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*Mahasagar*  
**TRAVELS LTD.**

# 26<sup>th</sup> ANNUAL REPORT

**YEAR 2018-19**

**REGD. OFFICE**  
MAHASAGAR HOUSE  
JAYSHRI TALKIES ROAD, KALWA CHOWK,  
JUNAGADH - 362 001.  
**PH. : 2650427, 2627611, 2622962, FAX : 2623941**

**26th Annual Report - 2018-2019**  
**MAHASAGAR TRAVELS LIMITED**  
**(CIN: L63040GJ1993PLC020289)**

Registered Office: "Mahasagar House" Jayshree Talkies Road, Kalwa Chowk, Junagadh 362001, Gujarat

**BOARD OF DIRECTORS**

Mr. Kartik R. Upadhyay	:	Chairman & Non-executive Director
Mr. Bhagchand G. Sukhwani	:	Managing Director & CEO
Mr. Prakash K. Kakkad	:	Joint Managing Director & CFO
Mr. Ravi S. Karia	:	Non-Executive Director
Mr. Amit G. Pande	:	Independent & Non-executive Director
Mr. Sanjay P. Mahemdavadi	:	Independent & Non-executive Director
Ms. Kavita A. Bachani	:	Non-executive director
Mr. Rajivbhai N. Mehta	:	Independent & Non-executive Director

**Auditors**

M/s. Ashish Mankad & Associates, Chartered Accountant  
Junagadh-362001

**Company Law Consultant**

CS Kishor Dudhatra, Practising Company Secretary Rajkot

**Company Secretary**

CS Khushbu N. Sheth

**Bankers**

1.	V.M.C. Bank Ltd. Junagadh	2.	V.M.C. Bank Ltd. Rajkot
3.	S.B.I. Junagadh	4.	Syndicate Bank, Ahmedabad
5.	Junagadh Com. Co.-op. bank Ltd.	6.	Bank Of Baroda, Junagadh
7.	I.C.I.C.I Bank, Junagadh	8.	HDFC Bank, Junagadh

**Registered Office**

"Mahasagar House", Jayshree talkies Road, Kalwa Chowk, Junagadh  
Website: [www.mahasagartravels.com](http://www.mahasagartravels.com) E-mail Id: [mtlgrd@gmail.com](mailto:mtlgrd@gmail.com)

**Registrar and Transfer Agent**

Link Intime India Private Limited (Unit: Mahasagar Travels Limited)  
506-508 Amarnath Business Centre-1 ABC-1, Beside Gala Business centre  
Near St. Xavier's Collage Corner, off C G Road, Navrangpura, Ahmedabad -380009

**IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in true spirit measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to write to "Link Intime India Private Limited (Unit- Mahasagar Travels Limited), 506-508 Amarnath Business Centre-1 ABC-1, Beside Gala Business centre Near St. Xavier's Collage Corner, off C G Road, Navrangpura, Ahmedabad -380009 with the details like Name, Folio No and e-mail id to register the same at our Registrar and Transfer Agents.

## Notice

NOTICE IS HEREBY GIVEN THAT THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON SUNDAY, 29th SEPTEMBER, 2019 AT 10.00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT "MAHASAGAR HOUSE", JAYSHREE TALKIES ROAD, KALWA CHOWK, JUNAGADH 362001, TO TRANSACT THE FOLLOWING BUSINESS:-

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of who Ms. Kavita A. Bachani (DIN: 7310630) retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS

3. **Re-appointment of Mr. Bhagchand Gordhandas Sukhwani (DIN: 00579112) as a 'Managing Director' of the Company and in this regard, to consider and if thought fit pass the following resolution as an ordinary resolution :**

**"RESOLVED THAT,** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and the Rules made thereunder, including any amendments, statutory modification thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Bhagchand Gordhandas Sukhwani (DIN: 00579112) be re-appointed as Managing Director of the Company and be paid , remuneration by way of salary, perquisites and allowances for the period of Five years W.e.f.1st January, 2019 on the Following terms of remuneration :

**For the period of 1st January, 2019 to 31st December, 2024**

- a) Salary : Rs. 50,000/- Per Month with an increase of not more than Rs. 10,000/- every year as may be decided by the Board of Directors.
- b) Perquisites and allowance as per the terms and conditions of the Company subject to maximum limit of 20% salary as may be decided by Board time to time.

**RESOLVED FURTHER THAT** in event of inadequacy or absence of profit in any financial term Shri Bhagchand Gordhandas Sukhwani (DIN: 00579112) Managing Director shall be paid the same remuneration as stated hereinabove as minimum remuneration but subject to upper limit any prescribed under schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorized to determine the terms of payment of remuneration, quantum of allowances, expenditures and remuneration to the extent agreed by the board and Bhagchand Gordhandas Sukhwani and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **To Re-appoint Mr. Prakashbhai Kanjibhai Kakkad (DIN: 02355435) as Joint Managing Director and to approve the payment to remuneration to him and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT**, pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and the Rules made thereunder, including any amendments, statutory modification thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Prakashbhai Kanjibhai Kakkad (DIN: 02355435) be re-appointed as Joint Managing Director of the Company and be paid, remuneration by way of salary, perquisites and allowances for the period of Five years W.e.f.1st January, 2019 on the Following terms of remuneration :

**For the period of 1st January, 2019 to 31st December, 2024**

c) Salary: Rs. 32,000/- Per Month with an increase of not more than Rs. 8,000/- every year as may be decided by the Board of Directors.

d) Perquisites and allowance as per the terms and conditions of the Company subject to maximum limit of 20% salary as may be decided by Board time to time.

**RESOLVED FURTHER THAT** in event of inadequacy or absence of profit in any financial term Mr. Prakashbhai Kanjibhai Kakkad (DIN: 02355435) Joint Managing Director shall be paid the same remuneration as stated hereinabove as minimum remuneration but subject to upper limit any prescribed under schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorized to determine the terms of payment of remuneration, quantum of allowances, expenditures and remuneration to the extent agreed by the board and Mr. Prakashbhai Kanjibhai Kakkad and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

5. **To APPOINT MR.KANAIYALAL GAGANDAS NARUMALANI (DIN: 00402338) AS AN INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** Pursuant to the provision of Sections 149, 152 read with schedule IV and any other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and contained in SEBI (Listing Obligation and Disclosure Requirement), Regulation, 2015 MR.KANAIYALAL GAGANDAS NARUMALANI (DIN: 00402338), Independent Non-executive director of the Company who has submitted a declaration that he meets the criteria of Independence as per Section 149(6) of the Companies Act, 2013 and Regulation 25(8) of SEBI (LODR) and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term commencing from 29th September, 2019 to 28th September, 2024.”



**“RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement), Regulation, 2015 (as amended), other applicable provisions if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment, statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the members of the Company be and is hereby granted to Mr. KANAIYALAL GAGANDAS NARUMALANI (DIN: 00402338), who attained the age of seventy Five (75) years at the time of his appointment and hold the office for the term of five years.”

**6. To APPOINT MR.JASUBHAI NANJIBHAI BAREVADIA (DIN:08551423) AS AN INDEPENDENT DIRECTOR**

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

**“RESOLVED THAT** Pursuant to the provision of Sections 149, 152 read with schedule IV and any other applicable provision of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and contained in SEBI (Listing Obligation and Disclosure Requirement), Regulation, 2015 MR. JASUBHAI NANJIBHAI BAREVADIA (DIN:08551423) Independent Non-executive director of the Company who has submitted a declaration that he meets the criteria of Independence as per Section 149(6) of the Companies Act, 2013 and Regulation 25(8) of SEBI (LODR) and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term commencing from 29th September, 2019 to 28th September, 2024.”

**7. To APPOINT MR.ABHAY JAYPRAKASHBHAI SUKHWANI (DIN: 08396401) AS A NON-EXECUTIVE DIRECTOR**

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

**“RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications thereof for the time being in force) MR.ABHAY JAYPRAKASHBHAI SUKHWANI (DIN: 08396401), who is appointed as Non-executive director of the Company based on the recommendation of Nomination and Remuneration Committee and who is also liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of directors of the Company be and are hereby severally authorized to do all acts, deeds, matters or things and take such steps as may be necessary in this regard.”

**NOTES:**

1. The Explanatory Statements Pursuant to Section 102 of the Companies Act in respect to Item No. 3 to 7 of the Special Businesses is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member. The instruments appointing proxy should however be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting.

3. The Register of Members and Share Transfer Books of the Company will remain close from 22nd September, 2019 to 29th September, 2019 (Both days Inclusive).
4. Members are requested to :
  - i) Members are requested to: Notify promptly the change in address, if any, to the Registrar and Share Transfer Agent, M/s. Link Intime (India) Pvt. Ltd. 506-508 Amarnath Business Centre-1 ABC-1, Beside Gala Business centre Near St. Xavier's Collage Corner, off C G Road, Navrangpura, Ahmedabad -380009 Unit: Mahasagar Travels Ltd. quoting folio numbers, if the shares are held in physical form and to their Depository Participants, if the shares are held in Demat form.
  - ii) Bring their copy of the Annual Report and the attendance slip duly filled in with them for attending the meeting as the same shall not be circulated thereat.
  - iii) Members are requested to bring with them the attendance slip duly filled in with them and had it over at the entry gate.
  - iv) Approaches the Registrar & Share Transfer Agent for consolidation of folios in physical shareholdings are under multiple folios.
5. The Company's Shares have been activated for dematerialization with National Securities Depository Ltd. (NSDL). Those shareholders who wish to hold shares in electronic form may approach their Depository Participants. The ISIN No. of the Equity Shares is INE 007G01014.
6. All documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the Annual General Meeting.
7. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a Certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. Such representative shall possess a valid identity proof to be produced at the Meeting.

Copies of Annual Report 2018-19 being sent by electronic mode only to all the members whose email address registered with the company/depository participant(s) for communication purpose unless any members has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2018-19 are being sent by permitted mode.
8. **Trading/Transfer in shares of the Company shall compulsorily be done in Dematerialization from only w.e.f. 1st April, 2019**

Pursuant to SEBI press Release No. 12/2019 dated 27th March, 2019, SEBI had clarified that the investors may continue to hold such shares in physical form even after the 1st April, 2019 subject to condition that investor who is desirous of transferring shares (which are held in physical form) after 1st April, 2019 can do so only after the shares are dematerialized. Shareholders are therefore advised to dematerialize your physical shareholding at the earliest, if not yet already done.

Hence, we request all those members who have still not dematerialized their shares to get their shares in Dematerialized as the earliest.

9. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least 7 days prior to the Meeting so that the required information can be made available at the Meeting.
10. Members are requested to intimate if shares are held in the same name or in the same order and names, but in more than one account to enable the company to club said accounts into one account.
11. Members are requested to quote folio Number in all their correspondences.
12. In order to comply with Ministry of Corporate Affairs circular on “Green Initiative in the corporate Governance” members are requested to intimate their email address to their depository participate as well as to the company.
13. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 of the person seeking appointment/re-appointment as Director under Item No. 2, Item No 3 to 7 of the Notice are also annexed.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are being provided with the facility to cast their vote electronically, through the e-voting services provided by [www.evotingindia.com](http://www.evotingindia.com) on all the resolutions set forth in this Notice. The E-voting period commences on Thursday, 26th September, 2019 at 10:00 A.M. and ends on Saturday, 28th September, 2019 at 5:00 P.M. During this period members of the Company, holding shares either in physical form in the dematerialized form, as on 22nd September, 2019 (cutoff date), may cast their vote electronically. Thereafter the E-voting module shall be disabled. Once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently.
15. **Voting Through Electronics Means- A detailed instructions and related write ups, on Electronic Voting Process, which forms part of this notice, is given at the end of this Annual Report, (before the form of attendance slip and proxy). Shareholders are requested to kindly follow the said process for casting their vote electronically.**
16. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.mahasagartravels.com](http://www.mahasagartravels.com) and on the website of [www.evotingindia.com](http://www.evotingindia.com) within two days of passing of the resolutions at the 26th Annual General Meeting of the Company and communicated to the Bombay Stock Exchange Limited and where the shares of the Company are listed.
17. Mr. Pragnesh M. Joshi, Practicing Company Secretary, Ahmedabad, Gujarat (Membership No. FCS 7238 & certificate of practice No.7743) has been appointed as the Scrutinizer the E-voting, remote E-voting

and poll process in the AGM in a fair and transparent manner.

18. The Securities and Exchange Board of India (SEBI) has mandated the Submission of Permanent Account Number (PAN) by every participant in Securities market. Moreover, SEBI has also mandated to provide bank details, in addition to PAN , of securities holders who holds shares of the Company in physical form. Members holding shares in electronic form or physical form are, therefore, requested to submit the PAN or bank Details as the case may be to their Depository Participants with whom they are maintaining their demat accounts and members holding shares in physical form to Company /RTA.
19. Members who hold shares in physical form in multiple folios in identical names or Joint holding in same order of names, if any, are requested to send the share certificates to LINK INTIME PVT. LTD. for consolidation into a single folio.
20. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.

#### **E-VOTING**

In compliance with the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-voting facility to the members in respect of business to be transacted at the 26th Annual General Meeting to be held on Sunday, the 29th September, 2019 at 10:00 AM. The facility of casting votes by the members using electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services India Ltd (CDSL). The Company has engaged the services of CDSL to provide e-voting. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e- voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The e-voting facility will be available during the following voting period:

Commencement of e-voting	10:00 A .M. of Thursday, 26 <sup>th</sup> September, 2019
End of e-voting period	05:00 P.M. of Saturday , 28 <sup>th</sup> September, 2019

E-voting shall not be allowed beyond 05:00 p.m. on 28th September, 2019. The e-voting module shall be disabled by CDSL for voting thereafter. During the e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off-Date may cast their votes electronically. The Cut-off-Date for the purpose of e-voting is 22nd September, 2019.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Thursday, 26th September, 2019 at 10:00 AM and ends on Saturday, 28th September, 2019 at 5:00 PM During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha -numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions



("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

#### Item No. 2, Item No.3, Item NO. 4,

Board has re-appointed Ms. Kavita A. Bachani as Non-executive director of the Company. She has completed her graduation in commerce so she has depth knowledge of Account and finance. She is also able to take new responsibilities to make their role more objective and purposefully. Mr. Bhagchand G. Sukhwani, Managing director is promoter director of the Company. Due to his hard work, Company manage to get good result. His business acumen will help to reach at higher positions. Mr. Prakash K. Kakkad, Joint Managing director of the Co. is also promoter director. Under his dynamic leadership and vast experience, Co. is able to deliver constant value to our customer.

