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Independent Auditor's Report

To the Members of Sterling Holiday Resorts Limited

Report on the Audit of the Financial Statements

Opinion

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

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

Basis for Opinion

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except that the back-up of customer reservation system which form part of the 'books of account and other relevant books and papers in electronic mode' have not been maintained on the servers physically located in India.

c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. the qualification relating to the maintenance of backup of certain books of accounts in servers physically located in India, therewith as stated in the paragraph 2(A)(b) above.

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its financial statements - Refer Note 44 to the financial statements.

b. 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 – Refer Note 27 to the financial statements.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in Note 57 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

• directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or

• provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in Note 57 to the financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.

e. The Company has neither declared nor paid any dividend during the year.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

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

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

Satish Vaidyanathan
Partner
Membership No.: 217042
ICAI UDIN:23217042BGRWHI7344

Place: Chennai
Date: 18 May 2023

Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2023

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

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value(Lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held-indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Freehold land	40,592.50	Sterling Holiday Resorts(India) Limited	No	August 18, 2015 onwards	Refer Note 4 and 49 of the financial statements
Building	22,959.79	Sterling Holiday Resorts(India) Limited	No	August 18, 2015 onwards	Refer Note 4 and 49 of the financial statements
Freehold land	3,981.30	Sterling Holiday Resorts(India) Limited	No	August 18, 2015 onwards	Refer Note 4, 49 and 46(a) of the financial statements
Building	4,666.62	Sterling Holiday Resorts(India) Limited	No	August 18, 2015 onwards	Refer Note 4, 49 and 46(a) of the financial statements
Freehold land	761.7	Sterling Holiday Resorts(India) Limited	No	August 18, 2015 onwards	Refer Note 4 and 46(c) of the financial statements

Freehold land	9,158.00	Sterling Holiday Resorts(India) Limited	No	August 18, 2015 onwards	Refer Note 4, 49 and 46(d(i)) of the financial statements
Building	3,595.57	Sterling Holiday Resorts(India) Limited	No	August 18, 2015 onwards	Refer Note 4, 49 and 46(d(i)) of the financial statements
Freehold land	570.00	Manchanda Resorts Private Limited	No	March 20, 1990 onwards	SHRIL had acquired the resort from Manchanda Resorts Pvt Ltd, title deeds are yet to be transferred.
Building	2,767.63	Manchanda Resorts Private Limited	No	March 20, 1990 onwards	

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, revaluation model is followed for recording Property, Plant and Equipment. The Company revalues the Property, Plant and Equipment every three years. During the year, Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage us followed by management were appropriate. No material discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments in companies, firms, limited liability partnership or any other parties. The Company has granted loans to Companies during the year and provided guarantee, in respect of which the requisite information is as below:

Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2023 (Continued)

Particulars	Guarantees	Security	Loans	Advances in nature of loans
Aggregate amount during the year	Nil	Nil	400.56	Nil
Subsidiaries				
Sterling Holidays (Ooty) Limited				
Sterling Holiday Resorts (Kodaikanal) Limited				
Nature Trails Resorts Private Limited			400.56	
Balance outstanding as at balance sheet date		Nil	3,361.89	Nil
Subsidiaries				
Sterling Holidays (Ooty) Limited	Nil		-	
Sterling Holiday Resorts (Kodaikanal) Limited	Nil		906.95	
Nature Trails Resorts Private Limited	579.07		2,454.94	

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of loans are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, principal is repayable on demand and schedule for the payment of interest has not been stipulated. As informed to us, the Company has not demanded repayment of the loan during the year. Thus, there has been no default on the part of the party to whom the money has been lent. We are unable to comment on the regularity of payment of interest. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in case of loans, the principal is repayable on demand and the schedule for repayment of interest have not been stipulated and accordingly we are unable to comment on the amount overdue for more than ninety days. Further, the Company has not given any loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loans or advances in the nature of loans to its Promoters and related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):

Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2023 (Continued)

	All Parties	Promoters	Related Parties
Aggregate of loans/advances in nature of loan			
- Repayable on demand (A)	3,361.89	Nil	3,361.89
- Agreement does not specify any terms or period of Repayment (B)	Nil	Nil	Nil
Total (A+B)	3,361.89	Nil	3,361.89
Percentage of loans/advances in nature of loan to the total loans	100%	NA	100%

(iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made, loans and guarantees given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax and Duty of excise during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Value Added Tax or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of provident fund.

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

Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2023 (Continued)

Name of the statute	Nature of the dues	Amount (Rs in Lakhs)	Period to which the amount relates	Due date	Date of payment
Kerala general Sales Tax Act, 1963	Sales tax	1.80	June 22- March 23	20th of next month	Unpaid

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

Name of the statute	Nature of the dues	Amount (Rs. In lakhs)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994	Service tax	527.03	AY 2005-06 to 2006-07	Central Excise and Service tax Appellate Tribunal
The Uttarakhand Value Added Tax Act. 2005	VAT	18.75	AY 2016-17	Deputy Commissioner
Himachal Pradesh GST Act	GST	113.28	AY 2017-18 & 2018-19	The Asst Commissioner, State Taxes & Excise
Himachal Pradesh Luxury Tax Act	Luxury tax	88.53	AY 1999-00 to 2004-05	The Commissioner, Shimla
Kerala Luxury Tax Act	Luxury tax	871.82	AY 2012-13 to 2015-16	The Deputy Commissioner - Appeals
Kerala Luxury Tax Act	Luxury tax	462.69	AY 2012-13 to 2015-16	Kerala High Court
Kerala Luxury Tax Act	Luxury tax	6.20	AY 2016-17 & 2017-18	Deputy Commissioner
Kerala Luxury Tax Act	Luxury tax	45.80	AY 2016-17 & 2017-18	Deputy Commissioner
Tamil Nadu Luxury tax Act	Luxury tax	6,050.13	AY 1998-99 to 2017-18	Madras High Court

Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2023 (Continued)

Name of the statute	Nature of the dues	Amount (Rs. In lakhs)	Period to which the amount relates	Forum where dispute is pending
Tamil Nadu Luxury tax Act	Luxury tax	137.33	AY 2010-11 to 2014-15	Deputy Commissioner
The Income Tax Act, 1961	Income tax	2,362.58	AY 2015-16	The Commissioner of Income Tax (Appeals), Mumbai
The Income Tax Act, 1961	Income tax	6,660.94	AY 2017-18	The Commissioner of Income Tax (Appeals), Mumbai
The Income Tax Act, 1961	Income tax	723.32	AY 2014-15	Income Tax Appellate Tribunal, Mumbai
The Income Tax Act, 1961	Income tax	694.35	AY 2001-02 and 2006-07	The Commissioner of Income Tax (Appeals), Mumbai
The Income Tax Act, 1961	Income tax	201.84	AY 2018-19	Assessing Officer

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2023 (Continued)

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) The requirements as stipulated by the provisions of Section 177 of the Act are not applicable to the Company. In our opinion and according to the information and explanations given to us and on the basis of our examination of records of the Company, transactions with the related parties are in compliance with Section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

Annexure A to the Independent Auditor's Report on the Financial Statements of Sterling Holiday Resorts Limited for the year ended 31 March 2023 (Continued)

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

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

Chartered Accountants

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

Satish Vaidyanathan

Partner

Membership No.: 217042

ICAI UDIN:23217042BGRWHI7344

Place: Chennai

Date: 18 May 2023

Annexure B to the Independent Auditor's Report on the financial statements of Sterling Holiday Resorts Limited for the year ended 31 March 2023

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

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

Opinion

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

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

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

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

Auditor's Responsibility

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

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

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

Annexure B to the Independent Auditor's Report on the financial statements of Sterling Holiday Resorts Limited for the year ended 31 March 2023 (Continued)

Meaning of Internal Financial Controls with Reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

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

Satish Vaidyanathan
Partner
Membership No.: 217042
ICAI UDIN:23217042BGRWHI7344

Place: Chennai
Date: 18 May 2023

Sterling Holiday Resorts Limited
Balance Sheet as at March 31, 2023
(All amounts in INR lakhs, unless otherwise stated)

	Note	As at March 31, 2023	As at March 31, 2022
Assets			
Non-current assets			
Property, Plant and Equipment	3	89,046.77	93,601.02
Right of use assets	53	6,369.75	7,076.06
Capital work-in-progress	4	374.37	240.41
Intangible assets	5	137.62	534.59
Intangible assets under development	6	116.96	-
Financial assets			
i. Investments	7(a)	1,975.72	1,975.82
ii. Trade receivables	8(a)	146.82	226.22
iii. Other financial assets	10	521.06	584.10
Other tax assets (net)	11	2,108.58	1,636.40
Deferred acquisition cost	12	8,824.20	8,438.09
Other non-current assets	13	623.54	780.83
Total non-current assets		110,245.39	115,093.54
Current assets			
Inventories	14	116.06	71.72
Financial assets			
i. Investments	7(b)	3,882.34	2,704.52
ii. Trade receivables	8(b)	2,861.33	3,129.19
iii. Cash and cash equivalents	15	3,805.05	646.77
iv. Bank balances other than (iii) above	16	5,308.55	1,072.12
v. Loans	9	4,297.71	4,691.12
vi. Other financial assets	10	227.81	90.43
Deferred acquisition cost	12	876.11	649.34
Other current assets	17	690.09	670.39
Total current assets		22,065.05	13,725.60
Total assets		132,310.44	128,819.14
Equity and liabilities			
Equity			
Equity share capital	18	2,905.00	2,905.00
Other equity			
Reserves and surplus	19	(8,512.19)	(16,605.37)
Other reserves	20	51,699.36	54,079.93
Total equity		46,092.17	40,379.56
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	21(a)	791.15	2,300.56
ii. Lease liabilities	53	3,552.02	5,078.31
iii. Other financial liabilities	22(a)	23.93	13.49
Provision for employee benefit obligations	23	461.67	380.04
Other non-current liabilities			
Contract liability - Deferred revenue	25	66,901.01	66,921.34
Total non-current liabilities		71,729.78	74,693.74
Current liabilities			
Financial liabilities			
i. Borrowings	21(b)	1,507.77	2,613.79
ii. Trade payables			
a) total outstanding dues of micro enterprises and small enterprises; and	26	183.17	87.88
b) total outstanding dues of creditors other than micro enterprises and small enterprises	26	2,450.07	2,181.70
iii. Lease liabilities	53	2,072.78	1,097.32
iv. Other financial liabilities	22(b)	170.75	364.01
Provisions			
i. Provision for employee benefit obligations	23	314.54	219.53
ii. Other provisions	27	493.79	1,000.00
Other current liabilities			
Contract liability - Deferred revenue	28	5,735.13	4,978.92
Others	29	1,560.49	1,202.69
Total current liabilities		14,488.49	13,745.84
Total liabilities		86,218.27	88,439.58
Total equity and liabilities		132,310.44	128,819.14
Significant accounting policies	1.3		

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

for **B S R & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Satish Vaidyanathan
Partner
Membership No.: 217042
Place: Chennai
Date: May 18, 2023

For and on behalf of the Board of Directors of
Sterling Holiday Resorts Limited
CIN: U63040TN1989PLC114064

Vikram Dayal Lalvani
Managing Director
DIN No.: 07115464
Place: Chennai
Date: May 3, 2023

Pravir Kumar Vohra
Director
DIN No.: 00082545
Place: Chennai
Date: May 3, 2023

Krishna Kumar L
Chief Financial Officer
Place: Chennai
Date: May 3, 2023

Muthukumaran A
Company Secretary
Place: Chennai
Date: May 3, 2023

Sterling Holiday Resorts Limited
Statement of Profit and Loss for the year ended March 31, 2023
(All amounts in INR lakhs, unless otherwise stated)

	Note	Year ended March 31, 2023	Year ended March 31, 2022
Income			
Revenue from operations	30	32,182.57	24,548.75
Other income	31	2,443.25	1,909.11
Total income		34,625.82	26,457.86
Expenses			
Cost of materials consumed	32	1,840.90	1,068.04
Employee benefits expense	33	10,754.88	7,470.43
Finance costs	34	1,385.81	1,415.09
Depreciation and amortisation expense	35	3,597.37	3,763.91
Other expenses	36	11,406.08	7,900.39
Total expenses		**28,985.04**	**21,617.86**
Profit before tax		**5,640.78**	**4,840.00**
Tax expense:	37		
Current tax		-	-
Deferred tax		(100.09)	(896.15)
Fringe benefit tax related to prior years		-	72.94
Total tax expense		**(100.09)**	**(823.21)**
Profit for the year		**5,540.69**	**4,016.79**
Other comprehensive income (OCI)			
Items that will not be reclassified subsequently to profit or loss			
Remeasurements of the defined benefit (asset)/liability		(117.07)	(83.70)
Income tax effect on revaluation of property, plant & equipment		100.09	896.15
Net other comprehensive income not to be reclassified subsequently to profit or loss		**(16.98)**	**812.45**
Total comprehensive income for the year		**5,523.71**	**4,829.24**
Earnings per share (Face value of INR 10 each)			
Basic and diluted earnings per share	56	19.07	13.83
Significant accounting policies	1.3		

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

for **B S R & Co. LLP**
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Date: May 18, 2023

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Date: May 3, 2023

Sterling Holiday Resorts Limited
Statement of cash flows for the year ended March 31, 2023
(All amounts in INR lakhs, unless otherwise stated)

	Note	Year ended March 31, 2023	Year ended March 31, 2022
Cash flows from operating activities			
Profit before tax		5,640.78	4,840.00
Adjustments for:			
Depreciation and amortisation	35	3,597.37	3,763.91
Finance costs	34	1,385.81	1,149.28
Income from cancellation of memberships	30	(1,675.34)	(4,023.64)
Interest income	31	(581.88)	(471.24)
Loss on sale of assets	36	(83.14)	16.45
Stock compensation expense	51	188.90	187.01
Change in fair value of financials assets at fair value through profit or loss	31	(127.70)	(63.53)
Capital work in progress written off	36	-	6.99
Impairment loss on investment in subsidiaries	36	-	281.08
Liabilities no longer required written back	31	(171.52)	(87.35)
Provision for doubtful advances	36	127.30	29.47
Income from termination of lease contracts	31	(3.05)	3.12
Working capital adjustments:			
Decrease in trade receivables		347.26	408.37
Increase in inventories		(44.25)	(5.58)
(Increase)/Decrease in other financial assets		(74.34)	118.15
(Increase)/Decrease in other assets		747.85	(664.70)
Increase/(Decrease) in trade payables		535.18	(136.48)
Increase in other liabilities		1,038.96	999.20
Increase/(Decrease) in provision for employee benefit obligations		59.57	(135.27)
Decrease in other financial liabilities		(310.12)	(65.88)
Cash generated from operating activities		10,597.64	6,149.36
Income taxes paid		(472.18)	(169.93)
Net cash from operating activities		10,125.46	5,979.43
Cash flows from investing activities			
Aquisition of property, plant and equipment and intangible assets		(506.39)	(623.90)
Proceeds from sale of property, plant and equipment		2,976.27	12.53
Loans to subsidiaries (net)	9	606.43	(551.93)
Investment in fixed deposits (net)		(4,236.43)	(523.64)
Investment in mutual funds		(1,900.00)	(1,000.00)
Proceeds from sale of mutual funds		849.99	-
Interest received		369.60	213.20
Net cash used in investing activities		(1,840.53)	(2,473.74)
Cash flows from financing activities			
Finance costs paid		(828.24)	(474.68)
Repayment of borrowings		(2,615.43)	(1,496.03)
Payment of lease liabilities		(1,682.98)	(1,850.79)
Proceeds from borrowings		-	772.00
Net cash used in financing activities		(5,126.65)	(3,049.50)
Net increase in cash and cash equivalents		3,158.28	456.19
Cash and cash equivalents as at April 1, 2022		646.77	190.58
Cash and cash equivalents as at March 31, 2023	15	3,805.05	646.77
Significant accounting policies	1.3		

