Meetings attended during the financial year 2022-23
1.	Mr. Vishal Suri	ED	Chairman	5
2.	Mr. Madhavan Menon	NED	Member	5
3.	Mr. Farroukh Kolah	CFO	Member	5
4.	Ms. Shaily Gupta	CS	Member	5

\*NED- Non-Executive Director, ED- Executive Director, CFO – Chief Financial Officer, CS – Company Secretary

#### 14. Corporate Social Responsibility



The Annual Report on CSR during the financial year 2022-23, is annexed as 'Annexure A.' On account of losses during the three (3) immediately preceding financial years, your Company was not required to spend any amount towards Corporate Social Responsibility activities in the financial year 2022-23.

Further, as per Section 134(3)(o), the Company has an approved CSR Policy in line with CSR Provisions. Further, the same is available on the website of the Company.

#### 15. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of Loans, Guarantees and Investments, as the case may be, forms part of the notes to the financial statements provided in the Annual Report.

#### 16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year, all the transactions with related parties were in the ordinary course of business and at arm's length basis; and there were no material contracts or arrangements or transactions not at arm's length basis or otherwise. Therefore, disclosure in Form AOC-2 is not applicable to the Company.

#### 17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

##### A. Conservation of Energy, Technology Absorption

Your Company being in the Travel and Tourism industry, its activities does not involve any expenditure on Technology and Research and Development. Therefore, the particulars in the Companies (Accounts) Rules, 2014, as amended, is not required to be submitted. Further, the Company is not energy intensive. However, every effort is made to ensure optimum use of energy by using energy-efficient computers, processes and other office equipment. Constant efforts are being made through regular / preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy.

The Company is continuously making efforts for induction of innovative technologies and techniques required for the business activities.

##### B. Foreign Exchange earnings and outgo during the financial year:

Particulars	31 <sup>st</sup> March,2023	31 <sup>st</sup> March 2022
-------------	-----------------------------	-----------------------------

	(In Rs.)	(In Rs.)
Foreign exchange Earnings	Rs. 270,534,681/-	Rs. 19,786,973/-
<b>Particulars</b>	<b>31<sup>st</sup> March, 2023</b>	<b>31<sup>st</sup> March 2022</b>
Foreign exchange Outgo *	Rs. 1,963,133,551/-	Rs. 251,791,886/-

Note: \*Expenditure in foreign currency primarily relates to outbound tour services and is made out of collections from customers for remittance under Liberalized remittance scheme (LRS).

#### 18. RISK MANAGEMENT

Risk assessment and management are critical to ensure long term sustainability of the business. The Company has in place a risk management framework with regular appraisal by top management. Pursuant to Section 134 of the Companies Act, 2013, the Company has adopted Risk Management Policy which lays down the framework to define, assess, monitor and mitigate the business, operational, financial and other risks associated with the business of the Company.

#### 19. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Your Company has an internal financial control system commensurate with its size and nature of business which provides a reasonable assurance in respect of financial and operational information, safeguarding assets of the Company and ensuring compliance with corporate policies. All transactions are recorded and reported correctly.

#### 20. DEPOSITS UNDER CHAPTER V OF THE COMPANIES ACT, 2013

During the financial year, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended and therefore, no amount of principal or interest was outstanding as on the date of balance sheet.

#### 21. EMPLOYEE STOCK OPTION

The Company has not issued any Employee Stock Options during the financial year.

#### 22. DETAILS OF FRAUDS

There were no frauds reported by the Statutory Auditors under the provisions of Section 143(12) of the Companies Act, 2013 and the rules made thereunder.

## 15. AUDITORS

### Statutory Auditors and their report

BSR & Co. LLP, Chartered Accountants, Firm Registration No. 101248WW -100022, Mumbai, were re-appointed as the Statutory Auditors of the Company, to hold office for a consecutive term of five years (Second Term) from the conclusion of Annual General Meeting ("AGM") held on 15th September, 2022 until the conclusion of AGM of the Company to be held for financial year 2026-2027, on such remuneration, as may be mutually agreed between the Board of Directors of the Company and Statutory Auditors, from time to time.

The requirement to place the matter relating to appointment of auditors for ratification by Members at every Annual General Meeting has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing Annual General Meeting.

Your Company has received necessary certificate from M/s BSR & Co, Chartered Accountants, Mumbai, (Firm Registration No. 101248WW-100022) confirming that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and are not disqualified from continuing as the Statutory Auditors of the Company.

### STATUTORY AUDITORS REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors, in their report for the financial year ended March 31, 2023.

### Secretarial Auditor and their Report

The Board of Directors appointed M/s. Keyul M. Dedhia & Associates, Company Secretaries (COP No. 8618, Membership No. FCS-7756 and Unique Code No. S2009MH120800) as the Secretarial Auditor of the Company under Section 204 of the Companies Act, 2013, for conducting the Secretarial Audit for the financial year 2022-2023.

The Secretarial Audit Report for the financial year 2022-23 does not contain any adverse remark, qualification or reservation.

The Secretarial Audit Report is annexed as 'Annexure B'.

#### **Internal Auditor**

Mr. Anirudhha Chaudhury is the Internal Auditor of the Company. During the financial year under review, Ernst & Young LLP were appointed, to assist the Internal Auditor of the Company, in conducting / performing the internal audits, in accordance with the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, as amended from time to time.

#### **Internal Financial Control (IFC) Auditor**

During the financial year, the Board of Directors appointed Kapadia Associates, Chartered Accountants as an Internal Financial Control (IFC) Auditor of the Company for the financial year 2022-23.

#### **Cost Auditor**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with rules framed thereunder, Cost Audit and Maintenance of Cost Records is not applicable to the Company for the Financial Year 2022-23.

#### **16. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There has been no significant and material order passed by the Regulators, Courts and Tribunals impacting the going concern status of the Company's operations in future.

#### **17. MATERIAL CHANGES AND COMMITMENTS**

There were no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year to which this financial statement relates and the date of this report.

#### **18. PARTICULARS OF EMPLOYEES**

The provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, in respect of the employees of the Company is not applicable to the Company.

#### **19. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

Your Company has Zero tolerance towards any action on the part of any executive which may fall under the ambit of 'Sexual Harassment' at workplace and is fully committed to uphold and maintain the dignity of every woman



executive working in the Company. The Company values the dignity of individuals and strives to provide a safe and respectable working environment for all its employees. The Company is committed to providing an environment which is free of discrimination, intimidation and abuse.

Pursuant to Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013 and rules made thereunder, the Company has a Policy for prevention of Sexual Harassment in the Company. All the employees (permanent, contractual, temporary and trainees) are covered under this policy.

Your Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Matters handled during the financial year 2022-23, are as follows:

- (a) Number of Complaints Received : NIL
- (b) Number of complaints disposed of during the financial year of sexual harassment received in the year: NIL
- (c) Number of cases pending for more than ninety days: NIL
- (d) Number of workshop or awareness programme against sexual harassment carried out: 40 sessions
- (e) Nature of action taken by employer: NA

The following action was taken by employer in respect of the complaints received during financial year 2022-23

Written Apology - NIL

Warning - NIL

Reprimand or Censure - NIL

Withholding of Promotion - NIL

Withholding of Pay Rise/ Increment - NIL

Termination - NIL

Disengagement of services of Third-Party staff - NIL

Involuntary Resignation (Employer controlled resignation) - NIL

Counselling - NIL

Carrying out community services – NIL

Compliant pending as on March 31, 2023 – NIL

## **20. VIGIL MECHANISM POLICY/ WHISTLE BLOWER POLICY**

The Company has established Vigil Mechanism Policy to provide a framework to promote responsible and secure Whistle Blowing. The Whistle-Blower Policy has been laid down with an objective to create an environment where an employee has easy access to raising a concern and his/her identity is also protected.

The said Policy is posted on the Company's website and web link thereto is <http://sotcindia.com/other-details.asp>

## **21. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.**

No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.

## **22. THE DETAILS OF DIFFERENCE BETWEEN THE AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.**

There were no valuations done for the purposes of one-time settlement and for obtaining any loan from the Banks / Financial Institutions.

## **23. SECRETARIAL STANDARDS**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings and that such systems are adequate and operating effectively. The Company complies with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.



**SOTC Travel Limited**  
Marathon Futures, B-Wing,  
13th Floor, N. M. Joshi Marg,  
Lower Parel,  
Mumbai 400 013.  
T +91 22 4905 9100  
F +91 22 4905 9200  
Email : enquiry@sotc.in  
Corporate : www.sotcIndia.com  
Consumer : www.sotc.in

#### 24. ACKNOWLEDGMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the banks, Government authorities, customers, vendors and members during the financial year.

Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

**For and on behalf of the Board**

**Madhavan Menon**

**Chairman**

**(DIN: 00008542)**

**Place: Mumbai**

**Date: July 28, 2023**

**Vishal Suri**

**Managing Director**

**(DIN: 06413771)**

**Place: Mumbai**

**Date: July 28, 2023**

## ANNEXURE A

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

*[Pursuant to Section 134(3)(a) of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]*

#### 1. Brief outline on CSR - Policy of the Company:

The CSR Policy of the Company focuses on addressing the healthcare challenges of the Society and aims to align the Company's CSR interventions with the healthcare priorities of the Indian Government and other Stakeholders and contributing to other projects or programs that falls under the purview of Schedule VII of Section 135 of the Companies Act, 2013, as identified and approved from time to time.

#### 2. Composition of CSR Committee\* - NA

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
-	-	-	-	-

\*The CSR Committee of SOTC Travel Limited was dissolved by the Board of Directors at their Meeting held on July 30, 2021.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <http://sotcindia.com/corporate-responsibility.asp>

4. Provide the Executive Summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies, if applicable: NA

5. a) Average Net Profit / (Loss) of the Company as per sub section 5 of section 135: Rs. (32,54,27,957)

b) Two percent of average net profit/ (loss) of the company as per sub-section (5) of section 135 : Rs. (65,08,559)

c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years – NA

d) Amount required to be set-off for the financial year, if any : NA

e) Total CSR obligation for the financial year [(b)+(c)-(d)] : NA



A FAIRFAX Company

SOTC Travel Limited  
Marathon Futures, B-Wing,  
13th Floor, N. M. Joshi Marg,  
Lower Panel,  
Mumbai 400 013.  
T +91 22 4905 9100  
F +91 22 4905 9700  
Email : enquiry@sotc.in  
Corporate : www.sotcindia.com  
Consumer : www.sotc.in

- 6. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) - 0
- b) Amount spent in Administrative Overheads -0
- c) Amount spent on Impact Assessment, if applicable -0
- d) Total amount spent for the Financial Year [(a)+(b)+(c)] -0
- e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (inRs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
0	0	0	0	0	0

f) Excess amount for set-off, if any:

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	0
(ii)	Total amount spent for the Financial Year	0
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0

67



A FAIRFAX Company

**SOTC Travel Limited**  
 Marathon Futurex, B-Wing,  
 13th Floor, N. M. Joshi Marg,  
 Lower Panel,  
 Mumbai 400 013.  
 T +91 22 4905 9100  
 F +91 22 4905 9700  
 Email : enquiry@sotc.in  
 Corporate : www.sotcindia.com  
 Consumer : www.sotc.in

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: NIL

1	2	3	4	5	6	7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
1	FY21-22	0	0	0	0	0	0
2	FY20-21	0	0	0	0	0	0
3	FY19-20	0	0	0	0	0	0

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year - No

If Yes, enter the number of Capital assets created/ acquired

Sr. No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
1	2	3	4	5	6		
					CSR Registration Number, if applicable	Name	Registered address



**SOTC Travel Limited**  
Marathon Futures, B-Wing,  
13th Floor, N. M. Joshi Marg,  
Lower Park,  
Mumbai 400 013.  
T +91 22 4905 9100  
F +91 22 4905 9700  
Email : enquiry@sotc.in  
Corporate : www.sotcindia.com  
Consumer : www.sotc.in

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135 - NA

For and on behalf of the Board

**Madhavan Menon**

Chairman

(DIN: 00008542)

Place: Mumbai

Date: July 28, 2023

**Vishal Suri**

Managing Director

(DIN: 06413771)

Place: Mumbai

Date: July 28, 2023

4

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[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]

To,  
The Members,  
**SOTC Travel Limited**

Corporate Identity Number: U63040MH2001PLC131691  
11th Floor, Marathon Futurex, NM Joshi Marg, Lower Parel East, Mumbai - 400 013.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SOTC Travel Limited (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our limited verification of the Company's Books, Papers, Minute Books, Forms and Returns filed with applicable regulatory authority(ies) and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended on March 31, 2023 ('Audit Period'), 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 reporting made hereinafter:

We herewith report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test check basis, the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and produced before us for the financial year ended March 31, 2023, as per the provisions of:

- (i) The Companies Act, 2013, ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder (**Not applicable to the Company during the Audit period**);
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder, to the extent applicable to the Company;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder with respect to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, to the extent the same was applicable to the Company;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (**Not applicable to the Company during the Audit period**);





- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 **(Not applicable to the Company during the Audit period)**;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit period)**;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the Company during the Audit period)**;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the Audit period)**;
  - (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, 2021 **(Not applicable to the Company during the Audit period)**;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit period)** and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(Not applicable to the Company during the Audit period)**.
- (vi) We relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for the compliance of the following laws applicable specifically to the Company:
1. The Passports Act, 1967 and applicable Rules thereto.
  2. IATA Guidelines for Agents.

We have also examined compliance with the applicable clauses of:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s) **(Not applicable to the Company during the Audit period)**.

Based on the aforesaid information provided by the Company, we report that during the financial year under report, the Company has complied with the provisions of the above mentioned Act/s, Rules, Regulations, Guidelines, Standards, etc. and we have no material observation or instances of non-compliance in respect of the same.

**We further report that**, as informed by the management, below instances of fraud by certain employees of the Company:

- instances to Sell a holiday over phone by using SOTC brand and portrayed as SOTC Secunderabad sales representative, use of forged documents with morphed SOTC logo;
- forged documents including Company letterhead's used for applying UK visas.

**We further report that:**

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



Adequate notice was given to all Directors about scheduled Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance, and a reasonable system exists for Board Members for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Based on the representation made by the Company and its Officer, we herewith report that majority decision is carried through and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the Minutes.

Based on the representation made by the Company and its Officers explaining to us in respect of internal systems and mechanisms established by the Company which ensures compliances of Acts, Laws and Regulations applicable to the Company, we report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that**, during the audit period, the Company has not undertaken any corporate action having a major bearing on the Company's affairs in pursuance of aforesaid laws, rules, regulations, guidelines, standards, etc as mentioned above.

**For Keyul M. Dedhia & Associates**  
**Company Secretaries**

Unique ICSI Code Number: S2009MH120800



**Keyul M. Dedhia**

*Proprietor*

*FCS No: 7756*

*COP No: 8618*

UDIN: F007756E000700492

Peer Review Certificate No.: 876/2020

**July 28, 2023, Mumbai.**

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.



'Annexure A'

To,  
The Members,  
**SOTC Travel Limited**  
Corporate Identity Number: U63040MH2001PLC131691  
11th Floor, Marathon Futurex, NM Joshi Marg, Lower Parel East, Mumbai - 400 013.