Brief resume of Directors seeking re-appointment as per Item No. 2, Item No. 3 and Item No. 4 is as under:

Name of Director	Ms. Kavita A Bachani	Mr. Bhagchand G. Sukhwani	Mr. Prakash K. Kakkad
Date of Birth	19/08/1987	27/09/1963	28/11/1955
Date of Appointment	19/01/2016	01/01/1994	01/01/1994
Qualification	Graduate	Under Graduate	Under Graduate
Expertise in Specific Functional	Account, Finance, Business Marketing	Construction, Accounts & Finance, Business Development, Marketing and Hospitality industry	Construction, Accounts, Negotiation and Business development, public relations
List of Companies in which directorship is held	NIL	1)Saurashtra Bhoomi Publication Limited 2) Mahasagar Transport & Courier Pvt. Ltd.	1) Saurashtra Bhoomi Publication Limited
Chairman/Member of the Committee of other Companies	NIL	Nil	Nil

#### Item No. 5, Item No. 6, Item NO.7

As the members are aware, pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligation and Disclosure requirement), Regulation, 2015 , effective from April 1, 2019 , No listed entity shall appoint a person or continue the directorship of any person as a Non-executive director who has attained the age of seventy five (75) years unless a Special resolution is passed.

Mr. Kanaiyalal G. Narumalani who is well known person in the society and he has more than twenty five years' experience in the business. Mr. Jasubhai N. Barewadia is arts graduate and is having vast experience in dealing with various authorities in legal matter. Mr. Abhay J. Sukhwani has completed his graduation in commerce and having good knowledge of accountancy and business development skill. Brief resume and other details of appointee are as below:



Name of Director	Mr.KANAIYALAL GAGANDAS NARUMALANI	MR.JASUBHAI NANJIBHAI BAREVADIA	Mr. ABHAY JAYPRAKASHBHAI SUKHWANI
Date of Birth	04/04/1940	01/02/1954	14/11/1997
Date of Appointment	29/09/2019	29/09/2019	29/09/2019
Qualification	Graduate	B.A. , LLB	Graduate
Expertise in Specific Functional	Management, Marketing and Finance	For handling legal issues and dealing with Govt. authorities	Accounts and finance
List of Companies in which directorship is held	1) Premium Engineers Pvt. Ltd 2) Premium pulman Pvt. Ltd 3) Premium Vigimech Pvt. Ltd 4) Jayems Parkim Pvt. Ltd 5) Jayems Engineering Pvt. Ltd	Nil	Nil
Chairman/Member of the Committee of other Companies	NIL	Nil	Nil

Date: 30th August, 2019

Place : Junagadh

Registered Office:

“Mahasagar House”

Jayshree Talkies Road,

Kalwa Chowk, Junagadh-362001

By order of the Board

Sd/-

Bhagchand G. Sukhwani

Managing Director

(DIN 00579112)

## DIRECTOR'S REPORT

To  
The Members,  
Mahasagar Travels Limited

Your Directors have great pleasure in presenting the 26th Annual Report together with their Audited Statement of Accounts of the Company for the year ended 31st March, 2019.

### FINANCIAL HIGHLIGHTS:

Particulars	Year ended on 31.03.2019 (Rs.)	Year ended on 31.03.2018 (Rs.)
Total income	740151100.78	64,61,48181.92
Profit or ( Loss) before tax	(92,27,000.47)	47.69,001.00
Profit /(Loss) after Tax	(92,27,000.47)	3869001.78

### DIVIDEND:

In view of requirements of funds the Board of Directors of the Company has shown their inability to recommend payment of Dividend.

### STATE OF COMPANY'S AFFAIRS

Since the Company is engaged in providing service to the tourists of the state and thereby in the engagement of the service sector industry since the core business of the Company is to provide service, the quality, facilities and safety are the prime concern of the management. During the last financial year your Company has made sufficient effort to provide better quality services through increase in the fleet capacity of the luxurious class. Majority of the fleet have air conditioning facility apart from comfortable internal environment. Keeping in mind the Pollution Free Quality Concept, the Company has been gradually replacing in a phased manner the environment friendly Luxurious Buses in place of old buses, which would help in protecting the pollution free environment, thereby putting major stress by management on the concept of taking pollution free environmental steps as per the Pollution Free Environment Policy of the Government and the new fleets of buses will also increase the tourist business and further facilitate the tourist the latest available facilities which will increase the overall business and profitability of the Company in the coming years. However the management has taken care of the fluctuation in petroleum products by creating retail outlet.

### TRANSFER TO RESERVES

No amount has been transferred to General reserve Account.

### EXTRACT OF ANNUAL RETURN

The extract of annual return in format of MGT-9 for the financial year 2018-19 has been enclosed with this report as annexure-A1.

## **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures.
2. They have selected such accounting policies and applied them consistency and made Judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on 31st March, 2019 and of the profit of the Company for that period.
3. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities.
4. They have prepared the annual accounts on a going concern basis.
5. They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively
6. They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2018-19.

## **RISK MANAGEMENT**

The Board of the Company has constituted a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

## **NUMBER OF MEETINGS OF THE BOARD**

Board has met Eleven times during the financial year, the details of which are given in Corporate Governance Report in this Annual report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report. Further, at [www.mahasagartravels.com](http://www.mahasagartravels.com) detailed policy is available.

## **DIRECTORS**

Pursuant to Section 152 of the Companies Act, 2013 Ms. Kavita A. Bachani (DIN: 7310630) Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting of the Company and is eligible herself for re-appointment. Your directors recommend for her appointment.

Mr. Bhagchand G. Sukhwani is appointed as Managing director of the Company for the term of five years and Mr. Prakash K.Kakkad is appointed as Joint managing director of the company for the term of five years.

Mr. Amit G. Pande (DIN: 00674673) and Mr. Sanjay P. Mahemdavadi (DIN: 02356066) are ceased their directorship as independent director of the Company due to completion of their terms.

## **DECLARATION OF INDEPENDENT DIRECTORS**

Pursuant to the provision of Section 149 of the Act, which came into effect from April 1, 2014 Mr. Rajiv N. Mehta (DIN: 07898792)s was appointed as Independent director at the Annual General Meeting of the Company held on 25th September, 2017. The terms and conditions of appointment of the independent director are as per Schedule IV of the Act. They have submitted a declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year.

## **POLICIES**

We seek to promote and follow the highest level of ethical standard in our business transactions. The SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 mandates the certain policies for all listed companies. All policies are available on our website ([www.mahasagartravels.com](http://www.mahasagartravels.com)) .The policies are reviewed periodically by the Board of directors and update based on the need and new compliance requirement.

## **VIGIL MECHANISM**

The Company has established a vigil mechanism to deal with instances of fraud and mismanagement, if any. Detailed Vigil Mechanism policy is posted on Company's Website ([www.mahasagartravels.com](http://www.mahasagartravels.com)).

## **SECRETARIAL STANDARDS**

The directors state that applicable Secretarial standards i.e. SS-1 and SS-2 related to 'Meetings of Board of Directors' and 'General meetings ' have been duly followed by the Company.

## **AUDITOR AND AUDITORS' REPORT**

On the recommendation of Audit Committee pursuant of the Section 139 and other applicable provision if any, of the Companies Act, 2013 and rule made there under M/s Ashish Mankad & Associates, Chartered Accountant, Junagadh is hereby appointed as Statutory Auditor of the Company for their term of Five years till the conclusion 29th Annual General Meeting of the Company subject to rectification by the Members.

The notes forming part of accounts referred in Auditor's report are self-explanatory and provide complete information.

The Auditor's Report for F.Y. 2018-19 does not contain any qualification, reservation on adverse remark. The auditor's report is also part of this report.

#### **SECRETARIAL AUDITOR**

The Board has appointed Mr. Kishorbhai S. Dudhatra, Practicing Company Secretary, to conduct the Secretarial Audit for the financial year 2018-19. The secretarial Audit report for the financial year ended on March 31, 2019 is annexed herewith.

#### **AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT**

The auditors' report and secretarial auditors' report does not contain any qualifications, reservations or adverse remarks. Report of the secretarial auditor is given as an Annexure-A3 which forms part of this report.

#### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT**

The particular of loans, guarantees and investments have been disclosed in the financial statements.

#### **DEPOSITS FROM PUBLIC**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

#### **TRANSACTIONS WITH RELATED PARTIES**

None of the transactions with related parties falls under the scope of Section 188(1) of the Companies Act, 2013. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure A2 in form AOC-2 and the same forms are part of this report.

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

##### **CONSERVATION OF ENERGY:**

Since Your Company is engaged in service activity the said statement is not applicable and Company's policy is to obtain best economic average from the transportation services provided by their vehicles.

##### **TECHNOLOGY ABSORPTION:**

Since Your Company is engaged in service activity the said statement is not applicable. Company had adopted policy to purchase latest technology transportation vehicles which provides maximum economic fuel average.

##### **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The company's business activity is restricted to domestic level only and deals in rupee currency no any foreign currency is earned or expended.

**CORPORATE SOCIAL RESPONSIBILITY:**

Your company does not fall under the purview of Section 135 of companies Act, 2013. Hence no Corporate Social Responsibility initiatives have been taken during the year.

**MATERIAL CHANGES AFFECTING FINANCIAL POSITION OF THE COMPANY**

No material changes or commitments affecting the financial position of the company have occurred between the financial year of the company to which financial statements relate i.e. 31st March, 2019 and the date of Board report.

**STATUTORY ORDERS**

During the year Company has received demand notice from Income Tax Authority and proper representation and submission has made to respective authority.

**PARTICULAR OF EMPLOYEES**

The information required under Section 197 of the Act read with rule 5(1) of the Companies Act (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

Commencement of e-voting	Ratio to median
BHAGCHAND GORDHANDAS SUKHWANI	6.58:1
PRAKASHBHAI KANJIBHAI KAKKAD	4.21:1

- b. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year**

NOT APPLICABLE

- c. **The percentage increase in the median remuneration of employees in the financial year\*-**

The remuneration of MD & JMD is Rs. 50,000 and Rs. 32,000 p.m. respectively. Further, company operated the buses hence most of the employees of the company are driver category and due to high attrition and irregular presence the salary of average employees are around Rs.7100/- So in our case comparison of median salary of employee and KMP is not comparable.

- d. **The number of permanent employees on the rolls of Company-**

137 Employees

- e. **The explanation on the relationship between average increase in remuneration and Company performance**

On an average there is 20.77% INCREASE in the remuneration of the employees.

The increase in remuneration is in line with the market trends in the respective industries. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

f. **Comparison of the remuneration of the key managerial personnel against the performance of the Company PENDING**

Aggregate remuneration of key managerial personnel (KMP) in FY17-18	11,86,000
Revenue	74,01,51,100.78
Remuneration of KMPs (as % of revenue)	0.16%
Profit before Tax (PBT)	(92,27,000.47)
Remuneration of KMP (as % of PBT)	(12.85)%

g. **Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year**

Particulars	March 31, 2019	March 31, 2018	% Change
Market Capitalization	2,11,52,815	3,64,86,640	(42.02%)
Price Earnings Ratio	(2.30)	9.47	(24.29%)

h. **Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer**

Market Price (BSE)	As per note given below

The shares of companies are thinly traded and there is no such volumes of trading in the scrip of the company. Company had issued shares before two decades and thereafter company was not in good financial conditions and the shares of the company were delisted and thereafter company made efforts to revoke the trading and since then price of the company's scrip is showing thin trading. Hence the data pertain to above is not comparable.

i. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

j. **Comparison of each remuneration of the key managerial personnel against the performance of the Company:**

Particulars	BHAGCHAND GORDHANDAS SUKHWANI	PRAKASHBHAI KANJIBHAI KAKKAD	KHUSHBU NITINKUMAR SHETH
Remuneration in F.Y. 2017-18	600000/-	384000/-	2,02,000
Revenue	74,01,51,100.78		
Remuneration as % of Revenue	0.08%	0.05%	0.03%
Profit before Tax	(92,27,000.47)		
Remuneration as % of PBT	(6.50%)	(4.16%)	(2.19%)



- k. **The key parameters for any variable component of remuneration availed by the directors: N.A.**
- l. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: None**
- m. **Affirmation that the remuneration is as per the remuneration policy of the Company:**  
The Company affirms remuneration is as per the remuneration policy of the Company.

#### **BOARD EVALUATION**

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations")

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Remuneration & Nomination Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

#### **SEXUAL HARASSMENT**

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

#### **INSURANCE:**

All the assets of the Company have been adequately insured.

**LISTING**

At present your Company's Securities are listed on the Bombay Stock Exchange Limited. Company had passed necessary resolution for Voluntary Delisting of its Equity shares from Ahmedabad Stock Exchange Ltd., and Saurashtra Kutch Stock Exchange Limited (SKSE).

**TAXES**

Company is regularly paying Income Tax, GST, RTO Tax and other statutory dues like Provident Fund, ESIC, as applicable. As regard to Service Tax appropriate provision and treatments have been as per Law. Details of the payment, refund, appeals and disputed amount have been adequately provided in audit report and same is self-explanatory and the amount of dispute is being dealt with various authorities and awaiting for final outcome.

**DEMATIRIALIZATION AND TRANSFER OF THE SECURITIES:**

**ISIN:** INE 007G01014

As on date of this report company is having NSDL connectivity of dematerialization of shares and efforts are being made to have CDSL connectivity.

**REGISTRAR AND SHARE TRANSFER AGENT**

Link Intime Pvt. Ltd. (Unit: Mahasagar Travels Limited)  
506-508 Amarnath Business Centre-1 ABC-1, Beside Gala Business center  
Near St. Xavier's Collage Corner, off C G Road,  
Navrangpura, Ahmedabad -380009

**REGULATORY STATEMENT:**

- (1) In conformity with the provision of Regulation 34 of the Listing regulation, the cash flow statement for the year ended on 31st March, 2019 is annexed to the accounts.

**Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as Annexure A3**

**CORPORATE GOVERNANCE:**

The Company has complied with the requirement regarding corporate governance as per Listing Obligation and Disclosure Requirement (LODR) Regulation, 2015 and stock exchange where the Company's shares are listed. A report on the Corporate Governance in this regard is made a part of this Annual Report and a Certificate from the Auditor of the Company regarding Compliance of the Conditions of the Corporate Governance is attached to this report and forming part this report.

**MANAGEMENT DISCUSSION AND ANALYSIS:****1. INDUSTRY OUTLOOK:**

Travel and tourism industries are being promoted by government. Gujarat Government is actively promoting tourism facilities and destinations in the state. With the increase in travelling tendency of people for the leisure and business overall industry is viewing good prospects.

## **2. OPPORTUNITIES AND THREATS:**

Government of Gujarat is promoting tourism in all spheres. Further medical tourism and development of infrastructure facilities have made Gujarat a tourist destination. Since the Company has started business in real estate sector, petroleum sector and been engaged in to the service sector, the main concern of the management is to provide best quality services to the customer. Safety, discipline as to the timing, comfort is the main parameters. Government policies and regional policies can affect the performance of the company. New players are joining in the competition. Company is planning to develop more area related to tourism, hotel business and infrastructure facilities and in construction & real estate fields.

International market is very volatile nowadays with respect to petroleum products and real estate sector in India facing many challenges for the new development.

Change in crude oil price and fluctuation in currency plays a vital role in the profitability of the company

## **3. INITIATIVES**

As we know that the customers are becoming more quality conscious which calls for continuous up gradation in the available methods and the technology deployed which will yield better realization to the company. Another niche for the Company is to maximum utilization of the Parcel business which can earn maximum revenues to the company at a negligible cost. Growing competition and drastic change of the life style of the people thereby to constantly make better quality service to satisfy the need of people is the concern of the management.

Company is planning to grab infrastructure development opportunities related to real estate, travel and tourism.

## **4. RISKS AND CONCERNS:**

Company is in travel business and major fluctuation in the price of the petroleum product is having vital impact on the profitability and performance. International market having great effect on increase in the crude price and increase in dollar value against the rupee is also a matter of concern.

Realty sector in India has shown some slow movements, market is becoming steadier and higher inflation rate leads government to curb financial resources to realty sector.

To mitigate the risk of increase in petroleum products company had mainly two options either to increase the price of services offered or to make optimum utilization of resources.

## **5. INTERNAL CONTROL SYSTEM:**

The Company has adequate system of control implemented by the management towards achieving efficiency in the operation, optimum utilization of resources and effective monitoring thereof and compliance with applicable laws

## **6. HUMAN RESOURCES:**

The Company attaches priority to human resources development, with focus on regular up gradation of the

knowledge and skills of our employees and equipping them with the necessary expertise to meet the challenges of change and growth successfully.

**ACKNOWLEDGMENT:**

The Directors sincerely express their appreciation to the employees at all levels, Bankers, customers, investors, Government of Gujarat and Ministry of Government for their sustained support and cooperation and hope that the same will continue in future.

Date: 30-08-2019

Place : Junagadh

Registered Office:

“Mahasagar House”

Jayshree Talkies Road,

Kalwa Chowk, Junagadh-362001

For, and On behalf of the Board

Bhagchand Sukhwani

(DIN: 00579112)

Managing Director

Prakash Kakkad

(DIN: 02355435)

Jt. Managing Director

## CEO / CFO CERTIFICATION

(Regulation 17(8) of SEBI LODR)

To  
The Board of Directors,  
Mahasagar Travels Limited,  
Junagadh

We, Bhagchand G. Sukhwani – Managing Director & CEO and Prakash K Kakkad, Jt. Managing director and CFO of Mahasagar Travels Limited hereby certify that:

- A) We have reviewed financial statements and the cash flow statement for the financial year ended on 31st March, 2019 and that to the best of our knowledge and belief:
- i) These statements do not contain any materiality untrue statements or omit any material fact or contain statements that might be misleading.
  - ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the company's code of conduct.
- C) We are responsible for establishing and maintaining internal control system of the company for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditor's and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and that steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit committee that :

- i) There have been no significant changes in internal control over financial reporting during the year ;
- ii) There have been no significant changes in accounting policies during the year; and iii) There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Mr. Bhagchand G. Sukhwani  
Managing Director & CEO  
(DIN: 00579112)

Mr. Prakash Kakkad  
Jt. Managing Director / CFO  
(DIN: 02355435)

Place : Junagadh  
Date: 30-05-20189

## DECLARATION OF MANAGING DIRECTOR

Pursuant to the Regulation 34, 53 read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements), regulations, it is hereby declared that all the Board Members and senior Management personnel of **MAHASAGAR TARVELS LIMITED** have affirmed compliance with the code of conduct for directors and Senior Management for the financial year ended on 31st March, 2019.

Mr. Bhagchand G. Sukhwani  
Managing Director & CEO  
(DIN: 00579112)

Mr. Prakash Kakkad  
Jt. Managing Director / CFO  
(DIN: 02355435)

Place : Junagadh

Date: 30-05-2019

## CORPORATE GOVERNANCE REPORT

### 1. CORPORATE GOVERNANCE PHILOSOPHY

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all its interactions. Shareholders have right to have complete information about the Directors and Management and their interest in the company as well as governance practices followed by them. Towards this end, the company is making extensive disclosures from time to time. The Company's motto is "Born to win and Born to Run" and we are in the process to create extra ordinary value for our stake holders.

### 1. BOARD OF DIRECTORS

The Board of Directors of the company as on date of report consists eight directors (Two Executive directors and Six Non-executive directors). Three directors are independent and Board has Non-executive director as a Chairman. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2019 have been made by the Directors. None of the directors are related to each other.

Independent Directors are non-executive directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The name and category of Directors on the Board, the number of directorship and committee membership held by them, their attendance at the Board Meetings held during the year and also at last AGM is given below:

Executive Directors details are as below:

	Attendance Particulars		No. of other Director ship and Committee membership / Chairmanship / Committee membership/ Chairmanship		
	Board Meeting	Last Annual General Meeting	Other Directorship	Committee Membership	Committee Chairman
Executive Directors					
Mr. Bhagchand G. Sukhwani – C &MD *	11/11	YES	1	0	0
Mr. Prakash K. Kakkad – JMD ,CFO**	11/11	YES	1	0	0
Mr. Kartik R. Upadhyay. – Chairman	11/11	YES	1	2	1
Mr. Amit G. Pande – Ind.non.exec.Director	11/11	YES	0	3	1
Mr. Sanjay P. Mahemdavadi – ind.nonexe.Director	11/11	YES	0	3	1
Mr. Ravi S. Karia non exe.Director	11/11	YES	0	0	1
Ms. Kavita A. Bachani Non Exe. Director	11/11	YES	0	0	0
Mr. Rajiv N. Mehta Ind. Non-exe Director	11/11	YES	0	0	0

\*C & MD : Chairman & Managing Director,

\*\* JMD & CFO : Joint Managing Director & Chief Financial Officer

During the Financial Year 2018-19 Eleven Board Meetings were held viz, 30th May, 2018 , 30th June, 2018 , 06th July, 2018, 14th August, 2018 , 04th September, 2018, 14th November, 2018, 01st December, 2018 , 26th December, 2018, 10th January, 2019, 14th February, 2019, 31st March, 2019. As required by Regulation 36 of the Listing Regulations the particulars of Directors seeking re-appointment are as under:

#### APPOINTEE DIRECTOR'S DETAIL

Name of Director	Ms. Kavita A Bachani
Date of Birth	19/08/1987
Date of Appointment	19/01/2016
Qualification	Graduate
Expertise in Specific Functional	Account, Finance, Business Marketing
List of Companies in which directorship is held	NIL
Chairman/Member of the Committee of other Companies	NIL



### 3. AUDIT COMMITTEE

The Audit Committee of the Company comprises of three members two being non-executive independent directors namely Mr. Amit G. Pande and Mr. Sanjay P. Mahemdavadi, one non-executive Director namely Mr. Kartik R. Upadhyay. Mr. Amit G. Pande is Chairman of the Audit Committee.

During the year 2018-19 four Audit committee meeting were held 25th May, 2018, 10th August, 2018, 08th November, 2018 and 11th February, 2019 for review quarterly as well as yearly results .The attendance during the year ending 31-03-2019 was as under:

Sr. No.	Name of Director	Position	No. of meetings Committee membership/ Chairmanship	
			Held	Attended
1.	Mr. Amit G. Pande	Chairman	4	4
2.	Mr. Kartik R. Upadhyay	Member	4	4
3.	Mr. Sanjay P. Mahemdavadi	Member	4	4

### 4. REMUNERATION & NOMINATION COMMITTEE

The Remuneration and Nomination committee of the company comprises of three members being Non-executive Independent Directors namely Mr. Sanjay P. Mahemdavadi and Mr. Amit G. Pande, one Non-executive Director namely Mr. Kartik R. Upadhyay. Chairman of the Committee is Mr. Sanjay P. Mahemdavadi. The Committee approves the Remuneration proposed to be paid to the Managing Director and Joint Managing Director and Non executive director if any of the Company.

Nomination committee meeting was held on 25th June, 2018 and 21st February, 2019 for the review/recommendation to pay Mr. Bhagchand G. Sukhwani- Managing Director of the company, Mr. Prakash K. Kakkad – Joint Managing Director of the company The attendance during the year was as under:

Sr. No.	Name of Director	Position	No. of meetings Committee membership/ Chairmanship	
			Held	Attended
1.	Mr. Sanjay P. Mahemdavadi	Chairman	2	2
2.	Mr. Amit G. Pande	Member	2	2
3.	Mr. Kartik R. Upadhyay	Member	2	2

**DETAILS OF REMUNERATIONS PAID TO MANAGING DIRECTORS / WHOLE TIME DIRECTORS DURING THE FINANCIAL YEAR 2018-19 IS GIVEN HERE BELOW:**

(Amount in Rs.)

NAME OF DIRECTOR	REMUNERATION	SITTING FEES	TOTAL
Shri Bhagchand G. Sukhwani	600,000/-	NIL	600,000/-
Shri Prakash K. Kakkad	384,000/-	NIL	384,000/-

**Notes:**

1. All the elements of remuneration of the Managing Director and Joint managing Director i.e. Salary, remuneration, perquisites and other benefits etc. are given as per Schedule to and forming part of Profit and loss Account. For the purpose of Gratuity, pension and other benefits, the services of Managing director and Joint Managing director be considered continuous service with the company from the original date of joining.
2. No sitting fees are paid to board of Directors or Committee member for attending the meeting.

**5. STAKEHOLDER'S RELATIONSHIP COMMITTEE (PREVIOUSLY SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE)**

The committee looks into investigation the investor complaints and during the year company has received whatever complaint directly or through Register and Transfer agent has been solved within stipulated time.

The chairman of the committee Mr. Kartikbhai R. Upadhyay and other members Mr. Amit G. Pande and Mr. Sanjay P. Mahemdavadi are Non-executive independent Director .The compliance officer is Secretary of the committee. The committee meets at the intervals wherever find necessary to consider shareholders complaints. During the year 2018-19 four meetings were held on 25th June, 2018, 01st September, 2018 , 24th December, 2018, 25th February, 2019.

All valid transfers received during the financial year 2018-19 have been acted upon by the RTA and Company.

**6. RISK MANAGEMENT COMMITTEE**

The risk management committee of the Company is constituted voluntarily in line with the provision of Regulation 21 of SEBI Listing Regulations.

The Board of the Company has formed a risk Management Committee to frame, Implement and Monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

**GENERAL BODY MEETINGS**

Date time and venue where Annual General Meeting /Extra Ordinary Meetings were held in last three years.

Financial Year	Date and Time	Venue	Special Resolution Passed
2015-16	August 27, 2016 at 10:00 A.M.	"Mahasagar House ", Jayshree Talkies Road, Kalwa Chowk Junagadh, - 362001	No
2016-17	September 25,2017 at 10:00 A.M.	"Mahasagar House ", Jayshree Talkies Road, Kalwa Chowk Junagadh, - 362001	No
2017-18	September 25, 2018 at 10:00 A.M.	"Mahasagar House ", Jayshree Talkies Road, Kalwa Chowk Junagadh, - 362001	No

No Extra Ordinary General Meeting was held during the year. No resolution is being proposed at the ensuing Annual General Meeting which requires the approval of members through postal ballot.

**7. DISCLOSURES**

- (a) There are no material transactions with its promoters, the directors or the management, their subsidiaries or relatives which may have potential conflict with interests of the company at the large. However whenever any statutory disclosure is required to be made relating to be made relating to the above transaction is properly disclosed.

**8. MEANS OF COMMUNICATION**

The quarterly, half yearly and yearly financial results of the company are sent to the Stock Exchanges at which the Company's shares are listed immediately after they are approved by the Board. They are not sent to the Individual shareholders.

**9. VARIOUS POLICIES**

The Board approved the various policies related to appointment of Independent director, Payment to Non-executive director, Whistle Blowing policy, related party transaction, Familiarization program for Independent Director and Code of conduct as may be applicable time to time which are available on our website ([www.mahasagartravels.com](http://www.mahasagartravels.com))

**10. GENERAL SHAREHOLDERS INFORMATION**

- a) Annual General Meeting:  
Date : 29th September, 2019  
Time : 10:00 A.M.  
Venue: Regd. Office: "Mahasagar House", Jayshree Talkies Road, Kalwa Chowk, Junagadh- 362001
- b) Financial Calendar :  
The Company follows April to March as its financial year. The results for every quarter beginning from April are declared within 45 days. However, the results for the fourth quarter are clubbed with the declaration of audited account within 60 days of the year wherever possible.
- c) Book Closure Date(s) : 22nd September, 2019 to 29th September, 2019 (Both days Inclusive)
- d) Dividend payout Date: Not Applicable
- e) Listing on Stock exchange : Equity shares of the Company are listed on the Bombay Stock Exchange Company has voluntarily delisted its securities from Ahmedabad Stock Exchange Ltd. And Saurashtra Kutch Stock Exchange for which necessary resolution was passed and application still is pending.
- f) Stock Code / Symbol : BSE script code – 526795  
Demat ISIN No. : INE 007G01014

- g) Stock Market Price : The Month wise detail of market prices of the shares during the year 2018-19 of the Company at the Bombay Stock Exchange Ltd. Are as under :

Month	YEAR	Open Price	High Price	Low Price
APRIL	2018	4.42	4.83	4.16
MAY	2018	4.00	4.41	4.00
JUNE	2018	4.41	4.63	4.35
JULY	2018	4.35	4.40	4.35
AUGUST	2018	4.62	5.88	4.62
SEPTEMBER	2018	5.95	6.10	5.70
OCTOBER	2018	6.05	6.05	5.51
NOVEMBER	2018	5.24	5.24	3.34
DECEMBER	2018	3.18	3.18	2.69
JANUARY	2019	0.00	0.00	0.00
FEBRUARY	2019	0.00	0.00	0.00
MARCH	2019	2.69	2.69	2.69

h) Registrar & Transfer Agents	<b>M/s. Link Intime (India) Pvt. Limited,</b> 506-508 Amarnath Business Centre -1 ABC-1, Beside Gala Business Centre, Near St. Xavier's Collage Corner, Off C G Road, Navrangpura, Ahmedabad - 380009
All correspondence for Shares	<b>Unit : Mahasagar Travels Limited</b>
Transfer in physical form/Demat Request form with the physical share certificate	<b>M/s. Link Intime (India) Pvt. Limited,</b> 506-508 Amarnath Business Centre -1 ABC-1, Beside Gala Business Centre, Near St. Xavier's Collage Corner, Off C G Road, Navrangpura, Ahmedabad - 380009

- i) Share Transfer System: The shares sent for transfer in physical form are registered by the Share Transfer Agent within 30 days of receipt of documents, if documents are found to be in order. Shares under objection are returned within two weeks.