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

for **B S R & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Satish Vaidyanathan
Partner
Membership No.: 217042
Place: Chennai
Date: May 18, 2023

For and on behalf of the Board of Directors of
Sterling Holiday Resorts Limited
CIN: U63040TN1989PLC114064

Vikram Dayal Lalvani
Managing Director
DIN No.: 07115464
Place: Chennai
Date: May 3, 2023

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Krishna Kumar L
Chief Financial Officer
Place: Chennai
Date: May 3, 2023

Muthukumaran A
Company Secretary
Place: Chennai
Date: May 3, 2023

Sterling Holiday Resorts Limited
Statement of Changes in Equity for the year ended March 31, 2023
(All amounts in INR lakhs, unless otherwise stated)

I) Equity share capital

	Note	Amount
Balance as at April 1, 2021		2,905.00
Changes in equity share capital during the year	18	-
Balance as at March 31, 2022		2,905.00
Changes in equity share capital during the year	18	-
Balance as at March 31, 2023		2,905.00

II) Other equity

	Note	Reserves and surplus				Other reserves			
		Securities premium	General reserve	Retained earnings	Total	Share options outstanding account	Revaluation reserve	Total	Grand total
Balance as at April 1, 2021		32,057.94	4.70	(52,601.10)	(20,538.46)	1,592.89	51,403.88	52,996.77	32,458.31
Profit for the year	19	-	-	4,016.79	4,016.79	-	-	-	4,016.79
Stock compensation expense for the year	51	-	-	-	-	187.01	-	187.01	187.01
Other comprehensive income for the year	20	-	-	(83.70)	(83.70)	-	896.15	896.15	812.45
Balance as at March 31, 2022		32,057.94	4.70	(48,668.01)	(16,605.37)	1,779.90	52,300.03	54,079.93	37,474.56
Profit for the year	19	-	-	5,540.69	5,540.69	-	-	-	5,540.69
Stock compensation expense for the year	51	-	-	-	-	188.90	-	188.90	188.90
Other comprehensive income for the year	20	-	-	(117.07)	(117.07)	-	100.09	100.09	(16.98)
Transfer to retain earnings		-	-	2,669.56	2,669.56	-	(2,669.56)	(2,669.56)	-
Balance as at March 31, 2023		32,057.94	4.70	(40,574.83)	(8,512.19)	1,968.80	49,730.56	51,699.36	43,187.17
Significant accounting policies	1.3								

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

for B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Satish Vaidyanathan
Partner
Membership No.: 217042
Place: Chennai
Date: May 18, 2023

For and on behalf of the Board of Directors of
Sterling Holiday Resorts Limited
CIN: U63040TN1989PLC114064

Vikram Dayal Lalvani
Managing Director
DIN No.: 07115464
Place: Chennai
Date: May 3, 2023

Pravir Kumar Vohra
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DIN No.: 00082545
Place: Chennai
Date: May 3, 2023

Krishna Kumar L
Chief Financial Officer
Place: Chennai
Date: May 3, 2023

Muthukumaran A
Company Secretary
Place: Chennai
Date: May 3, 2023

1.2. Basis of preparation (contd.)

1.2.3. Current / Non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

1.2.4. Foreign currency transaction

a) **Functional and presentation currency**
Items included in the financial statements of the Company are measured using the currency of primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (Rs.) which is the Company's functional and presentation currency.

b) **Transactions and balances**
Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

1.3. Significant accounting policies

1.3.1. Revenue recognition

The Company's business is to sell membership and provide holiday facilities to members for a specified period each year, over a number of years, for which membership fee is collected either in full upfront, or on a deferred payment basis.

Under Ind AS 115, an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard establishes a five-step approach to revenue recognition that includes identifying contracts with customers, identifying performance obligations, determining transaction prices, allocating transaction prices to performance obligations and recognising revenues when or as the performance obligations are satisfied.

a) **Revenue from membership fees**
In respect of sale of membership, the Company determines the transaction price and allocates the same to each performance obligation in the membership contract based on their respective fair values. Revenue from membership fee is recognised over the effective membership period as the performance obligation is fulfilled over the tenure of membership applicable to the respective member. The revenue to be recognised in future periods is classified as deferred income under the head 'other non-current'/ 'other current liabilities'. Revenue from offers and other benefits given to the customer is recognised as and when such benefits are provided to customers.

B S R & Co. LLP Chartered Accountants

Sterling Holiday Resorts Limited Chennai

1.3. Significant accounting policies (contd.)

1.3.1. Revenue recognition (contd.)

b) **Revenue from annual subscription fees**
Income in respect of annual subscription fee or annual amenity charges dues from members is recognised only when it is reasonably certain that the ultimate collection will be made. Where the length of time between rendering services and collection of consideration from the customers is more than one year, the Company adjusts the consideration for time value of money.

c) **Interest income on membership plans**
Interest is recognised as income based on the terms of the contracts entered into with the members if they are reasonably certain to be recovered from the customers.

d) Revenue is recognized only when it is probable that the economic benefits associated with the transaction will flow to the Company. The estimation of such revenues where there is uncertainty in collection has been made by the Company based on past trends of year-wise cancellation of memberships and considering factors impacting future collections.

e) **Incremental costs of obtaining and fulfilling a contract**
The Company recognises as an asset the incremental costs of obtaining a contract with a customer if the entity expects to recover those costs. The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. Costs to obtain a contract that would have been incurred regardless of whether the contract was obtained are recognised as an expense when incurred, unless those costs are explicitly chargeable to the customer regardless of whether the contract is obtained.
If the costs incurred in fulfilling a contract with a customer are not within the scope of another Standard, the Company recognises an asset from the costs incurred to fulfil a contract only if those costs meet all of the following criteria:
(i) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify;
(ii) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
(iii) The costs are expected to be recovered.
The above costs to obtain and fulfill a contract are amortised over the effective membership period.

f) **Revenue from resorts**
Income from resorts comprising of sale of food and beverages, room rentals and other services are recognised when these are sold and as services are rendered.

g) **Contract balances**
(i) Contract assets
A contract asset is the right to consideration in exchange for services rendered to the customer. If the Company renders services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.
(ii) Contract liabilities
A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration has received consideration, or for which an amount of consideration is due from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

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CHENNAI

1.3. Significant accounting policies (contd.)

1.3.2. Income taxes

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

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

(a) Current Tax:

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

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

(b) Deferred Tax

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred taxes on items classified under Other comprehensive income ('OCI') has been recognised in OCI.

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

1.3.3. Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration.

B S R & Co. LLP Chartered Accountants

Sterling Holiday Resorts Limited Chennai

Significant accounting policies (contd.)

1.3.3. Leases (contd.)

As a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right of use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right of use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:
– fixed payments, including in substance fixed payments;
– variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
– amounts expected to be payable under a residual value guarantee; and
– the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right of use asset, or is recorded in profit or loss if the carrying amount of the right of use asset has been reduced to zero.

The Company presents right of use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

Short-term leases and leases of low value assets

The Company has elected not to recognise right of use assets and lease liabilities for leases of low value assets and short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

B S R & Co. LLP Chartered Accountants

Sterling Holiday Resorts Limited CHENNAI

1.3. Significant accounting policies (contd.)

1.3.4. Impairment of assets

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

1.3.5. Inventories

Inventories comprising of provisions, perishables, beverages and operating supplies are stated at lower of cost and net realisable value. Cost is determined using the weighted average method. The cost comprises of purchase price, non-refundable taxes and delivery handling cost incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. Inventories are written down for slow moving/ non-moving items, wherever necessary.

1.3.6. Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in statement of profit and loss.

Interest income from other financial assets is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
Dividend income from investments is recognized when the shareholder's right to receive payment has been established, provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

Effective interest method
The effective interest method is a method of calculating the amortized cost of a financial instrument and of allocating interest over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts/payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

1.3. Significant accounting policies (contd.)

1.3.7. Financial assets

A financial asset is any asset that is:

(a) cash;

(b) an equity instrument of another entity;

(c) a contractual right:
- to receive cash or another financial asset from another entity; or
- to exchange financial assets or financial liabilities with another entity under conditions that are potentially favorable to the Company.

(d) a contract that will or may be settled in the Company's own equity instruments and is:
- a non-derivative for which the Company is or may be obliged to receive a variable number of the entity's own equity instruments; or
- a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments.

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.
All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

I. Classification of financial assets:

The Company classifies its financial assets in the following measurement categories:

(a) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and

(b) Those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.
The Company reclassifies debt investments when and only when its business model for managing those assets changes.

II. Measurement of financial asset:

A. Debt instruments:

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

i. Amortised cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

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1.3. **Significant accounting policies (contd.)**

1.3.7 **Financial assets (contd.)**

ii. **Fair value through other comprehensive income (FVOCI):**
Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

iii. **Fair value through profit or loss:**
Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

B. **Equity instruments:**
The Company subsequently measures all equity investments other than investment in subsidiaries and associates, at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/(losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

III. **Impairment of financial assets**
The Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 39 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

1.3. Significant accounting policies (contd.)

1.3.7. Financial assets (contd.)

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

IV. De-recognition of financial assets:

A financial asset is derecognised only when

i. The Company has transferred the rights to receive cash flows from the financial asset or
ii. retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

1.3.8. Financial liabilities

A financial liability is any liability that is:

(a) a contractual obligation :

- to deliver cash or another financial asset to another entity; or
- to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Company; or

(b) a contract that will or may be settled in the Company's own equity instruments and is:

- a non-derivative for which the Company is or may be obliged to deliver a variable number of the Company's own equity instruments; or
- a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments. For this purpose, rights, options or warrants to acquire a fixed number of the entity's own equity instruments for a fixed amount of any currency are equity instruments if the Company offers the rights, options or warrants pro rata to all of its existing owners of the same class of its own non-derivative equity instruments. Apart from the aforesaid, the equity conversion option embedded in a convertible bond denominated in foreign currency to acquire a fixed number of the Company's own equity instruments is an equity instrument if the exercise price is fixed in any currency.

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1.3. Significant accounting policies (contd.)

1.3.8 Financial liabilities (contd.)

I. Measurement of financial liabilities:

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included under 'Finance costs'.

II. Derecognition of financial liabilities

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in statement of profit and loss.

1.3.9. Interest income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

1.3.10. Property, plant and equipment

Recognition and measurement

The Company adopts the cost measurement approach for property, plant and equipment other than freehold and leasehold land.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The Company follows revaluation model for measurement of freehold and leasehold land. Freehold and leasehold land will be recognised at fair value based on periodic, at least triennial, valuations done by external independent valuers, less subsequent depreciation of leasehold land. Increase in the carrying amount arising on revaluation of land are recognised, net of tax, in other comprehensive income and accumulated in reserves in shareholders' equity.

Fair value of land is determined using the market comparable method, i.e., the valuations performed by the valuer are based on active market sale prices, adjusted for difference in the nature, location or condition of the specific property. Refer Note 52

1.3. Significant accounting policies (contd.)

1.3.10 Property, plant and equipment (contd.)

Depreciation methods, estimated useful lives and residual value:
Based on technical evaluation carried out, depreciation on property, plant and equipment is provided, on a pro-rata basis, on Straight Line Method (SLM) over the estimated useful lives of the assets, which equates to the useful lives prescribed under Schedule II to the Companies Act, 2013, as follows:

Asset class	Useful life (in years)
Building	60
Plant and machinery	15
Furniture and fixtures – general	10
Furniture and fixtures – others	8
Office equipment	5
Computer equipment – Servers & Network	6
Computer equipment – Desktop, laptop and end-user items	3
Electrical installations	10
Vehicles	8

Premium paid for acquiring leasehold land is amortised over the period of lease. Assets constructed on leasehold land/leasehold improvements are amortised over the primary period of lease or its estimated useful life, whichever is lower.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/ (losses).

1.3.11. Intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are amortised on a straight-line basis over their estimated useful lives. The amortisation period and the amortisation method are reviewed at the end of each financial year. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.

Computer software and other intangibles are amortised on a straight-line basis over a period of 5 years.

Gains or losses arising from the retirement or disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset and recognised as income or expense in the Statement of Profit and Loss.

1.3. Significant accounting policies (contd.)

1.3.12. Provisions (other than for employee benefits)

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

1.3.13. Employee benefits

a) Defined contribution plan

Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Plan as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

b) Defined benefit plan

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) by an independent actuary at the end of each year. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. The Group Gratuity plan is funded with Life Insurance Corporation of India, for all of the employees, under New Group Gratuity Cash Accumulation Plan.

c) Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long-term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) by an independent actuary at the end of each year. Actuarial losses/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

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1.3. Significant accounting policies (contd.)
1.3.13. Employee benefits (contd.)

d) **Share based payments**

Employee options

The fair value of options granted is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted:
- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

1.3.14. Earnings per share

a) Basic earnings per share
Basic earnings per share is calculated by dividing:
- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares (Refer Note 56).

b) Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
- the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

1.3.15. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off and presented in lakhs with decimals as per the requirement of Schedule III, unless otherwise stated.

2. Critical estimates and judgements:

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

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1.3. **Significant accounting policies (contd.)**

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

Judgements

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

Note 30 – Revenue – Recognition of offer revenue
Note 53 – Leases - whether the Company is reasonably certain to exercise extension options

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes:

The areas involving critical estimate or judgement are:

Note 23 - Provision for employee benefit obligations: Key actuarial assumptions
Note 30 - Recognition of revenue including provision for cancellation of contracts
Note 44 - 46 - Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources.
Note 52 - Valuation of freehold and leasehold land
Note 53 - Leases: Discount rate
Note 7 - Impairment of investments
Note 8 - Measurement of ECL allowance on trade receivables
Note 4 - Determining the useful life of property, plant and equipment and intangible assets
Note 24 - recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilised;
Note 51 – Share based payments: Key assumptions

3. **Recent pronouncements**

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

(i) Ind AS 1 - Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Group does not expect this amendment to have any significant impact in its financial statements.