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

1. Maintenance of Secretarial records 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. The verification was done on test-check basis (by verifying records as was made available to us) to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we follow, 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 and we have relied on Statutory Auditors' independent assessment on the same.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of process followed by Company to ensure adequate Compliance on test-check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Keyul M. Dedhia & Associates**  
**Company Secretaries**  
Unique ICSI Code Number: S2009MH120800

**Keyul M. Dedhia**  
**Proprietor**  
FCS No: 7756 COP No: 8618  
UDIN: F007756E000700492  
Peer Review Certificate No.: 876/2020



**July 28, 2023, Mumbai.**



S.No.	Name of the Associate/Joint Ventures	Latest Audited Balance Sheet date	Date on which the Associate or Joint Venture was acquired	Shares of Associate or Joint Ventures held by the company on the year end		Description of how there is significant influence	Reason why the associate/joint venture is not consolidated	Networth attributable to shareholding as per latest audited Balance Sheet	Profit or Loss for the year	
				Number	Amount of Investment in Associate or Joint Venture				Extent of Holding (in percentage)	Considered in Consolidation
01										

Notes:  
 1. Names of associates or joint ventures which are not to be consolidated - NA  
 2. Names of associates or joint ventures which have been liquidated or sold during the year - NA  
 3. The above list does not include associate(s) and subsidiary(ies) of the associate company(ies) of the subsidiary(ies)

For B.S.R. & Co. LLP  
 Chartered Accountants  
 Firm's Registration No: 301248W/W-100022

Bhavesh Bhargava  
 Partner  
 Membership No: 642076  
 Mumbai

For and on behalf of the Board of Directors  
 of SOTC Travel Limited  
 (CIN: U63040M/2008/PLC319871)

  
 Madhuren Menon  
 Chairman  
 DIN No. 00008542

  
 Anant Kishore  
 Chief Financial Officer  
 Mumbai  
 May 5, 2023

  
 Vishal Sati  
 Managing Director  
 DIN No. 06413775

  
 Prady Gupta  
 Company Secretary  
 CS No. 43-8028

# BSR & Co. LLP

Chartered Accountants

14th Floor, Central B Wing and North C Wing,  
Nesco IT Park 4, Nesco Center,  
Western Express Highway,  
Goregaon (East), Mumbai – 400063, India  
Telephone: +91 (22) 6257 1000  
Fax: +91 (22) 6257 1010

## Independent Auditor's Report

To the Members of SOTC Travel Limited

Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of SOTC Travel Limited (the "Company") which comprise the balance sheet as at 31 March 2023, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

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

### Other Information

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

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

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



Partnership firm with Registration No. BA61223 converted into BSR & Co. LLP as  
Partnership with LLP Registration No. AAB-8191 with effect from October 14, 2013

Registered Office:

14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco  
Center, Western Express Highway, Goregaon (East), Mumbai - 400063

## Independent Auditor's Report (Continued)

## SOTC Travel Limited

## Management's and Board of Directors' Responsibilities for the Financial Statements

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

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

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

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the



Independent Auditor's Report (Continued)

SOTC Travel Limited

disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

**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 Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 A. As required by Section 143(3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its financial statements - Refer Note 31 to the financial statements.
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 40(iv) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or discharge on behalf of the Ultimate Beneficiaries.





**Independent Auditor's Report (Continued)**

**SOTC Travel Limited**

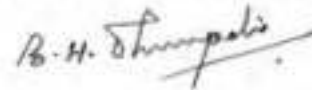
- (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 40(v) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The Company has neither declared nor paid any dividend during the year.
- f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.
- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

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

*Chartered Accountants*

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



**Bhavesh Dhupelia**

*Partner*

Place: Mumbai

Date: 18 May 2023

Membership No.: 042070

ICAI UDIN:23042070BGYGLW1670

**Annexure A to the Independent Auditor's Report on the Financial Statements of SOTC Travel Limited for the year ended 31 March 2023**

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

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of two years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company is a service company, primarily rendering travel and related services. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and corporate guarantee. As represented by management, the Company is not required to file quarterly returns or statements with such banks or financial institutions.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided security or guarantee or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnership or any other parties during the year. The Company has provided loans, secured or unsecured, to company during the year, in respect of which the requisite information is as below. The Company has not provided any guarantee or security, granted any loans or advances in the nature of loans, secured or unsecured, to limited liability partnership or any other parties during the year.

Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to any other entity as below:





**Annexure A to the Independent Auditor's Report on the Financial Statements of SOTC Travel Limited for the year ended 31 March 2023 (Continued)**

Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess or other statutory dues have generally been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess or other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess or other material statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
The Finance Act, 1994	Service Tax	227,772,514	2006-2015	CESTAT	None
The Finance Act, 1994	Service Tax	12,741,876	2006-2012	CESTAT	None
The Finance Act, 1994	Service Tax	6,406,240	2006-2010	CESTAT	None
The Finance Act, 1994	Service Tax	60,599,936	2015-2016	CESTAT	None
The Finance Act, 1994	Service Tax	29,937,382	2009-2011	Commissioner of Service tax	None
The Finance Act, 1994	Service Tax	8,445,459	2011-2015	Assistant Commissioner Service Tax	None
The Finance Act, 1994	Service Tax	43,631,401	2016-2018	Commissioner of Service tax	None
The Finance Act, 1994	Service Tax	45,719,101	2015-2016	High Court - Odisha	None
Income Tax Act, 1961	Income Tax and Interest	339,163	2020-2021	Commissioner of Income-tax (Appeals)	None



**Annexure A to the Independent Auditor's Report on the Financial Statements of SOTC Travel Limited for the year ended 31 March 2023 (Continued)**

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income Tax Act, 1961	Income Tax and Interest	1,591,103	2021-2022	Commissioner of Income-tax (Appeals)	None

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to banks or financial institutions or any other lender during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.



**Annexure A to the Independent Auditor's Report on the Financial Statements of SOTC Travel Limited for the year ended 31 March 2023 (Continued)**

- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current year. However, the Company has incurred cash losses of INR 2,841.16 lakhs in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly,



B S R & Co. LLP

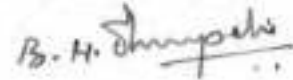
**Annexure A to the Independent Auditor's Report on the Financial Statements  
of SOTC Travel Limited for the year ended 31 March 2023 (Continued)**

clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

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

*Chartered Accountants*

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



**Bhavesh Dhupelia**

*Partner*

Membership No.: 042070

ICAI UDIN: 23042070BGYGLW1670

Place: Mumbai

Date: 18 May 2023

**Annexure B to the Independent Auditor's Report on the financial statements of SOTC Travel Limited for the year ended 31 March 2023**

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

**(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

**Opinion**

We have audited the internal financial controls with reference to financial statements of SOTC Travel Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**Management's and Board of Directors' Responsibilities for Internal Financial Controls**

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

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 with reference to financial statements.

**Meaning of Internal Financial Controls with Reference to Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial





**Annexure B to the Independent Auditor's Report on the financial statements of SOTC Travel Limited for the year ended 31 March 2023 (Continued)**

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

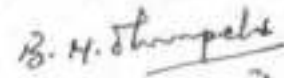
**Inherent Limitations of Internal Financial Controls with Reference to Financial Statements**

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

For B S R & Co. LLP

*Chartered Accountants*

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



**Bhavesh Dhupelia**

*Partner*

Place: Mumbai

Membership No.: 042070

Date: 18 May 2023

ICAI UDIN:23042070BGYGLW1670

# SOTC Travel Limited

## Balance Sheet

as at 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

	Note	As at 31 March 2023	As at 31 March 2022
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, plant and equipment	2	305.86	182.93
(b) Right of use assets	2.1	1,506.36	1,401.55
(c) Goodwill	2.2	268.50	268.59
(d) Other intangible assets	2.1	125.77	126.61
(e) Intangible assets under development	2.2	7.88	46.33
(f) Financial assets			
(i) Investments	3	8,849.28	8,849.28
(ii) Other financial assets	4	324.97	536.35
(g) Deferred tax assets (net)	3	5,387.14	6,900.69
(h) Income tax assets (net)	6	1,096.63	1,335.02
<b>Total non-current assets</b>		<b>17,878.63</b>	<b>18,732.28</b>
<b>(2) Current assets</b>			
(a) Financial assets			
(i) Trade receivables	7	4,873.31	1,949.34
(ii) Cash and cash equivalents	8	2,548.67	878.78
(iii) Bank balances other than cash and cash equivalents	9	391.86	2.19
(iv) Loans	10	-	-
(v) Other financial assets	11	1,871.04	632.29
(b) Other current assets	12	6,354.58	2,591.14
<b>Total current assets</b>		<b>15,349.46</b>	<b>6,053.34</b>
<b>TOTAL ASSETS</b>		<b>33,228.09</b>	<b>24,806.12</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity share capital	13	1.00	1.00
(b) Other Equity	14	3,047.42	2,019.95
<b>Total Equity</b>		<b>3,048.42</b>	<b>2,020.95</b>
<b>(2) Non-current liabilities</b>			
(a) Borrowings	15	1,269.62	826.37
(b) Loans liabilities	16	1,235.97	1,176.55
(c) Provisions	17	461.60	396.42
<b>Total Non-current liabilities</b>		<b>2,947.19</b>	<b>2,381.37</b>
<b>(3) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	18	594.65	1,870.77
(ii) Lease liabilities	15a	428.94	535.40
(iii) Trade payables			
Total outstanding dues of Micro and Small enterprises	19	1.57	0.64
Total outstanding dues of creditors other than Micro and Small enterprises	19	13,291.84	9,188.40
(iv) Other financial liabilities	20	145.26	138.41
(b) Provisions	21	542.39	511.25
(c) Other current liabilities	22	12,310.75	8,382.67
<b>Total Current Liabilities</b>		<b>17,224.49</b>	<b>20,497.80</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>33,228.09</b>	<b>24,806.12</b>
Significant accounting policies	18		
Notes to the financial statements	2-43		
The notes referred to above form an integral part of the financial statements.			
As per our report of even date attached			

For BSR & Co. LLP

Chartered Accountants

Firm's Registration No: 101145W/W-100022



Bhavesh Dhopelia

Partner

Membership No: 042000

Mumbai

18 - May - 2023

For and on behalf of the Board of Directors of

SOTC Travel Limited

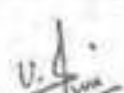
[CIN: U63040MH2001PLC131691]



Madhavan Meena

Chairman

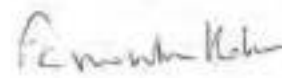
[DIN: 0000547]



Vishal Sesti

Managing Director

[EIN: 0541371]



Forayush Kesh

Chief Financial Officer

Mumbai



Shubh Gupta

Company Secretary

[CIN No: A24079]

5 - May - 2023

# SOTC Travel Limited

## Statement of Profit and Loss

For the year ended 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

Particulars	Note	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>(1) Income</b>			
(a) Revenue from operations	23	58,256.19	12,899.81
(b) Other income	24	129.46	313.50
<b>Total income</b>		<b>58,385.65</b>	<b>13,213.31</b>
<b>(2) Expenses</b>			
(a) Cost of services		46,989.98	8,832.04
(b) Employee benefits expense	25	5,463.92	4,504.12
(c) Finance costs	26	598.96	561.30
(d) Depreciation and amortization expenses	27	663.95	635.81
(e) Other expenses	28	2,898.04	2,799.05
<b>Total expenses</b>		<b>56,702.85</b>	<b>16,730.42</b>
<b>(3) Profit/(Loss) before exceptional items and tax</b>		<b>1,682.80</b>	<b>(3,517.11)</b>
<b>(4) Exceptional items</b>	29	-	74.03
<b>(5) Profit/(Loss) before tax</b>		<b>1,682.80</b>	<b>(3,591.14)</b>
<b>(6) Tax expense:</b>			
(a) Current tax	3	-	-
(b) Deferred tax	5	633.49	(1,310.05)
<b>(7) Profit/(Loss) after tax</b>		<b>1,029.31</b>	<b>(2,281.09)</b>
<b>(8) Other comprehensive (Loss)/Income (OCI)</b>			
Items that will not be reclassified to profit or (loss)			
(i) Remeasurements of defined benefit (liability) / asset		(48.36)	43.42
(ii) Income tax expense on remeasurements of defined benefit liability /asset		19.95	(4.80)
<b>Other comprehensive Income (net of income tax) (i-ii)</b>		<b>(28.41)</b>	<b>38.57</b>
<b>(9) Total comprehensive Income/( Loss) for the year</b>		<b>1,000.90</b>	<b>(2,242.56)</b>
<b>(10) Earnings per Equity share (Face value of Rs. 10 each)</b>			
(i) Basic (Rs)	29	10,293.15	(22,810.89)
(ii) Diluted	29	1.26	-
Significant accounting policies	18		
Notes to the financial statements	2-13		
The notes referred to above form an integral part of the financial statements			
As per our report of even date attached			

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

*B. H. Dhupelia*

Bhavesh Dhupelia  
Partner  
Membership No: 042970  
Mumbai

18-May-2023

For and on behalf of the Board of Directors of  
SOTC Travel Limited  
[CIN:U63040MH2001PLCT31691]

*M. H. Miran*

Madhaver Miran  
Chairman  
[DIN: 0000542]

*V. S. Suri*

Vishal Suri  
Managing Director  
[DIN: 06413771]

*Farrukh Kalah*

Farrukh Kalah  
Chief Financial Officer  
Mumbai

*Shally Gupta*

Shally Gupta  
Company Secretary  
[CS No. A24078]

5-May-2023



# SOTC Travel Limited

## Statement of cash flows (Continued)

for the year ended 31 March 2023

(All amounts in Rs Lakhs, unless otherwise stated)

	For the year ended 31 March 2023 Amount	For the year ended 31 March 2022 Amount
<b>Reconciliation of Cash and Cash equivalents with the Balance Sheet:</b>		
Cash and Bank Balances as per Balance Sheet	2,073.18	(991.99)
<b>Cash and Cash equivalents as restated as at the year end</b>	<b>2,073.18</b>	<b>(991.99)</b>

### Notes:

Components of cash and cash equivalents consist of:

Cash on hand	-	2.39
Balance with Banks		
Current Account	748.67	876.39
Deposit Account (with original maturity of 3 months or less)	1,800.00	-
Less: Bank Overdraft	(475.49)	(1,870.77)
	<b>2,073.18</b>	<b>(991.99)</b>

### Reconciliation between opening and closing balances in the Balance Sheet for liabilities arising from financing activities

Opening Term Loan from Bank	820.37	150.00
Proceeds from borrowings	568.41	820.37
Repayments of borrowings	-	(150.00)
Closing Term Loan from Bank	<b>1,388.78</b>	<b>820.37</b>

### Notes:

1. The above statement of cash flow has been prepared under the 'indirect method' as set out in the Indian Accounting Standard (IND AS) 7 - "Statement of cash flow".