Dematerialization requests are normally confirmed within an average period of 21 days

- j) \*Category wise distribution of Equity Shareholding as on 31st March, 2019

PARTICULARS	NOS. OF HOLDERS	NOS. OF SHARES	% OF TOTAL
RELATIVE OF DIRECTORS	1	30,000	0.38
BODIES CORPORATES	60	1,50,600	1.92
NATIONALISED BANKS	0	0	0
EMPLOYEES	0	0	0
SHAREHOLDING OF PROMOTER AND PROMOTER GROUP	26	22,99,000	29.24
PUBLIC SHAREHOLDERS(excluding directors & relatives and body corporate)	4004	5383900	68.46
TOTAL	4091	78,63,500	100

\*In detail bifurcation is available at BSE portal.

- k) Dematerialization of Shares: The Company's shares are under Demat mode. The ISIN no. of the Company is INE 007G01014. Members who are desirous of holding their shares in Demat form are requested to apply to their Depository Participants in prescribed Demat requisition form along with original share certificates.

- l) Outstanding GDRs/ADRs/Warrants : Not Issued, Not Applicable  
Or any other instruments, Conversion Date  
And likely impact on shares.
- m) Plant Location : Not Applicable
- n) Address for Correspondence : For any assistance regarding dematerialization of Shares, Share transfers, transactions, Change of address, non –receipt of Dividend or any other query, relating to shares please write to :

Registrar & Transfer Agents: M/s Link Intime Pvt. Ltd  
(Unit: Mahasagar Travels Limited)  
506-508 Amarnath Business Centre-1 ABC-1,  
Beside Gala Business centre  
Near St. Xavier's Collage Corner, off C G Road,  
Navrangpura, Ahmedabad -380009

The shareholders may also contact/ write at the Registered Office of the Company for any assistance.

Date : 30th August, 2019

Place : Junagadh

For, Mahasagar Travels Ltd.

**Bhagchand G. Sukhwani**  
Managing Director & CEO  
(DIN 00579112)

For, Mahasagar Travels Ltd.

**Prakash Kakkad**  
Jt. Managing Director & CEO  
(DIN 02355435)

**Annexure –A1 (MGT -9)**  
**EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31st March, 2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L63040GJ1993PLC020289
2.	Registration Date	28/09/1993
3.	Name of the Company	MAHASAGAR TRAVELS LIMITED
4.	Category/Sub-category of the Company	PUBLIC COMPANY NON GOVERNMENT COMPANY LIMITED BY SHARES
5.	Address of the Registered office & contact details	“MAHASAGAR HOUSE” JAY SHREE TALKIES ROAD, KALWA CHOWK, JUNAGADH- 362001 (E-MAIL)- mahasagartravels@gmail.com
6.	Whether listed company	YES
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/S LINK INTIME PVT. LTD. 506-508 Amarnath Business Centre-1 ABC-1, Beside Gala Business centre Near St. Xavier’s Collage Corner, off C G Road, Navrangpura, Ahmedabad -380009

**II.PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Activities of travel agencies and tour operators; tourist assistance activities.	63	49.04%
2	Petroleum Division	51	50.96%

**III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
NOT APPLICABLE					

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

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April-2018]				No. of Shares held at the beginning of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1463400	225500	1688900	21.48	1623500	220400	1843900	23.45	1.97
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other									
(i) Person Acting in concert	228700	458500	687200	8.74	228700	226400	455100	5.79	(-2.95)
<b>Total shareholding of Promoter (A)</b>	<b>1692100</b>	<b>684000</b>	<b>2376100</b>	<b>30.22</b>	<b>1852200</b>	<b>446800</b>	<b>2299000</b>	<b>29.24</b>	<b>(-0.98)</b>
<b>B.Public Shareholding</b>									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non Institutions</b>									
a) Bodies Corp.									
i) Indian	156900	6900	163800	2.08	143700	6900	150600	1.92	(-0.16)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	926750	2918550	3845300	48.90	932050	2814050	3746100	47.64	(-1.26)



ii) Individual shareholders holding nominal share capital in excess of Rs 2lakh	1190000	246400	1436400	18.27	1224800	401500	1626300	20.68	2.41
c) Others (specify)	0	0	0	0	0	0	0	0	0
Ind. Director & Relatives of director	30000	0	30000	0.38	30000	0	30000	0.38	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	2300	0	2300	0.03	800	0	800	0.01	(-0.02)
Trusts	0	0	0	0	0	0	0	0	0
Hindu Undivided Family	9600	0	9600	0.12	10700	0	10700	0.14	0.02
Foreign Bodies - DR	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	<b>2315550</b>	<b>3171850</b>	<b>548740</b>	<b>69.78</b>	<b>2342050</b>	<b>1785600</b>	<b>5564500</b>	<b>70.76</b>	<b>0.98</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	<b>2315550</b>	<b>3171850</b>	<b>548740</b>	<b>69.78</b>	<b>2342050</b>	<b>1785600</b>	<b>5564500</b>	<b>70.76</b>	<b>0.98</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>4007650</b>	<b>3855850</b>	<b>7863500</b>	<b>100</b>	<b>4194250</b>	<b>3669250</b>	<b>7863500</b>	<b>100</b>	<b>0.98</b>

### B) Shareholding of Promoter/Promoter Group

SN	Shareholder's Name	Shareholding at the beginning of the year(01 <sup>st</sup> April, 2018)			Shareholding at the end of the year(31 <sup>st</sup> March, 2019)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	AnirudhsinghJadeja	1,100	0.01	NIL	1,100	0.01	NIL	NIL
2	BhagchandGordhandasSukhwani	3,61,100	4.59	NIL	5,16,100	6.56	NIL	1.97
3	Daksha Bhagchand Sukhwani	73,600	0.94	NIL	73,600	0.94	NIL	NIL
4	Daksha V Lilwani	72,500	0.92	NIL	72,500	0.92	NIL	NIL
5	DhruvibenRavibhai Kariya	77,000	0.98	NIL	77,000	0.98	NIL	NIL
6	Govind K. Ram	77,500	0.99	NIL	0.00	0.00	NIL	(-0.99)
7	Hariben Gordhandas Sukhwani	73,500	0.93	NIL	73,500	0.93	NIL	NIL
8	HiralalShiyal	20,000	0.25	NIL	20,000	0.25	NIL	NIL

9	Hitesh Rabadia	50,300	0.64	NIL	50,300	0.64	NIL	NIL
10	Ishwarlal G. Sukhwani	77,600	0.99	NIL	77,600	0.99	NIL	NIL
11	JankibenIshwarlalSukhwani	77,500	0.99	NIL	77,500	0.99	NIL	NIL
12	JayagauriSureshchandra Karia	78,500	1.00	NIL	78,500	1.00	NIL	NIL
13	Jayeshbhai Sukhwani	1,51,100	1.92	NIL	1,51,100	1.92	NIL	NIL
14	Lalit B Sukhwani	71,200	0.91	NIL	71,200	0.91	NIL	NIL
15	Mahesh V Paghdar	76,500	0.97	NIL	76,500	0.97	NIL	NIL
16	Nitin Bhagchand Sukhwani	79,800	1.01	NIL	79,800	1.01	NIL	NIL
17	Prafulaben Prakashbhai Kakkad	69,700	0.89	NIL	69,700	0.89	NIL	NIL
18	Prakash Mohanlal Tilwani	73,800	0.94	NIL	73,800	0.94	NIL	NIL
19	Prakashbhai Kanjibhai Kakkad	72,700	0.92	NIL	72,700	0.92	NIL	NIL
20	Raju Chandubhai Sukhwani	77,600	0.99	NIL	77,600	0.99	NIL	NIL
21	Rameshbhai A Ram	77,500	0.99	NIL	0.00	0.00	NIL	(-0.99)
22	Ravi Sureshbhai Karia	71,000	0.90	NIL	71,000	0.90	NIL	NIL
23	Ruxmaniben B. Sukhwani	73,100	0.93	NIL	73,100	0.93	NIL	NIL
24	Shina RajubhaiSukhwani	78,500	1.00	NIL	78,500	1.00	NIL	NIL
25	SonalbenTusarbhai Karia	76,800	0.98	NIL	76,800	0.98	NIL	NIL
26	Sunilkumar R Sukhwani	77,100	0.98	NIL	0.00	0.00	NIL	(-0.98)
27	Sureshchandra G Karia	66,500	0.84	NIL	66,500	0.84	NIL	NIL
28	Tusar Sureshbhai Karia	72,400	0.92	NIL	72,400	0.92	NIL	NIL
29	Vandnaben Jayprakash Sukhwani	70,600	0.90	NIL	70,600	0.90	NIL	NIL

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	2376100	30.22%		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	Decrease total shareholding of promoter group by 0.98% due to transfer of shares.			
	At the end of the year			22,99,000	29.24%

**D) Shareholding Pattern of top ten Shareholders:****(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Top 10 Shareholders*	Shareholding at the beginning of the year 01-04-2018		Cumulative Shareholding end of the year 31-03-2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	HITESH RAMJI JAVERI	491600	6.2517	491600	6.2517
2	MULCHAND GOPALDAS NENSANI	173500	2.2064	1,84,000	2.3399
3	JIGNESHKUMAR JETHALAL MAKHECHA	172900	2.1988	172900	2.1988
4	ABHAY JAYPRAKASHBHAI SUKHWANI	0.00	0.00	155100	1.9724
5	MEHTA JITENDRA	86900	1.1051	86900	1.1051
6	SANJAY SOOD	59200	0.7528	59200	0.7528
7	KIRITKUMAR KARSANDAS THAKKAR	55100	0.7007	55100	0.7007
8	ANGEL BROKING PRIVATE LIMITED	52200	0.6638	50700	0.6448
9	SONAL SUBHASH SHAH	46400	0.5901	46400	0.5901
10	DAXA THAKKAR	45600	0.5799	45600	0.5799

\*The Shares of the Company are traded on a daily basis and hence the date wise increase/decrease in shareholding is not indicated.

**E) Shareholding of Directors and Key Managerial Personnel:**

Sr. No	Folio No.	Name of the Share Holder	Reason	Date	Shareholding at the beginning of the year 01-04-2018		Cumulative Shareholding end of the year 31-03-2019	
					No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	IN3009 741157 5144	BHAGCHAND GORDHANDAS SUKHWANI	1-Apr-2018	At the beginning of the year	3,61,100	4.59	5,16,100	6.56
			31-Mar-2019	At the end of the year			5,16,100	6.56
2.	IN3009 741167 6588	PRAKASHBHAI KANJIBHAI KAKKAD	1-Apr-2018	At the beginning of the year	72700	0.92	72700	0.92
			31-Mar-2019	At the end of the year			72700	0.92
3.	IN3009 741167 6607	RAVI SURESHBHAI KARIA	1-Apr-2018	At the beginning of the year	71,000	0.90	71,000	0.90
			31-Mar-2019	At the end of the year			71,000	0.90
4.	IN3003 941845 0477	KARTIKUMAR RATILAL UPADHYAY	1-Apr-2018	At the beginning of the year	30,000	0.38	30,000	0.38
			31-Mar-2019	At the end of the year			30,000	0.38

**V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment -**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	<b>64443535.39</b>	<b>10,00,000</b>		<b>65443535.39</b>
i) Principal Amount	64443535.39	10,00,000		65443535.39
ii) Interest due but not paid	NIL	NIL		NIL
iii) Interest accrued but not due	NIL			NIL
<b>Total (i+ii+iii)</b>	<b>64443535.39</b>	<b>10,00,000</b>		<b>65443535.39</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	<b>23466345.61</b>		NIL	<b>23466345.61</b>
* Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>	<b>87909881</b>	<b>1000000</b>		<b>88909881</b>
i) Principal Amount	87909881	1000000		88909881
ii) Interest due but not paid	NIL			NIL
iii) Interest accrued but not due	NIL			NIL
<b>Total (i+ii+iii)</b>	<b>87909881</b>	<b>1000000</b>		<b>88909881</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

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

**B.**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		BHAGCHAND GORDHANDAS SUKHWANI	PRAKASHBHAI KANJIBHAI KAKKAD	
1	Gross salary	600,000/-	384,000/-	984,000/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2	Stock Option	N. A.		
3	Sweat Equity	N. A.		
4	Commission - as % of profit - others, specify...	N.A.	N.A.	N.A
5	Others, please specify			
	Total (A)			
	Ceiling as per the Act			

**B. Remuneration to other directors: )**

SN.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors	NIL	NIL
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive Directors	NIL	NIL
	Fee for attending board committee meetings		
	Commission	NIL	NIL
	Others, please specify	NIL	NIL
	Total (2)	NIL	
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NIL	2,02,000	NIL	<b>2,02,000</b>
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income -tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.	N.A.	
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	Others specify...				
5	Others, please specify				
	Total				