(ii) Ind AS 12 - Income Taxes

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

(iii) Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

The quantum of revenue deferred due to uncertainity of collection is computed based on past trends of year-wise cancellation of memberships and considering factors impacting future collections.

Customer unexercised rights. The Company considers the expected Customers unexercised rights, while determining the effective membership period over which the membership fee needs to be recognised. This customer unexercised right is computed based on past trend of utilisation of membership by the customer. The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The Group does not expect this amendment to have any significant impact in its financial statements.

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(All amounts in INR lakhs, unless otherwise stated)

3 Property, Plant and Equipment

Reconciliation of carrying amount for the year ended March 31, 2022:

Asset description	Land - freehold	Buildings	Computer equipment	Plant and machinery	Furniture and fixtures	Office equipment	Vehicles	Electrical installations	Total
I. Gross Block									
Balance as at April 1, 2021	57,899.52	34,181.10	538.06	2,402.08	3,774.93	149.91	156.98	4,981.84	104,084.42
Additions / Adjustments	1,965.87	305.03	10.76	22.62	47.72	1.15	49.64	62.19	2,464.98
Disposals / Transfer	-	-	(38.84)	(109.41)	(179.30)	(69.19)	(1.21)	(55.54)	(453.49)
Balance as at March 31, 2022	59,865.39	34,486.13	509.98	2,315.29	3,643.35	81.87	205.41	4,988.49	106,095.92
II. Accumulated depreciation									
Balance as at April 1, 2021	-	4,229.19	455.11	961.20	2,469.01	141.30	82.42	2,613.29	10,951.52
Depreciation for the year	-	806.36	37.18	159.40	417.34	4.93	19.76	522.92	1,967.89
Disposals / Adjustments	-	-	(38.83)	(94.65)	(176.68)	(69.08)	(0.95)	(44.32)	(424.51)
Balance as at March 31, 2022	-	5,035.55	453.46	1,025.95	2,709.67	77.15	101.23	3,091.89	12,494.90
Net block (I-II)									
Balance as at 31st March, 2022	59,865.39	29,450.59	56.52	1,289.34	933.68	4.73	104.19	1,896.60	93,601.02
Balance as at 31st March, 2021	57,899.52	29,951.91	82.95	1,440.88	1,305.92	8.61	74.56	2,368.55	93,132.90

Reconciliation of carrying amount for the year ended March 31, 2023:

Asset description	Land - freehold	Buildings	Computer equipment	Plant and machinery	Furniture and fixtures	Office equipment	Vehicles	Electrical installations	Total
I. Gross Block									
Balance as at April 1, 2022	59,865.39	34,486.13	509.98	2,315.29	3,643.35	81.87	205.41	4,988.49	106,095.91
Additions / Adjustments	-	2.05	7.83	37.50	55.96	10.61	-	120.70	234.65
Disposals / Transfer	(2836.00)	(6.07)	(13.87)	(16.99)	(11.15)	(0.96)	(49.64)	(29.48)	(2964.16)
Balance as at March 31, 2023	57,029.39	34,482.11	503.94	2,335.80	3,688.16	91.52	155.77	5,079.71	103,366.40
II. Accumulated depreciation									
Balance as at April 1, 2022	-	5,035.55	453.46	1,025.95	2,709.67	77.15	101.23	3,091.89	12,494.90
Depreciation for the year	-	805.34	30.71	155.74	389.30	4.68	20.93	488.97	1,895.67
Disposals / Adjustments	-	(6.07)	(13.87)	(14.42)	(9.83)	(0.96)	(7.80)	(18.08)	(71.03)
Balance as at March 31, 2023	-	5,834.82	470.30	1,167.27	3,089.14	80.87	114.36	3,562.78	14,319.54
Net block (I-II)									
Balance as at March 31, 2023	57,029.39	28,647.29	33.64	1,168.53	599.02	10.65	41.41	1,516.93	89,046.86
Balance as at March 31, 2022	59,865.39	29,450.58	56.52	1,289.34	933.68	4.72	104.18	1,896.60	93,601.01

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3 Property, Plant and Equipment (contd.)

Revaluation of land

The revalued land consists of both freehold and leasehold (Refer note 52).

Fair value of the properties was determined by using the market comparable method. This means that valuations performed by the valuer are based on active market prices, significantly adjusted for difference in the nature, location or condition of the specific property.As at the date of revaluation on March 31, 2021, the properties' fair values are based on valuations performed by Knight Frank (I) Pvt Ltd , an accredited independent valuer who has relevant valuation experience for similar properties in India and is a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. If land and leasehold properties were measured using the cost model. The carrying amounts would be as follows:

Nature	Revaluation model		Cost model	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Freehold land	57,029.39	59,865.39	5,439.92	5,606.36
Leasehold land	1,540.83	1,561.98	161.91	161.91
Total	58,570.22	61,427.37	5,601.83	5,366.50

(a) Consequent to the Scheme referred in Note 49 becoming effective, the Company is in the process of transferring the title of land and buildings in the name of Company.

(b) Refer Note 45 for capital commitments.

(c) Refer Note 46 for certain property related matters.

(d) The Company has written off assets with net carrying amount of INR 28.03 lakhs based on physical verification conducted (Previous year: INR 8.83 lakhs).

(e) During the financial year 2018-19, the Company has changed its accounting policy with respect to measurement of freehold and leasehold land from the cost model to revaluation model with effect from April 1, 2018. Refer Notes 1.3.10 and 51. The Company has conducted valuation of freehold and leasehold lands during the financial year 2020-21 and the increase in valuation is duly considered as part of adjustments in the above schedule. The carrying amounts as at March 31, 2023 & March 31, 2022 under revaluation and cost models are given above.

Details of title deeds of immovable properties not held in the name of the Company

Relevant line item in the Balance Sheet	Description of property	Gross carrying value(lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held indicate range, where appropriate	Reason for not being held in the name of the Company
Property, Plant and Equipment	Freehold land	40,592.50	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 49
Property, Plant and Equipment	Building	22,959.79	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 49
Property, Plant and Equipment	Freehold land	3,981.30	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 49 & 46 (a)
Property, Plant and Equipment	Building	4,666.62	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 49 & 46 (a)
Property, Plant and Equipment	Freehold land	761.70	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 46 (c)
Property, Plant and Equipment	Freehold land	9,158.00	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 49 & 46 (d (i))
Property, Plant and Equipment	Building	3,595.57	Sterling Holiday Resorts (India) Limited	No	August 18, 2015 onwards	Refer Note 49 & 46 (d (i))
Property, Plant and Equipment	Freehold land	570.00	Manchanda Resorts Private Limited	No	March 20, 1990 onwards	SHRIL had acquired Manchanda Resorts Pvt Ltd, title deeds are yet to be transferred.
Property, Plant and Equipment	Building	2,767.63	Manchanda Resorts Private Limited	No	March 20, 1990 onwards	

4 Capital work-in-progress

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at April 1, 2022	240.41	283.83
Additions during the year	318.93	276.57
Capitalisation during the year	184.96	319.99
Balance as at March 31, 2023	374.37	240.41

Capital work-in-progress mainly comprises of resort properties under construction/ renovation.

(All amounts in INR lakhs, unless otherwise stated)

4 Capital work-in-progress (contd.)
Ageing of Capital work-in-progress

As at March 31, 2022:

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	130.43	-	-	-	130.43
Projects temporarily suspended	-	10.38	-	99.60	109.98
Total	130.43	10.38	-	99.60	240.41

As at March 31, 2023:

CWIP	Amount in CWIP for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	275.03	95.72	-	3.60	374.36
Projects temporarily suspended	-	-	-	-	-
Total	275.03	95.72	-	3.60	374.36

5 Intangible assets

Reconciliation of carrying amount for the year ended March 31, 2022:

Asset description	Gross carrying amount				Accumulated amortisation				Net carrying amount	
	As at April 1, 2021	Additions	Disposals	As at March 31, 2022	As at April 1, 2021	Amortisation for the year	Disposals	As at March 31, 2022	As at March 31, 2021	As at March 31, 2022
Computer software	1,985.42	22.08	14.46	1,993.04	1,168.69	304.22	14.46	1,458.45	816.73	534.59
Total	1,985.42	22.08	14.46	1,993.04	1,168.69	304.22	14.46	1,458.45	816.73	534.59

Reconciliation of carrying amount for the year ended March 31, 2023:

Asset description	Gross carrying amount				Accumulated amortisation				Net carrying amount	
	As at April 1, 2022	Additions	Disposals	As at March 31, 2023	As at April 1, 2022	Amortisation for the year	Disposals	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023
Computer software	1,993.04	20.81	-	2,013.85	1,458.45	417.78	-	1,876.23	534.59	137.62
Total	1,993.04	20.81	-	2,013.85	1,458.45	417.78	-	1,876.23	534.59	137.62

6 Intangible assets under development

Particulars	As at March 31, 2023	As at March 31, 2022
Balance as at April 1, 2022	-	24.71
Additions during the year	134.51	6.28
Capitalisation during the year	17.55	30.99
Balance as at March 31, 2023	116.96	-

Intangible assets under development comprise the Company's software and website which is under development.

Ageing of Intangible assets under development

As at March 31, 2023:

	Amount in Intangible assets under development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	116.96	-	-	-	116.96
Projects temporarily suspended	-	-	-	-	-
Total	116.96	-	-	-	116.96

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		As at March 31, 2023	As at March 31, 2022
7(a)	**Non-current Investments**		
	Unquoted Equity Investments at Cost (fully paid)		
	In Equity Investment of subsidiaries:		
	49,000 (March 31, 2022: 49,000) equity shares of INR 10 each in Sterling Holidays (Ooty) Limited	73.48	73.48
	49,000 (March 31, 2022: 49,000) equity shares of INR 10 each in Sterling Holiday Resorts (Kodaikanal) Limited	116.68	116.68
	147,578 (March 31, 2022: 147,578) equity shares of INR 100 each in Nature Trails Resorts Private Limited	1,785.01	1,785.01
	Unquoted Equity Investments at FVTPL (fully paid)		
	In Equity Investment of other entities:		
	100,000 (March 31, 2022: 100,000) equity shares of Sterling Holiday Finvest Limited	-	-
	100,000 (March 31, 2022: 100,000) equity shares of Sterling Securities & Futures Limited	-	-
	520,000 (March 31, 2022: 520,000) equity shares of Sterling Resorts Home Finance Limited	-	-
	700,000 (March 31, 2022: 700,000) equity shares of Sterling Holiday Financial Services Limited	-	-
	Investment in no. of teak units:		
	28,765 (March 31, 2022: 28,765) equity shares of Sterling Tree-Magnum (India) Limited	-	-
	Quoted Equity investments at FVTPL (fully paid)		
	1,100 (March 31, 2022: 1,100) equity shares of INR 10 each in Tourism Finance Corporation of India Limited	0.55	0.65
	Total	1,975.72	1,975.82
	Aggregate amount of quoted investments and market value thereof	0.55	0.65
	Aggregate value of unquoted investments	1,975.17	1,975.17
	Aggregate amount of impairment in the value of investments	1,426.08	1,426.08

Note: During the previous year, as a resullt of impact of COVID 19, the Company had performed an impairment analysis on its non-current investments. Basis the approved business plan, projected cashflows from operations of the subsidiaries, the Company has identified an impairment of INR 281.08 lakhs towards investment in Nature Trails Resorts Private Limited. The impairment loss was recognised in statement of profit and loss during the previous year. During the year, the Company had performed impairment analysis, based on the analysis, the Company considers no impairment loss/reversals required to be made on the non-current investments.

		As at March 31, 2023	As at March 31, 2022
7(b)	**Current Investments**		
	Quoted investments at FVTPL		
	Investements in Mutual funds		
	10,985 (March 31, 2022: 10,985) units of TATA Floater Fund - Growth	367.75	351.16
	Nil (March 31, 2022: 16,58,099) units of IDFC Low Duration Fund - Reg - Growth	-	519.94
	140,560 (March 31, 2022: 140,650) units of ABSL Money Manager Fund - Reg - Growth	440.27	416.71
	11,559 (March 31, 2022: 11,559) units of Kotak Money Market - Reg - Growth	439.59	416.17
	1,556,358 (March 31, 2022: 783,690) units of ABSL Short Term Fund - Reg - Growth	624.13	300.15
	822,293 (March 31, 2022: 822,293) units of Kotak Bond Fund - Reg - Growth	362.86	350.19
	Nil (March 31, 2022: 1,340,082) units of HDFC Corporate Bond Fund - Reg - Growth	-	350.20
	235,831 (March 31, 2022: Nil) units of Kotak Bond Short Fund - Reg - Growth	104.13	-
	377,451 (March 31, 2022: Nil) units of Kotak Banking and PSU Debt Fund - Reg - Growth	207.90	-
	595,045 (March 31, 2022: Nil) units of Nippon India Banking and PSU Debt Fund - Reg - Growth	104.13	-
	2,912 (March 31, 2022: Nil) units of Nippon India Money Market Fund - Reg - Growth	102.27	-
	108,136 (March 31, 2022: Nil) units of ABSLCorporate Bond Fund - Reg - Growth-Short Term Fund	102.06	-
	375,130 (March 31, 2022: Nil) units of ICICI Prudential Banking and PSU Debt Fund	103.33	-
	1,244,247 (March 31, 2022: Nil) units of ICICI Prudential Corporate Bond Fund - Reg - Growth	310.71	-
	44,569 (March 31, 2022: Nil) units of ICICI Prudential Savings Fund	203.90	-
	809,641 (March 31, 2022: Nil) units of ICICI Prudential Short Term Fund	409.31	-
	Total	3,882.34	2,704.52
	Aggregate amount of quoted investments and market value thereof	3,882.34	2,704.52
8(a)	**Trade receivables non-current**		
	Considered good - Unsecured	146.82	226.22
8(b)	**Trade receivables - current**		
	Considered good - Unsecured	2,861.33	3,129.19
	Credit impaired	65.30	109.28
		2,926.63	**3,238.47**
	Less: Loss allowance (refer note 39)	(65.30)	(109.28)
	Total	**2,861.33**	**3,129.19**
	Current portion	2,861.33	3,129.19
	Non-current portion	146.82	226.22
	Of the above, trade receivables from related parties are as below:		
	Total trade receivables from related parties (Refer note 43)	14.95	8.46
	Less: Loss allowance	-	-
	Net trade receivables from related parties	14.95	8.46

From an accounting perspective, revenue is recognised only when it is probable that the economic benefits associated with the transaction will flow to the Company. If a member is considered as a overdue member, he is not allowed to use the benefits of membership until the overdue amount is regularised or fully paid in that relevant period. The company proceeds to evaluate cancellation of such contracts and adjusts such overdue customer's unbilled receivables against deferred income.