Significant accounting policies

Notes to the financial statements

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

As per our report of even date attached

None

1B

3-43

For BSR & Co. LLP

Chartered Accountants

Firm's Registration No: 101248W/W-1100122



Bhavesh Dhupelia

Partner

Membership No: 642679

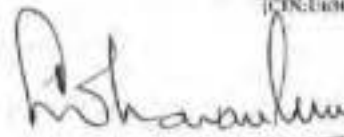
Mumbai

18-May-2023

For and on behalf of the Board of Directors of

SOTC Travel Limited

[CIN: U63040MH2001PLC131491]



Madhavi Menca

Chairman

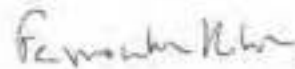
[DIN: 00908342]



Vishal Surt

Managing Director

[DIN: 06413771]



Farooq Khat

Chief Financial Officer

Mumbai



Shaily Gupta

Company Secretary

[CS No: A24078]

5-May-2023

**SOTC Travel Limited**

**Statement of changes in Equity (SOCIE)**

For the year ended 31 March 2023

(All amounts in Rs Lakhs, unless otherwise stated)

(a) Equity Share Capital

Particulars  
At the commencement of the year  
Changes in Equity Share Capital during the year  
At the end of the year (refer Note 12)

	For the year ended 31 March 2023	For the year ended 31 March 2022
No. of Shares	10,000	10,000
Amount	1	1
	10,000	10,000

(b) Other Equity Particulars

	For the year ended 31 March 2023	For the year ended 31 March 2022
Retained earnings	8,603.69	1,003.00
Options/ Convertible Non-Convertible Preference Shares	-	-
Employee share option outstanding (refer Note 37)	45.29	38.83
Capital reserves	638.64	96.79
Capital surplus/ reserve	1,493.00	1,290.54
Other comprehensive Income/(loss) (Reversals/realizations of the net deferred benefit plans)	-	(28.41)
Total attributable to Equity Shareholders	10,720.31	4,277.21

Balance at 1 April 2021

Loss for the year  
Other comprehensive Income for the year (net of tax)  
Share-based payments (refer Note 37)  
Balance at 31 March 2022  
Profit for the year  
Other comprehensive Income for the year (net of tax)  
Share-based payments (refer Note 37)  
Balance at 31 March 2023 (refer note 14)

12,373.09	833.93	34.22	4,277.21
(2,281.00)	-	-	(2,281.00)
(9,652.07)	8,496.19	638.64	2,079.54
1,026.33	-	-	1,026.33
-	-	-	(28.41)
10,625.20	8,496.19	638.64	4,277.21

Notes

The nature and extent of each reserve while equity has been disclosed in the Note 14.  
Significant accounting policies  
Notes to the financial statements  
The notes referred to above form an integral part of the financial statements  
As per our report of even date attached

For BNR & Co. LLP  
Chartered Accountants  
Firm's Registration No. 111259/W/100622

*B. H. Shrivastava*

Bharrak Shivappa  
Partner  
Membership No. 042076

Member  
18-May-2023

For and on behalf of the Board of Directors of  
SOTC Travel Limited  
(CIN: U39400MH2001PLC131091)

*Madhava Misra*

Madhava Misra  
Chairman  
(DIN: 00000542)

Yashal Sani  
Managing Director  
(DIN: 04433771)

Farrukh Khatib  
Chief Financial Officer  
(CIN: U39400MH2001PLC131091)

Shahy Ghosh  
Company Secretary  
(CIN: U39400MH2001PLC131091)

# SOTC Travel Limited

## Notes to the financial statements

for the year ended March 31, 2023

(All amounts in Rs. Lakhs, unless otherwise stated)

### Note 1

#### 1A Company overview

SOTC Travel Limited (the Company) formerly known as SOTC Travel Private Limited is public limited Company incorporated and domiciled in India. The Company is engaged in diversified travel and travel related businesses, working as travel agent and tour operator. The Company had full fledged money changer business upto December 2021.

The financial statements were approved and authorized to issue in accordance with the resolution passed by the Board of directors at its meeting held on 07 May, 2023.

#### 1B Significant Accounting Policies

##### (B.1) Basis of preparation

###### (a) Statement of compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS) as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act as amended from time to time that are notified and effective as at 31 March 2023.

###### (b) Historical cost convention

Financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities - measured at fair value,
- defined benefit plans - defined benefit obligations less plan assets measured at fair value, and
- share based payment - measured at fair value

The financial statements are presented in Indian Rupees ("INR" or "Rs.") which is also the Company's functional currency and all values are rounded off to nearest lakhs (00,000) except where otherwise indicated. Wherever the amount is represented as *X (xxx)* it connotes a value less than fifty thousand.

###### (c) Foreign currency translation and transactions

###### (i) Functional and presentation currency

A Company's functional currency is the currency of the primary economic environment in which an entity operates and is normally the currency in which the entity primarily generates and expends cash.

###### (ii) Transactions and balances

###### (i.a) Initial recognition

On initial recognition, foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction.

###### (i.b) Subsequent recognition

As at the reporting date, non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Foreign exchange gain and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the period end exchange rates are recognised in profit or loss. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss in the statement of profit and loss.

All monetary items denominated in foreign currency are netted at Foreign Exchange Dealers Association of India (FEDAI) rates and the exchange variations arising out of settlement / conversion at the FEDAI rates are recognised in the statement of profit and loss.



# SOTC Travel Limited

## Notes to the financial statements

for the year ended March 31, 2022

(All amounts in Rs. Lakhs, unless otherwise stated)

### 1B.2 Going Concern

As at 31 March 2022, the Company's net worth is Rs. 3,048.42 lakhs. The Company during the year has made a net profit of Rs. 1,829.71 lakhs (FY 2021-2022 loss of Rs. 2,281.89 lakhs). The lockdown and restrictions imposed from time to time on various activities due to COVID-19 pandemic have posed challenges to all the businesses of the Company. However, the company has now able to restart its businesses in the domestic ticketing & leisure operations in India and outside India. The company expects operations to normalize in a phased manner once the confidence of corporates / travellers is fully restored.

The Company has also assessed the impact on the future cash flow projections on the basis of significant assumptions as per the available information. The Company has undertaken various cost saving initiatives to maximize operating cash flows and conserve cash position in the given situation.

The Company has availed loan under Emergency Credit Line Guarantee Scheme during the year. In addition to this, funds are expected to be generated from the operating activities as business picks up and stabilizes. The Company has also obtained support letter from its holding company indicating that the holding company will continue to provide financial support as it necessary to maintain the Company as a going concern for the foreseeable future.

Based on aforesaid assessment, management believes that as per estimates made conservatively, the Company will continue as a going concern.

### 1B.3 Use of estimates

The preparation of financial statements in accordance with generally accepted accounting principles ("GAAP") in India requires that management makes judgment, estimates and assumptions that affect the reported amounts of Assets and Liabilities, disclosure of contingent liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reported period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of facts and circumstances as at the date of the financial statements. Actual results could differ from those estimates. Business and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

#### Judgments

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements is included in the following notes:

- Note 23 - Determination of whether a particular service is rendered in the capacity of a principal or agent
- Note 30 (ii) - Determining the amount of expected credit loss on financial assets (including trade receivables)
- Note 22 - Lease classification

#### Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the financial statement is included in the following notes:

- Note 1B.2 - Going Concern
- Note 2 - Estimate of useful life used for the purposes of depreciation and amortisation on property plant and equipment and intangible asset.
- Note 5 - Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used.
- Note 36 - Measurement of defined benefit obligations: key actuarial assumptions.
- Note 4, 7, 11, 12 and 25 - Recognition and measurement of provisions and contingencies: Key assumptions about the likelihood and magnitude of an outflow of resources
- Note 30 - Impairment of financial assets
- Note 2 - Impairment of non financial assets





# SOTC Travel Limited

## Notes to the financial statements

for the year ended March 31, 2023

(All amounts in Ru. Lakhs, unless otherwise stated)

### 10.4 Revenue recognition

Revenue is recognized based on transaction price, which is the consideration paid for services. Revenue is recognized upon transfer of control or promoter services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services. Revenue from rendering of services is net of indirect taxes and discounts.

#### (a) Income from operations

The Company earns revenue from travel and related services and financial services

#### (i) Financial services

It comprise of income arising from the buying and selling of foreign currencies on the net margin earned, commissions on sale of foreign currency denominated prepaid cards and agency commissions from Moneygram, Xpressmoney and Western Union on currency remittances. Revenue from financial services are recognized by reference to the time of services rendered.

#### (ii) Travel and related services

It comprises of leisure tour packages within India and outside India along with travel related services viz travel insurance and visa services. Revenue on leisure tours / Holiday's packages are recognized on the completion of the performance obligation which is on the date of departure of the tour.

It also includes income from the sale of airline tickets is recognized as an agent on the basis of net commission earned, at the time of issuance of tickets, as the Company does not assume any performance obligation post the confirmation of the issuance of an airline ticket to the customer. Performance linked bonuses from airlines are recognized as and when the performance obligations under the schemes are achieved.

#### (b) Contract balances

##### (i) Contract assets

A contract asset is the right to consideration in exchange for services rendered to the customer, if the Company performs by rendering services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

##### (ii) Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company renders services to the customer, a contract liability is recognized when the payment is made. Contract liabilities are recognized as revenue when the Company performs under the contract.

### 10.5 Taxes on Income

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Income tax for the period comprises of current tax and deferred tax. Income tax is recognized in the statement of profit and loss except to the extent that it relates to items recognized in 'Other comprehensive income or directly in equity, in which case the tax is recognized in 'Other comprehensive income' or directly in equity, respectively.

#### (a) Current tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the Balance Sheet date, and any adjustments to tax payable in respect of previous years. Interest income/expenses and penalties, if any related to income tax are included in current tax expense.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. The company offsets the current tax assets as against the liability for provision for tax.

#### (b) Deferred tax

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred taxes on these classified under Other comprehensive income (OCI) has been recognized in OCI.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the relevant entity intends to settle its current tax assets and liabilities on a net basis.



# SOTC Travel Limited

## Notes to the financial statements

for the year ended March 31, 2023

(All amounts in Rs. Lakhs, unless otherwise stated)

### 18.6 Leases

#### The company as a lessee

The company's lease asset classes primarily consist of leases for buildings, vehicles and office equipment's. The company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether:

- (1) the contract involves the use of an identified asset
- (2) the company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (3) the company has the right to direct the use of the asset.

At the date of commencement of the lease, the company recognizes a "Right of Use" ("ROU") asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 (twelve) months or less (short-term leases) and low value leases. For these short-term and low value leases, the company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses if any and adjusted for any remeasurement of the lease liability.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rate in the country of domicile of the lessee. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the company changes its assessment of whether it will exercise an extension or a termination option.

#### The company as a lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

### 18.7 Impairment of assets

#### (a) Financial assets

A financial asset not carried at fair value is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Company on terms that the Company would not otherwise consider, indications that a debtor is or will enter bankruptcy, the disappearance of an active market for a security. The entity considers evidence of impairment for receivables for each specific asset. All individually significant receivables are assessed for specific impairment.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in statement of profit and loss and are reflected as an allowance account against receivables. Interest on the impaired asset continues to be recognized as income through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through statement of profit and loss.

The company assesses at each date of Balance sheet whether a financial assets or group of financial assets is impaired. In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets and credit risk exposure.

The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines the whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.



# SOTC Travel Limited

## Notes to the financial statements

for the year ended March 31, 2023

(All amounts in Rs. Lakhs, unless otherwise stated)

### (b) Non financial assets

Goodwill is tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

Total impairment loss of a cash-generating unit (CGU) is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill is recognised in the statement of profit and loss and is not reversed in the subsequent period.

### 10.8 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, cheques/drafts on hand, term deposits or transit, balances with bank held in current account, demand deposits with original maturities of three months or less, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are repayable on demand and form an integral part of an entity's cash management, and are included as a component of cash and cash equivalents. Bank overdrafts are shown within borrowings in current financial liabilities in the balance sheet.

### 10.9 Financial instruments

#### (a) Initial recognition and measurement

Financial assets are recognised when the entity becomes a party to the contractual provisions of the instruments. Transaction costs are expensed in the statement of profit and loss, except for financial instruments carried at amortised cost, where transaction costs are adjusted in the amortised cost of the asset.

#### (b) Subsequent measurement

Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') on the basis of:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

(i) **Measured at amortised cost:** Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model with the objective of holding the assets to collect contractual cash flows, are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment, if any. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in interest income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. On derecognition, gain or loss, if any, is recognised in the statement of profit and loss.

(ii) **Measured at fair value through other comprehensive income:** Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, is measured at fair value through other comprehensive income. It is subsequently measured at fair value with unrealised gains or losses recognised in the other comprehensive income ('OCI'), except for interest income which is recognised as 'other income' in the Statement of Profit and Loss using the EIR method. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

(iii) **Measured at fair value through profit or loss:** A financial asset not measured at either amortised cost or FVOCI, is measured at FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income (if any), recognised as 'other income' in the Statement of Profit and Loss.

All investments in equity instruments classified under financial assets are subsequently measured at fair value (except for investment in subsidiaries). Equity instruments which are held for trading are measured at FVTPL. For all other equity instruments, the Company may, at initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument shall be recognised as 'other income' in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Dividends recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss when the company's right to receive payments is established.



# SOTC Travel Limited

## Notes to the financial statements

for the year ended March 31, 2023

(All amounts in Rs. Lakhs, unless otherwise stated)

### (c) Investments in subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. The accounting policy on impairment of non-financial assets is disclosed in Note 1B.7(b). On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the statement of profit and loss.

### (d) Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset. On transfer of the financial asset, the Company evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a fair value basis that reflects the rights and obligations that the Company has retained.

### Financial liabilities

#### (a) Initial recognition and measurement:

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognized at fair value plus transaction costs for all financial liabilities not carried at FVTPL. Financial liabilities carried at FVTPL are initially recognized at fair value, and transaction costs are expensed in the statement of profit and loss.

#### (b) Subsequent measurement:

Financial liabilities are subsequently measured at amortized cost using IFR method. Financial liabilities carried at FVTPL are measured at fair value with all changes in fair value recognized in the statement of profit and loss.

#### (c) Derecognition:

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

### Derivative financial instruments

The Company uses derivative financial instruments, such as forward foreign exchange contracts, to hedge its foreign currency risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value, with changes in fair value recognized in statement of profit and loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

### Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

## 1B.10 Property, plant and equipment

Property, plant and equipment is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of profit and loss during the period in which they are incurred. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. Losses arising from the retirement of, and gains or losses arising from disposal of assets which are carried at cost is recognized in the statement of profit and loss.

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Depreciation is provided on a straight-line method over the estimated useful lives of the assets. The depreciation rates are prescribed in Schedule II to the Companies Act, 2013. If the management's estimate of the useful life of a fixed asset at the time of acquisition of the asset or of the remaining useful life on a subsequent review is shorter or longer than that envisaged in the aforesaid Schedule, depreciation is provided at a higher or lower rate respectively, based on the management's estimate of the useful life remaining life.

Assets	Estimated useful life (in years)
Furniture and Fixtures	5
Office Equipments (including air conditioners)	3
Vehicles	5
Computer hardware	3

Leasehold improvements are amortised over the period of the lease or useful life of the asset whichever is lower.



# SOTC Travel Limited

## Notes to the financial statements

for the year ended March 31, 2023

(All amounts in ₹s Lakhs, unless otherwise stated)

### 1B.10 Property, plant and equipment (Continued)

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress"

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate. The residual values are not more than 3% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amounts. These are included in the statement of profit and loss.

#### Intangible assets

Intangible Assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognized as income or expense in the statement of profit and loss.

The carrying value of these intangible assets is reviewed at least annually for impairment and adjusted to the recoverable amount if required.

#### (i) Goodwill

Goodwill on business combination is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or company's of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or company's of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

#### (ii) Computer software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs these are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

#### Computer software

Amortisation methods and periods:

Assets

Estimated useful Life

Software

(in years)

3-4

### 1B.11 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in statement of profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are derecognised from the balance sheet when the obligations specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in statement of profit and loss.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.



**Notes to the financial statements**

for the year ended March 31, 2023

(All amounts in Rs. Lakhs, unless otherwise stated)

**10.12. Provisions and contingent liabilities**

Provisions are recognized when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. Provisions are not recognized for future operating losses. A provision is recognized if the likelihood of an outflow with respect to any one item included in the same class of obligations is more probable than not. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Where there are several similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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

Contingent assets are neither recognized nor disclosed in the financial statements.

**10.13. Other income**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Facility support income, group resource income and management fees is recognized on accrual basis over the period of agreement.

**10.14. Employee benefits**

**(a) Post employment benefits:**

**(i) Defined contribution plans**

The Company's provident fund contribution paid / payable under the recognised provident fund scheme and the employees' share insurance contribution is recognised as an expense in the Statement of profit and loss during the period in which the employee renders the related service.

**(ii) Defined benefit plans**

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment.

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods. These benefits are discounted to determine its present value, and the fair value of any plan assets is deducted therefrom.

Contribution to Gratuity is based on the requirement of the trust with whom the Company maintains the fund balance. The Company's liability is actuarially determined (using the Projected Unit Credit Method) at the end of each year. The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or assets is charged or credited in the statement of profit and loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently are reclassified to the statement of profit and loss.

**(iii) Short-term employee benefit**

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid, e.g. salaries, short term bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past services provided by the employee, and the amount can be estimated reliably.