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

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

**Annexure –A2**

**Form No. AOC-2**

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

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

\*Not Applicable

**2. Details of contracts or arrangements or transactions at arm's length basis:**

- (a) Name(s) of the related party and nature of relationship: Shakti Travels- Kalwa Chowk, Junagadh, Director's relative
- (b) Nature of contracts/arrangements/transactions: Ticket booking agent
- (c) Duration of the contracts / arrangements/transactions: Not specified (At will)
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: The Company to pay 15 % booking commission on gross value of tickets booked by the said agent.
- (e) Date(s) of approval by the Board: 30-05-2018
- (f) Amount paid as advances, if any: Not Applicable

**2.1. Details of contracts or arrangements or transactions at arm's length basis:**

- (a) Name(s) of the related party and nature of relationship: Mr. Bhagchand G. Sukhwani , Managing Director of the Company.
- (b) Nature of contracts/arrangements/transactions: Rent Agreement with Bhagchand G. Sukhwani and Mahasagar travels Limited
- (c) Duration of the contracts / arrangements/transactions: Not specified (At will)
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: The company to pay Rs. 60,000 per month as a rent to Mr. Bhagchand G. Sukhwani
- (e) Date(s) of approval by the Board: 30-05-2018
- (f) Amount paid as advances, if any: Not Applicable

**2.2. Details of contracts or arrangements or transactions at arm's length basis:**

- (a) Name(s) of the related party and nature of relationship: Mahasagar Logistic in which Director named Mr. Ravi S. Karia and relative of Directors are also partners in the Firm.
- (b) Nature of contracts/arrangements/transactions: Mahasagar Logistic purchases diesel from Petroleum division of the company.
- (c) Duration of the contracts / arrangements/transactions: Not specified (At will)
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (e) Date(s) of approval by the Board: 30-05-2018

(f) Amount paid as advances, if any: Not Applicable

**2.3. Details of contracts or arrangements or transactions at arm's length basis:**

- (a) Name(s) of the related party and nature of relationship: M/s New Shakti Travels, Paldi, Ahmedabad, Relative of Managing Director is partner
- (b) Nature of contracts/arrangements/transactions: Ticket Booking Agent
- (c) Duration of the contracts / arrangements/transactions: Not Specified (At will)
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: The company to pay 15% booking commission on gross value of tickets booked by the said agent.
- (e) Date of Approval by the Board : 30-05-2018
- (f) Amount paid as advance, if any : Not Applicable

Form No. MR-3

Secretarial Audit Report for the Financial Year Ended 31 March, 2019

[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,  
Mahasagar Travels Limited  
CIN: L63040GJ1993PLC020289  
Mahasagar House, Jay Shree Talkies Road  
Kalwa Chowk  
Junagadh-362001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mahasagar Travels Limited (hereinafter called the "Company"). 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 my verification of the Company's books, papers, minute books, forms and returns filed 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- A. The Companies Act, 2013 ('the Act') and the rules made there under;
- B. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- C. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- D. 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 (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- E. Other Laws applicable specifically to the company namely:
  - a. Motor Vehicles Act, 1988

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI)
2. The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;

**I report that, the company has not published the financial results within prescribed time under Regulation 75 of the SEBI (LODR) Regulations, 2015**



I report that, during the year under review, the company has complied with the provisions of the Act, rules, regulations and guidelines mentioned above.

I further report that, there were no events/actions in pursuance of:

- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;
- b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d. 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;
- e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- g. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of
- h. Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

**I further report that:-**

- The Board of Directors of the Company is duly constituted. The Company has complied section 149(1) of Companies Act, 2013 the composition of the Board is in conformity of section 149(4) of Companies Act, 2013

**Further the company has not filed necessary E-forms with Registrar of companies for appointment of Managing Director and Jt. Managing Director under companies Act 2013.**

- According information and information and explanation given to us adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

I further report that, the compliance of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial auditors and other designated professionals.

I further report that, based on the information provided and the representation made by the company and also on the review of the compliance reports of Company Secretary/ Chief Executive Officer taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes exist in the company to monitor and ensure compliance with provisions of applicable general laws like labour laws and environmental laws.

I further report that as represented by the Company and relied upon by us 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.

As informed, the Company has responded to notices for demands, claims, penalties etc levied by various statutory/ regulatory authorities and initiated actions for corrective measures, wherever necessary.

I further report that during the audit period, there are no specific events/ actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc, referred to above.

**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

Date : 30-05-2019

Place : Rajkot

Sd/-

Kishor Dudhatra

Practicing Company Secretary

M.NO.FCS: 7236

**Annexure-MR-3 A**

To,  
The Members  
MAHASAGAR TRAVELS LTD

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I 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. My examination was limited to the verification of procedure on test 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.

Date : 30-05-2019

Place : Rajkot

Sd/-  
Kishor Dudhatra  
Practicing Company Secretary  
M.NO.FCS: 7236

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
Mahasagar Travels Limited  
Mahasagar Housejey  
Shree Talkies Road,  
Kalwa Chowk,  
Junagadh-362001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **MAHASAGAR TRAVELS LIMITED** having CIN **L63040GJ1993PLC020289** and having registered office at **Mahasagar Housejey Shree Talkies Road, Kalwa Chowk, Junagadh-362001** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	RAVI KARIA SURESHBHAI	00578672	10.08.2003
2	BHAGCHAND GORDHANDAS SUKHWANI	00579112	01.01.1994
3	AMIT GYANBHASKAR PANDE	00684673	15.07.2001
4	KARTIKUMAR RATILAL UPADHYAY	02288097	16.12.1993
5	PRAKASHBHAI KAKKAD KANJIBHAI	02355435	15.07.2001
6	SANJAYBHAI PREMJBHAI MAHEMDAVADI	02356066	16.12.1993
7	KAVITA BACHANI	07310630	19.01.2016
8	RAJIVBHAI NARESHCHANDRA MAHETA	07898792	29.09.2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**KISHOR DUDHATRA**  
COMPANY SECRETARIES

PROPRIETOR  
M. NO. FCS 7236  
C.P. NO.: 3959

DATE : 30.05.2019  
PLACE : AHMEDABAD

# Independent Auditor's Report

To  
The Members of,  
MAHASAGAR TRAVELS LIMITED

## Report on the Financial Statements

We have audited the accompanying (Standalone) financial statements of **MAHASAGAR TRAVELS LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, Cash Flow Statement, statement of change in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these (Standalone) financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these (Standalone) financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the (Standalone) financial statements.



## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid (Standalone) financial statements give the information required by the 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 March 31, 2019, and its Profit/Loss and its Cash Flow for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account :
  - d. in our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015.
  - e. On the basis of written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Companies Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements. Refer note to the standalone Ind AS financial statements.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
    - iv. The Company has provided requisite disclosures in the standalone Ind AS financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the November 8, 2016 of the Ministry of Finance, during the period from November 8, 2016 to December 30, 2016. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management.

Place: JUNAGADH  
Date: 30.05.2019

For and on behalf of  
ASHISH MANKAD & ASSOCIATES  
Chartered Accountants  
(ASHISH MANKAD)  
PROPRIETOR  
Membership number: 047067  
FRN : 113488W

### **“Annexure A” to the Independent Auditors’ Report**

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2019:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- b) No discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.

SR NO	NAME OF STATUE	AMOUNT	PERIOD TO WHICH AMOUNT RELATE
1	PROFESSIONAL TAX	160790/=	F.Y.2017 -18
2	PROFESSIONAL TAX	60080/=	F.Y.201 8-19
3	T.D.S	1031966/=	APRIL-18 TO SEPT-18
4	ESI	63664/=	JUNE-18

- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute except as stated below.

SR. NO.	NAME OF THE STATUE	DISPUTE AMOUNT	PERIOD TO WHICH AMOUNT RELATED	FORUM WHERE DISPUTE IS PENDING
1.	THE INCOME TAX ACT, 1961	71,62,051	F.Y. 07 -08 & 08-09	GUJARAT HIGH COURT
2.	THE INCOME TAX ACT, 1961	38,68,320	F.Y. 2010 -11	CIT (APPEALS) IV, Ahmedabad
3.	THE INCOME TAX ACT, 1961	38,88,730	F.Y. 2011 -12	CIT (APPEALS) IV, Ahmedabad
4.	SERVICE TAX	1,88,71,086	APRIL 2006 TO FEBRUARY 2011	CESTAT , Ahmedabad
5.	SERVICE TAX	1,61,94,058	MARCH 2011 TO MARCH 2015	CESTAT AHMEDABAD
6.	SERVICE TAX	39,91,051	APRIL-15 TO JUNE - 17	CESTAT AHMEDABAD

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.



- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

Place: JUNAGADH  
Date: 30.05.2019

For and on behalf of  
ASHISH MANKAD & ASSOCIATES  
Chartered Accountants

(ASHISH MANKAD)  
PROPRIETOR  
Membership number: 047067  
FRN : 113488W

**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of MAHASAGAR TRAVELS LIMITED**

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

We have audited the internal financial controls over financial reporting of Mahasagar Travels Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance

Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

### **Opinion**

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

Place: JUNAGADH

Date: 30.05.2019

For and on behalf of  
ASHISH MANKAD & ASSOCIATES  
Chartered Accountants

(ASHISH MANKAD)  
PROPRIETOR  
Membership number: 047067  
FRN : 113488W

**Mahasagar Travels Limited**  
Regd. Office: Jaysree Talkies Road, Kalwa Chowk, Junagadh

**Balance Sheet**

PARTICULARS	NOTES	AS AT MARCH 31,	
		2019	2018
<b>ASSETS</b>			
<b><u>(1) Non-current assets:</u></b>			
(a) Property, plant and equipment	1.1	131,312,568.61	111,768,416.29
(b) Capital work-in-progress			
(c) Investment property	1.1.2	3,478,567.52	3,478,567.52
(d) Goodwill			
(e) Other intangible assets			
(f) Intangible assets under development			
(g) Biological assets other than bearer plants			
(h) Financial Assets	1.2		
(i) Investments	1.2.1	19,105,997.49	18,960,986.51
(ii) Trade Receivable			
(iii) Loans			
(iv) others			
(i) DTA (net)			
(j) Other non-current assets	1.3	24,415,886.00	23,616,122.12
<b><u>(2) Current assets:</u></b>			
(a) Inventories	1.4.1	5,030,563.80	7,298,351.77
(b) Financial Assets			
(i) Investments			
(ii) Trade Receivable	1.4.2	11,392,676.99	9,351,776.25
(iii) Cash & cash equivalent	1.4.3	5,897,158.16	4,526,545.06
(iv) Bank balances other (iii)		0.00	0.00
(v) other current assets	1.4.4	2,145,598.00	2,089,644.00
(c) Current tax assets (Net)		0.00	0.00
(d) Other current assets (Net)		0.00	0.00
<b>TOTAL ASSETS</b>		<b>202,779,016.57</b>	<b>181,090,409.52</b>
<b>EQUITY AND LIABILITIES</b>			
<b><u>(1) Equity:</u></b>			
(a) Equity share capital	2.1.1	78,635,000.00	78,635,000.00
(b) Other equity	2.1.2	-18,075,844.88	-8,848,845.19
<b><u>(2) Liabilities:</u></b>			
<b><u>(1) Non current liabilities:</u></b>			
(a) Financial liabilities			
(i) Borrowings	2.2.1	47,684,729.00	30,949,985.10
(ii) Trade payable			
(iii) Other financial liabilities			
(b) Provisions		25,628,639.00	25,628,639.00
(c) DTL			
(d) Other non-current liabilities			
<b><u>(2) Current liabilities:</u></b>			
(a) Financial liabilities			
(i) Borrowings	2.2	41,225,152.42	34,493,550.29
(ii) Trade payable	2.3.1	20,381,088.85	11,842,696.13
(iii) Other financial liabilities			
(b) Other current liabilities	2.4	7,265,252.18	7,454,384.19
(c) Provisions	2.5	35,000.00	935,000.00
(d) Current tax liabilities			
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>202,779,016.57</b>	<b>181,090,409.52</b>

For and on behalf of  
ASHISH MANKAD & ASSOCIATES  
Chartered Accountants

(ASHISH MANKAD)  
PROPRIETOR  
Membership number: 047067  
FRN : 113488W

For Mahasagar Travels Ltd.,

**Bhagchand G. Sukhwani**                      **Prakash Kakkad**  
Managing Director & CEO                      Jt. Managing Director & CEO  
(DIN 00579112)                                      (DIN 02355435)

Ms. Khushbu Sheth (Company Secretary)

# Mahasagar Travels Limited

Regd. Office: Jayshree Talkies Road, Kalwa Chowk, Junagadh

## STATEMENT OF PROFIT - LOSS FOR THE YEAR ENDED 31.03.2019

PARTICULARS	NOTE	AMOUNT AS AT 31.03.2019	AMOUNT AS AT 31.03.2018
<b><u>Income:</u></b>			
i) Revenue from operation	3.1.1	732,507,155.92	635,350,757.25
ii) Other Income	3.1.2	7,643,944.86	6,392,463.48
iii) Changes in inventory	3.1.3	(2,169,488.34)	4,404,961.19
		0.00	
<b>Total income</b>		<b>737,981,612.44</b>	<b>646,148,181.92</b>
<b><u>Expenses:</u></b>			
i) Purchase of items traded	4.3.1	380,965,108.00	321,257,921.40
ii) Employee Benefit Cost	4.3.2	15,001,312.18	12,439,951.00
iii) Finance Cost	4.3.3	4,175,996.04	3,300,615.88
iv) Other Operating Exp.	4.3.4	312,524,700.18	268,553,340.50
<b>Total expenses</b>		<b>712,667,116.40</b>	<b>605,551,828.78</b>
<b><u>Depreciation</u></b>		34,541,496.51	35,827,352.14
<b>Total profit before tax</b>		-9,227,000.47	4,769,001.00
<b><u>Total tax for the period</u></b>			
Differed tax		0.00	0.00
Current year tax		0.00	900,000.00
<b>Profit for the period</b>		-9,227,000.47	3,869,001.00
<b>Other comprehensive income</b>			
(i) Items that will not be reclassified subsequently to pl account		0.00	0.00
(ii) Items that will be reclassified subsequently to pl account		0.00	0.00
<b>Total other comprehensive income</b>		0.00	0.00
<b>Total comprehensive income for the period</b>		-9,227,000.47	3,869,001.00
Total Nos. of equity share		7863500	7863500
Earning per share		-1.17	0.49