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(All amounts in INR lakhs, unless otherwise stated)

8(b) Trade receivables (contd.)

Ageing of trade receivables

As at March 31, 2022

		Outstanding for following periods from due date of payment					
	Unbilled dues	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade Receivables							
Considered good	1,889.29	665.02	299.33	265.21	74.43	52.83	3,246.11
Significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	0.50	3.28	4.88	35.74	7.82	57.07	109.29
Disputed Trade Receivables							
Considered good	-	-	-	-	-	-	-
Significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
	1,889.79	668.30	304.21	300.95	82.25	109.90	3,355.40

As at March 31, 2023

		Outstanding for following periods from due date of payment					
	Unbilled dues	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Undisputed Trade Receivables							
Considered good	2,322.67	348.35	94.05	77.83	41.96	58.00	2,942.85
Significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	0.82	2.75	0.09	11.66	26.93	23.04	65.30
Disputed Trade Receivables							
Considered good	-	-	-	-	-	-	-
Significant increase in credit risk	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
	2,323.49	351.10	94.14	89.49	68.89	81.04	3,008.15

	As at March 31, 2023		As at March 31, 2022	
	Current	Non current	Current	Non current
9 Loans				
Loans to related parties				
Loans to subsidiaries - Unsecured, considered good (Refer note 43)	3,361.89	-	3,968.32	-
Interest accrued on loans to subsidiaries (Refer note 43)	928.50	-	716.20	-
Other loans				
Employee advances	7.32	-	6.60	-
Total	4,297.71	-	4,691.12	-

	As at March 31, 2023		As at March 31, 2022	
10 Other financial assets	Current	Non current	Current	Non current
Security deposits	44.37	521.06	-	584.10
Other receivables	65.05	-	71.38	-
Bank deposits with more than 12 months original maturity	118.39	-	19.05	-
Total	227.81	521.06	90.43	584.10

	As at March 31, 2023	As at March 31, 2022
11 Other tax assets (net)		
TDS receivable net of provision for tax	2,108.58	1,636.40

	As at March 31, 2023		As at March 31, 2022	
	Current	Non current	Current	Non current
12 Deferred acquisition cost*	876.11	8,824.20	649.34	8,438.09

*Deferred acquisition cost relates to incremental costs of acquisition of the member that are deferred over the period of effective membership. Incremental costs are those that would not have been incurred if the contract was not obtained. Also Refer note 53.

	As at March 31, 2023	As at March 31, 2022
13 Other non-current assets		
Prepaid expenses	21.72	148.06
Receivable on sale of fixed assets (Refer note 46(b))	597.59	597.59
Capital advances		
- Considered good	4.23	35.18
- Considered doubtful	-	2.30
	4.23	37.48
- Less: Loss allowance	-	(2.30)
	4.23	35.18
Total	623.54	780.83

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(All amounts in INR lakhs, unless otherwise stated)

14	**Inventories**		
	Food and beverages	52.20	36.53
	Operating supplies	63.86	35.19
	Total	116.06	71.72

15	**Cash and cash equivalents**		
	Balances with banks on current account	3,784.11	634.07
	Cash on hand	20.94	12.70
	Total	3,805.05	646.77

		As at March 31, 2023	As at March 31, 2022
16	**Bank balances other than cash and cash equivalents**		
	Deposits with original maturity of more than 3 months but less than 12 months	5,308.55	1,072.12
17	**Other current assets**		
	Prepaid expenses	249.81	200.04
	Advances to vendors		
	Considered good	223.62	96.52
	Considered doubtful	23.05	38.12
		246.67	134.64
	Less: Loss allowance	(23.05)	(38.12)
		223.62	96.52
	Balances with government authorities	216.66	373.83
	Total	690.09	670.39

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18 Equity share capital

Authorised	March 31, 2023	March 31, 2022
400 lakhs (March 31, 2022: 400 lakhs) equity shares of Rs.10 each	4,000.00	4,000.00
Issued, subscribed and paid-up		
290.50 lakhs (March 31, 2022: 290.50 lakhs) equity shares of Rs.10 each	2,905.00	2,905.00
As at March 31, 2023	**2,905.00**	**2,905.00**

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

	March 31, 2023		March 31, 2022	
	Number *in lakhs*	Amount *in lakhs*	Number *in lakhs*	Amount *in lakhs*
Equity shares				
At the commencement of the year	290.50	2,905.00	290.50	2,905.00
Shares issued during the year	-	-	-	-
At the end of the year	**290.50**	**2,905.00**	**290.50**	**2,905.00**

All issued shares are fully paid up.

Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets on winding up. The equity shares are entitled to receive dividend as declared from time to time. The dividend proposed, if any, by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The voting rights of an equity shareholder are in proportion to his/its share of the paid-up equity share capital of the Company. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, in proportion to the number of equity shares held.

Shares held by holding/ultimate holding company (i.e., parent of the Group) and/or their subsidiaries/associates

	March 31, 2023		March 31, 2022	
	Number *in lakhs*	Amount *in lakhs*	Number *in lakhs*	Amount *in lakhs*
Equity shares of INR 10 each held by the holding company	290.50	2,905.00	290.50	2,905.00

Particulars of shareholders holding more than 5% shares of a class of shares

	March 31, 2023		March 31, 2022	
	Number *in lakhs*	% of total shares in class	Number *in lakhs*	% of total shares in class
Equity shares of Rs. 10 each held by				
Thomas Cook (India) Limited and its nominees (holding company)	290.50	100%	290.50	100%

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(All amounts in INR lakhs, unless otherwise stated)

		As at March 31, 2023	As at March 31, 2022
19	**Other equity - Reserves and surplus**		
	Securities premium	32,057.94	32,057.94
	General reserve	4.70	4.70
	Retained earnings	(40,574.83)	(48,668.01)
	Total	**(8,512.19)**	**(16,605.37)**
	Movement in reserves and surplus balances is as follows :		
	a) Securities premium		
	Opening balance	32,057.94	32,057.94
	Additions during the year	-	-
	Closing balance	**32,057.94**	**32,057.94**
	b) General reserve		
	Opening balance	4.70	4.70
	Additions during the year	-	-
	Closing balance	**4.70**	**4.70**
	c) Retained earnings		
	Opening balance	(48,668.01)	(52,601.10)
	Profit for the year	5,540.69	4,016.79
	Items of other comprehensive income recognised directly in retained earnings		
	Actuarial (loss)	(117.07)	(83.70)
	Revaluation reserve	2,669.56	-
	Closing balance	**(40,574.83)**	**(48,668.01)**

Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act,2013

General reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific requirements of Companies Act, 2013.

Retained earnings

Retained earnings represents the amount of accumulated earnings of the Company

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(All amounts in INR lakhs, unless otherwise stated)

20 Other reserves

	Share options outstanding account	Remeasurement of defined benefit plans (Other comprehensive income)	Revaluation Reserve	Total
As at April 1, 2021	**1,592.89**	**-**	**51,403.88**	**52,996.77**
Additions during the year	187.01	(83.70)	-	103.31
Income tax effect on revaluation of property, plant & equipment	-	-	896.15	896.15
Transferred to retained earnings	-	83.70	-	83.70
As at March 31, 2022	**1,779.90**	**-**	**52,300.03**	**54,079.93**
Additions during the year	188.90	(117.07)	-	71.83
Income tax effect on revaluation of property, plant & equipment	-	-	100.09	100.09
Transferred to retained earnings	-	117.07	(2,669.56)	(2,552.49)
As at March 31, 2023	**1,968.80**	**-**	**49,730.56**	**51,699.36**

Share options outstanding account

Share options outstanding account is used for recognising the grant date fair value of the share options issued to the employees under the Employee Share Option Scheme in addition to the fair value of the options issued to the employees of the Company by the holding company (Thomas Cook (India) Limited) as per Ind AS 102.

Revaluation reserve

The Company had changed its accounting policy on measurement of land from cost model to revaluation model w.e.f. April 1, 2018. Land was recognized at fair value based on valuations by external independent valuers performed on April 1, 2018 and subsequently remeasured on March 31, 2021. Consequently, any increase in the carrying amount arising on revaluation of land are recognized, net of tax, in other comprehensive income and accumulated in other reserves in shareholders' equity. Refer Note 52.

Remeasurement of defined benefit plans

Remeasurement of defined benefit plans represents remeasurement of the net defined benefit liabilities comprise of actuarial gain / loss.

Movement in revaluation reserve	Amount
As at March 31, 2021	**51,403.88**
Revaluation surplus during the year	-
Income tax effect	896.15
As at March 31, 2022	**52,300.03**
Revaluation surplus during the year	-
Transfer to retained earnings	(2,669.56)
Income tax effect	100.09
As at March 31, 2023	**49,730.56**

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		As at March 31, 2023	As at March 31, 2022
21(a)	**Non-current borrowings**		
	Term loan		
	- From banks		
	Secured bank loans (Refer note (i) below)	760.85	2,270.26
	Optionally convertible cumulative redeemable preference shares (OCCRPS) (Refer note (ii) below)	30.30	30.30
	Total	**791.15**	**2,300.56**
21(b)	**Current borrowings**		
	Loans from banks		
	Current portion of secured bank loans	1,492.17	1,653.19
	Interest accrued but not due on borrowings	15.60	26.60
	Secured short-term working capital loan (Refer note (iii) below)	-	934.00
	Total	**1,507.77**	**2,613.79**

Notes:

(i) **Secured bank loans**

a Loan amounting to Rs. 4,950.00 lakhs (net of processing fees) from HDFC Bank Limited is secured by way of hypothecation of movable fixed assets acquired through the term loan at resorts namely Mussoorie, Manali, Darjeeling, Ooty Fern Hill and Kodai Valley View and by way of pledge of immovable properties at Mussoorie and Yercaud. The loan is repayable in 24 equal quarterly instalments including a moratorium of 12 months from the date of loan (January 4, 2016) along with interest rate of 11% p.a. The loan amount outstanding as at year end is Rs. 529.89 lakhs (March 31, 2022: Rs. 1,355.69 lakhs). Entire loan outstanding is repayable within 1 year from the balance sheet date.

b Loan amounting to Rs 350 lakhs from HDFC Bank Limited is repayable in 20 quarterly instalments commencing from February 25, 2018 along with an interest rate of 8.95% p.a. linked to 1 year MCLR with annual reset. The loan is secured by way of exclusive charge on the movable fixed assets financed out of the loan and further secured by extension of existing mortgage at Mussoorie and negative lien on property at Yercaud. The loan amount outstanding as at year end is Rs. 24.83 lakhs (March 31, 2022: Rs. 95 lakhs).Entire loan outstanding is repayable within 1 year from the balance sheet date.

c Loan amounting to Rs. 16.77 lakhs from HDFC Bank Limited is secured by way of hypothecation of underlying vehicle is repayable in 36 equated monthly instalments including a moratorium of 3 months commencing from July 1, 2020 along with an interest rate of 10.00% p.a.. The loan amount outstanding as at year end is Rs. 2.51 lakhs (March 31, 2022: Rs. 8.87 lakhs).Entire loan outstanding is repayable within 1 year from the balance sheet date.

d Loan amounting to Rs. 738 lakhs from HDFC Bank Limited availed in October 2020 is repayable in 48 quarterly instalments including a moratorium of 12 months from the date of loan along with an interest rate of 8.25% p.a.. The loan is secured by way of exclusive charge on the movable fixed assets financed out of the loan and further secured by extension of existing mortgage at Mussorie and negative lien of the perperty at Yercaud. The loan amount outstanding as at year end is Rs. 389.50 lakhs (March 31, 2022: Rs. 635.50 lakhs). Out of this loan, Rs. 246.00 lakhs (March 31, 2022: Rs. 246.00 lakhs) is repayable within 1 year and the balance amount of Rs. 143.50 lakhs (March 31, 2022: Rs. 389.50 lakhs) is repayable after 1 year from the balance sheet date.

e Loan amounting to Rs. 155 lakhs from HDFC Bank Limited availed in December 2020 is repayable in 48 quarterly instalments including a moratorium of 12 months from the date of loan along with an interest rate of 8.25% p.a.. The loan is secured by way of exclusive charge on the movable fixed assets financed out of the loan and further secured by extension of existing mortgage at Mussorie and negative lien of the perperty at Yercaud. The loan amount outstanding as at year end is Rs. 90.41 lakhs (March 31, 2022: Rs. 142.08 lakhs). Out of this loan, Rs. 51.66 lakhs (March 31, 2022: 51.67) is repayable within 1 year and the balance amount of Rs. 38.75 lakhs (March 31, 2022: Rs. 90.41 lakhs) is repayable after 1 year from the balance sheet date.

f Loan amounting to Rs. 1,287 lakhs (net of processing fees) from HDFC Limited availed in March 2021 is repayable in 36 quarterly instalments from the date of loan along with an interest rate of 11% p.a.. The loan is secured by way of resort properties situated at Kodai Lake View. The loan amount outstanding as at year end is Rs. 479.12 lakhs (March 31, 2022: 906.72 lakhs). Entire loan outstanding is repayable within 1 year from the balance sheet date.

g Loan amounting to Rs. 737 lakhs from HDFC Bank Limited availed in May 2021 is repayable in 48 quarterly instalments including a moratorium of 24 months from the date of loan along with an interest rate of 7.50% p.a.. The loan is secured by way of exclusive charge on the movable fixed assets financed out of the loan and further secured by extension of existing mortgage at Mussorie and negative lien of the perperty at Yercaud. Out of this loan, Rs. 153.54 lakhs (March 31, 2022: Nil lakhs) is repayable within 1 year and the balance amount of Rs. 583.45 (March 31, 2022: Rs. 737 lakhs) repayable after 1 year from the balance sheet date.

(ii) **Optionally convertible cumulative redeemable preference shares (OCCRPS)**

The Company issued 303,000 Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of Rs.10 each to its parent company Thomas Cook (India) Limited in April 2018. The OCCRPS carries a fixed Cumulative dividend at a rate of 8.5% payable from the date of allotment. Every 303,000 OCCRPS shall be converted at the option of the Company into 10 equity shares of Rs.10 each. Such conversion shall be at the option of the Company at any time after 1 year from the date of allotment of shares but not later than 7 years from the date of allotment. The redemption shall be made out of the profits of the Company or proceeds of fresh issue of shares made for the purpose of redemption. The conversion will result in allotment of 10,000 equity shares of Rs.10 each. As per the terms of the OCCRPS, there is a contractual obligation to deliver cash to the holder (dividend is non-discretionary). The holder does not have the right to convert the instrument into equity shares any time during the tenure of the preference shares, right to conversion lies with the issuer. Further, the OCCRPS is neither a derivative instrument, nor does it fall within the scope of puttable instruments. Therefore, the OCCRPS has been classified as a financial liability. The corresponding dividend paid or accrued has been disclosed as finance cost.