**(iv) Compensated absences :**

As per the leave policy of the company employees are entitled to avail 30 days of leave during a calendar year; any carry forward or encashment of the unutilized leave balance is not allowed. At reporting date, liability pertaining to compensated absence is calculated based on actual leave balances of each employee.

**(v) Employee stock options :**

The grant-date fair value of share-based payment awards – i.e. stock options – granted to employees is recognized as personnel expenses, with a corresponding increase in Equity, over the period in which the employees become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date.

**10.15. Contributed equity**

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.



# SOTC Travel Limited

## Notes to the financial statements

for the year ended March 31, 2023

(All amounts in Rs. Lakhs, unless otherwise stated)

### 10.16 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit for the year after deducting preference dividends and any attributable tax thereon for the year. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events, such as bonus shares, either than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

### 10.17 Business Combination

Business combinations of entities under common control are accounted using the "pooling of interests" method and assets and liabilities are reflected at the predecessor carrying values and the only adjustments that are made are to harmonise accounting policies. The figures for the previous periods are restated as if the business combination had occurred at the beginning of the preceding period irrespective of the actual date of the combination.

### 10.18 Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their primary nature. The costs of the company are broadly categorised in employee benefit expenses, depreciation and amortisation and other operating expenses. Employee benefit expenses include employee compensation, allowances paid, contributions to various funds and staff welfare expenses. Other operating expenses majorly include sub-contractor charges, rent, maintenance and training expenses, travelling and conveyance, legal and professional fees and communication expenses.

### 10.19 Current / Non Current Classification

All assets and liabilities are classified into current and non-current:

#### Assets

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

- it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

#### Liabilities

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

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that result, at the option of the counterparty, in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

#### Operating cycle

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

### 10.20 Recent accounting pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, as below:

#### Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statements. On account of the amendment to Ind AS 1, consequential amendment have been made in the Ind AS 107 & Ind AS 34.

#### Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exception in paragraphs 15 and 24 of Ind AS 12 (recognition exception) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company is evaluating the impact, if any, in its financial statements. On account of the amendment to Ind AS 12, consequential amendment have been made in the Ind AS 101.

#### Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Company does not expect this amendment to have any significant impact in its financial statements.



The MCA notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 01 April



# SOTC Travel Limited

## Notes to the financial statements (Continued)

as at 31 March 2023

(All amounts in Rs Lakhs, unless otherwise stated)

### Note-2 Property, plant and equipment

	Computer hardware	Leasehold Improvements	Furniture and Fixtures	Office Equipment	Total
	Amount	Amount	Amount	Amount	Amount
<b>Gross Block</b>					
As at 1 April 2021	566.68	175.23	99.56	159.01	1,000.48
Additions during the year	132.47	14.77	18.32	9.86	226.42
Disposals during the year	88.26	3.68	3.34	6.80	102.08
<b>Gross carrying value as of 31 March 2022</b>	<b>610.89</b>	<b>186.32</b>	<b>114.54</b>	<b>161.27</b>	<b>1,173.02</b>
Accumulated depreciation as of 1 April 2022	577.01	76.30	57.22	146.98	857.51
Depreciation charge during the year	41.44	32.65	18.47	18.96	111.52
Deduction on disposals during the year	88.26	3.68	3.34	6.80	102.08
<b>Accumulated depreciation as of 31 March 2022</b>	<b>630.19</b>	<b>112.63</b>	<b>78.93</b>	<b>172.74</b>	<b>994.49</b>
<b>Carrying value as of 31 March 2022</b>	<b>180.70</b>	<b>73.69</b>	<b>35.61</b>	<b>88.53</b>	<b>173.53</b>

	Amount	Amount	Amount	Amount	Amount
<b>Gross Block</b>					
As at 1 April 2021	547.09	187.70	56.31	187.71	988.81
Additions during the year	19.57	68.31	21.81	4.46	113.95
Transfer in	-	-	25.14	(25.14)	-
Disposals during the year	-	0.78	3.50	0.02	(4.30)
<b>Gross carrying value as of 31 March 2022</b>	<b>566.66</b>	<b>255.23</b>	<b>74.72</b>	<b>167.01</b>	<b>1,003.62</b>
Accumulated depreciation as of 1 April 2021	498.34	133.11	27.88	141.91	799.24
Depreciation charge during the year	38.67	33.27	20.81	22.63	115.38
Transfer out	-	-	62.72	(12.72)	-
Deduction on disposals during the year	-	0.78	3.34	3.21	(7.33)
<b>Accumulated depreciation as of 31 March 2022</b>	<b>537.01</b>	<b>167.16</b>	<b>91.73</b>	<b>152.81</b>	<b>848.71</b>
<b>Carrying value as of 31 March 2022</b>	<b>29.65</b>	<b>88.07</b>	<b>83.00</b>	<b>14.20</b>	<b>154.92</b>

### Note-2.1 Right of use Assets

	31 March 2021 Amount in Rs	31 March 2022 Amount in Rs	31 March 2023 Amount in Rs	31 March 2023 Amount in Rs
	Buildings	Buildings	Vehicles	Vehicles
Gross carrying value as at beginning	2,620.62	2,943.36	9.77	-
Additions during the year	622.57	2,060.40	28.69	9.77
Disposals during the year	98.58	1,492.25	-	-
<b>Gross carrying value as at year end</b>	<b>3,144.61</b>	<b>3,511.51</b>	<b>38.46</b>	<b>9.77</b>
Accumulated amortisation as at beginning	1,225.24	1,814.43	0.00	-
Amortisation charge during the year	479.52	445.17	5.66	0.60
Deduction on disposals during the year	25.57	232.36	-	-
<b>Accumulated amortisation as at year end</b>	<b>1,679.19</b>	<b>2,427.24</b>	<b>5.66</b>	<b>0.60</b>
<b>Net Carrying Value as at year end</b>	<b>1,465.42</b>	<b>1,084.27</b>	<b>32.80</b>	<b>9.17</b>





# SOTC Travel Limited

## Notes to the financial statements (Continued)

as at 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

### Note-2.2 Lease liabilities

The following is the movement in lease liabilities during the year

	31 March 2023	31 March 2022
	Amount	Amount
Balance as at beginning	1,805.55	1,370.55
Additions	451.26	2,079.26
Disposal	(48.22)	(1,359.87)
Adjustments	-	(31.29)
Interest on lease liabilities	151.75	129.22
Payment of lease liabilities	(554.02)	(507.13)
Lease asset waiver	(5.71)	(47.25)
Balance as at year end	1,664.01	1,505.95

### Classification as

Non-current	1,235.97	1,170.55
Current	428.04	335.40
	1,664.01	1,505.95

Note - Below are the contractual maturities of lease liabilities on an undiscounted basis:

Less than one year	549.78	444.04
Between one and five years	1,373.45	1,277.16
More than five years	36.53	99.69
	1,959.76	1,800.89

Rental expense recognised for short-term leases for the year ended

290.79

220.37

Rental expense recognised for low value leases (other than short-term as disclosed above) for the year ended

-

-

Expense related to short-term leases and low value leases

290.79

220.37

### Amounts recognised in profit or loss

#### Lease under IND AS 116

Interest on lease liabilities (Refer note 26)

151.75

129.22

Depreciation on right-of-use assets

446.58

413.77

676.33

572.99

### Amount recognised in Statement of Cash Flow

Repayment of Lease liabilities-Principal amount

402.27

373.91

Repayment of Lease liabilities-Interest amount

151.75

129.22

554.02

503.13

### Extension options

The lease contracts of the company contain extension/renewal options which are exercisable only by the Company and not by the lessors. The Company includes in its lease term such extension/renewal options that the Company is reasonably certain to exercise. If the lease is extended beyond the renewal term, then the lease term will be mutually agreed between the parties based on the fair value of lease rate at the time of extension.

### Modification in Leases

During F.Y. 2021-22 the company has taken action to surrender / vacate some lease before completion of term as mentioned in lease Agreements. The company has retired the asset on books of accounts and difference of Rs 31.25 lakhs between ROU asset Rs 1,291.12 lakhs & ROU Liability Rs 1,259.87 lakhs as on date of retirement has been recognised in profit or loss on retirement of lease in the statement for profit and loss. Further, impact of the same has been considered in Lease Liabilities and ROU Assets as of 31st March 2022.





## SOTC Travel Limited

### Notes to the financial statements (Continued)

as at 31 March 2023

(All amount in US Dollars, unless otherwise stated)

#### Note 3

##### Investments

##### A. Investments in subsidiary company

##### I. Investments in Equity Shares at amortized cost (unquoted)

2,100,000 (31 March 2022: 2,100,000) equity shares of USD 1 each, fully paid-up, of Travel Circle International (Maldives) Limited.

##### II. Investments in preference shares at amortized cost (unquoted)

11,600,000 (31 March 2022: 11,600,000) 6% (Optional) Convertible Redeemable Preference Shares of USD 1 each, fully paid-up, of Travel Circle International (Maldives) Limited.

Less: Impairment loss

Aggregate book value of unquoted non-current investments

Extent of equity interest in subsidiary:

Travel Circle International (Maldives) Limited

#### Note 4

##### Other financial assets (non-current)

(Unquoted)

Security deposits

Considered good

Credit impaired

Less: Loss allowance

Fixed deposit accounts with original maturity more than twelve months\*

\*All the above FD are for against margin money deposits.

#### Note 5

##### Income taxes

##### A. The major component of income tax expenses are as under:

(i) Income tax expenses consist of following:

Current tax

In respect of current year

Changes in estimates related to previous year

Deferred tax

Increase in deferred tax assets

Income Tax expense recognized in statement of profit and loss

(ii) Amounts recognized in other comprehensive income

Deferred tax expense on remeasurements of defined benefit plans

Income tax expense recognized in OCI

##### B. Reconciliation of tax expense and the accounting profit for the year is as under:

Profit / (Loss) before tax

Tax using the Company's domestic tax rate (current year 33.50% and previous Year 30.00%)

Tax effect of:

Non-deductible tax expenses

Others

Total

Adjustments recognized in Other Comprehensive Income:

Tax expense for Statement of Profit and Loss

	31 March 2023 Amount	31 March 2022 Amount
	1,360.00	1,360.00
	<u>1,360.00</u>	<u>1,360.00</u>
	7,400.45	7,400.45
	<u>7,400.45</u>	<u>7,400.45</u>
	<u>8,800.70</u>	<u>8,800.70</u>
	-	-
	<u>8,800.70</u>	<u>8,800.70</u>
	8,800.70	8,800.70
	51%	51%
	364.07	347.03
	<u>103.02</u>	<u>96.24</u>
	<u>467.09</u>	<u>443.24</u>
	<u>(103.02)</u>	<u>(96.24)</u>
	<u>364.07</u>	<u>347.00</u>
	30.00	300.75
	<u>324.07</u>	<u>330.75</u>
	633.49	(1,310.00)
	<u>633.49</u>	<u>(1,310.00)</u>
	(19.95)	4.00
	<u>(19.95)</u>	<u>4.00</u>
	1,462.00	(3,991.16)
	<u>483.05</u>	<u>(1,254.00)</u>
	-	-
	<u>32.44</u>	<u>(33.16)</u>
	<u>615.49</u>	<u>(1,287.16)</u>
	<u>(19.95)</u>	<u>4.00</u>
	<u>615.54</u>	<u>(1,301.16)</u>



# SOTC Travel Limited

## Notes to the financial statements (Continued)

as at 31 March 2022

(All amounts in Rs Lakhs, unless otherwise stated)

### Note 5

#### Income taxes (Continued)

C. The major components of deferred tax (liabilities)/assets arising on account of timing differences are as follows:

	Balance as on 31 March 2021	Recognized to profit or loss	Recognized in OCI	Net Balance as on 31 March 2022
<b>Deferred tax Assets/(Liabilities)</b>				
Property, plant and equipment	118.62	4.45		122.87
Employer benefits	288.54	(4.69)	19.95	303.80
Tax losses	5,302.49	(648.30)		4,654.19
Provisions	269.76	36.45		306.21
Other items	21.49	(21.49)		0.00
<b>Deferred tax Assets/(Liabilities)</b>	<b>6,000.89</b>	<b>(633.49)</b>	<b>19.95</b>	<b>5,387.34</b>

	Balance as on 31 March 2021	Recognized to profit or loss	Recognized in OCI	Net Balance as on 31 March 2022
<b>Deferred tax Assets/(Liabilities)</b>				
Property, plant and equipment	132.51	(14.09)		118.42
Employer benefits	229.90	72.55	(4.69)	297.76
Tax losses	3,876.92	1,423.56		5,300.48
Provisions	445.74	(173.00)		272.74
Other items	21.46	6.03		27.49
<b>Deferred tax Assets/(Liabilities)</b>	<b>4,605.53</b>	<b>1,310.05</b>	<b>(4.69)</b>	<b>5,909.89</b>

D. Deferred tax reflected in balance sheet as follows:

	31 March 2021 Amount	31 March 2022 Amount
Deferred tax Assets		5,387.34
Deferred tax Liabilities		-
<b>Deferred tax Assets (net)</b>		<b>5,387.34</b>

### Note 6

#### Income tax Asset

Advance tax (net of provision of Tax)

31 March 2021 Amount	31 March 2022 Amount
1,896.63	1,335.02
<b>1,896.63</b>	<b>1,335.02</b>

### Note 7

#### Trade receivables

Trade receivables considered good - unsecured

Trade receivables credit impaired

31 March 2021 Amount	31 March 2022 Amount
4,373.31	1,949.34
304.45	314.47
<b>4,677.76</b>	<b>2,263.81</b>
(594.45)	(216.47)
<b>4,073.31</b>	<b>1,947.34</b>

Less - Impairment loss allowance

Trade and other receivables includes:

Due from related parties - considered good (refer Note 3)

31 March 2021 Amount	31 March 2022 Amount
469.27	87.17

Movement in expected credit loss allowance on trade receivables

	31 March 2021 Amount	31 March 2022 Amount
Balance at the beginning of the year	314.47	616.43
Changes in loss allowance during the year	(28.02)	(221.94)
<b>Balance at the end of the year</b>	<b>286.45</b>	<b>394.47</b>

As at 31st March 2022	Outstanding for following periods from the date of payment					Total
	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Unbilled Trade Receivables - Considered Good	3,873.14	449.16	8.48	1.66	43.87	4,375.31
Unbilled Trade Receivables - Credit Impaired	-	-	49.16	9.20	245.89	304.45

As at 31st March 2021	Outstanding for following periods from the date of payment					Total
	Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Unbilled Trade Receivables - Considered Good	1,766.40	141.52	4.58	8.43	32.03	1,949.34
Unbilled Trade Receivables - Credit Impaired	-	-	8.98	151.99	493.79	614.47





## SOTC Travel Limited

### Notes to the financial statements (Continued)

as on 31 March 2023

(All amounts in Rs Lakhs, unless otherwise stated)

	31 March 2023 Amount	31 March 2022 Amount
<b>Note 12</b>		
<b>Other current Assets</b>		
Prepaid expenses	58.88	72.23
Balance with government Authorities (Net of provision of GST recoverable Rs. 792.27 for March 2023 and Rs. 1091.08 for March 2022)	263.94	1,075.73
Advance to vendors		
Considered good	5,713.18	1,446.63
Credit impaired	119.83	119.17
	5,832.91	1,565.80
Less > Less allowance	(119.83)	(119.63)
	5,713.18	1,446.61
Staff advance		
Considered good	218.66	31.37
Credit impaired	114.35	109.15
	332.99	140.52
Less > Less allowance	(114.35)	(109.15)
	218.66	31.37
	6,354.96	2,590.14
<b>Advance to vendors includes:</b>		
Advance to related party - Unsecured, Considered good (refer note 38)		
Advance to related party - Unsecured, Considered doubtful (refer note 28 and 38)	74.03	74.03

### Note 13

#### Equity Share Capital

##### Authorised:

10,000 (31 March 2022: 10,000) Equity Shares of Rs 10 each.