For and on behalf of  
ASHISH MANKAD & ASSOCIATES  
Chartered Accountants

(ASHISH MANKAD)  
PROPRIETOR  
Membership number: 047067  
FRN : 113488W

For Mahasagar Travels Ltd.,

**Bhagchand G. Sukhwani**                      **Prakash Kakkad**  
Managing Director & CEO                      Jt. Managing Director & CEO  
(DIN 00579112)                                      (DIN 02355435)

Ms. Khushbu Sheth (Company Secretary)

**Mahasagar Travels Limited**  
 Regd. Office: Jayshree Talkies Road, Kalwa Chowk, Junagadh

**STATEMENT OF CHANGE IN EQUITY**

PARTICULARS	EQUITY SHARE CAPITAL	GENERAL RESERVE	PROFIT-LOSS ACCOUNT	OTHER COMPREHENSIVE INCOME	TOTAL EQUITY
<b>Balance sheet as on 01.04.2018</b>	<b>78635000.00</b>	<b>1099914.65</b>	<b>-9948759.83</b>	<b>0.00</b>	<b>69786154.82</b>
Add Equity shares issued during the year	0.00	0.00	0.00	0.00	0.00
Add: Reverse back depreciation on investment property	0.00	0.00	0.00	0.00	0.00
Add Bonus shares issued during the year	0.00	0.00	0.00	0.00	0.00
Add profit for the current year	0.00	0.00	-9227000.47	0.00	-9227000.47
Add MAT Credit	0.00	0.00	0.00	0.00	0.00
Less Additional tax paid during the year	0.00	0.00	0.00	0.00	0.00
<b>Total equity as on 31.03.2019</b>	<b>78635000.00</b>	<b>1099914.65</b>	<b>-19175760.30</b>	<b>0.00</b>	<b>60559154.35</b>
<b>Total equity as on 01.04.2017</b>	<b>78635000.00</b>	<b>1099914.65</b>	<b>-19175760.30</b>	<b>0.00</b>	<b>60559154.35</b>
Add Equity shares issued during the year	0.00	0.00	0.00	0.00	0.00
Add Bonus shares issued during the year	0.00	0.00	0.00	0.00	0.00
Add profit for the current year	0.00	0.00	0.00	0.00	0.00
Less: MAT Credit	0.00	0.00	0.00	0.00	0.00
Less Provision for Income tax	0.00	0.00	0.00	0.00	0.00
<b>Total equity as on 31.03.2018</b>	<b>78635000.00</b>	<b>1099914.65</b>	<b>-19175760.30</b>	<b>0.00</b>	<b>60559154.35</b>

# Mahasagar Travels Limited

Regd. Office: Jayshree Talkies Road, Kalwa Chowk, Junagadh

## CASH FLOW STATEMENT FOR YEAR ENDING AS ON MARCH 31.03.2019

PARTICULARS	AMOUNT	AMOUNT
<b>CASH FLOW FORM OPERATING ACTIVITES:</b>		
Profit for the period	(9,227,000.47)	
Depreciation & Amortization	34,541,496.51	
Changs in current assets & liabilities		
Inventories	2,267,787.97	
Trade Receivables	-2,040,900.74	
Other Current Assets	-55,954.00	
Borrowings	6,731,602.13	
Trade Payables	8,538,392.72	
Other Current Liabilities	-189,132.01	40,566,292.11
<b>CASH FLOW FORM FINANCING ACTIVITES:</b>		
Repayment of borrowings	16,734,743.90	16,734,743.90
<b>CASH FLOW FORM INVESTING ACTIVITES:</b>		
Increase in other non current assets	-799,763.88	
Decrease in Investment	-145,010.98	
Decrease in provisions	900,000.00	
Purchase of Fixed Assets	(56,378,020.01)	
Sales of Fixed Assets	492,371.96	(55,930,422.91)
Total cash flow during the year		1,370,613.10
<b>Opening cash &amp; cash equivalents</b>		<b>4,526,545.06</b>
<b>Closing Cash &amp; Cash Equivalnts</b>		<b>5,897,158.16</b>

For and on behalf of  
ASHISH MANKAD & ASSOCIATES  
Chartered Accountants

(ASHISH MANKAD)  
PROPRIETOR  
Membership number: 047067  
FRN : 113488W

For Mahasagar Travels Ltd.,

<b>Bhagchand G. Sukhwani</b> Managing Director & CEO (DIN 00579112)	<b>Prakash Kakkad</b> Jt. Managing Director & CEO (DIN 02355435)
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Ms. Khushbu Sheth (Company Secretary)

# Mahasagar Travels Limited

## 1. PROPERTY, PLANT & EQUIPMENT.

DESCRIPTION	GROSS BLOCK			DEPRECIATION/AMORTIZATION/DELECTION			NET BLOCK		
	As at 01.04.2018	ADDITION/ ADJUSTMENT DURING THE YEAR	SALE/ ADJUSTMENT DURING THE YEAR	As at 31.03.2019	As at 01.04.2018	Adjustments/Addi tions/( Deductions)	As at 31.03.2019	As at 31.03.2018	As at 31.03.2019
<b>Tangible Assets:</b>									
Air Conditioner	998,420.05	0.00	0.00	998,420.05	794,863.60	48,292.32	843,155.92	203,556.45	155,264.13
Building cons.At Sukhpur	2,251,111.04	0.00	0.00	2,251,111.04	1,363,304.58	52,223.88	1,415,528.46	887,806.46	835,582.58
Bus-Heavy Vehicle	495,611,899.87	57,909,368.00	215,807.44	553,305,460.43	393,462,407.74	36,920,753.94	430,383,161.68	102,149,492.13	1,229,229,987.75
Car	8,871,723.38	0.00	0.00	8,871,723.38	6,675,257.82	381,938.04	7,057,195.86	2,196,465.56	181,452.52
Computer	1,492,891.75	62,794.00	0.00	1,555,685.75	1,321,201.13	92,696.93	1,413,898.06	171,690.62	141,787.69
Depot Bldg. at Majje. Gate	1,400,312.00	0.00	0.00	1,400,312.00	1,076,329.81	32,398.20	1,108,728.01	323,982.19	291,583.99
Electrification	422,136.50	0.00	0.00	422,136.50	402,799.50	1,626.00	404,425.50	19,337.00	17,111.00
Majewdi Gate Work-Shop	3,798,101.40	0.00	0.00	3,798,101.40	3,070,635.37	90,933.24	3,161,568.61	727,466.03	636,532.79
Mobile Phone	502,282.00	0.00	0.00	502,282.00	441,986.88	27,802.84	469,789.72	60,295.12	32,492.28
Office at Kalwa Chowk	2,932,513.00	0.00	0.00	2,932,513.00	1,634,306.88	144,243.96	1,778,550.84	1,298,206.12	1,153,962.16
Office Furniture	1,288,480.23	0.00	0.00	1,288,480.23	1,080,319.01	28,022.52	1,108,341.53	208,161.22	180,138.70
Plot of Land at Sukhpur	464,845.00	0.00	0.00	464,845.00	0.00	0.00	0.00	464,845.00	464,845.00
Rajkot Office Premises	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Rajkot Office Premises 2	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Rajkot Office Premises 3	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Security Equipments	417,871.00	0.00	0.00	417,871.00	372,191.60	25,499.40	397,691.00	45,679.40	20,180.00
Tape	1,262,220.00	0.00	0.00	1,262,220.00	1,215,189.90	11,574.52	1,226,764.42	47,030.10	35,455.58
Television	3,870,124.00	48,999.26	0.00	3,919,123.26	2,728,223.70	287,567.44	3,015,791.14	1,141,900.30	903,332.12
V.C.R.	880,643.00	0.00	0.00	880,643.00	865,182.50	8,026.32	873,208.82	15,460.50	7,434.18
Vehicle	388,672.00	0.00	0.00	388,672.00	259,745.75	27,133.44	286,879.19	128,926.25	101,792.81
Water Cooler	123,456.00	0.00	0.00	123,456.00	115,756.12	7,699.98	123,456.10	7,699.88	-0.10
Works Tools,Spare & M/c	932,094.00	0.00	0.00	932,094.00	932,094.00	0.00	932,094.00	0.00	0.00
Work-Shop at Kalwa Chowk	5,903,476.00	0.00	0.00	5,903,476.00	4,976,182.11	132,470.52	5,108,652.63	927,293.89	794,823.37
	<b>533,813,272.22</b>	<b>58,021,161.26</b>	<b>215,807.44</b>	<b>591,618,626.04</b>	<b>422,787,978.00</b>	<b>38,320,903.49</b>	<b>461,108,881.49</b>	<b>111,025,294.22</b>	<b>130,509,744.55</b>

## 1.1.2 INVESTMENT PROPERTY:

PARTICULARS	As at 31.03.2019	As at 31.03.2018
Rajkot Office Premises - 1	611,007.77	611,007.77
Rajkot Office Premises - 2	1,773,866.77	1,773,866.77
Rajkot Office Premises - 3	1,093,692.98	1,093,692.98
<b>Total</b>	<b>3,478,567.52</b>	<b>3,478,567.52</b>



**Mahasagar Travels Limited**  
 Regd. Office: Jayshree Talkies Road, Kalwa Chowk ,Junagadh

**FIXED ASSETS SCHEDULE - PETROLEUM DIVISION**

sr	ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		BALANCE AS ON 01.04.2018	ADDITION/ADJUSTMENT DURING THE YEAR	SALE/ADJUSTMENT DURING THE YEAR	TOTAL AS ON 31.03.2019	BALANCE AS ON 01.04.2018	PROVIDED DURING THE YEAR	TOTAL AS ON 31.03.2019	BALANCE AS ON 01.04.2018	BALANCE AS ON 31.03.2019
1	Air Conditioner	18000.00	0.00	0.00	18000.00	16143.00	1856.00	18000.00	1857.00	0.00
2	C C Tv Camera	65220.00	0.00	0.00	65220.00	37985.00	2858.00	40843.00	27235.00	24377.00
3	Electrification	63,851.82	98,450.00	0.00	162,301.82	63,851.82	6,670.00	70,521.82	0.00	91780.00
4	Office Furniture	98,604.81	48,380.00	0.00	146,984.81	95,430.89	2,592.00	98,022.89	3,173.92	48961.92
5	Pump Construction	1,305,015.56	0.00	0.00	1,305,015.56	703,786.56	29,934.00	733,720.56	601,229.00	571295.00
6	Water Cooler	40,725.00	0.00	0.00	40,725.00	40,725.00	0.00	40,725.00	0.00	0.00
7	Generator	156,515.00	0.00	0.00	156,515.00	156,515.00	0.00	156,515.00	0.00	0.00
8	Tanker Purchased	1,213,044.00	0.00	0.00	1,213,044.00	1,133,095.00	39,980.00	1,173,075.00	79,949.00	39969.00
9	Tyre Inflator	41,775.00	0.00	0.00	41,775.00	41,775.00	0.00	41,775.00	0.00	0.00
10	RO Plant	8,850.00	0.00	0.00	8,850.00	8,850.00	0.00	8,850.00	0.00	0.00
11	Currency counting machine	9,085.00	0.00	0.00	9,085.00	1,438.35	863.00	2,301.35	7,646.65	6783.65
12	Emergency stop watch	25,000.00	0.00	0.00	25,000.00	2,968.50	2,375.01	5,343.51	22,031.50	19656.49
Total Rs. (As at 31.3.2018).....		3,045,686.19	146,830.00	0.00	3,192,516.19	2,302,564.12	87,128.01	2,389,692.13	743,122.07	802,824.06

**1.2 Non Current Assets**

Particulars	As at March 31,		As at March 31	
	2019		2018	
	Share	Amount	Share	Amount
<b><u>Financial Assets:</u></b>				
<b><u>1.2.1 - INVESTMENTS:</u></b>				
<b><u>(a) Investment in partnership firm:</u></b>				
1) <b><u>Galaxy Builders (Company's Share)</u></b>	0.25	8,951,050.98	0.25	8,806,040.00
<b><u>Name of the other partners</u></b>				
Iqbalbhai M. Marfatia	0.30		0.30	
Asimbhai I. Marfatia	0.20		0.20	
Sumar F. Vidhya	0.15		0.15	
Imranbhai A. Marfatia	0.10		0.10	
2) <b><u>Mahasaqar Petroleum(Adhoc)</u></b>	0.30	1,267,446.51	0.30	1,267,446.51
<b><u>(Company's Share)</u></b>				
<b><u>Name of the other partners</u></b>				
Shri Surendra Vallabhadas Mendpara	0.70		0.70	
<b>Total (a)</b>		<b>10,218,497.49</b>		<b>10,073,486.51</b>
<b><u>(b) Investments in Equity Instruments:</u></b>				
<b><u>Investment carried at cost:</u></b>				
<b><u>Unquoted Investments:</u></b>				
Anjali Solvex Ltd.		1,000,000.00		1,000,000.00
Begani Dying Mills Ltd. (Equity shares of Rs. 100 each)		1,000,000.00		1,000,000.00
Breon Fine Chem Ltd.		1,500,000.00		1,500,000.00
Hiranya Financial & management service pvt. Ltd		100,000.00		100,000.00
JCC Bank Ltd. (Equity Share of Rs. 100 each)		187,500.00		187,500.00
Maruti Extraction Ltd.		5,100,000.00		5,100,000.00
<b>Total (b)</b>		<b>8,887,500.00</b>		<b>8,887,500.00</b>
<b>Total (a + b)</b>		<b>19,105,997.49</b>		<b>18,960,986.51</b>