(iii) **Short-term working capital loan**

During the year, the Company had settled working capital loan (March 31, 2022: Rs.934 lakhs) from HDFC Bank that had an interest rate of 10.00% p.a. and was secured by charge on current and movable fixed assets and was further secured by extension of collateral property at Mussoorie and negative lien on property located at Yercaud.

(iv) The carrying amounts of certain financial and non-financial assets pledged as security for non-current borrowings are disclosed in Note 50.

(v) Owing to the losses in past years, the Company has not complied on certain financial covenants with respect to loans availed from HDFC Bank in the previous years and in the current year. However, based on the review of periodic filings made by the Company to the Bank, the Bank has continued with the facilities, has not placed any demand on the loans and the facility was renewed during the year. Accordingly, the Company continues to classify these loans as current and non-current based on the original maturity.

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(All amounts in INR lakhs, unless otherwise stated)

21(c) Reconciliation of movement of liabilities to cash flows arising from financing activities

Particulars	March 31, 2023	March 31, 2022
Term loan and other borrowings	2,283.32	3,953.75
Working capital loans	-	934.00
Total	2,283.32	4,887.75

Particulars	Current borrowings	Non-current borrowings	Total
Balance as at April 1, 2021	1,000.00	4,570.01	5,570.01
Proceeds from loans and borrowings	-	772.00	772.00
Repayment of borrowings	(66.00)	(1,424.86)	(1,490.86)
Non-cash changes			
- Impact of effective interest amortisation	-	36.60	36.60
Balance as at March 31, 2022	934.00	3,953.75	4,887.75
Repayment of borrowings	(934.00)	(1,682.59)	(2,616.59)
Non-cash changes			
- Impact of effective interest amortisation	-	12.16	12.16
Balance as at March 31, 2023	-	2,283.32	2,283.32

	As at March 31, 2023	As at March 31, 2022
22 Other financial liabilities		
22(a) Non-current		
Creditors for capital expenditure	8.79	4.91
Retention payable	15.14	8.58
Total	23.93	13.49
22(b) Current		
Dividend payable on optionally convertible cumulative redeemable preference shares	12.76	10.23
Creditors for capital expenditure	22.78	26.78
Retention payable	16.06	45.03
Security deposits	39.62	75.13
Interest payable to micro enterprises and small enterprises (Refer note 48)	27.52	27.53
Other liabilities	52.01	179.31
Total	170.75	364.01

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STERLING HOLIDAY RESORTS LIMITED CHENNAI

(All amounts in INR lakhs, unless otherwise stated)

23 Provision for employee benefit obligations

	As at March 31, 2023			As at March 31, 2022		
	Current	Non-current	Total	Current	Non-current	Total
Compensated absences	88.64	65.10	153.74	74.55	57.56	132.11
Gratuity	225.90	396.57	622.47	144.98	322.48	467.46
Total	314.54	461.67	776.21	219.53	380.04	599.57

(I) Compensated absences

	March 31, 2023	March 31, 2022
Current compensated absences expected to be settled within the next 12 months	88.64	74.55

(II) Post employment obligations

a) Gratuity

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised fund. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2022	529.20	24.65	504.55
Current service cost	57.38	-	57.38
Past service cost	-	-	-
Interest expense/(income)	32.75	1.68	31.07
Total amount recognised in profit or loss	90.13	1.68	88.46
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(19.27)	19.27
(Gain)/loss from change in demographic assumptions	(16.50)	-	(16.50)
(Gain)/loss from change in financial assumptions	49.60	-	49.60
Experience (gains)/losses	64.70	-	64.70
Changes in asset ceiling excluding amounts included in interest expense	-	-	-
Total amount recognised in other comprehensive income	97.80	(19.27)	117.07
Employer contributions	(87.48)	83.49	(170.97)
Benefit payments	-	(83.37)	83.37
March 31, 2023	629.65	7.18	622.47

	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2021	490.76	52.34	438.42
Current service cost	50.88	-	50.88
Past service cost	-	-	-
Interest expense/(income)	27.89	3.34	24.55
Total amount recognised in profit or loss	78.77	3.34	75.43
Remeasurements			
Return on plan assets, excluding amounts included in interest expense/(income)	-	(6.24)	6.24
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	(5.98)	-	(5.98)
Experience (gains)/losses	92.41	-	92.41
Changes in asset ceiling excluding amounts included in	-	-	-
Total amount recognised in other comprehensive	86.43	(6.24)	92.67
Employer contributions	(71.67)	46.88	(118.55)
Benefit payments	(55.09)	(71.67)	16.58
March 31, 2021	529.20	24.65	504.54

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23 Provision for employee benefit obligations (contd.)

The net liability disclosed above relates to funded and unfunded plans are as follows:

	March 31, 2023	March 31, 2022
Present value of funded obligations	629.65	492.10
Fair value of plan assets	7.18	24.65
Deficit of funded plan	622.47	467.45
Current benefit obligation	225.90	144.98
Non-current benefit obligation	396.57	322.47
Unfunded plans	-	-
Deficit of gratuity plan	622.47	467.45

(iii) Defined contribution plans

The Company has also certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contribution plan is INR 379.60 lakhs (March 31, 2022: INR 407.09 lakhs).

(iv) Principal actuarial assumptions used in valuation of Gratuity

	March 31, 2023	March 31, 2022
Discount rate	7.27%	6.81%
Expected rate of return on plan assets	7.27%	6.81%
Salary growth rate	8.00%	5.00%
Attrition rate	43.00%	30.00%

Estimates of future salary increases considered in actuarial valuation takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in employment market

(v) Sensitivity Analysis

a) Gratuity

	March 31, 2023	March 31, 2022
Discount rate:		
+ 100 basis points	(12.66)	(14.23)
- 100 basis points	13.30	15.13
Salary escalation rate:		
+ 100 basis points	15.36	17.48
- 100 basis points	(14.91)	(16.74)

b) Compensated absences

	March 31, 2023	March 31, 2022
Discount rate:		
+ 100 basis points	(2.98)	(3.67)
- 100 basis points	3.10	4.17
Salary escalation rate:		
+ 100 basis points	3.98	3.76
- 100 basis points	(3.90)	(3.41)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to the significant actuarial assumptions, the same method (present value of defined benefit obligation calculated using the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability in the balance sheet.

The methods and types of assumption used in preparing the sensitivity analysis did not change compared to the prior period.

(vi) Risk exposure

The Company's gratuity fund is maintained by an approved trust (Life Insurance Corporation of India). A large portion of the investment made by LIC is in government bonds and securities and other approved securities. Hence, the Company is not exposed to the risk of asset volatility as at the balance sheet date.

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(All amounts in INR lakhs, unless otherwise stated)

24 Deferred tax

The balance comprises temporary differences attributable to:

	As at March 31, 2023	As at March 31, 2022
Property, plant and equipment	3,786.76	3,654.99
On account of land revaluation	3,342.55	3,442.64
MTM gain on investements	63.46	-
Total deferred tax liabilities	**7,192.77**	**7,097.63**
Set-off of deferred tax liabilities pursuant to set-off provisions	7,192.77	7,097.63
Deferred tax liability as per the balance sheet	-	-
Net unrecognised deferred tax liabilities	-	-
Unabsorbed depreciation allowance and business loss carried forward	9,085.94	9,783.36
Provision for employee benefits	243.56	150.90
Provision for doubtful debts	35.14	27.50
Total deferred tax assets	**9,364.64**	**9,961.76**
Set-off of deferred tax liabilities pursuant to set-off provisions	7,192.77	7,097.63
Deferred tax asset as per the balance sheet	-	-
Net unrecognised deferred tax assets	**2,171.87**	**2,864.13**

Movement in deferred tax liabilities:

	Property, plant and equipment and MTM gain on investments	On account of land revaluation	Unabsorbed depreciation allowance and business loss carried forward	Provision for employee benefits	Provision for doubtful debts	Total
At April 1, 2021	**(3,911.14)**	**(4,338.79)**	**8,935.24**	**219.62**	**459.47**	**1,364.40**
charged/(credited):						
- to profit or loss	-	-	(896.15)	-	-	(896.15)
- unrecognised deferred tax assets for the year	256.15	-	1,744.26	(68.72)	(431.97)	1,499.72
- to other comprehensive income	-	896.15	-	-	-	896.15
At March 31, 2022	**(3,654.99)**	**(3,442.64)**	**9,783.35**	**150.90**	**27.50**	**2,864.12**
Charged/(Credited):						
- to profit or loss	-	-	(100.09)	-	-	(100.09)
- unrecognised deferred tax assets for the year	(195.23)	-	(597.33)	92.66	7.64	(692.26)
- to other comprehensive income	-	100.09	-	-	-	100.09
At March 31, 2023	**(3,850.22)**	**(3,342.55)**	**9,085.94**	**243.56**	**35.14**	**2,171.87**

The Company had recognized deferred tax asset on carried forward losses only to the extent of deferred tax liabilities. Deferred tax assets and deferred tax liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority.

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(All amounts in INR lakhs, unless otherwise stated)

25 Other non-current liabilities - Deferred revenue

Contract liability - Deferred income (Refer note 54)	66,437.75	66,675.50
Contract liability - Advance received from customers (Refer note 54)	463.26	245.84
Total	66,901.01	66,921.34

26 Trade payables

Dues to micro enterprises and small enterprises (Refer note 48)	183.17	87.88
Dues to creditors other than micro enterprises and small enterprises	2,450.07	2,181.70
Total	2,633.24	2,269.58
Of the above, trade payables to related parties: (Refer note 43(h))	19.02	4.95

Micro and small enterprises have been identified by the Company on the basis of the information available with the Company.
The Company's exposure to liquidity risks related to trade payables is disclosed in note 39.

Ageing schedule

As at March 31, 2022

	Not due	Outstanding for following periods from due date of payment: Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Total outstanding dues of micro, small and medium enterprises	-	87.88	-	-	-	87.88
Total outstanding dues of creditors other than micro, small and medium enterprises	1,430.15	744.23	-	-	7.32	2,181.70
Disputed dues of micro, small and medium enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro, small and medium enterprises	-	-	-	-	-	-
	1,430.15	832.11	-	-	7.32	2,269.58

As at March 31, 2023

	Not due	Outstanding for following periods from due date of payment: Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
Total outstanding dues of micro, small and medium enterprises	157.12	26.05	-	-	-	183.17
Total outstanding dues of creditors other than micro, small and medium enterprises	1,487.07	947.97	7.79	7.23	-	2,450.05
Disputed dues of micro, small and medium enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro, small and medium enterprises	-	-	-	-	-	-
	1,644.19	974.02	7.79	7.23	-	2,633.23

27 Other provisions

Provision for stamp duty (Refer note below)	493.79	1,000.00
Total	493.79	1,000.00

Note:

Pursuant to the Composite scheme of arrangement and amalgamation referred in note 48, the immovable properties of the demerged undertaking (Timeshare & Resorts business) are transferred to the Company. The Company has immovable properties in various states. As per the laws prevalent in the respective states, stamp duty is applicable on such transfer of properties.The Company has assessed and accounted provision based on independent legal advice.During the year, this litigation is settled through Maharashtra amesty scheme.The Company had paid the amount as per scheme and adjusted provision accordingly.

28 Other current liabilities - Deferred revenue

Contract liability - Deferred income (Refer note 54)	3,388.26	3,287.71
Contract liability - Advance received from customers (Refer note 54)	2,346.87	1,691.21
Total	5,735.13	4,978.92

29 Other current liabilities - Others

Salaries, wages, bonus and employee payables	762.78	613.85
Statutory liabilities	637.48	588.84
Advance received towards management & brand fees	160.23	-
Total	1,560.49	1,202.69

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		Year ended March 31, 2023	Year ended March 31, 2022
30	**Revenue from operations**		
	Revenue from contract with customers		
	Income from sale of membership:		
	- Membership fee/Admission fees (net of provision for cancellation) (refer notes below)	5,963.01	9,152.97
	- Annual subscription fees/ Annual amenity charges	4,824.21	3,993.99
	Income from resorts:		
	- Room rentals	14,215.47	7,528.39
	- Others	2,090.95	794.18
	- Management contract income	445.62	236.75
	-Food and beverages	4,360.04	2,597.98
	Other operating revenues		
	Service charges	232.76	155.38
	Interest income on installment sales	50.51	89.11
	Total	**32,182.57**	**24,548.75**

Disaggregation of revenue from contracts with customers

The Company derives income from sale of membership fee over a period of time and income from resorts at a point in time.

At a point in time	21,344.84	11,312.68
Over a period of time	10,837.73	13,236.07
Total Revenue from contract with customers	**32,182.57**	**24,548.75**

Notes:

a) The Company uses the historical trends/yield precentage to determine the provision for cancellation of contracts (i.e, the expected number of contracts which will be eventually cancelled) and accounts this as a reduction in revenue since it is attributable to uncertainty in collection. Based on this estimate, the Company has made a provision of Rs. 70.70 lakhs (March 31, 2022: Rs. 100.34 lakhs).

b) During the year, the Company has cancelled certain membership contracts of members who have defaulted in payment of certain EMIs and / or Annual amenity charges (AAC) / Annual subscription fees (ASF) for past periods. The Company has assessed the contractual terms and on the basis of legal advice has established their bona fide to cancel these membership contracts. Consequentially, there has been a write-back of deferred income (net of receivables) Rs. 1,333.80 lakhs (March 31, 2022: Rs. 4,914.40 lakhs) and write-off of the related unamortised cost Rs. 429.37 lakhs (March 31, 2022: Rs. 890.37 lakhs). (also refer note 54).