1.00      1.00

##### Issued, subscribed and fully paid up:

10,000 (31 March 2022: 10,000) Equity Shares of Rs 10 each, fully paid-up.

1.00      1.00

1.00      1.00

#### A. Reconciliation of number of shares outstanding at the beginning and end of the year:

	31 March 2023		31 March 2022	
	No. of shares	Amount	No. of shares	Amount
Equity shares of face value of Rs 10 each, fully paid-up At the commencement of the year	10,000	1.00	10,000	1.00
Addition during the year	-	-	-	-
Outstanding at the end of the year	10,000	1.00	10,000	1.00

#### B. Rights, preferences and restrictions attached to Equity Shares

##### Equity shares of face value of Rs 10 each fully paid-up

The Company has a single class of Equity Shares having face value of Rs 10 each. Accordingly, Equity Shares shall rank pari passu with regard to dividends and share in the Company's residual assets after distribution of all preferential amounts, if any. The equity shareholders are entitled to receive dividend as declared from time to time. The voting rights of an Equity Shareholder are in proportion to its share of the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

On winding up of the Company, the holders of Equity Shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of Equity Shares held by them.

#### C. Shares held by Holding Company / Ultimate Holding Company / Subsidiaries of Holding Company

	31 March 2023		31 March 2022	
	No. of shares	Amount	No. of shares	Amount
Equity Shares of Rs 10 each fully paid-up held by:				
Thomas Cook (India) Limited (Holding Company) including its nominees	10,000	1.00	10,000	1.00
	10,000	1.00	10,000	1.00

#### B. Particulars of shareholders holding more than 5% shares of a class of shares:

	31 March 2023		31 March 2022	
	No. of shares	% of total shares	No. of shares	% of total shares
Equity Shares of Rs 10 each, fully paid-up, held by:				
Thomas Cook (India) Limited (Holding Company)	10,000	100	10,000	100

#### E. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:



# SOTC Travel Limited

## Notes to the financial statements (Continued)

as at 31 March 2023

(All amounts in Rs. Lakhs, unless otherwise stated)

	31 March 2023 Amount	31 March 2022 Amount
<b>Note 14</b>		
<b>Other Equity</b>		
Optionally Convertible Non-Cumulative Redeemable Preference Shares	8,000.00	8,000.00
Retained earnings	(9,825.76)	(9,655.07)
Capital reserve arising out of Amalgamation	538.04	438.04
Capital Redemption Reserve	1,400.00	1,400.00
Other Comprehensive Income	48.76	48.76
Employee share option accounting amount	946.77	933.21
	<u>3,847.82</u>	<u>2,034.95</u>

### Notes:-

#### (i) Optionally Convertible Non-Cumulative Redeemable Preference Shares

##### Authorized:

108,000,000 (31 March 2022: 108,000,000) 0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10 each.

10,000.00      (10,000.00)

##### Issued, subscribed and fully paid up:

86,000,000 (31 March 2022: 86,000,000) 0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10 each.

8,600.00      8,600.00

8,600.00      8,600.00

#### A. Reconciliation of number of shares outstanding at the beginning and end of the year:

	31 March 2023		31 March 2022	
	No. of shares	Amount	No. of shares	Amount
<b>801% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10- each, fully paid-up</b>				
<b>Opening</b>	8,00,00,000	8,000.00	8,00,00,000	8,000.00
Redemption during the year	-	-	-	-
Outstanding at the end of the year	<u>8,00,00,000</u>	<u>8,000.00</u>	<u>8,00,00,000</u>	<u>8,000.00</u>

#### B. Rights, preferences and restrictions attached to equity and preference shares

##### 0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10- each, fully paid-up (Preference Shares)

The Company has a single class of preference shares having par value of Rs. 10 per share. These preference shares are issued in consideration of the stamp exchange of Unlisted Business Division of SOTC Travel Services Private Limited to the Company as contemplated in the Composite Scheme of amalgamation and amalgamation. The Company has issued 100,000,000 0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10- each to Travel Corporation (India) Limited, as the result of SOTC Travel Services Private Limited (i.e. post aggregation of Unlisted Business Division) is amalgamated into Travel Corporation (India) Limited. Preference shares outstanding at the end of 20 years (i.e. 31 July 2027, shall be converted into equity shares at par the conversion ratio of 1 preference share of Rs. 10- each into one equity share of Rs. 10- each. The holders of these shares are entitled to Non-Cumulative dividend of 0.01%. Preference shares carry a preferential right as to dividend over equity shareholders, where dividend is not declared in respect of a financial year in the case of Non-Cumulative Preference Shares, the accumulation for that year lapses. In the event of winding up, preference shareholders have a preferential right over equity shareholders to be equal to the extent of capital paid-up and dividend in arrears on such shares. The Company has an option to convert the preference shares or redeem the preference shares at any time after the end of 1 year from the date of allotment.

In FY 2018-2019, pursuant to provisions of Section 35 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, the Company redeemed 14,000,000 (0.01%) Preference Shares of Rs. 10- each at par aggregating to Rs. 1,40,00,000, out of the profits of the Company and was equal to the annual account of the Preference Shares so redeemed was transferred to the Capital Redemption Reserve.

#### C. Shares held by Holding Company / Ultimate Holding Company / Subsidiaries of Holding Company:

	31 March 2023		31 March 2022	
	No. of shares	Amount	No. of shares	Amount
<b>801% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10- each, fully paid-up by:</b>				
*Thomas Cook (India) Limited (w.e.f. 29 November 2019)	8,00,00,000	8,000.00	8,00,00,000	8,000.00
	<u>8,00,00,000</u>	<u>8,000.00</u>	<u>8,00,00,000</u>	<u>8,000.00</u>

\*Pursuant to the National Company Law Tribunal (NCLT) Order dated 10th October 2019, the Composite Scheme of Amalgamation & Amalgamation amongst TC Forex Services Limited (TCF) and Travel Corporation (India) Limited (TCI) and TC Travel Services Limited (TCTSL) and SOTC Travel Management Private Limited (SOTC TRAVEL) and Thomas Cook (India) Limited (TCI) and Ocus Corp Limited and their respective shareholders (the Scheme) has become effective from 25th November, 2019. As part of the Scheme of amalgamation, the business of TCF has been merged into SOTC TRAVEL and the residual business of TCI has been merged, along with the other wholly owned subsidiaries (i.e. TCTSL and TCT, with TCF) into TCF w.e.f. 25th November, 2019 and residual business of TCI has been merged with TCF.

Preference Shares of Rs. 10- each Redeemable Optionally Convertible Redeemable Preference Shares (OCRPS) held by TCI in the Company are held by TCF w.e.f. 25th November, 2019.



# SOTC Travel Limited

## Notes to the financial statements (Continued)

as at 31 March 2022

(All amounts in Rupees, unless otherwise stated)

### D. Particulars of shareholders holding more than 5% shares of a class of shares:

	31 March 2022		31 March 2021	
	No. of shares	% of total shares	No. of shares	% of total shares
<b>0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each, fully paid-up by:</b>				
Thomas Cook (India) Limited	8,48,000	100.00	8,00,000	100.00

### E. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

140,000,000, 0.01% Non-Cumulative Optionally Convertible Redeemable Preference Shares of Rs. 10/- each, were issued by the Company pursuant to the composite scheme of arrangement and amalgamation in the Financial year ended 2017-2018.

In FY 2018-2019, pursuant to provisions of Section 55 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, the Company redeemed 14,000,000 (50%) Preference Shares of Rs 10/- each at par aggregating to Rs 1,400 lakhs, out of the profits of the Company and same equal to the nominal amount of the Preference Shares so redeemed was transferred to the Capital Redemption Reserve.

	31 March 2022	31 March 2021
	Amount	Amount
<b>II. Capital Reserve</b>		
Opening Balance	638.04	638.04
Closing Balance	638.04	638.04

#### Nature and Purpose of Reserves:-

The reserve created pursuant to Corporate Scheme of Arrangement and Amalgamation.

#### III. Capital Redemption Reserve

Opening Balance	1,400.00	1,400.00
Closing Balance	1,400.00	1,400.00

#### Nature and Purpose of Reserves:-

The reserve created out of profits in event of redemption of Optionally Convertible Non-Cumulative Redeemable Preference Shares.

#### IV. Retained Earnings

Opening Balance	(9,655.87)	(7,273.08)
Add: Net Loss for the year	1,079.31	(7,281.09)
Closing Balance	(8,675.79)	(19,635.07)

#### V. Other comprehensive income

Opening Balance	95.78	55.25
Add: Other Comprehensive Income(s) for the year, net of tax	(48.41)	31.53
Closing Balance	48.37	95.78

#### vi. Employee Share Option Outstanding Account (refer Note 17)

Opening Balance	938.19	894.96
Add: Charge for the year (refer Note 17)	36.58	45.25
Closing Balance	984.77	938.19

#### Nature and Purpose of Reserves:-

The Company has established an equity settled share-based payment plan for certain categories of employees of the Company. The shares of the holding Company are issued under the ESOP Scheme to the employees of the Company.

### Note 15

#### Long term borrowings

(Secured)

Term Loan from bank	1,269.62	826.37
	1,269.62	826.37

#### Assets pledged as a security

The carrying amounts of assets pledged as security for current and non-current borrowings are:

#### Current assets

(a) Financial assets		
(i) Trade receivables	4,373.31	1,940.54
(ii) Cash and cash equivalents	2,548.67	876.78
(iii) Bank balances other than cash and cash equivalents	201.86	2.10
(iv) Other financial assets	1,871.04	633.39
(b) Other current assets	6,354.58	2,550.14
	15,349.46	6,051.34

During the year the Company has received loan amounting to Rs. 567.33 lakhs (31 March 2022 Rs. 819.89 lakhs) out of processing fee/stamp duty) from HDBL Bank Limited which is secured by way of second ranking charge over existing primary and subordinated securities including mortgages, if any, created in the favor of bank and security created over the assets of the borrower purchased out of this facility. The applicable rate of interest as on balance sheet date is 8.95% p.a. (31 March 2021 - 7.5% p.a.) However, the applicable interest rate shall change in accordance with three month change of the reference rate or change of spread by the bank. Duration of the loan is 72 months and is repayable in 48 monthly installments after a moratorium period of 24 months. Interest to be serviced on a monthly basis.





# SOTC Travel Limited

## Notes to the financial statements (Continued)

as at 31 March 2023

(All amount in Ru Lakhs, unless otherwise stated)

	31 March 2023	31 March 2022
	Amount	Amount
<b>Note 16</b>		
<b>Other financial liabilities</b>		
Loan liabilities (refer Note 2.2)	1,235.97	1,170.35
	<u>1,235.97</u>	<u>1,170.35</u>
<b>Note 16.a</b>		
<b>Other financial liabilities - Current</b>		
Loan liabilities - Current (refer Note 2.2)	428.94	335.40
	<u>428.94</u>	<u>335.40</u>
<b>Note 17</b>		
<b>Provisions</b>		
Provision for employee benefits - (non-current)	441.60	396.45
Provision for Gratuity (refer Note 16)	441.60	396.45
	<u>441.60</u>	<u>396.45</u>
<b>Note 18</b>		
<b>Borrowings</b>		
Bank Overdraft used for Cash Management purpose - (amount repayable on demand)	475.49	1,078.77
Current portion of long term borrowing	115.18	-
	<u>590.67</u>	<u>1,078.77</u>
<b>Note 19</b>		
<b>Trade payables</b>		
Total outstanding dues of Micro and Small enterprises (refer Note 13)	1.87	0.84
Total outstanding dues of creditors other than Micro and Small enterprises (Includes bank overdraft (L.V -Rs 373.63))	13,201.84	9,168.45
	<u>13,203.71</u>	<u>9,169.29</u>

As at 31st March 2023	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of MSME	1.87	-	-	-	1.87
Total outstanding dues of creditors other than MSME	11,766.98	818.74	356.11	288.99	13,201.84

As at 31st March 2022	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of MSME	-	0.84	-	-	0.84
Total outstanding dues of creditors other than MSME	5,986.11	1,197.53	1,823.68	277.40	9,168.44

	31 March 2023	31 March 2022
	Amount	Amount
<b>Note 20</b>		
<b>Other financial liabilities (current)</b>		
Security deposits	77.83	83.65
Others	67.43	56.58
	<u>145.26</u>	<u>140.23</u>

	31 March 2023	31 March 2022
	Amount	Amount
<b>Note 21</b>		
<b>Provisions</b>		
Provision for employee benefits - current		
Gratuity (refer note 16)	92.79	9.94
Accrued salary and benefits	377.02	442.83
Compensated absence (refer Note 16)	72.58	58.48
	<u>542.39</u>	<u>511.25</u>

	31 March 2023	31 March 2022
	Amount	Amount
<b>Note 22</b>		
<b>Other current liabilities</b>		
Reversing retained as advance	28.89	24.32
Advances collected from customers	11,294.65	9,116.72
Received from Government authorities	777.29	241.62
	<u>12,100.83</u>	<u>9,382.66</u>



## SOTC Travel Limited

### Notes to the financial statements (Continued)

for the year ended 31 March 2023

(All amount in Rupees, unless otherwise stated)

Note 23	31 March 2023 Amount	31 March 2022 Amount
<b>Revenue from operations</b>		
Travel and related Services	54,573.00	10,616.72
<b>Total Revenue from operations</b>	<u>54,573.00</u>	<u>10,616.72</u>
<b>Other operating revenue</b>		
Marketing fees and other incentive income	1,525.46	772.44
Unclaimed credit balances no longer required, written back	1,239.84	716.21
Other miscellaneous operating income	897.89	789.84
	<u>3,663.19</u>	<u>2,283.99</u>
	<u>58,236.19</u>	<u>12,899.61</u>

### IND AS 115 'Revenue from Contracts with Customers'

i) Details of revenue from contracts with customers recognized by the Company, net of indirect taxes in its Statement of Profit and Loss

<b>Revenue from contract with customers</b>		
Travel and related Services	54,573.00	10,606.32
Financial Services	-	9.90
<b>Total Revenue from contract with customers</b>	<u>54,573.00</u>	<u>10,616.72</u>

### ii) Disaggregate Revenue

The following table presents Company revenue disaggregated by type of revenue stream and by reportable segment:

<b>Revenue based on geography</b>		
Revenue from contract with customers		
India	52,090.19	10,506.93
Overseas	2,482.81	109.29
	<u>54,573.00</u>	<u>10,616.72</u>

### Revenue based on product and services

Revenue from contract with customers		
Travel and related Services	54,573.00	10,606.32
Financial Services	-	9.90
<b>Total Revenue from operations</b>	<u>54,573.00</u>	<u>10,616.72</u>

### iii) Contract Balances

The contract liabilities primarily relate to the advance considerations received from customers for which revenue is recognized when the performance obligation is over / services delivered.

Advance Collections is recognized when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards leisure tour / holiday's packages. Revenue on leisure tours / holiday's packages are recognized on the completion of the performance obligation which is on the date of departure of the tour.