# Of the above all the equity shares are Rs. 10 face value each unless it is specifically stated.

# All the above investments are valued at cost.

**1.3 - Other non current assets:**

Particulars	As at March 31, 2019	As at March 31, 2018
<b><u>Travels Division:</u></b>		
<b><u>Deposits:</u></b>		
Baroda Office Deposit	30,000.00	30,000.00
Surat office Deposit	100,000.00	100,000.00
Other Sundry Deposit	140,056.00	140,056.00
<b>Total (a)</b>	<b>270,056.00</b>	<b>270,056.00</b>
<b><u>Petroleum Division:</u></b>		
<b><u>Deposits:</u></b>		
GEB Deposit	4,200.00	4,200.00
IOC Deposit	350,000.00	350,000.00
Pay & AC Office Deposit	100,000.00	100,000.00
TDS receivable	139,079.00	69,858.00
<b>total (b)</b>	<b>593,279.00</b>	<b>524,058.00</b>
<b><u>Travels Division:</u></b>		
<b><u>Loan &amp; Advances:</u></b>		
Income Tax Deposit (against appeal)	600,000.00	600,000.00
Service Tax Deposit (against appeal)	1,407,026.00	1,157,026.00
Service Tax Deposit (Pre-deposit)	1,000,000.00	1,000,000.00
MAT TAX	6,329,820.00	5,508,170.00
Advance for capital assets	12,750,000.00	12,500,000.00
Staff loan	0.00	473,294.12
Other receivable in cash or kind	1,465,705.00	1,583,518.00
<b>Total (c)</b>	<b>23,552,551.00</b>	<b>22,822,008.12</b>
<b>Total (a + b + c)</b>	<b>24,415,886.00</b>	<b>23,616,122.12</b>

**1.4 Current Assets:****1.4.1 - INVENTORIES:**

Particulars	As at March 31, 2019	As at March 31, 2018
<b><u>Travels Division:</u></b>		
Grease oil stock	48700.00	110000.00
Tyre Stock	146000.00	183000.00
<b>Total (a)</b>	<b>194700.00</b>	<b>293000.00</b>
<b><u>Petroleum Division:</u></b>		
i) Diesel	3115179.39	5136802.48
ii) Oil	351976.13	421069.59
iii) Petrol	1308543.68	1399258.43
iv) Distil Water	847.48	1634.60
v) Adon	59317.12	46586.67
<b>Total (b)</b>	<b>4835863.8</b>	<b>7005351.77</b>
<b>Total (a + b)</b>	<b>5030563.80</b>	<b>7298351.77</b>

**1.4.2 - TRADE RECEIVABLE:**

Particulars	As at March 31, 2019	As at March 31,2018
<b><u>Travels Division:</u></b>		
(a) Outstanding more than six months	1,972,689.71	1,796,660.00
(b) Outstanding less than six months	0.00	2,429,225.62
	<b>1,972,689.71</b>	<b>4,225,885.62</b>
<b><u>Petroleum Division:</u></b>		
(a) Outstanding more than six months	0.00	0.00
(b) Outstanding less than six months	9,419,987.28	5,125,890.63
	<b>9,419,987.28</b>	<b>5,125,890.63</b>
<b>Total</b>	<b>11,392,676.99</b>	<b>9,351,776.25</b>

**1.4.3 - CASH & CASH EQUIVALENT:**

Particulars	As at March 31, 2019	As at March 31,2018
<b><u>Travels Division:</u></b>		
(a) Balances with Banks in Current Accounts and deposit Accounts	2,149,621.52	584,032.41
(b) Cash on hand	892,804.06	2,893,569.56
	<b>3,042,425.58</b>	<b>3,477,601.97</b>
<b><u>Petroleum Division:</u></b>		
(a) Balances with Banks in Current Accounts and deposit Accounts	257,206.80	424,262.14
(b) Cash on hand	2,597,525.78	624,680.95
	<b>2,854,732.58</b>	<b>1,048,943.09</b>
<b>Total</b>	<b>5,897,158.16</b>	<b>4,526,545.06</b>

**1.4.4 - Other Current Assets:**

Particulars	As at March 31, 2019	As at March 31,2018
<b><u>Travels Division:</u></b>		
(a) Prepaid Insurance	2,145,598.00	2,089,644.00
<b>Total</b>	<b>2,145,598.00</b>	<b>2,089,644.00</b>

### 2.1.1 SHARE CAPITAL

PARTICULAR	As at 31st March, 2019		As at 31st March, 2018	
	Units	Amount	Units	Amount
<b>Authorized Capital:</b>				
Equity shares of Rs. 10 each	8,000,000	80,000,000.00	8,000,000	80,000,000.00
<b>Issued, Subscribed &amp; paid up Capital:</b>				
Equity shares of Rs. 10 each	7,863,500	78,635,000.00	7,863,500	78,635,000.00
<b>Total Share Capital</b>	<b>7,863,500</b>	<b>78,635,000.00</b>	<b>7,863,500</b>	<b>78,635,000.00</b>

#### (a) Reconciliation of number of shares outstanding at the beginning & at the end of the year

Particulars	As at March 31, 2019		As at March 31, 2018	
	Number	Amount	Number	Amount
Shares Outstanding at the beginning of the year	7863500	78635000	7,863,500	78,635,000.00
Issued during the year	-	-	-	-
	7,863,500	78,635,000.00	7,863,500	78,635,000.00
Bought-back during the year	-	-	-	-
Shares Outstanding at the end of the year	7,863,500	78,635,000.00	7,863,500	78,635,000.00

#### (b) Name of the shareholders holding more than 5% of the equity shares of the company

Name of the Shareholders	As at March 31, 2019		As at March 31, 2018	
	Number	Percentage	Number	Percentage
Shares Outstanding at the end of the year	491600	6.25	491,600	6.25
<b>Hitesh. Ramji Javeri</b>	<b>491600</b>	<b>6.25</b>	<b>491,600</b>	<b>6.25</b>
Shares Outstanding at the end of the year	516,100	6.56	361,100	4.59
<b>Bhagchand Gordhandas Sukhwani</b>	<b>516,100</b>	<b>6.56</b>	<b>361,100</b>	<b>4.59</b>

#### (d) The Company has not issued bonus shares or issued shares for consideration other than cash in preceding five years.

### 2.1.2 Other Equity:

Particulars	As at March 31, 2019	As at March 31, 2018
Debit balance in profit-loss account	-9,948,759.84	-13,817,761.62
Add. Profit for the current year	-9,227,000.47	4,769,001.00
Less: Provision for income tax	0.00	-900,000.00
Less: Additional tax for previous year	0.78	0.78
Less: MAT Crdit created	0.00	0.00
<b>Total (a)</b>	<b>-19,175,759.53</b>	<b>-9,948,759.84</b>
Add : General Reserve	1,099,914.65	1,099,914.65
<b>Total (b)</b>	<b>1,099,914.65</b>	<b>1,099,914.65</b>
<b>Total (a + b)</b>	<b>-18,075,844.88</b>	<b>-8,848,845.19</b>

### 2.2.1 - BORROWINGS

Particulars	As at March 31, 2019			As at March 31, 2018		
	Long Term	Short Term	Total	Long Term	Short Term	Total
<u>From Banks &amp; Financial Institutes:</u>						
<u>Term loans:*</u>						
HDFC Bank Ltd.	22,169,750.00	11,101,500.00	<b>33,271,250.00</b>	17,013,536.10	6,629,835.54	23,643,371.64
ICICI Bank Ltd.	24,514,979.00	19,977,386.00	<b>44,492,365.00</b>	12,936,449.00	18,197,215.40	31,133,664.40
<u>Cash credit:</u>						
Jun.Co.Co. Bank**	0.00	10,146,266.42	<b>10,146,266.42</b>	0.00	9,666,499.35	9,666,499.35
<u>Unsecured Loans:</u>						
From Directors:	1,000,000.00	0.00	<b>1,000,000.00</b>	1,000,000.00	0.00	1,000,000.00
	<b>47,684,729.00</b>	<b>41,225,152.42</b>	<b>88,909,881.42</b>	<b>30,949,985.10</b>	<b>34,493,550.29</b>	<b>65,443,535.39</b>

\* Secured by hypothecation of vehicles purchased and payable within period of three years.

\*\* Cash credit is secured against the office of the company situated at kalwa chowk and office at Majewadi Gate.

### 2.3.1 - TRADE PAYABLE

Particulars	As at March 31, 2019	As at March 31, 2018
<b><u>Travels Division:</u></b>		
(a) Sundry Creditors for Expenses	16,087,975.89	9,768,039.17
(b) Other Creditors	0.00	0.00
Total (A)	<b>16,087,975.89</b>	<b>9,768,039.17</b>
<b><u>Petroleum Division:</u></b>		
(a) Sundry Creditors for Expenses	4,067,874.82	1,990,106.96
(b) Other Creditors	225,238.14	84,550.00
Total (B)	<b>4,293,112.96</b>	<b>2,074,656.96</b>
Total (A+B+C)	<b>20,381,088.85</b>	<b>11,842,696.13</b>

**2.4 - DUTIES & TAXES:**

Particulars	As at March 31, 2019	As at March 31,2018
<b><u>Travels Division:</u></b>		
GST	2525461.87	4492923.77
Service Tax	0.00	2039925.00
TDS	2066639.00	436531.60
ESI Payable	457812.00	172607.00
Providend Fund	1460809.00	218768.00
Professional Tax Payable	240860.00	145580.00
<b>Total (A)</b>	<b>6751581.87</b>	<b>7506335.37</b>
<b><u>Petroleum Division:</u></b>		
Professional Tax Payable	49010.00	15210.00
GST	-380824.82	-67161.18
VAT Payable	845485.13	0.00
<b>Total (B)</b>	<b>513670.31</b>	<b>-51951.18</b>
<b>Total (A + B)</b>	<b>7265252.18</b>	<b>7454384.19</b>

**2.5 Provisions:**

Particulars	As at March 31, 2019	As at March 31,2018
<b><u>Provisions:</u></b>		
Provision for Income Tax	0.00	900000.00
Audit fees	35000.00	35000.00
<b>Total</b>	<b>35000.00</b>	<b>935000.00</b>

### 3.1.1 Revenue from operations:

Particulars	Year ended on March 31,	
	2019	2018
i) Travelling income (a/c. vehicle )	106,757,958.27	161,624,338.90
ii) Travelling income (Non a/c. vehicle )	221,990,574.87	124,140,698.28
iii) Luggage income	3,869,451.37	17,075,557.14
iv) Special trip	7,362,947.41	8,043,460.24
<b>Total (a)</b>	<b>339,980,931.92</b>	<b>310,884,054.56</b>
i) Oil sales	622,316.00	726,205.16
ii) Diesel sales	186,585,730.00	166,227,033.02
iii) Petrol sales	83,707,408.00	52,904,398.60
iv) Distil water	3,180.00	0.00
v) Internal Stock transfer	121,607,590.00	104,609,065.91
<b>Total (b)</b>	<b>392,526,224.00</b>	<b>324,466,702.69</b>
<b>Total (a+b)</b>	<b>732,507,155.92</b>	<b>635,350,757.25</b>

### 3.1.2 Other Income:

Particulars	Year ended on March 31,	
	2019	2018
<b><u>Travels division:</u></b>		
i) Rental income	120,000.00	130,860.00
ii) Dividend Income	22,500.00	22,500.00
iii) Discount (Accounts written off)	244,372.52	552,570.34
iv) Interest on capital received from firm	0.00	270,410.00
v) Profit/(loss) on sale of vehicle	276,564.52	(95,919.40)
vi) Commission income	1,169,697.71	605,686.36
vii) Profit from firm	172,148.48	82,040.00
<b>Total (a)</b>	<b>2,005,283.23</b>	<b>1,568,147.30</b>
<b><u>Petroleum Division:</u></b>		
i) Transport Income	3,461,018.00	3,492,761.41
ii) Other income	2,177,643.63	1,331,554.77
<b>Total (b)</b>	<b>5,638,661.63</b>	<b>4,824,316.18</b>
<b>Total (a+b)</b>	<b>7,643,944.86</b>	<b>6,392,463.48</b>



**3.1.3 Inventories:**

Particulars	Year ended on March 31,	
	2019	2018
<b><u>Petroleum division:</u></b>		
<b><u>Closing stock:</u></b>		
i) Diesel	3115179.02	5136802.48
ii) Oil	351976.13	421069.59
iii) Petrol	1308543.68	1399258.43
iv) Distil Water	847.48	1634.60
v) Adon	59317.12	46586.67
<b>Total (A)</b>	<b>4,835,863.43</b>	<b>7,005,351.77</b>
<b><u>Opening stock:</u></b>		
i) Diesel	5136802.48	1480581.19
ii) Oil	421069.59	346890.11
iii) Petrol	1399258.43	725423.11
iv) Distil Water	1634.60	909.50
v) Adon	46586.67	46586.67
<b>Total (B)</b>	<b>7,005,351.77</b>	<b>2,600,390.58</b>
<b>Increased/(Decreased) in stock</b>	<b>-2169488.34</b>	<b>4404961.19</b>

**4.3 Expenses:**

**4.3.1 Purchases:**

Particulars	Year ended on March 31,	
	2019	2018
<b><u>Petroleum division:</u></b>		
i) Diesel purchase	300,406,259.00	269,211,643.21
ii) Oil purchase	544,506.00	785,204.40
iii) Petrlo purchase	80,011,518.00	51,259,697.00
iv) Distill Water purchase	2,825.00	1,376.79
<b>Total (a)</b>	<b>380,965,108.00</b>	<b>321,257,921.40</b>

Particulars	Year ended on March 31,	
	2019	2018
<b><u>4.3.2. Employee Benefit Expenses:</u></b>		
<b><u>Travels division:</u></b>		
i) Salary Expesnes	10,206,850.00	8,918,784.00
ii) Providend Fund Contribution	1,536,612.00	1,448,162.00
iii) ESI Contribution	664,876.00	480,281.00
iv) Staff Welfare Expenses	61,779.18	68,124.00
<b>Total (A)</b>	<b>12,470,117.18</b>	<b>10,915,351.00</b>
<b><u>Petroleum Division:</u></b>		
i) Salary Expenses	2,531,195.00	1,524,600.00
<b>Total (B)</b>	<b>2,531,195.00</b>	<b>1,524,600.00</b>
<b>Total (A + B)</b>	<b>15,001,312.18</b>	<b>12,439,951.00</b>

Particulars	Year ended on March 31,	
	2019	2018
<b><u>4.3.3. Finance cost:</u></b>		
<b><u>Travels Division:</u></b>		
i) Bank Interest on term loan	994,434.77	994,566.24
ii) Bank interest on short term borrowings	1,249,537.92	1,475,892.00
iii) Other Interest Expenses	1,422,844.00	506,620.00
iv) Bank charges	185,380.65	101907.7
<b>Total (A)</b>	<b>3,852,197.34</b>	<b>3,078,985.94</b>
<b><u>Petroleum Division:</u></b>		
i) Bank charges	17691.58	3754.66
ii) Bank comission	9274.15	16213.10
iii) Credit Card Exp.	0	41557.12
iv) Interest on IOCL	296832.97	160105.06
<b>Total (B)</b>	<b>323798.7</b>	<b>221,629.94</b>
<b>Total (A + B)</b>	<b>4,175,996.04</b>	<b>3,300,615.88</b>