31	**Other income**		
	Interest income on:		
	- Loans and advances to related parties	360.59	340.09
	- Deposits with bank	140.43	21.95
	- Income tax refund	-	58.66
	- Others	80.86	50.54
	Profit on sale of property, plant and equipment (net)	83.14	-
	Net gain on financial assets measured at fair value through profit or loss	127.70	63.53
	Rental income	494.41	214.65
	Management fees	821.08	757.83
	Income from skill development training	41.72	131.25
	Provision/Liabilities no longer required written back	171.52	87.35
	Gain on variable lease payments	27.03	173.42
	Income from termination of lease contracts	-	3.12
	Miscellaneous income	94.77	6.72
	Total	**2,443.25**	**1,909.11**
32	**Cost of materials consumed**		
	Inventory at the beginning of the year	36.53	39.57
	Add: Purchases	1,856.57	1,065.00
	Less: Inventory at the end of the year	52.20	36.53
	Cost of materials consumed	**1,840.90**	**1,068.04**

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(All amounts in INR lakhs, unless otherwise stated)

		Year ended March 31, 2023	Year ended March 31, 2022
33	**Employee benefits expense**		
	Salaries, wages and bonus	9,259.72	6,397.29
	Contribution to provident and other funds	545.22	426.60
	Employee share-based payment expense	118.85	121.24
	Compensated absences	83.73	82.67
	Staff welfare expenses	747.36	442.63
	Total	**10,754.88**	**7,470.43**
34	**Finance costs**		
	Interest and finance charges on financial liabilities measured at amortized cost	396.16	516.24
	Interest on lease liabilities	557.58	630.46
	Bank charges	429.54	265.81
	Dividend on OCCRPS	2.53	2.58
	Total	**1,385.81**	**1,415.09**
35	**Depreciation and amortisation expenses**		
	Depreciation of property, plant and equipment	1,895.68	1,967.90
	Amortisation of intangible assets	417.78	304.22
	Depreciation of right of use assets	1,283.91	1,491.79
	Total	**3,597.37**	**3,763.91**
36	**Other expenses**		
	Consumption of stores and spares	486.82	240.33
	Power and fuel	1,731.19	1,217.83
	Rent	681.64	216.32
	Repairs and maintenance:		
	-Buildings	384.89	146.84
	-Plant and machinery	470.48	260.43
	-Others	392.54	358.47
	Insurance	77.76	83.61
	Business support expenses	527.54	75.69
	Rates and taxes	286.08	186.03
	Guest supplies	380.97	183.52
	Laundry expenses	233.08	153.12
	Communication	224.70	195.14
	Recruitment and training	37.88	58.33
	Travel and tours	534.12	236.88
	Legal and professional	672.71	548.85
	Directors' sitting fees	18.70	23.34
	Payment to statutory auditors:		
	As Auditor:		
	- Statutory audit	20.46	12.00
	- Limited review	22.00	22.00
	For other audit services:		
	- Other services	2.49	-
	-Reimbursement of expenses	6.12	1.69
	Travel and conveyance	404.17	225.32
	Security charges	287.24	248.16
	Water charges	125.83	85.71
	Sales commission	1,952.63	1,862.97
	Sales promotion	671.49	525.02
	Provision for doubtful advances	127.30	29.47
	Loss on sale of property, plant and equipment (net)	-	16.45
	Impairment of investment in subsidiary	-	281.08
	Captial work in progress written off	-	6.99
	Printing and stationery	58.49	33.22
	Miscellaneous expenses	586.76	365.58
	Total	**11,406.08**	**7,900.39**

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STERLING HOLIDAY RESORTS LIMITED ★ CHENNAI

(All amounts in INR lakhs, unless otherwise stated)

	Year ended March 31, 2023	Year ended March 31, 2022
37 Income tax expenses		
a) Amount recognised in profit or loss		
Current tax		
Current tax for the year	-	-
Fringe benefit tax related to prior years	-	(72.94)
Total	-	(72.94)
Deferred tax expense		
(Increase)/Decrease in deferred tax assets	100.09	896.15
Increase/(Decrease) in deferred tax liabilities	-	-
Total	100.09	896.15
Total tax expense/(benefit)	100.09	823.21
b) Reconciliation of tax expense and the accounting profit multiplied by Company's domestic Tax Rate:		
Profit before income tax expense	5,640.78	4,840.00
Tax expense computed at Indian Tax rate of 25.168% (Previous year: 25.168%)	1,419.67	1,218.13
Net Tax effects of amount which are deductible in calculating taxable income - other than temporary differences	(1,419.67)	(1,218.13)
	-	-
Unrecognised deferred tax assets for the year	-	-
Deferred tax asset recognised / (derecognised) on brought forward losses	100.09	896.15
Decrease in deferred tax liability on account of indexation of land	-	-
Tax income	100.09	896.15
Tax losses		
Unused tax losses for which no deferred tax assets have been recognised	8,632.86	11,380.00
Potential tax benefit at 25.168% (Previous year: 25.168%)	2,172.72	2,864.12

Tax losses available

Date of expiry to carry forward	**As at March 31, 2023**	**As at March 31, 2023**
31-Mar-30	-	183.41
31-Mar-29	4,912.93	4,912.93
31-Mar-28	1,423.17	1,449.31
31-Mar-27	2,296.76	4,355.75
31-Mar-26	-	-
31-Mar-24	-	478.60
Total	8,632.86	11,380.00

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38 Fair value measurements

Financial instruments by category

	As at March 31, 2023			As at March 31, 2022		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	3,882.89	-	-	2,705.17	-	-
Trade receivables	-	-	3,008.15	-	-	3,355.41
Loans	-	-	3,361.89	-	-	3,968.32
Interest accrued on loans and advances to related parties	-	-	928.50	-	-	716.20
Employee advances	-	-	7.32	-	-	6.60
Cash and cash equivalents	-	-	3,805.05	-	-	646.77
Other bank balances	-	-	5,308.55	-	-	1,072.12
Bank deposits with more than 12 months maturity	-	-	118.39	-	-	-
Security deposits	-	-	565.43	-	-	584.10
Other receivables	-	-	65.05	-	-	71.38
Total financial assets	3,882.89	-	17,168.33	2,705.17	-	10,420.90
Financial liabilities						
Borrowings	-	-	2,298.92	-	-	4,914.35
Trade payables	-	-	2,633.24	-	-	2,269.58
Capital creditors	-	-	46.71	-	-	31.69
Security deposits	-	-	39.62	-	-	75.13
Other liabilities	-	-	79.53	-	-	206.84
Lease liabilities	-	-	-	-	-	-
Total financial liabilities	-	-	5,098.02	-	-	7,497.59

The summary of financial instruments above does not include investments held by the Company in its subsidiaries/associates amounting to Rs. 1975.17 lakhs as on March 31, 2023 (March 31, 2022: Rs. 1975.17 lakhs) which has been measured by applying the principles of Ind AS 27 - Separate Financial Statements.

This summary includes all financial instruments valued based on the principles of Ind AS 109 - Financial Instruments.

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are
(a) recognised and measured at fair value and
(b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Financial assets and liabilities measured at fair value - recurring fair value measurements

As at March 31, 2023	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investments at FVTPL:					
Equity instruments	7(a)	0.55	-	-	0.55
Mutual funds	7(b)	3,882.34	-	-	3,882.34
Total financial assets		3,882.89	-	-	3,882.89

Assets and liabilities which are measured at amortised cost for which fair values are disclosed same as carrying value

As at March 31, 2023	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Loans to subsidiaries	9	-	-	3,361.89	3,361.89
Interest accrued on loans and advances to related parties	9	-	-	928.50	928.50
Employee advances	9	-	-	7.32	7.32
Security deposits	10	-	-	565.43	565.43
Total financial assets		-	-	4,863.14	4,863.14
Financial liabilities					
Borrowings	21(a)	-	-	2,298.92	2,298.92
Total financial liabilities		-	-	2,298.92	2,298.92

Financial assets and liabilities measured at fair value - recurring fair value measurements

As at March 31, 2022	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investments at FVTPL:					
Equity instruments	7(a)	0.65	-	-	0.65
Mutual funds	7(b)	2,704.52	-	-	2,704.52
Total financial assets		2,705.17	-	-	2,705.17

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STERLING HOLIDAY RESORTS LIMITED CHENNAI

(All amounts in INR lakhs, unless otherwise stated)

38 Fair value measurements (contd.)

Assets and liabilities which are measured at amortised cost for which fair values are disclosed same as carrying value

As at March 31, 2022	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Loans to subsidiaries	9	-	-	3,968.32	3,968.32
Interest accrued on loans and advances to related parties	9	-	-	716.20	716.20
Employee advances	9	-	-	6.60	6.60
Security deposits	10	-	-	584.10	584.10
Total financial assets		-	-	5,275.22	5,275.22
Financial Liabilities					
Borrowings	21(a)	-	-	4,914.35	4,914.35
Total financial liabilities		-	-	4,914.35	4,914.35

There are no transfers between levels 1 and 2 during the year.

(ii) Valuation technique used to determine fair value:

Level 1 : Fair value is determined using NAV for mutual funds and market value listed equity shares

Level 3 : Fair value is determined using discounted cash flow method

(iii) Fair value of financial assets and liabilities measured at amortised cost

	As at March 31, 2023		As at March 31, 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
Loans				
Loans to subsidiaries	3,361.89	3,361.89	3,968.32	3,968.32
Interest accrued on loans and advances to related parties	928.50	928.50	716.20	716.20
Employee advances	7.32	7.32	6.60	6.60
Security deposits	565.43	565.43	584.10	584.10
Total financial assets	4,863.14	4,863.14	5,275.22	5,275.22
Financial liabilities				
Borrowings	2,298.92	2,298.92	4,914.35	4,914.35
Total financial liabilities	2,298.92	2,298.92	4,914.35	4,914.35

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other current financial liabilities approximate their fair values, due to their short-term nature.

The fair values for security deposits were calculated based on cash flows discounted using market interest rates. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

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STERLING HOLIDAY RESORTS LIMITED CHENNAI

39 Financial risk management

The Company's activities expose it to market risk, liquidity risk and credit risk.
This note explains the sources of risk which the entity is exposed to and how the entity manages the risk in the financial statements

Risk	Exposure arising from	Measurement	Management
Credit risk	Trade receivables, investments, financial assets measured at amortised cost.	Ageing analysis and credit assessment	Diversification of portfolio and Assessment of customer credit worthiness at inception and through the credit period
Liquidity risk	Borrowings, trade payables and other liabilities	Cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk – interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Analysis of market rates on a real time basis, pre-closure of loans

The Company's risk management is carried out by a central treasury department under policies approved by the board of directors. The board provides principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk, non-derivative financial instruments and investment of excess liquidity.

(A) Credit risk

Credit risk arises from cash and cash equivalents, investments carried at amortised cost and deposits with banks and financial institutions, as well as credit exposures towards outstanding receivables.

(i) Credit risk management

Credit risk is managed on a Company basis.

For other financial assets, the Company assesses and manages credit risk based on internal credit rating system. The finance function consists of a separate team that assesses and maintains an internal credit rating system. Internal credit rating is performed on a group basis for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

C1 : High-quality assets, negligible credit risk
C2 : Doubtful assets, credit-impaired

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information including the following indicators:

- Internal credit rating
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- Actual or expected significant changes in the operating results of the borrower
- Significant increase in credit risk on other financial instruments of the same borrower
- Significant changes in the expected performance and behaviour of the borrower and customer, including changes in the payment status of borrowers in the Company, expected acceptances of the instruments and changes in the operating results of the borrower.

A default on a financial asset is when the counterparty fails to make contractual payments on the due date. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors. The Management makes necessary course corrections and evaluation of credit loss based on the assessment of a default on a continuing basis.

(ii) Provision for expected credit losses

The Company provides for expected credit loss based on the following:

Internal credit rating	Category	Description of category	Basis for recognition of expected credit loss provision		
			Investments	Loans and deposits	Trade receivables
C1	High quality assets, negligible credit risk	Assets where the counterparty has strong capacity to meet the obligations and where the risk of default is negligible or nil.	12 month expected credit losses	12 month expected credit losses	Lifetime expected credit loss
C2	Doubtful assets, credit impaired	Assets are provided for when there is no reasonable expectation of recovery. The Company categorises a loan or receivable for provisioning when the debtor fails to make the contractual payments for over 12 months. When the loans or receivables have been provided for, the Company continues to engage in enforcement activity to attempt to recover the receivable/cancel contracts as appropriate. When recoveries are made these are recognised in profit or loss.	Asset is provided for fully		

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STERLING HOLIDAY RESORTS LIMITED CHENNAI

(All amounts in INR lakhs, unless otherwise stated)

39 **Financial risk management (contd.)**

For the year ended March 31, 2023:

(a) Expected credit loss for loans, security deposits and investments

The estimated gross carrying amount at default is Nil (March 31, 2022: Nil) for investments,loans and deposits. Consequently there are no expected credit loss recognised for these financial assets.

(b) Expected credit loss for trade receivables under simplified approach (including provision for cancellation of contracts)

A significant portion of the Company's sales of Sterling Memberships are by way of deferred payment schemes where the customer is obligated to pay the membership fee in Equated Monthly Instalments (EMIs) and the ensuing credit risk is managed by the Company in the following manner:
(a) preliminary assessment of customer credit worthiness, ensuring realisation of minimum down payment and adherence to internal KYC norms;
(b) collecting post dated instruments such as cheques, Automated Clearing House (ACH) mandates, standing credit card instructions from the customers at inception to ensure security cover.
From an accounting perspective, revenue is recognised only when it is probable that the economic benefits associated with the transaction will flow to the Company. The Company also assesses lifetime expected credit loss by using appropriate models, as prescribed by Ind AS 109, using past trends of collections and historical credit loss experience. The categorisation of the receivables into its ageing buckets for the purposes of estimating the expected loss allowance has been profiled based on the payments received from the customers, for example, if a member has not paid any amount or has paid less than Rs. 5,000 in last 12 months, the customer is treated as overdue. (refer note 25 and note 28).
The allowances for credit loss and for revenue deferred at inception referred to above, carried at the end of every reporting period, are tested for adequacy and appropriately dealt with.

The credit loss allowance carried by the Company is as under:

	March 31, 2023	March 31, 2022
Carrying value of receivables (refer note 8)	3,073.45	3,464.69
Credit loss allowance	65.30	109.28
Loss allowance %	2%	3%

The Company defers revenue at inception and provides for cancellation allowance based on historical trend. The amounts so deferred and the credit loss allowance are adjusted from the carrying value of receivables (refer note 8 and 30) in the same proportion, except in cases where the allowance is directly attributable to a particular contract.

(iii) (a) Reconciliation of carrying value of receivables	Amount
Receivables as on April 1, 2021	4,197.11
Sale made during the year	4,523.17
Collections during the year	(5,399.56)
Write off on account of contracts cancelled during the year	(250.35)
Adjustment on account of provision	394.32
Receivables as on March 31, 2022	3,464.69
Sale made during the year	6,466.37
Collections during the year	(6,028.79)
Write off on account of contracts cancelled during the year	(172.92)
Adjustment on account of provision	(655.90)
Receivables as on March 31, 2023	3,073.45

(iii) (b) Reconciliation of loss allowance provision	Amount
Loss allowance on March 31, 2022	433.33
Allowance for credit loss recognised during the year	111.07
Adjustment on account of contracts cancelled during the year	(250.35)
Provision no longer required	(31.77)
Amounts written off during the year	(153.00)
Loss allowance on March 31, 2022	109.28
Allowance for credit loss recognised during the year	130.41
Adjustment on account of contracts cancelled during the year	(172.92)
Provision no longer required	(1.47)
Amounts written off during the year	-
Loss allowance on March 31, 2023	65.30

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39 **Financial risk management (contd.)**

(B) **Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, group treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows and also reviews timing of liquidation of marketable securities.

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

	March 31, 2023	March 31, 2022
Floating rate		
- Expiring within one year	-	-
Marketable securities *(including investments held for sale)*	3,882.34	2,704.52

The marketable securities can be disposed by the Company at any point of time based on the objects and working capital requirements of the Company.