Advances collected from customers	11,504.85	8,116.72
<b>Total</b>	<u>11,504.85</u>	<u>8,116.72</u>

### Note 24

#### Other income

Interest Income under the effective interest method on:-

Bank deposits	12.92	12.58
Loans to related parties	2.83	64.33
Net foreign Exchange difference	31.89	68.25
Interest on tax refunds	53.77	24.61
Profit on Sale of TPO	1.33	36.81
Profit on advance of loan	20.27	102.77
Miscellaneous income	6.54	6.10
	<u>129.46</u>	<u>313.50</u>



# SOTC Travel Limited

## Notes to the financial statements (Continued)

for the year ended 31 March 2022

(All amounts in Rs Lakhs, unless otherwise stated)

	31 March 2021	31 March 2022
	31 March 2021	31 March 2022
	Amount	Amount
<b>Note 25</b>		
<b>Employee benefits expense</b>		
Salaries and other allowances	4,776.27	5,077.20
Contribution to provident fund and other funds	298.70	265.51
Compensated absences	14.18	3.27
Employer share fund payment expenses (refer Note 37)	22.70	27.59
Stock options expenses (refer Note 37)	13.87	17.11
Staff welfare expense	343.78	261.84
	<u>5,462.92</u>	<u>4,504.12</u>
<b>Note 26</b>		
<b>Finance costs</b>		
Interest and finance charges on Financial Liabilities		
– Interest on Term loan	95.48	96.00
– Interest on Lease liabilities	151.75	129.22
– Interest on bank overdraft	169.44	133.54
– Others Financial liabilities	113.48	55.46
– Bank charges	60.81	9.20
	<u>580.96</u>	<u>361.20</u>
<b>Note 27</b>		
<b>Other expenses</b>		
Legal and professional charges	1,249.83	1,118.75
Advertisement and publicity	567.89	445.31
Operational lease rentals	286.79	220.37
Repairs and maintenance – others	327.25	448.54
Communication expenses	87.42	140.65
Travelling expenses	73.14	30.93
Electricity charges	37.61	93.24
Rates and taxes	21.34	54.67
Printing and stationery expenses	15.87	24.16
Director's commission and sitting fees	29.00	20.08
Insurance expenses	26.51	15.73
Subscription fees	17.28	16.72
Provision for doubtful debts and deposits	104.30	(566.21)
Bad debts and advances written off	105.00	507.72
Payment to auditors (refer Note below 27 (a))	56.35	62.74
Miscellaneous expenses	7.66	3.67
	<u>2,995.04</u>	<u>2,399.05</u>
<b>Note 27 (a)</b>		
<b>Payment to Auditors</b>		
– Statutory Audit fee	51.42	56.34
– Tax Audit fee	3.37	3.51
– Certificate fee	1.56	2.40
	<u>56.35</u>	<u>62.74</u>
<b>Note 28</b>		
<b>Exceptional item</b>		
As required by Ind AS 38 - "Impairment of Assets", Financial Assets are tested for impairment on annual basis and assessed for any indication of impairment as at each reporting date. In certain but carrying amount does not exceed the recoverable amount. Accordingly the company assessed the recoverable amount of advances provided to Lava Aca Private Limited as at March 2022. Due to adverse business conditions, the recovery of advances provided to the subsidiary is doubtful and this has resulted in an impairment provision of Rs. 7,803 lakhs and has been charged to the statement of Profit and Loss as an exceptional item for the year ended 31 March 2022.		
<b>Note 29</b>		
<b>Earnings per share (EPS)</b>		
A. Net profit for the year attributable to Equity Shareholders	1,029.31	(2,281.09)
B. Weighted average number of Equity Shares outstanding during the year	18,900	10,000
C. Basic earnings per share (A/B) (Rs)	10,295.15	(22,810.89)
D. Preference shares (numbers)	8,68,96,800	8,68,96,800
E. Diluted earnings per share [(A+B)/C]	1.20	-

Note: Diluted earnings per share for FY 2021-22 is not computed as the Company has incurred a loss during the year due to which the Options convertible non-voting shares would be anti-dilutive.



## SOTC Travel Limited

### Notes to the financial statements (Continued)

for the year ended 31 March 2023

(All amounts in Rupees, unless otherwise stated)

#### Note 31

#### Financial Instruments - Fair values and risk measurement

##### A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below:

as at 31 March 2023

	Carrying amount			Total	Fair value			Total
	Financial instruments measured at FVTPL	Financial instruments measured at FVTOCI	Financial instruments measured at amortised cost		Level 1 - Quoted prices in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	
<b>Financial assets not measured at fair value</b>								
Trade receivables	-	-	4,375.51	4,375.51	-	-	-	-
Cash and cash equivalents	-	-	2,505.67	2,505.67	-	-	-	-
Other bank balances	-	-	501.86	501.86	-	-	-	-
Loans								
- Current	-	-	-	-	-	-	-	-
Other financial assets								
- Non-current (Security deposits)	-	-	304.07	304.07	-	304.07	-	304.07
- Non-current (Others)	-	-	26.09	26.09	-	-	-	-
- Current	-	-	1,871.54	1,871.54	-	-	-	-
	-	-	9,318.91	9,318.91	-	504.07	-	504.07
<b>Financial liabilities not measured at fair value</b>								
Non-current Borrowings	-	-	1,269.62	1,269.62	-	1,269.62	-	1,269.62
Current Borrowings (including Bank Overdraft)	-	-	294.65	294.65	-	115.16	-	115.16
Trade payables	-	-	13,203.41	13,203.41	-	-	-	-
Lease liabilities								
- Non-current	-	-	1,338.97	1,338.97	-	-	-	-
- Current	-	-	428.04	428.04	-	-	-	-
Other financial liabilities								
- Current	-	-	148.56	148.56	-	-	-	-
<b>Total financial liabilities</b>	-	-	16,076.95	16,076.95	-	1,384.78	-	1,384.78

as at 31 March 2022

	Carrying amount			Total	Fair value			Total
	Financial instruments measured at FVTPL	Financial instruments measured at FVTOCI	Financial instruments measured at amortised cost		Level 1 - Quoted prices in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	
<b>Financial assets not measured at fair value</b>								
Trade receivables	-	-	1,549.34	1,549.34	-	-	-	-
Cash and cash equivalents	-	-	876.26	876.26	-	-	-	-
Other bank balances	-	-	3.39	3.39	-	-	-	-
Loans								
- Current	-	-	-	-	-	-	-	-
Other financial assets								
- Non-current (Security deposits)	-	-	347.00	347.00	-	347.00	-	347.00
- Non-current (Others)	-	-	105.35	105.35	-	-	-	-
- Current	-	-	635.39	635.39	-	-	-	-
	-	-	4,804.41	4,804.41	-	347.00	-	347.00
<b>Financial liabilities not measured at fair value</b>								
Non-current Borrowings	-	-	620.37	620.37	-	620.37	-	620.37
Current Borrowings (Bank Overdraft)	-	-	1,876.77	1,876.77	-	-	-	-
Trade payables	-	-	9,149.30	9,149.30	-	-	-	-
Lease liabilities								
- Non-current	-	-	1,176.33	1,176.33	-	-	-	-
- Current	-	-	335.40	335.40	-	-	-	-
Other financial liabilities								
- Current	-	-	176.44	176.44	-	-	-	-
<b>Total financial liabilities</b>	-	-	13,544.91	13,544.91	-	620.37	-	620.37

Note: The above excludes investments in subsidiary amounting to Rs.6,949.27 (previous year: Rs. 8,849.27)

The company has not disclosed the fair value of financial instrument such as trade receivables, trade payables, etc. because their carrying amount are a reasonable approximation of fair value

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and non-realisation asset included in level 3.



# SOTC Travel Limited

## Notes to the financial statements (Continued)

for the year ended 31 March 2022

(All amounts in Rupees, unless otherwise stated)

### Note 20 (Continued)

#### Financial Instruments – Fair values and risk management (Continued)

##### B. Measurement of fair values

###### Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used:

##### Financial instruments measured at fair value

Type	Valuation techniques	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Debtsecurities	Discount rate as fair value of Swedish assets and liabilities is measured and is based on general lending rate.	Not applicable	Not applicable

##### Transfers between Levels

There were no transfers in either direction in any of the reporting periods.

##### C. Financial risk management

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

- Credit risk;
- Liquidity risk; and
- Market risk.

##### 1. Risk management framework

The Company's Board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee reports regularly to the Board of directors on its activities.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

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

##### 1.1 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities. Credit risk primarily arises from financial assets such as trade receivables, investment in mutual funds, derivative financial instruments, balance with banks and other receivables.

Credit risk arising from investment in mutual funds, derivative financial instruments and balance with banks is limited because the counterparties are bank and recognized financial institution with high credit ratings.

The Company's exposure to credit risk is enhanced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customer operate.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

The average credit period on sales of services is less than 30 days. Credit risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to customer credit risk management. The concentration of credit risk is limited due to the fact that the customer base is large.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

##### Movement in expected credit loss allowance on trade receivables

	31 March 2021	31 March 2022
Balance at the beginning of the year	314.47	326.41
Addition during the period	-	-
Change in loss allowance during the year	(11.82)	(32.94)
Balance at the end of the year	302.65	293.47



# SOTC Travel Limited

## Notes to the financial statements (Continued)

for the year ended 31 March 2022

(All amount in Rs Lakhs, unless otherwise stated)

### Note 36 (Continued)

#### Financial instruments - Fair values and risk management (continued)

##### B. Liquidity risk

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

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the working capital is sufficient to meet its current requirements, accordingly no liquidity risk is provided.

##### Financing arrangements

Particulars	31 March 2021	31 March 2022
Fixed Long Term loan - Emergency Credit Line Guarantee Scheme	1,388.78	320.37
Bank overdraft	475.49	1,370.77
	<u>1,864.27</u>	<u>1,691.14</u>

##### Exposure to liquidity risk

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

as at 31 March 2021

	Contractual cash flows				
	Carrying amount	Total	Less than 1 year	1yr to 2 yrs	more than 2 yrs
<b>Non-derivative financial liabilities</b>					
Borrowings	1,388.78	1,388.78	118.16	266.55	904.07
Bank Overdraft	475.49	475.49	475.49	-	-
Trade payables	13,203.41	13,203.41	13,203.41	-	-
Lease liabilities	1,664.81	5,958.76	348.28	682.28	907.61
Other financial liabilities	145.26	145.26	145.26	-	-
	<u>16,877.75</u>	<u>21,171.69</u>	<u>-</u>	<u>14,952.10</u>	<u>1,896.30</u>

as at 31 March 2022

	Contractual cash flows				
	Carrying amount	Total	Less than 1 year	1yr to 2 yrs	more than 2 yrs
<b>Non-derivative financial liabilities</b>					
Borrowings	320.37	320.37	-	-	320.37
Bank Overdraft	1,370.77	1,370.77	1,370.77	-	-
Trade payables	9,169.30	9,169.30	9,169.30	-	-
Lease liabilities	1,585.94	1,893.89	344.84	417.57	399.29
Other financial liabilities	135.41	471.80	471.80	-	-
	<u>13,504.79</u>	<u>14,126.13</u>	<u>-</u>	<u>11,957.81</u>	<u>1,399.66</u>

##### B. Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. We are exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of our investments. Thus, our exposure to market risk is a function of investing and financing activities and various operating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure to foreign currency revenues and costs.

##### Currency risk

The Company is exposed to currency risk on account of its payables in foreign currencies in various foreign currency. The functional currency of the Company is Indian Rupee. However the Company has natural hedge, the collection from its customer is in equivalent INR which converts its various incurred currency and park it in SFPC (Special Purpose Foreign Currency) account and release the payment to its vendor as and when payable.

The Company enters into foreign currency transactions in its Foreign Exchange and Leisure Travel Outbound business. The currency risk arising out of foreign currency transactions in the Foreign Exchange business is managed by a central dealing room, which then hedges the positions transactions entered into at individual locations across the country, through deals in the interbank market, or through forward contracts, thereby ensuring that there are minimal open positions. In the Leisure Travel Outbound business, package prices are denominated partly in the functional currency of the Company, Indian Rupee (INR), and partly in foreign currencies. The portion of customer collection in foreign currencies, which is parked in SFPC (Special Purpose Foreign Currency) accounts, is used to pay off vendor liabilities, denominated in foreign currencies, thereby creating a natural hedge. As a result, the risk related to foreign currency exchange rate fluctuation is mitigated.

For the purpose of this block, when price is fixed in foreign currency. This price is collected around 15 days/ 1 month in advance and kept in SFPC account to meet payment to vendors in foreign currency providers.



# SOTC Travel Limited

## Notes to the financial statements (Continued)

for the year ended 31 March 2022

(All amounts in Ru Lakhs, unless otherwise stated)

### Note 30 (Continued)

#### Financial Instruments – Fair values and risk management (continued)

##### Exposure to currency risk (Exposure in different currencies converted to functional currency)

The currency profile of financial assets and financial liabilities as at 31 March 2022 is as below:

as at 31 March 2022	Amount in INR			
	USD	EUR	GBP	Others
<b>Financial Assets</b>				
Cash and cash equivalents	1,741.63	464.68	9.89	455.72
Other receivables including advances	3,888.24	3,608.56	176.27	3,710.51
	<u>4,919.87</u>	<u>4,112.90</u>	<u>186.97</u>	<u>4,206.23</u>
<b>Financial Liabilities</b>				
Trade and other payables	3,456.05	3,924.19	204.69	3,434.66
	<u>3,456.05</u>	<u>3,924.19</u>	<u>204.69</u>	<u>3,434.66</u>
Exchange rates	82.27	89.44	101.40	
Net Exposure in Respective currencies	(506.18)	188.71	(117.72)	771.57

as at 31 March 2021	Amount in INR			
	USD	EUR	GBP	Others
<b>Financial assets</b>				
Cash and cash equivalents	302.83	132.38	14.14	21.31
Trade and other receivables including advances	329.28	87.61	6.27	164.94
	<u>632.11</u>	<u>220.00</u>	<u>20.41</u>	<u>186.25</u>
<b>Financial liabilities</b>				
Trade and other payables	1,274.12	454.58	11.72	216.30
	<u>1,274.12</u>	<u>454.58</u>	<u>11.72</u>	<u>216.30</u>
Exchange rate	75.78	84.22	95.45	
Net Exposure in Respective currencies	(341.99)	(234.50)	(1.31)	67.00

The following significant exchange rates have been applied during the year:

INR	Average rate		Year-end spot rate	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
USD	76.84	74.61	82.27	75.69
EUR	86.82	85.31	89.44	84.52
GBP	101.40	100.13	101.40	95.50

#### Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against various currencies as mentioned above at March 31, 2022 and March 31, 2021 would have affected the measurement of financial instruments denominated in the respective currencies and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of financial transactions to be held in the foreign currencies.

March 31, 2022	Amount in INR			
	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
INR movement				
USD	(4.26)	4.26	-	-
EUR	1.83	(1.83)	-	-
GBP	(0.18)	0.18	-	-

March 31, 2021	Amount in INR			
	Profit or Loss		Equity (net of tax)	
	Strengthening	Weakening	Strengthening	Weakening
INR movement				
USD	(3.37)	3.37	-	-
EUR	(2.14)	2.14	-	-
GBP	0.09	(0.09)	-	-



# SOTC Travel Limited

## Notes to the financial statements (Continued)

for the year ended 31 March 2023

(All amounts in IN Lakhs, unless otherwise stated)

### Note 33 (Continued)

#### Financial Instruments – Fair values and risk management (continued)

##### Interest rate risk

The exposures of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

	31 March 2023	31 March 2022
Variable rate of borrowings	9.27%	7.89%
Bank overdraft (90% fixed average interest rate)	9.77%	4.43%

At the end of the reporting period, the company had the following fixed and variable rate borrowings:

	31 March 2023		31 March 2022	
	Balance	% of total loans	Balance	% of total loans
Variable rate of borrowings	1,354.88	78	624.00	31
Bank overdraft	475.49	22	1,070.77	69
Net exposure to cash flows due to interest rate risk	1,609.09	100	2,094.77	100

##### Sensitivity

Profit of Loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. Changes in interest rates are based on historical movements.

	Impact on profit after tax	
	31 March 2023	31 March 2022
Interest rates - increase by 200 basis points *	(17.19)	(17.73)
Interest rates - decrease by 100 basis points *	32.16	17.33

\* Holding all other variables constant

### Note 34

#### Contingent Liabilities and Commitments (to the extent not provided for)

	31 March 2023	31 March 2022
<b>Contingent liabilities</b>		
Claims against the Company not acknowledged as debts		
a. Disputed claims made by clients and other parties	4,775.41	6,001.99
b. Disputed Service Tax Demands	4,352.54	4,504.34
c. Provisional Bond Liability in account of pending Supreme Court judgments	25.73	25.33
d. Disputed income tax demands	19.38	-

(a) It is not practicable for the company to estimate the timing of cash flows, if any, in respect of the above pending resolution of the respective proceedings.