Particulars	Year ended on March 31,	
	2019	2018
<b><u>4.3.4 Other Operationg Expenses:</u></b>		
<b><u>Travel Division:</u></b>		
i) Diesel Expenses	175,097,636.95	153,986,590.34
ii) Commission Expenses	37,652,213.73	30,330,769.05
iii) Rent, Rate & Taxes	47,151,069.88	42,733,515.00
iv) General Insurance	4,159,700.32	3,813,422.00
v) Repair & Maintenance Expenses	14,582,590.79	15,401,430.34
vi) Tyre & retrade Expenses	6,702,900.83	5,768,103.98
vii) Software Development Expenses.	1,648,939.95	1,783,887.46
viii) Director's Remuneration	984,000.00	984,000.00
ix) Listing fees & Demat charges	1,684,018.59	411,494.44
X) Grease Oil Expenses	564,453.52	790,503.56
xi) Spare Parts Construction Expenses	4,141,062.10	2,498,251.00
xii) Telephone Expenses	188,557.02	330,778.73
xiii) Power & fuel Expenses	434,001.00	507,313.00
xiv) Office Expenses	444,588.69	1,409,840.09
xv) Parking Expenses	458,453.00	541,790.00
x) Legal Fees	302,460.00	399,400.00
xi) Stationery Expenses	130,608.95	401,515.69
xii) Security Expenses	269,427.02	265,374.04
xiii) Other Expenses	1,366,711.38	1,360,399.82
ixv) Conveyance & travelling exp.	440,062.00	852,613.00
vvv) GST Rcm charges	270,304.00	0.00
vvvi) Other travels booking exp.	9,305,264.00	0.00
<b>Total (A)</b>	<b>307,979,023.72</b>	<b>264,570,991.54</b>
<b><u>Petroleum Division</u></b>		
i) Diesel Expenses	2,021,954.05	1,996,662.92
ii) Tyre & Tube Expenses	70,883.12	552,975.00
iii) Accounting Expenses	65,000.00	15,000.00
iv) Electric Expenses	285,630.00	206,494.00
v) Generator Expenses	151,657.66	52,875.50
vi) Pump Repair & Renovation	1,170,008.00	442,740.00
vii) Insurance Exp.	61,778.00	42,157.00
viii) Offices Exp.	91,506.00	177,468.00
ix) Other Exp.	627,259.63	495,976.54
<b>Total (B)</b>	<b>4,545,676.46</b>	<b>3,982,348.96</b>
<b>Total (A + B)</b>	<b>312,524,700.18</b>	<b>268,553,340.50</b>

## Notes to Accounts and Accounting policy

### 1 CORPORATE INFORMATION :

Mahasagar Travels Limited (The Company) is listed entity incorporated in India.  
The address of its registered office and its principle place of business is as below:

**MAHASAGAR TRAVELS LIMITED**  
"Mahasagar House", Jayshree Talks Road,  
Kalwa Chowk, Junagadh - 362 001

### 2 RELATED PARTY DISCLOSURE:

#### Name of related parties and description of relationship:

**a) Key Managerial personnel**

Mr. Kartik R. Upadhyay - Chairman/ Non Executive Director  
Mr. Bhagchand G. Sukhwani - Managing Director  
Mr. Prakash Kakad - Joint Managing Director  
Mr. Ravi S. Karia - Non Executive Director  
Mr. Amit G. Pande - Independent Director  
Mr. Sanjay Memdavadi - Independent Director  
Mr. Kavita Bachani - Non executive Director  
Ms. Khushbhu Sheth - Company Secretary

**b) Associates & Joint Venture**

Mahashakti Tours & Travels Pvt. Ltd.  
Mahasagar Petroleums  
New Shakti Travels  
Mahashakti Travels - Ahmedabad  
Vandnaben Sukhwani  
Galaxy Builders

#### **c) Transactions with related party are mentioned in table below:**

Nature of Transaction	Key Managerial Personnel	Close Relatives of KMP	Associates & Joint Ventures
i) Managerial Remuneration	1,186,000.00		
ii) Rent Paid	648,000.00		
iii) Commission paid *			18,024,780.00
iv) Profit from firm			172,148.00

\* Amount is inclusive of the amount of GST paid alongwith commission.

d) Balances as on balance sheet date:

Outstanding balance as on 31.03.2019	Key Managerial Personnal	Close Relatives of KMP	Associates & Joint Ventures
<b><u>Payable:</u></b>			
i) Bhagchand Sukhwani - Rent	1,722,000.00		
ii) Bhagchand Sukhwani - Remuneration	1,177,800.00		
iii) Prakashbhai Kakkad	588,069.00		
iv) Mahashakti Tours & Travels Pvt. Ltd.			5,700,225.22
v) New Shakti Travels			61,277.21
vi) Shakti Travels			834,759.36
<b><u>Receivables:</u></b>			
vii) Mahasagar Petroleums			14,831,157.15
viii) Galaxy Builder			8,951,050.98

3 **SEGMENT INFORMATION:**

**i) Description of Segments:**

IND AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products, Services, geographical area etc. The company is predominatly prvoing passenger transport service. Company is having two petrol pump at Junagadh. Following are the financial details of segment

**ii) Segment Revenue & Segment profit/(loss):**

Particulars	Revenue	Profit/ loss)
Travels Division	3,399.81	-125.93
Petrleum Division	2,879.17	75.42
Intersegment Revenue	1,216.08	
Finance Cost		41.76
Profit Before Tax		-92.27
Tax Expenses		0.00
Net Profit		-92.27

**iii) Segment assets & Segment Liabilities:**

Particulars	As at March, 31 2019	As at March, 31 2018
<b><u>Segment Assets</u></b>		
Travels Division	1,451.66	1,575.27
Petroleum Division	193.41	151.61
Unallocated Assets	428.28	209.43
<b><u>Segment Liabilities:</u></b>		
Travels Division	1,118.05	823.18
Petroleum Division	75.09	148.31
Unallocated Liabilities	265.29	265.63

**iv) Other segment information:**

**Depreciation & Amortization**

Particulars	As at March, 31 2019	As at March, 31 2018
Travels Division	383.20	357.09
Petroleum Division	0.87	1.18

**CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)**

PARTICULARS	As at March, 31 2019	As at March, 31 2018
<b>a) Commitments:</b>	Nil	Nil
<b>b) Contingent liabilities:</b>		
i) Income tax matter under appeal	17,894,090.00	17,894,090.00
ii) Service tax matter under appeal	39,056,195.00	39,422,100.00
<b>c) Other Guarantee:</b>	Nil	Nil

The above amounts are based on the notice of demand or the Assessment Orders or notification by the relevant authorities, as the case may be, and the Group is contesting these claims with the respective authorities. Outflows, if any, arising out of these claims would depend on the outcome of the decisions of the appellate authorities and the Group's rights for future appeals before the judiciary. No reimbursements are expected.

## **SIGNIFICANT ACCOUNTING POLICIES:**

### **1) Statement of Compliance:**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standard ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 read with section 133 of the Companies Act, 2013.

Up to the year ended March 31, 2016, the Company had prepared and presented its financial statements in accordance with the requirements of previous Generally Accepted Accounting Principles (GAAP), which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Company's first Ind AS financial statements. The date of transition is April 1, 2015. Refer note 2 for the details of first-time adoption exemptions availed by the Company.

### **2) Basis of preparation and presentation:**

The financial statements have been prepared on accrual basis under the historical cost convention method.

### **3) Use of estimates and judgments:**

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may diverge from these estimates.

Estimates and assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

### **4) Property plant & equipments:**

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price/ acquisition cost, net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use.

Three offices held at Rajkot is transferred to Investment property. Those offices are held for the purpose of earning rental income from such offices. WDV at 01.04.2016 was considered as deemed cost of the assets. Depreciation charged during the financial year 2016-17 was reversed back to General reserve.

### **5) Investment property:**

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial

recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised

**6) Depreciation:**

Depreciable amount for assets is the cost of an asset, or other substituted for cost, less its estimated residual value. The company depreciates property, plant and equipment over the estimated useful life prescribed in Schedule II to the 2013 Act on a straight line basis from the date assets are ready for intended use.

**7) Provisions and contingencies:**

Provision: provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Contingent liabilities: Contingent liabilities are not recognised but are disclosed in notes to accounts.

Contingent Assets: Contingent asset is neither recognized nor disclosed in balance sheet.

**8) Taxation:**

Current tax: The current tax is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

**Deferred tax:**

**9) Revenue recognition**

To recognize revenue i.e. Travels Income, luggage income are accounted for on accrual basis. Other revenue i.e. Interest on Deposits, Sale of Petroleum Division of stock is recognize on accrual basis.

## ATTENDANCE SLIP

PLEASE FILL IN THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL  
Joint shareholder may obtain additional slip on request.

NAME \_\_\_\_\_ FOLIO NO \_\_\_\_\_  
ADDRESS OF SHAREHOLDER \_\_\_\_\_  
No of shares Held \_\_\_\_\_

I hereby record my at the 26th ANNUAL GENERAL MEETING OF THE COMPANY held at "Mahasagar Travels", Kalwa Chowk, Junagadh- 362001 on Sunday, 29th September, 2019.

Signature of the Shareholder of Proxy\*

\*Strike out whichever is not applicable

### Form no. MGT-11 (PROXY FORM)

[Pursuant to Section 105(6) of the companies Act, 2013 and rule 19(3) of the Companies

(Management and administration) Rule,2014]

Name of the Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mailed Id: \_\_\_\_\_

Folio No./Client Id, Dp Id: \_\_\_\_\_

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

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

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or,

Failing him,

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

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or,

Failing him,

3. Name: \_\_\_\_\_ Address \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or,

Failing him,

As my/our proxy to attend on my behalf 26th Annual General Meeting to be held on Sunday, 29th September,2019 for all the resolution as mentioned in AGM notice.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019 Signature of shareholder

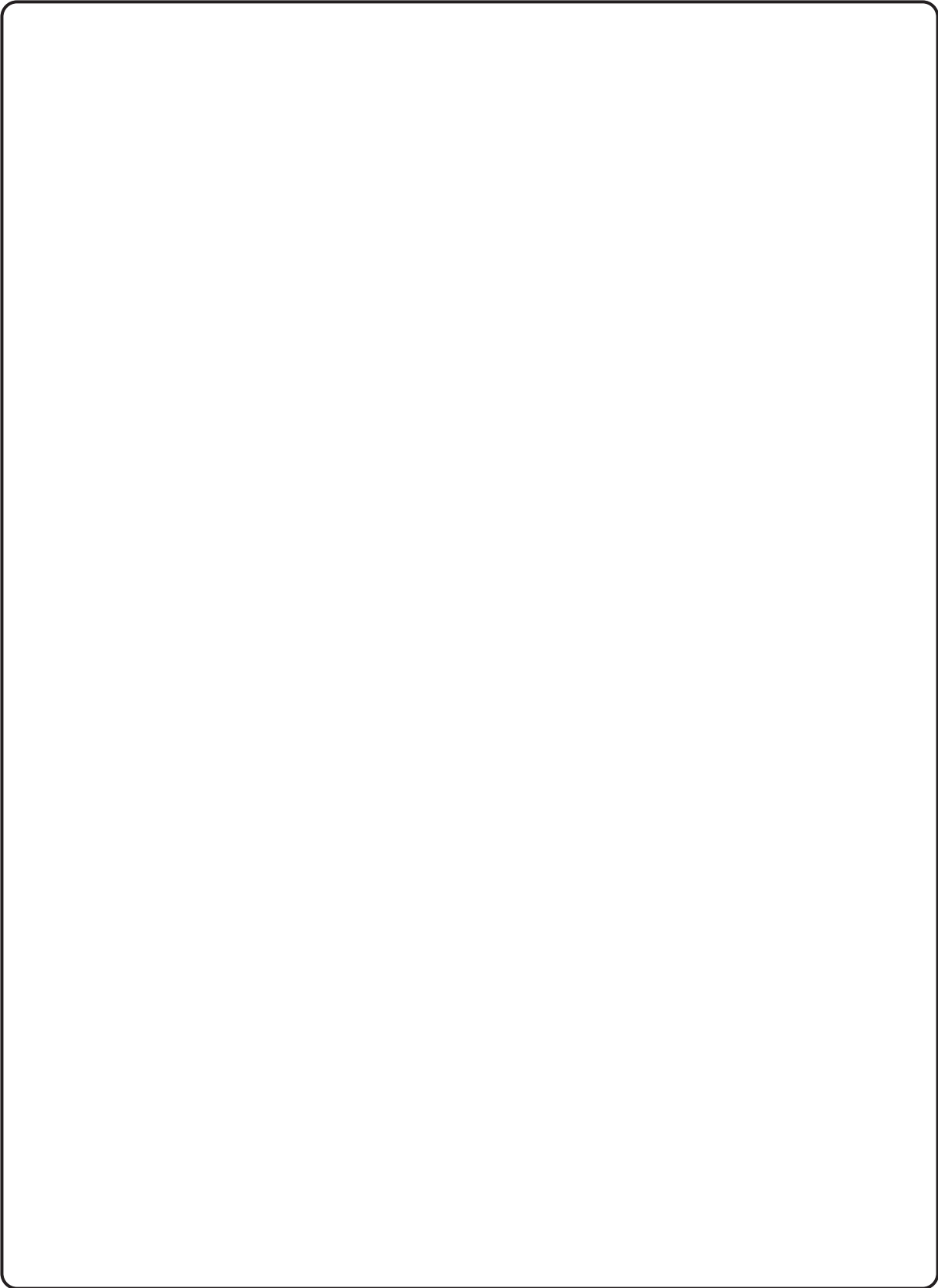
Signature of proxy holder(s)

Notes: The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the company.



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BOOK-POST / ORDINARY

To,

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IF UNDELIVERED PLEASE RETURN TO :

FROM :

**MAHASAGAR TRAVELS LIMITED**

MAHASAGAR HOUSE,

JAYSHRI TALKIES ROAD,

KALWA CHOWK, JUNAGADH - 362 001.