(ii) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities. There are no derivative financial instruments. The amounts disclosed in the table are the contractual undiscounted cash flows, including interest. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Contractual maturities of financial liabilities:

March 31, 2023	Carrying amount	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	Above 2 years	Total
Non-derivatives							
Borrowings	2,298.92	807.25	282.26	568.39	372.59	453.92	2,484.42
Trade payables	2,633.24	2,633.24	-	-	-	-	2,633.24
Other financial liabilities	194.68	170.72	-	-	23.96	-	194.68
Total non-derivative liabilities	5,126.84	3,611.21	282.26	568.39	396.55	453.92	5,312.34

March 31, 2022	Carrying amount	Less than 3 months	3 months to 6 months	6 months to 1 year	Between 1 and 2 years	Above 2 years	Total
Non-derivatives							
Borrowings	4,951.18	1,346.00	415.75	1,142.05	1,630.02	1,399.59	5,933.40
Trade payables	2,269.58	2,185.06	55.63	7.84	4.14	16.91	2,269.58
Other financial liabilities	340.67	335.76	-	-	4.91	-	340.67
Total non-derivative liabilities	7,561.43	3,866.82	471.38	1,149.89	1,639.07	1,416.50	8,543.65

C) **Market risk - Interest rate risk**

The Company's main interest rate risk arises from long term borrowings with variable interest rates, which exposes the Company to cash flow interest rate risk.

The Company analyses the market rates on a real time basis and pre- closes/exchanges the variable interest rate instruments for fixed interest instruments in times of high interest rates and vice-versa to mitigate the risk. The exposure of the Company's borrowings to interest rates are as below:

	March 31, 2023	March 31, 2022
Variable rate borrowings	2,253.02	3,923.45
Fixed rate borrowings	2.51	1,566.33
	2,255.53	5,489.78

	March 31, 2023			March 31, 2022		
	Weighted average interest rate	Balance loan amount	% of total loans	Weighted average interest rate	Balance loan amount	% of total loans
Borrowings from banks and others	9.79%	2,253.02	99.89%	9.10%	3,923.45	17.83%

Sensitivity analysis

Profit/loss is sensitive to higher/lower interest expense from borrowings as a result of change in the interest rates. If the weighted average rate of the variable interest rate borrowings increase/decrease by 1% the interest expense will increase/decrease by Rs. 22.53 lakhs (March 31, 2022: Rs. Rs.39.23 lakhs)

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Sterling Holiday Resorts Limited Chennai

(All amounts in INR lakhs, unless otherwise stated)

40 Capital management

Risk management

The Company's objectives when managing capital are to:

• safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and

• maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:
Net debt (total borrowings net of cash and cash equivalents) divided by total 'equity' (as shown in the balance sheet)

The Company's strategy is to maintain a net debt to equity ratio within 0.5. The ratio is as follows:

	As at March 31, 2023	As at March 31, 2022
Total debt	2,298.92	4,914.35
Less: Cash and cash equivalents and other bank balances	(9,113.60)	(1,718.89)
Adjusted net debt	**(6,814.68)**	**3,195.46**
Total equity	46,092.17	40,379.56
Adjusted net debt to equity ratio	**(0.15)**	**0.08**

41 Exemption from preparing consolidated financial statements

These financial statements are the standalone financial statements of the Company. The Company has used the exemption under Paragraph 4(a) of Ind AS 110 and has elected not to prepare the consolidated financial statements. The consolidated financial statements are prepared by the holding company, Thomas Cook India Limited, Mumbai. Refer below for the details of subsidiaries/associates of the Company:

Name of the investee	% of shares held	
	March 31, 2023	March 31, 2022
Sterling Holidays (Ooty) Limited	98%	98%
Sterling Holiday Resorts (Kodaikanal) Limited	98%	98%
Nature Trails Resorts Private Limited	100%	100%

42 Segment information

Description of segments and principal activities

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief operating decision maker.
The Chairman-Whole Time Director (CWD) of the Company has been identified as the chief operating decision maker of Sterling Holiday Resorts Limited who assesses the financial performance and position of the Company, and makes strategic decisions. The Company has only one reportable segment - "Leisure Hospitality and Resorts"

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STERLING HOLIDAY RESORTS LIMITED * CHENNAI

43 Related party transactions

(a) Nature of related party and related party relationship

Description of related party	Name of the related party
Ultimate Holding Company	Fairfax Financial Holdings Limited, Canada
Holding Company	Thomas Cook (India) Limited
Subsidiaries	Sterling Holiday Resorts (Kodaikanal) Limited Sterling Holidays (Ooty) Limited Nature Trails Resorts Private Limited
Key Managerial Personnel	Ramesh Ramanathan (Resigned as Whole Time Director with effect from Dec 31, 2022) Vikram Dayal Lalvani (Appointed as Managing Director with effect from April 01, 2022) Anand Raghavan (Ceased to be Independent Director on October 27, 2022 due to expiry of the term on October 26, 2022) Madhavan Menon Karunakaran (Director) Sumit Maheshwari (Director) Ravindra Dhariwal (Ceased to be Independent Director on October 27, 2022 due to expiry of the term on 26th October, 2022) Pravir Kumar Vohra (Independent Director) Latha Ramanathan (Independent Director) L Krishna Kumar (Chief Financial Officer) M. Balasubramaniyan (Company Secretary Resigned with effect from January 24, 2022) A Muthukumaran (Company Secretary with effect from January 24, 2022)

(b) Parent entities
The Company is controlled by following entity:

Name of entity	Type	Ownership interest held by the Group	
		March 31, 2023	March 31, 2022
Fairfax Financial Holdings Limited, Canada	Ultimate Holding Company	-	-
Thomas Cook (India) Limited	Holding Company	100%	100%

(c) Subsidiaries

Name of entity	Principal Activities	Ownership interest held by the Group	
		March 31, 2023	March 31, 2022
Sterling Holidays (Ooty) Limited ('Ooty')	Timeshare & resorts business	98%	98%
Sterling Holiday Resorts (Kodaikanal) Limited ('Kodai')	Timeshare & resorts business	98%	98%
Nature Trails Resorts (Private) Limited ('NT')	Adventure holiday activities business	100%	100%

(d) Fellow subsidiaries with whom transactions have been entered
Travel Corporation (India) Limited (merged with Thomas Cook (India) Limited)
TC Tours Private Limited
SOTC Travel Services Private Limited (merged with TC Tours Private Limited)
Quess Corp Limited
CentreQ Business Services Ltd (merged with Quess Corp Limited)
Coachieve Solutions Pvt Ltd (merged with Quess Corp Limited)
Allsec Technologies Limited

(e) Key management personnel compensation	March 31, 2023	March 31, 2022
Mr. Ramesh Ramanathan (Chairman-Whole Time Director)*		
Short-term employee benefits	1,740.60	351.07
Post-employment benefits	31.88	14.92
Employee stock options	296.61	-
Total	2,069.09	365.99

* Mr. Ramesh Ramanathan has resigned as Managing Director with effect from March 31, 2022 and appointed as Whole Time Director with effect from April 01, 2022 and subsequently resigned from board of director effective from Dec 31, 2022.The Company approved paid a one time ex-gratia payment amounting to INR 15.60 crores to Mr. Ramesh Ramanathan during the year.

	March 31, 2023	March 31, 2022
Mr. Vikram Dayal Lalvani (Managing Director)*		
Short-term employee benefits	121.47	23.11
Post-employment benefits	6.00	0.53
Total	127.47	23.64

* Mr. Vikram Dayal Lalvani is appointed as Whole Time Director with effect from January 24, 2022 and then appointed as Managing Director with effect from April 01, 2022.

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STERLING HOLIDAY RESORTS LIMITED CHENNAI

(All amounts in INR lakhs, unless otherwise stated)

43 Related party transactions (contd.)

	March 31, 2023	March 31, 2022
Mr. Krishna Kumar (Chief Financial Officer)		
Short-term employee benefits	86.83	82.82
Post-employment benefits	2.39	2.14
Total	89.22	84.96
Mr. M. Balasubramaniyan (Company Secretary)*		
Short-term employee benefits	-	12.32
*Resigned with effect from January 24, 2022		
Mr. Muthukuraman Audikesavan (Company Secretary)*		
Short-term employee benefits	17.97	4.61
Post-employment benefits	0.55	0.15
Total	18.52	4.76
*Appointed as Company Secretary with effect from January 24, 2022		

(f) Sitting fees paid to directors

	March 31, 2023	March 31, 2022
Latha Ramanathan (Director)	6.50	5.60
Pravir Kumar Vohra (Director)	4.60	1.80
Anand Raghavan (Director)	3.60	4.30
Ravindra Dhariwal (Director)	4.50	5.60
Sidharth Shankar (Director till 31 August 2021)	-	1.50
Total	19.20	18.80

(g) Transactions with related parties
Transactions with related parties are as follows:

	March 31, 2023	March 31, 2022
Sale of services		
TC Tours Private Limited	55.13	22.64
Travel Corporation (India) Limited (merged with Thomas Cook (India) Limited)	48.46	-
Total	103.59	22.64
Interest income		
Sterling Holidays (Ooty) Limited	50.39	56.06
Sterling Holiday Resorts (Kodaikanal) Limited	113.24	120.94
Nature Trails Resorts Private Limited	196.96	163.09
Total	360.59	340.09
Rental income		
Sterling Holidays (Ooty) Limited	276.32	122.96
Sterling Holiday Resorts (Kodaikanal) Limited	213.89	94.81
Nature Trails Resorts Private Limited	9.68	5.95
Total	499.89	223.72
Income from use of brand		
Sterling Holidays (Ooty) Limited	53.34	24.04
Sterling Holiday Resorts (Kodaikanal) Limited	34.41	24.04
Total	87.75	48.08
Reimbursement of expenses		
Thomas Cook (India) Limited	370.83	-
Rent expense		
Thomas Cook (India) Limited	1.47	-
Sterling Holidays (Ooty) Limited	249.53	46.70
Sterling Holiday Resorts (Kodaikanal) Limited	278.01	29.00
	529.01	75.70
Management fees		
Sterling Holidays (Ooty) Limited	403.49	373.74
Sterling Holiday Resorts (Kodaikanal) Limited	329.85	336.01
Total	733.33	709.75
Income from Business support service		
Sterling Holidays (Ooty) Limited	244.83	-
Sterling Holiday Resorts (Kodaikanal) Limited	204.55	-
Nature Trails Resorts Private Limited	17.40	-
Total	466.79	-

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Sterling Holiday Resorts Limited
Notes to the financial statements as at and for the year ended March 31, 2023
(All amounts in INR lakhs, unless otherwise stated)

43 Related party transactions (contd.)

(g) Transactions with related parties (contd.)	March 31, 2023	March 31, 2022
Travel booking & other support services		
Thomas Cook (India) Limited	76.99	54.81
Services availed		
Quess Corp Limited	-	159.63
Coachieve Solutions Pvt Ltd	-	0.02
Allsec Technologies Limited	20.64	26.74
Terrier Security Services (India) Pvt Ltd	-	7.74
Go Digit General Insurance Limited	53.90	17.36
Total	**74.53**	**227.46**
Service charges paid		
Terrier Security Services (India) Pvt Ltd	-	7.39
Allsec Technologies Limited	19.86	26.64
Go Digit General Insurance Limited	56.63	16.25
Quess Corp Limited		141.96
Thomas Cook (India) Limited	62.78	59.15
Total	**139.26**	**251.39**
Amount received towards sale of service		
TC Tours Private Limited	55.91	33.46
SOTC Travel Services Private Limited	-	-
Travel Corporation (India) Limited (merged with Thomas Cook (India) Limited)	41.20	-
Total	**97.10**	**33.46**
Dividend on OCCPRS		
Thomas Cook (India) Limited	2.53	2.58
Employee stock option expense (ESOP)		
Thomas Cook (India) Limited	188.90	187.01
Advances granted		
Sterling Holidays (Ooty) Limited	1,993.10	1,378.97
Sterling Holiday Resorts (Kodaikanal) Limited	740.83	1,307.03
Nature Trails Resorts Private Limited	8.93	905.12
Total	**2,742.87**	**3,591.12**
Advances received		
Sterling Holidays (Ooty) Limited	3,251.88	1,240.97
Sterling Holiday Resorts (Kodaikanal) Limited	1,553.01	1,265.10
Nature Trails Resorts Private Limited	56.63	533.10
Total	**4,861.52**	**3,039.17**
Reimbursement received		
Sterling Holidays (Ooty) Limited	39.97	46.70
Sterling Holiday Resorts (Kodaikanal) Limited	68.87	30.61
Total	**108.84**	**77.31**
Loan payment received		
Sterling Holidays (Ooty) Limited	220.37	-
Sterling Holiday Resorts (Kodaikanal) Limited	123.63	-
Total	**344.00**	-
(h) Outstanding balances as at the year end		
Trade payables		
Thomas Cook (India) Limited	15.20	-
Go Digit General Insurance Limited	-	1.91
Allsec Technologies Ltd	3.82	3.03
Total	**19.02**	**4.95**

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STERLING HOLIDAY RESORTS LIMITED CHENNAI

	March 31, 2023	March 31, 2022
Dividend payable on OCCRPS		
Thomas Cook (India) Limited	12.76	10.23
Advances to suppliers		
Go Digit General Insurance Limited	3.53	-
Trade Receivable		
Travel Corporation (India) Limited (merged with Thomas Cook (India) Limited)	7.27	-
TC Tours Private Limited	7.68	8.46
Total	14.95	8.46
Advance received towards management & brand fees		
Sterling Holidays (Ooty) Limited	160.23	-
Total	160.23	-
(i) Loans to related parties		
Loans to subsidiaries		
Sterling Holidays (Ooty) Limited	-	624.14
Sterling Holiday Resorts (Kodaikanal) Limited	906.95	1,269.20
Nature Trails Resorts Private Limited	2,454.94	2,074.98
Total	3,361.89	3,968.32
Interest accrued on loans given		
Sterling Holidays (Ooty) Limited	0.19	5.86
Sterling Holiday Resorts (Kodaikanal) Limited	59.79	19.08
Nature Trails Resorts Private Limited	868.52	691.26
Total	928.50	928.50

(j) Terms and conditions

The loans to Ooty, Kodai are given at an interest rate of 9.25% p.a. (March 31, 2022: 9.25% p.a) and to Nature Trails at 13.25% p.a. (March 31, 2022: 13.25% p.a) and are repayable on demand. The accumulated losses as at March 31, 2023 of Ooty, Kodai and NT are Rs. 75.20 lakhs, Rs.1,091.28 lakhs and Rs. 2,150.38 lakhs respectively (Previous year Rs. 683.20 lakhs, Rs.1,489.84 lakhs and Rs.1,996.38 lakhs respectively). The future financial projections of the subsidiary companies reflect positive cash flows from operations due to higher occupancy/tariffs from refurbished properties. Accordingly, the Management is of the view that these loans are good and recoverable.