(b) The company does not expect any reimbursement in respect of the above contingent liabilities.

(c) The Hon'ble Supreme Court of India ("SC") by their order dated February 25, 2019, set aside the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of provident fund contributions. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal. Management has accounted for the liability for the period from date of the SC order to March 31, 2019. Further, pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.

#### Code on social security, 2020

The Indian Parliament has approved the code on social security, 2020 which would replace the contributions by the company towards provident fund and gratuity. The effective date from which the changes are applicable is yet to be notified and the rules for quantifying the financial impact are yet to be issued. The company is in the process of carrying out the evaluation and will give appropriate impact assessment in its financial statements in the period in which code becomes effective and the related rules to determine the financial impact are published.

#### Commitments (to the extent not provided for)

	31 March 2023	31 March 2022
a. Secured supply of bonds to be executed on capital account and not provided for net of advances	10.82	11.68





## SOTC Travel Limited

### Notes to the financial statements (Continued)

for the year ended 31 March 2022

(All amount in Ru Lakhs, unless otherwise stated)

#### Note 12

Relationship with Struck off Companies under section 248 of the Companies Act, 2013

as at 31 March 2022

Sl. No.	Name of the struck off company	Nature of transactions with struck off company	Balance Payable (Rs)	Relationship with the struck off company, if any, to be disclosed
i	Oraglobe Travels India Private Limited	Hotel Services	14.01	NA
ii	Next Network Services Ltd.	IT Domain Services	8.18	NA

as at 31 March 2021

Sl. No.	Name of the struck off company	Nature of transactions with struck off company	Balance Payable (Rs)	Relationship with the struck off company, if any, to be disclosed
i	Rail Travel Guides Pvt Ltd	Train Ticketing	0.02	NA
ii	Tachinara Holidays Travels Private Limited	Franchising	1.00	NA
iii	Next Network Services Ltd.	IT services	8.10	NA
iv	Sipra Holidays Pvt. Ltd.	Franchising	0.25	NA

#### Note 13

##### Micro and Small Enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2 October, 2006, certain disclosures are required to be made relating to dues to Micro and Small Enterprises. On the basis of the information and records available with the management, there are no parties registered as micro and small enterprises.

##### Particulars

31 March 2022 31 March 2021

The amounts remaining unpaid to Micro and Small Suppliers at the end of the year:

- Protracted	1.49	-
- Interest	0.05	0.54

The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) Act, 2006) along with the amount of the payment made to the supplier beyond the appointed day during each accounting year:

- -

The amount of the payments made to micro and small suppliers beyond the appointed day during each accounting year:

- -

The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.

- -

The amount of interest accrued and remaining unpaid at the end of each accounting year

0.05 0.54

The amount of further interest remaining due and payable even in the succeeding years, (and) such date when the interest dues as above are actually paid to the small enterprise for the purpose of discontinuance as a defaulter/defendant under the MSMED Act, 2006.

0.05 0.54

#### Note 14

##### Segment reporting

The Company is in the business of providing travel and related services to its retail and corporate customers which is considered by the chief operating decision maker (CODM) as the only reportable business segment taking into account the nature of the business, the risk and returns, the organization structure and internal reporting system. The Company also provides financial services which is not a material reportable segment and is largely considered to be an integral part of travel and related services. The travel and related services includes tour operations and travel management services, arranging air tickets, hotels, sightseeing, visa and other related services.

Further, the Company provides services within similar economic environments considering the origin of services and fees and rewards being similar across the said entities. Accordingly, there are no separate reportable geographical segments. Accordingly, these financial statements are reflective of the information required by the



# SOTC Travel Limited

## Notes to the financial statements (Continued)

for the year ended 31 March 2022

(All amounts in Lakhs, unless otherwise stated)

### Note 35

#### Capital Management

The Company considers the following components of its Balance Sheet to be managed capital:

Total equity – retained earnings, capital reserves, share capital.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimize returns to its shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company aims to maximize profitable growth to superior cash generation through efficient capital management. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditor and market confidence and to provide future development and growth of its business. The Company's focus is on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Company. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. The Company is not subject to financial covenants in any of its significant financing agreements.

The management monitors the return on capital as well as the level of dividends to shareholders. The Company's goal is to continue to be able to create excess liquidity to shareholders by continuing to distribute dividends in future periods.

### Note 36

#### Employee benefits

The Company contributes to the following post-employment benefit plans in India:

##### (i) Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, Employees State Insurance Corporation, Labour Welfare Fund and National Pension Scheme, which are defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue.

Assets contributed to defined contribution plans are managed in an expense to the Statement of Profit and Loss as or when:

Particulars	31 March 2022	31 March 2021
Employee's contribution to provident fund	282.92	179.13
Employee's State Insurance Corporation	1.89	1.96
National pension scheme	9.66	9.04
Labour welfare fund	0.27	0.23

##### (ii) Defined benefit plan

###### Gratuity plan

The Company provides for gratuity using the projected unit credit method, with actuarial valuations being carried out at each balance sheet date, based on legislation as stated up to the balance sheet date. Actuarial gains and losses are recognized in full in Other Comprehensive Income in the period in which they occur. Past service cost is recognized immediately to the extent that the benefits are already vested.

Gratuity is payable to all eligible employees of the Company on superannuation, death and permanent disablement, in terms of the provisions of the Payment of Gratuity Act, 1972 in respect of the Company's scheme, whichever is more beneficial.

###### Compensated absence and leave encashment

As per the leave policy, every employee will be allowed 30 days of leave in the first week of January. No leave can be carried forward to the next year whereby, the leave balance left unutilized on 31 December shall lapse. During the year, a sum aggregating to Rs. 14.19 (previous year Rs. 1.27) has been debited to the Statement of Profit and Loss.

Based on the actuarial valuations obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognized in the Company's financial statements as at Balance Sheet date:

	31 March 2022	31 March 2021
<b>Gratuity</b>		
Defined benefit asset-Gratuity plan	41.22	92.88
Defined benefit liability	275.61	288.47
Net defined benefit liability	234.39	195.59
- Non-current	481.00	296.49
- Current	42.76	5.64
<b>Compensated absence</b>		
Liability for compensated absence	72.59	18.89
<b>Total employee benefits liabilities</b>	<b>306.97</b>	<b>214.47</b>



# SOTC Travel Limited

## Notes to the financial statements (Continued)

For the year ended 31 March 2023

(All amounts in Rupees, unless otherwise stated)

Note 26 (Continued)

Employee benefits (Continued)

Measurement of net defined benefit (asset) liability

The following table shows a reconciliation from the opening balance to the closing balances for net defined benefit (asset) liability and its components

	Defined benefit obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Opening balance as on 1 April 2022	498.47	494.96	92.88	126.49	405.59	373.41
Current service cost	53.26	56.92	-	-	53.26	56.92
Adjustment on opening fair value of plan assets	-	-	-	-	-	-
Expected return on plan assets	-	-	-	-	-	-
Net service cost	-	-	-	-	-	-
Interest cost (income)	26.18	24.95	2.89	4.79	23.29	20.16
Settlements / benefits paid	3.18	-	-	-	3.18	-
	<u>578.61</u>	<u>582.95</u>	<u>2.89</u>	<u>4.79</u>	<u>575.61</u>	<u>582.95</u>
Included in OCI						
Remeasurement loss (gain)	-	-	-	-	-	-
Actuarial loss (gain)	48.85	(39.89)	-	-	48.85	(39.89)
Return on plan assets excluding interest income	-	-	(1.82)	(2.55)	7.32	(12.31)
	<u>48.85</u>	<u>(39.89)</u>	<u>(1.82)</u>	<u>(2.55)</u>	<u>48.26</u>	<u>(41.42)</u>
Other						
Contributions paid by the employee	-	-	-	-	-	-
Benefits paid	(48.26)	(43.67)	(48.26)	(43.67)	-	-
Closing balance as on 31 March 2023	<u>578.61</u>	<u>496.67</u>	<u>41.22</u>	<u>92.58</u>	<u>534.39</u>	<u>408.19</u>
Represented by						
Defined benefit asset					41.22	92.58
Defined benefit liability					575.61	498.17
Net defined benefit liability					<u>434.39</u>	<u>405.59</u>

The major categories of plan assets for gratuity are as follows:

Particulars	31 March 2023			31 March 2022		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Investment Funds	41.22	-	41.22	92.58	-	92.58

Defined benefit obligations

1. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages)

	31 March 2023	31 March 2022
Discount rate	7.30%	7.45%
Salary escalation rate	8%	8%
Mortality rate	IAI-M (2015-14)	IAI-M (2015-14) IFR
Employee Attrition Rate	1%	-
Upto Age 35	18.78%	20.29%
Age 36-40	24.67%	24.67%
Age 41-50	18.97%	18.97%
Age 51-59	14.26%	16.26%

Assumptions regarding future mortality have been based on published mortality and morbidity tables. The current best practices underlying the tables of the defined benefit obligations at the reporting date were as follows:

As at 31 March 2023, the weighted average duration of the defined benefit obligation was 4.06 years (31 March 2022: 4.31 years)



# SOTC Travel Limited

## Notes to the financial statements (Continued)

for the year ended 31 March 2022

(All amounts in Rupees, unless otherwise specified)

### Note 26 (Continued)

#### Employee benefits (Continued)

##### ii. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	31 March 2021		31 March 2022	
	Increase	Decrease	Increase	Decrease
Discount rate (2021 - 0.5% and 2022 - 0.5% movement)	(11.28)	1.71	(10.61)	11.06
Future salary growth (2021 - 0.5% and 2022 - 0.5% movement)	14.31	(11.88)	10.61	(10.11)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

The following table shows expense recognised in Profit and Loss account and

	31 March 2021	31 March 2022
Current service cost	49.24	56.92
Plan service cost	-	-
Interest income, net	23.19	20.18
	<u>72.43</u>	<u>77.10</u>

The following table shows remeasurement recognised in Other Comprehensive Income:

	31 March 2021	31 March 2022
Actuarial loss (gain) from redefined benefit obligation	46.85	(50.89)
Returns on plan assets excluding interest income	1.52	(12.31)
	<u>48.37</u>	<u>(63.20)</u>

##### Risk Exposure for gratuity

Through its defined benefit plan, the company is exposed to a number of risks, the most significant of which are detailed below:

a) **Asset volatility:** The plan liabilities are calculated using a discount rate set with reference to bond yields. If the plan assets underperform this yield, this will create a deficit. Further any increase in the bond yields will increase the plan liabilities. The plan assets investments are in equities and bonds, which are subject to interest rate risks and the first amongst the interest rate risks to an acceptable low level.

b) **Salary growth & Demographic assumptions:** The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are long term in nature the plan is not subject to any liquidity risks.

### Note 27

#### Share-based payment arrangements

##### A. Description of share-based payment arrangements

##### i. Share option programs (equity-settled)

Thomas Cook (India) Limited, the parent company has granted employee stock options to the Company's employees on the dates mentioned below. Under these plans, the holder of the vested options are entitled to purchase the shares of the holding company at exercise price as mentioned below.

The key terms and conditions related to the grant under these plans are as follows:

Plan	Method of Settlement	Grant date	No. of options	Exercise price	Vesting period
GT17NOV2016	Equity	7 November 2016	2,25,000	Rs. 1	100% of the options vest at the end of the 4 years i.e. 7-Nov-2020
ESOP 2018-MGMT	Equity	13 June 2018	4,12,000	Rs. 117.95	100% of the options vest at the end of the 3 years i.e. 13-June-2021
ESOP 2018-EXECUT	Equity	3 October 2018	87,226	Rs. 1	100% of the options vest at the end of the 3 years i.e. 3-Oct-2021

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant Date	Expiry date/ Expiry Year	Exercise price (Rs.)	March 31, 2021 Share options	March 31, 2022 Share options
7 November 2016	1 November 2020	1	-	-
13 June 2018	13 June 2021	117.95	1,73,000	1,60,000
3 October 2018	20 September 2021	1	87,226	87,226
Total			<u>2,60,226</u>	<u>2,47,226</u>
Weighted average remaining contractual life of options outstanding at end of year			11.36 Years	11.17 Years



# SOTC Travel Limited

## Notes to the financial statements (Continued)

for the year ended 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

### Note 37 (Continued)

#### Share-based payment arrangements (Continued)

##### B. Measurement of fair value

###### Equity-settled share-based payment arrangements

The fair value of the employee share options has been measured using the Black-Scholes formula. The Black-Scholes model requires the consideration of certain variables such as volatility, risk free rate, expected dividend yield, etc. for the calculation of the fair value of the option. These variables significantly influence the fair value and any changes in these variables could significantly affect the fair value of the option.

Thomas Cook (India) Limited, the holding company ("TCIL") is a corporate scheme of employee ownership managed by Thomas Resources Services Business and transferred it to Queens City Limited ("Queens"). The scheme was approved by the National Company Law Tribunal (NCLT) with the approval date as April 3, 2019. The effective date of the scheme was November 23, 2019 when both TCIL and Queens filed the certified copies of the order with their respective jurisdictional Registrar of Companies.

As a part of the corporate scheme, employees whose ESOPs were outstanding on the effective date will be entitled to the residual shares of Queens on success of the demerger of Thomas Resources Business. Instead of allowing the exercise price, TCIL provided additional credit in form of Queens shares.

The employees are now entitled to shares of Queens along with those of TCIL, in the same share entitlement ratio provided in the scheme for the initial shareholders of TCIL.

In case of vested ESOPs, the employees will be granted shares of TCIL and Queens only on payment of the exercise price. In case of unvested ESOPs, the employees will be granted shares of TCIL and Queens on completion of the vesting waiting period and payment of the exercise price.

The options, in the amount, which are settled by shares of Queens do not meet the definition of a share-based payment arrangement because the value of shares of Queens is not based on the price or value of TCIL's equity instruments or any of its group entity's equity instruments.

The options to the extent which are settled by shares of Queens will be considered as an employee benefit within the scope of Ind AS 19.

The options settled by shares of TCIL continue to be considered as share based payments and are accounted as per Ind AS 39.

	March 2023			March 2022		
	GTBTNOV2016	ESOP 2018- MGMST	ESOP 2018- EXHC001	GTBTNOV2016	ESOP 2018- MGMST	ESOP 2018- EXHC001
Fair value (Employee Expense)	117.75	83.67	558.80	117.73	81.40	552.88
Fair value (Stock Expense)	65.35	66.71	85.21	65.25	65.71	85.21
Number of options	-	1,71,000	37,124	-	1,80,000	37,128
Exercise price in gross date	218.55	248.63	256.29	216.55	248.63	256.28
Exercise price	1.00	127.63	1.00	1.00	127.63	1.00

##### C. Reconciliation of outstanding share options

The number and weighted average exercise prices of share options under the share option program were as follows:

Particulars	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
	31 March 2023	31 March 2023	31 March 2022	31 March 2022
Options remaining as at the beginning of the year	2,38,726	104.85	4,85,726	36.71
Options granted during the year	-	-	-	-
Options exercised during the year	-	-	2,47,000	101.28
Options lapsed/forfeited during the year	8,000	137.81	36,000	121.83
Options outstanding as at the year end	2,38,726	104.85	2,38,726	104.85
Options vested and exercisable at the end of the year	-	-	-	-

##### D. Expense/share options outstanding account arising from share based payment transactions

Total expense arising from share-based payment related transactions recognized in profit or loss as part of employee benefit expense were as follows:

Particulars	31 March 2023	31 March 2022
Employee ESOP expenses	22.75	37.85
Employee Stock Expense	13.88	17.71



# SOTC Travel Limited

## Notes to the financial statements (Continued)

as of 31 March 2023

(All amounts in Rs Lakhs, unless otherwise stated)

Note 26

### Related party transactions

#### (A) Names of related parties by whom control exists

Name of the parties	Relationships
Paras Financial Holdings Limited, Canada Thomas Cook (India) Limited	Ultimate Holding Company Holding Company

#### (B) Parties over whom control exists

Relationships	Name of the parties
Subsidiary Company of SOTC Travel Limited	Travel Circle International (Mauritius) Limited (holding 51% of total Equity as of 31 Mar 2017)

#### (C) Fellow Subsidiaries with whom transactions has taken place during the year

Relationships	Name of the parties
Fellow subsidiaries:	TC Visa Services (India) Limited Travel Corporation (India) Limited (Acquisition w.e.f. 29th November, 2018) Thomas Cook Lanka (Private) Limited Luxe Asia Private Limited Sterling Holiday Homes Limited Asian Trade Singapore Pte Ltd Asian Trade SDN BHD (Malaysia) Asian Trade Ltd. (Thailand) PT Asian Trade Ltd Asian Trade (Vietnam) Co., Ltd Karee Private Safari (Pvt) Ltd Private Safari EA Ltd TC Tours Limited (Formerly known as Thomas Cook Tours Limited) Australia Tours Management Pty Ltd DEI Holdings Ltd Thomas Cook (Mauritius) Holidays Limited Horizon Travel Services LLC Desert Adventure Tourism LLC Travel Circle International Ltd Hongkong Asian Trade Holding Ltd Karee Australia Holding Pty Ltd Thomas Cook (Mauritius) Operations Co Ltd

#### (D) Key Management Personnel / Directors and Management Council

Particulars	Name of the key management personnel
Managing Director	Mr. Vishal Saxi
Directors of the Company	Mr. Madhavan Menon Mr. Nikesh Vikramjee Mrs. Kishori Ushethi Mr. Rohit Khandelwal Mr. Debraj Gandy
Chief Financial Officer	Mr. Ferozkh Khatib
Company Secretary	Mr. Praveen Patel (from 25th Jan 2021 to 3rd Nov 2021) Ms. Shalvi Gupta (w.e.f 19th Apr 2022)
Members of Management Council	Mr. Vishal Saxi Mr. Ferozkh Khatib Mr. Indrjit Rastogi Mr. H D Nandakumar Mr. David Duncanson Ms. Deepi Shahi



## SOTC Travel Limited

### Notes to the financial statements (Continued)

as at 31 March 2022

(All amounts in Rs Lakhs, unless otherwise stated)

#### Related party transactions (Continued)

(E) Related parties with whom transactions has taken place during the year

Particulars	Year	Holding Companies	Ultimate Holding Company	Subsidiaries	Fellow subsidiaries	Associates
Income from loans	2021	28.62	-	-	28.62	-
	2022	94.40	-	-	(14.00)	-
Cost of loans & related services	2021	1,992.29	-	-	13,897.42	-
	2022	1,264.07	-	-	4,543.09	-
Guarantee fees paid	2021	8.81	-	-	-	-
	2022	8.87	-	-	-	-
Expenses reimbursed	2021	1,429.81	-	-	26.14	-
	2022	1,046.04	-	-	4.14	-
Expenses recovered	2021	63.27	-	-	44.95	-
	2022	74.62	-	-	29.90	-
Interest expenses on ROE assets	2021	38.30	-	-	-	-
	2022	57.67	-	-	-	-
ROE loan liability	2021	418.45	-	-	-	-
	2022	542.36	-	-	-	-
Productivity linked loan interest	2021	-	-	-	27.75	-
	2022	-	-	-	-	-
CRS (GDS) income	2021	-	-	-	63.21	-
	2022	-	-	-	-	-
Hotel Commission income	2021	-	-	-	95.89	-
	2022	-	-	-	-	-
Term loan given during the year	2021	1,200.00	-	-	-	-
	2022	3,700.00	-	-	-	-
Term loan given (repaid) during the year	2021	1,200.00	-	-	-	-
	2022	4,830.39	-	-	1,018.43	-
Term loan received during the year	2021	2,900.00	-	-	-	-
	2022	-	-	-	-	-
Term loan received (repaid) during the year	2021	2,900.00	-	-	-	-
	2022	-	-	-	-	-
Interest income on term loan	2021	1.53	-	-	-	-
	2022	6.43	-	-	37.89	-
Interest expenses on term loan	2021	20.96	-	-	-	-
	2022	-	-	-	-	-
Provision for doubtful advances	2021	-	-	-	74.03	-
	2022	-	-	-	74.03	-
Receivables	2021	19.46	-	-	445.81	-
	2022	6.38	-	-	85.79	-
Advances to suppliers	2021	-	-	-	74.03	-
	2022	-	-	-	74.03	-
Payables	2021	323.88	-	-	623.99	-
	2022	327.00	-	-	219.43	-

#### Related party transactions (Continued)

(F) Names of parties (subsidiaries and fellow subsidiaries) having related party transactions in excess of 5% in the transactions:

Particulars	Entity/subsidiaries	31 March 2022	31-Mar-21
Income from loans	TCI GO Vietnam	9.86	(9.86)
	TC Tours Limited	-	2.97
	Tavel Corporation (India) Limited	166.76	(27.86)
Cost of loans and related services *	TC Tours Limited	1,286.69	1,231.75
	Holidays Travel Services LLC	461.28	26.56
	Down Adventures Tourism LLC	3,957.89	861.97
	TC Visa Services (India) Limited	(8.32)	(67.49)
	Tavel Corporation (India) Limited	1.35	0.06
	Asian Trade (Thailand)	275.86	1.01
	Samudra Private Safari (Pvt) Ltd	(8.89)	12.18
	Phonon Cruise (Morocco) Holidays Limited	1.33	2.07
	Asian Trade (Malaysia) BSN BHD	81.48	-
	Asian Trade Singapore Pte Ltd	398.18	-
	PT Asian Trade Ltd	45.55	-
	Asian Trade Co Ltd Vietnam	44.37	-
Private Safari BA Ltd	54.28	-	
Australia Tours Management Pty Ltd	488.49	-	



# SOTC Travel Limited

## Notes to the financial statements (Continued)

as at 31 March 2022

(All amounts in Rs Lakhs, unless otherwise stated)

Expenses retained	Travel Corporation (India) Limited	3.15	3.14
	Travel Circle International Ltd (Hongkong)	25.00	-
	Travel Corporation (India) Limited	16.77	11.72
	Horizon Travel Services LLC	1.50	0.80
	Desert Adventures Tourism LLC	2.51	1.29
	Private Safari EA Ltd	1.50	0.80
	Kaavi Private Safari (Pty) Ltd	1.50	0.80
	Travel Circle International Ltd (Hongkong)	2.73	2.71
	DEI Holdings Ltd	85.11	84.85
	Asian Traffic Holding Ltd	3.48	3.89
	Kaavi Australia Holding Pty Ltd	0.87	0.52
Expenses retained	Thomas Cook (Australia) Operations Co Ltd	1.87	0.33
	Thomas Cook (Australia) Holidays Limited	-	0.89
	Thomas Cook Lanka (Private) Limited	1.87	1.35
	Swire Holiday Resorts Limited	1.21	-
	TC Tours Limited	81.98	-
	TC Tours Limited	27.78	-
	TC Tours Limited	63.21	-
Short term loan repaid	Travel Circle International (Australia) Limited	-	4,018.45
Interest income on term loan	Travel Circle International (Australia) Limited	-	37.89
Provision for doubtful advances	Luxor Asia Private Limited	74.83	74.83
	Travel Corporation (India) Limited	46.12	15.85
	TCT OZ Vietnam	4.27	1.84
	Horizon Travel Services LLC	331.31	12.76
	Desert Adventures Tourism LLC	114.84	7.59
	Kaavi Private Safari (Pty) Ltd	3.75	2.85
	Thomas Cook Lanka (Private) Limited	1.85	2.75
	Private Safari EA Ltd	0.85	0.77
	DEI Holdings Ltd	16.93	2.57
	Asian Traffic Holding Ltd	11.23	7.78
	Kaavi Australia Holding Pty Ltd	2.88	1.77
	TC Tours Limited	-	31.48
	Thomas Cook (Australia) Holidays Limited	4.81	4.81
	Thomas Cook (Australia) Operations Co Ltd	1.27	0.33
	Travel Circle International Ltd (Hongkong)	0.78	1.28
	Swire Holiday Resorts Limited	1.58	-
	Travel Corporation (India) Limited	9.18	-
	Swire Holiday Resorts Ltd	-	1.89
	Asian Traffic (India) Ltd	35.82	3.17
Horizon Travel Services LLC	8.23	8.75	
Desert Adventures Tourism LLC	14.83	30.34	
Thomas Cook (Australia) Holidays Limited	2.91	-	
TC Tours Limited	316.14	55.51	
TC Visa Services (India) Limited	24.42	32.12	
Swire Holiday Resorts Services Ltd (SHRS)	-	28.28	
Australia Visa Management Pty Ltd	17.91	-	
PT Asian Traffic Ltd	24.59	-	
Asian Traffic Co Ltd Vietnam	19.66	-	
Asian Traffic Singapore Pte Ltd	71.20	-	
Asian Traffic (Malaysia) SDN BHD	8.44	-	
Advances to suppliers	Luxor Asia Private Limited	74.83	74.83





## SOTC Travel Limited

### Notes to the financial statements (Continued)

as at 31 March 2023

(All amounts in Rupees, unless otherwise stated)

#### (G) Related parties with Holding and Ultimate Holding Company

Particulars	Holding and Ultimate Holding Company	31 March 2023	31 March 2022
Income from loans	Thomas Cook (India) Limited	28.42	94.40
Cost of loans used related services	Thomas Cook (India) Limited	1,992.29	1,264.03
Expenses reimbursed	Thomas Cook (India) Limited	1,629.31	1,260.04
Expenses recovered	Thomas Cook (India) Limited	62.27	94.62
Interest expenses on BOD assets	Thomas Cook (India) Limited	31.86	32.47
BOD loan liability	Thomas Cook (India) Limited	429.43	252.36
Guarantee Fees paid	Thomas Cook (India) Limited	6.91	6.42
Terms loan given during the year	Thomas Cook (India) Limited	1,200.00	2,700.00
Terms loan given (repaid) during the year	Thomas Cook (India) Limited	1,100.00	4,850.15
Terms loan received during the year	Thomas Cook (India) Limited	1,700.00	-
Terms loan received (repaid) during the year	Thomas Cook (India) Limited	2,990.00	-
Interest income on terms loan	Thomas Cook (India) Limited	1.83	6.63
Interest expenses on terms loan	Thomas Cook (India) Limited	20.96	-
Receivables	Thomas Cook (India) Limited	19.46	6.58
Payables	Thomas Cook (India) Limited	125.80	327.80

#### (H) Transaction with Key Management Personnel

Particulars	31 March 2023	31 March 2022
Salaries and other employee benefits to whole-time directors and executive officers		
Mr. Vikal Saxi	167.69	125.24
Mr. Ferozish Kolihi	78.79	57.96
Ms. Shubh Gupta	21.17	-
Mr. S D Nandikumar	(29.27)	97.47
Mr. Daniel D'Souza	166.79	32.93
Ms. Deepa Shukla	52.59	41.17
Commission and other benefits to non-executive/independent directors	12.00	-
Company's contribution for the expenses as whole and before exclude?		



# SOTC Travel Limited

## Notes to the financial statements (Continued)

as at 31 March 2023

(All amounts in Rupees, unless otherwise stated)

### Note 39

Financial performance ratios	Numerator	Denominator	31 March 2023	31 March 2022	% Change
<b>A Performance Ratios</b>					
Net Profit ratio (i)	Profit (Loss) after tax	Revenue from operations	2%	-18%	-13%
Net Capital Turnover Ratio (ii) (iii)	Revenue from operations	Average working capital - (Opening net current assets)* Closing net current assets)†	14.01	8.89	57%
Return on Capital Employed † (i)	Profit (Loss) before interest and tax	Capital Employed - Tangible Net Worth** - Total Debt - Lease Liabilities	36%	5%	16%
Return on Equity ratio (ii)	Profit (Loss) after tax	Average total equity = (Opening total equity + Closing total equity) / 2	41%	-3%	(18)%
Return on Investment (iii)	Income generated from invested fund in the market	Average invested fund in market - (Opening funds in the market - Closing funds in the market) / 2	6%	1%	4%
Debt Service Coverage ratio †	Profit (Loss) before interest, tax and Depreciation and amortisation	Repayments principal payments, interest and lease payment	2.81	NA	NA
<b>B Leverage Ratios</b>					
Debt-Equity Ratio (ii)	Total Borrowings	Total Equity	1.31	2.39	-43%
<b>C Liquidity Ratios</b>					
Current ratio †	Current Assets	Total Current Liabilities	0.46	0.39	90%
<b>D Activity Ratios</b>					
Inventory Turnover ratio	Cost of services	Closing inventory	NA	NA	NA
Trade Receivable Turnover Ratio (ii)	Revenue from operations	Average trade receivable - (Opening trade receivable + Closing trade receivable) / 2	18.42	8.25	123%
Trade Payable Turnover Ratio (ii)	Cost of services	Average trade payable - (Opening trade payable + Closing trade payable) / 2	4.47	1.82	149%

\* Net current assets = Total current assets - Total current liability

\*\* Tangible net worth = Total net worth - Intangible assets (including intangible asset under development and goodwill)

† Since the Company has incurred losses during FY 21-22

#### Reason for Variance

- Due to improvement in the business operations resulted in increased in profit post Covid-19 pandemic
- Due to reduction in working capital and increased in revenue from operations.
- The ratio has decreased because company has repaid bank overdraft.
- Due to improvement in the business operation post Covid-19 pandemic.

### Note 40

#### Other Statutory Information

- The Company does not have any Benami property, where any proceeding has been initiated or is pending against the Company, including any Benami property.
- The Company does not have any charges or satisfaction of such charges which are yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company has not advanced or loaned or invested funds in any other persons) or entities), including foreign entities (inter-related) with the understanding that the beneficiary shall:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- The Company has not received any fund from any persons) or entities), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- The Company does not have any transactions which is not recorded in the books of account that have been recognised or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (including search or survey) or any other relevant provisions of the Income Tax Act, 1961.



# SOTC Travel Limited

## Notes to the financial statements (Continued)

as at 31 March 2023

(All amounts in Rupees, unless otherwise stated)

### Note 41

#### Transfer Pricing

The Company has established a comprehensive system of maintenance of documents and documents as required by the transfer pricing legislation under Section 92 of the Income Tax Act. Since the law requires maintenance of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the international as well as specified domestic transactions (if applicable) entered into with the associated enterprise during the financial year and expects such records to be in existence from the end of the stipulated timeline, as required by law. The Management is of the opinion that its international as well as specified domestic transactions (if any) are at arm's length and the aforesaid legislation will not have any impact on the financial statements, particularly on the nature of its expenses and that of provision for taxation.

### Note 42

Other information with regards to the matters specified in schedule III of the Companies Act 2013 is given (if any) applicable to the company for the financial year ended 31 March 2023.

### Note 43

Thomas Cook (India) Limited, the holding company, prepares consolidated financial statements under Ind AS. Hence Company has availed the assistance for preparing consolidated financial statements under Ind AS 118.

The notes from 1 to 43 form an integral part of the financial statements.

As per our report of even date attached.

The BSR & Co. LLP

Chartered Accountants

Firm's Registration No. 1012409/W-100002



Bhavesh Divyappa

Partner

Membership No. 64289

Mumbai

18-May-2023

For and on behalf of the Board of Directors of

SOTC Travel Limited

(CIN: U63001MH1991PLC110491)



Madhavan Nigam

Chairman

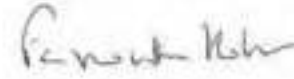
[DIN: 0039042]



Vinod Sait

Managing Director

(DIN: 0641771)



Parvathi Nair

Chief Executive Officer

Mumbai

5-May-2023



Shilpi Gupta

Company Secretary

[CS No. A24079]