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STERLING HOLIDAY RESORTS LIMITED CHENNAI

	As at March 31, 2023	As at March 31, 2022
44 Contingent liabilities and contingent assets		
Contingent liabilities		
Claims against the Company not acknowledged as debt:		
(a) In respect of income tax matters:		
Advance Subscription towards Customer Facilities (ASCF)/Entitlement fee being 55%/40% of sale value is treated as deferred income and recognised as income over the period of entitlement. In respect of Assessment Years 1997-98 to 2001-02, the Income Tax Appellate Tribunal, Chennai (ITAT) has passed orders against the said accounting treatment followed by the Company and to treat them as income in the respective year of receipt. The Company has appealed against these Orders before Hon'ble High Court of Madras and the case is pending.	-	-
The ITAT, Chennai has decided in favour of Company's accounting treatment of ASCF for Assessment years 2002-03, 2006-07, 2007-08 and 2008-09 against which department has gone on appeal. There is no tax liability on account of such order owing to carry forward losses and unabsorbed depreciation available under Income Tax Act.. In respect of Assessment Years 2010-11 to 2013-14, ITAT, Mumbai has decided in favour of Company's accounting treatment of ASCF/Entitlement fee and in respect of Assessment Years, for which the department is likely to go on appeals. There is no tax liability on account of such orders owing to carry forward losses and unabsorbed depreciation available under Income Tax Act.	-	-
In respect of A.Y 2009-10 The Assessing officer in this assmt u/s. 143(3) r.w.s 147 of IT Act, 1961 has disallowed CWIP expenses of Rs.30.59 crores while calculating the capital gain on sale of land for which we have filed appeals with CIT(A). CITA Passed ex-party order for non submission of supporting documents. We have preffered appeal against the CITA Order with the ITAT & ITAT ramanded back the case to CITA for fresh hearing. There is no tax liability on account of such orders owing to carry forward losses and unabsorbed depreciation available under Income Tax Act.	-	-
In respect of Assessment Year 2015-16, the Assessing Officer (AO) had issued an order with respect to treatment of ASCF/Entitlement fee and disallowance of brought forward loss of the demerged entity Sterling Holiday Resorts India Limited and for other disallowances. The Company had filed an appeal before Commissioner of Income Tax (Appeals), Mumbai and the case is pending as of date. Based on the management's assessment and the advice of external consultant, the Company believes the demand is not tenable	2,450.30	2,362.58
The Assessing Officer (AO) has issued an income tax demand order for the AY 2017-18. Additions of Rs. 13,805.84 lakhs have been made . Consequently, a demand of Rs. 6,660.94 lakhs was determined as payable. Based on the management's assessment and the advice of external consultant, the Company believes the demand is not tenable.The Company had filed an appeal before Commissioner of Income Tax (Appeals), Mumbai and the case is pending as of date.	6,660.94	6,660.94
The Assessing Officer (AO) has issued an income tax demand order for the AY 2001-02 & AY 2006-07. Penalty orders has been issued by the officer for the above years. Based on the management's assessment and the advice of external consultant, the Company believes the demand is not tenable. The Company had filed an appeal before Commissioner of Income Tax (Appeals), Mumbai and the case is pending as of date.	694.35	694.35
During the year, the Assessing officer vide this order has disallowed the usual issue of ESOP expenses and added back the Deferred income. Further he has disallowed the long term capital loss claimed by the company for Rs. 408 lakhs on sale of land at Kodai and arrived at a long term capital gain of Rs 749 lakhs.	201.84	201.84
For the A.Y 2014-15 The Principal Commissioner of Income Tax passed order U/S 263 of the Income Tax Act directing the AO to disallow the brought forward loss claimed U/S 72A in its hands pursuant to merger of Manchanda Resorts Private Limited. The AO passed the order U/S 143(3) w.r.t to Sec 263 and uploaded a demand in the e filing portal. we have not been served with the order. We have filed Appeal against the order U/S 263 of the Pr.CIT with ITAT Mumbai bench and same is pending. The merger is subject matter of A.Y 2013-14 and AO has allowed the brought forward losses for the A.Y 2013-14. The revision order of Pr.CIT for the A.Y 2014-15 of the subject matter of A.Y 2013-14 is erroneous and maintainable before law. The case is heared by ITAT Mumbai and pending for order.	723.32	723.32
(b) In respect of service tax matters:		
Demand towards service tax matters in respect of which stay order obtained (excludes show cause notices aggregating Rs. 8,642.62 lakhs which have been responded by the Company/ stay order obtained and against which no demands have been raised as of date)	557.04	557.04
(c) Others:		
Luxury tax related demands under appeal	7,668.21	7,695.37
VAT related matters	-	18.75
GST related matters	118.05	113.28
Customer, vendor, employee and property related disputes under appeal	1,726.15	1,726.81

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44 Contingent liabilities and contingent assets (contd.)

Supreme Court vide their judgement dated February 28, 2018 clarified that Provident fund deduction is to be made on basic salary and on other salary components which are universally made available to all employees. The Company, based on external advice, believes that there are interpretative challenges on the application of the judgement retrospectively. Pursuant to the ruling, the Company recorded a provision of Rs. 45.33 lakhs in 2018-19, with respect to demands received for Manali (for the period of April 2007 to December 2015) and Munnar (for periods prior to 2013). Based on the advice and in the absence of the reliable measurement of the provision for earlier periods, the Company has not recorded a provision with respect to any period other than as mentioned above. The Company would update the provision in future based on clarification received from the relevant authorities.

45 Commitments	As at March 31, 2023	As at March 31, 2022
Capital commitments		
Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:		
Property, plant and equipment	90.84	211.09
Intangible Assets	24.97	-

46 Property related matters

a During the financial year 2011-12, pursuant to One Time Settlement (OTS) scheme, the Company had fully settled the dues of a Financial Institution (FI) and also obtained a 'No Due' certificate. However, the FI has not released the title deeds of the properties given as security for the reason that a Third Party has filed a writ petition against the FI challenging the cancellation of sale of the said property to them. The Company is also a party to the said writ petition. The said writ petition was disposed off by Hon'ble High Court of Madras, against the Company. The Company has preferred Special Leave Petition (SLP) before the Hon'ble Supreme Court of India and the Court has ordered 'Status quo' in all respects concerning the said properties. The net book value of land and building as at March 31, 2023 in respect of the said property aggregates to Rs.7,863.27 lakhs (March 31, 2022: Rs. 7,964.44 lakhs). In view of the management and based on the independent legal opinion obtained, the Company has a fair chance to succeed in the appeal pending before Hon'ble Supreme Court of India.

b The Company had in the past transferred a property at Goa and part of the sale consideration amounting to Rs. 527.10 lakhs (March 31, 2022: Rs. 527.10 lakhs) (included under "Other non-current assets") was retained by the buyer pending compliance of certain conditions. The Company is confident of recovering this amount as it has taken effective steps for discharge of its obligations. The Company is also legally advised that it has the right of vendor's lien against the immovable property sold to the extent of amount due. The Company has filed a suit against the buyer for recovery of the amount. In view of the aforesaid, the above amount is considered good and recoverable by Management. Application for rejection of the plaint by the defendant has been dismissed. The Defendant filed a revision before the High Court at Goa and High Court dismissed the same. The Company expects the trial to start soon.

c During the financial year 2015-16, Company had transferred a property of 7.3 acres out of 10.3 acres land parcel at Chail for consideration and with a condition that the buyer would construct 10 cottages in the 3 acres land retained by the Company and handover the same. However, the buyer had taken the possession of the entire parcel of land and had not fulfilled the condition. The book value of the land is Rs. 761.70 lakhs (March 31, 2022: Rs. 761.70 lakhs). The title deeds for 3 acres of land are not available with the Company. There is an arbitration award in favour of the Company which the Company is enforcing in the court of law. The Company is of the view that it has a fair chance to succeed in its plea. The High Court has ordered 'Status Quo' on the property. The Company has filed an application for appointment of the receiver.

d **Other property related matters**

	Property	Net carrying amount as on March 31, 2023	Net carrying amount as on March 31, 2022	Remarks
i)	Kodai Valley View (Revalued - Refer Note 53)	8,331.00	8,331.00	The Company has submitted the original title documents with the District Magistrate as part of the plaint filed in response to litigation for title in 1993.The case will be heard before the District Court Kodaikanal.
ii)	Hubli	5.23	5.35	Sale deed was not registered in the name of the Company. The Company had paid the entire consideration and taken over possession of the property. Seller Company was liquidated in the past, accordingly the Company needs to take necessary legal steps to register the title in its name. The Company has approached the official liquidators office and is yet to receive next steps from them.

47 The Company holds 98% equity shares in Sterling Holidays (Ooty) Limited and Sterling Holiday Resorts (Kodaikanal) Limited and each subsidiary company is responsible for maintaining the property pursuant to the property timeshare agreement with the property time share members. However, certain property time share weeks of these two properties are unsold and retained by the Company. Pursuant to the necessary approvals obtained by the Company and subsidiary companies as required under the Companies Act, 2013, the subsidiary companies can rent out weeks sold to property timeshare members and unsold weeks retained by the Company which are vacant and earn revenue from it. The property time share members and the Company shall have no claim on the revenue generated from it. Further, pursuant to the exchange clause under property timeshare agreement, property time share members of the said property are also eligible to utilize facilities at Company's other resorts.

48 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2022-23, to the extent the Company has received intimation from the "Suppliers" regarding their status under the Act

		As at March 31, 2023	As at March 31, 2022
i	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	183.17	87.88
ii	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	27.52	27.53
iii	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed date during the year	114.58	223.78
iv	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
v	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
vi	Interest due and payable towards suppliers registered under MSMED Act, for payments already made	4.42	15.15
vii	Further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are	27.52	8.10

49 The composite Scheme of Arrangement and Amalgamation ("the Scheme") between Thomas Cook Insurance Services (India) Limited (now known as Sterling Holiday Resorts Limited) ("the Company"), Thomas Cook (India) Limited ("TCIL") and erstwhile Sterling Holiday Resorts (India) Limited ("SHRIL") and their respective shareholders and creditors has been sanctioned by the High Court of Judicature at Mumbai and the High Court of Judicature at Madras on July 2, 2015 and April 13, 2015, respectively, and made effective on August 18, 2015. In terms of the said Scheme, the Timeshare and Resort business of erstwhile SHRIL ("Demerged Undertaking") has been demerged and transferred to and vested with the Company as a going concern and the residual SHRIL has been amalgamated with TCIL. The appointed date of the Scheme is April 1, 2014.

In accordance with the said Scheme :

a) the assets and liabilities of the Demerged Undertaking as on April 1, 2014 have been taken over by the Company and have been recorded at their respective book values, ignoring revaluations.

b) the Equity Shares (including equity shares acquired after appointed date) held by the Company in erstwhile SHRIL were cancelled.

c) the difference of Rs. 22,984.06 lakhs between the book values of net assets of the Demerged Undertaking recorded in the books of the Company as above and the value of investments in erstwhile SHRIL in the books of the Company, has been adjusted against Securities Premium Account.

d) an amount of Rs.274 lakhs relating to current tax provision was reversed and an amount of Rs. 4.2 lakhs relating to deferred tax asset was reversed into retained earnings consequent to the scheme

e) in consideration for transfer of Demerged Undertaking into the Company, 116 equity shares of TCIL of Re. 1 each has been issued to the shareholders of erstwhile SHRIL for every 100 shares of Rs. 10 each held in erstwhile SHRIL.

		As at March 31, 2023	As at March 31, 2022
50	**Assets pledged as security**		
	Current		
	Receivables	-	27.47
	Inventories	-	13.69
	Non-current		
	Freehold land (Revalued - Refer Note 52)	9,721.00	9,756.78
	Buildings	5,498.08	5,657.82
	Movable assets	1,559.27	1,867.41

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(All amounts in INR lakhs, unless otherwise stated)

51 Share based payments

(a) Employee option plan

The options outstanding as at March 31, 2023, represent the unvested, vested and exercisable options granted by Thomas Cook India Limited, the holding company, to the employees of the company. This disclosure is based on the information relating to the scheme shared by the holding company.

Sterling Holiday Resorts Limited Employee Stock Options Scheme 2012 - ("SHRL ESOS 2012")

As per clause 15.3.2 of the Composite Scheme of Arrangement and Amalgamation between Sterling Holiday Resorts (India) Ltd. (SHRIL) and Thomas Cook Insurance Services (India) Ltd (TCISIL), and Thomas Cook (India) Ltd. (TCIL) the SHRIL ESOS 2012 became a part of the holding company's schemes and Stock Options which had been granted but not exercised as of the Record Date, by such SHRIL employees shall lapse and in lieu of the Lapsed Options of SHRIL, TCIL shall grant 120 options for every 100 options of SHRIL. The revised Exercise Price for Grant I was INR 80.00 and for Grant II was INR 108.46. Subject to the terms of the Scheme and SEBI ESOP Guidelines, the option holder will have a period of 5 years from the date of which the Options have vested, within which the vested options can be exercised.

Thomas Cook Employees Stock Scheme 2015

Under Employee Share Option Scheme 2015 (ESOP 2015) granted by Thomas Cook India Limited, the holding Company, 33%, 33% and 34% of the options granted vest in a period of 12 months, 24 months and 36 months respectively from the grant date. Once vested the options remain exercisable for a period of 10 years from the date of grant.

Thomas Cook Employees Stock Scheme 2018 - Management (ESOP 2018 – Management)

Thomas Cook Employees Stock Scheme 2018 - Execom

The Exercise Price shall be equal to face value of shares i.e Re. 1 per option.

The objective of the ESOP 2018 - Execom is to reward the Execom Employees of the Company for their performance and to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to retain talent in the organization. The Company views Employee Stock Options as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

The Scheme shall be applicable to the Execom and Employees of TCIL, its Subsidiary companies in India and abroad, as determined by the Committee on its own discretion from time to time.

Options granted under ESOP 2018 - Execom would Vest only at the end of 5 years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and certain performance parameters. The specific performance parameters will be decided by the Committee from time to time and will be communicated to the employees. The attainment of such performance parameters would be determined by the Committee from time to time which shall be a mandatory condition for vesting of options.

i) Summary of options granted under plan :

	March 31, 2023		March 31, 2022	
TCIL ESOP 2018 Execom	**Avg exercise price per share option**	**Number of options**	**Avg exercise price per share option**	**Number of options**
Opening balance	1.00	440,000	1.00	553,646
Granted during the year	-	-	-	-
Exercised during the year	1.00	178,723	-	-
Forfeited during the year	1.00	60,563	1.00	113,646
	1.00	**200,714**	**1.00**	**440,000**

	March 31, 2023		March 31, 2022	
TCIL ESOP 2018 Management	**Avg exercise price per share option**	**Number of options**	**Avg exercise price per share option**	**Number of options**
Opening balance	125.10	60,370	125.10	96,183
Granted during the year	-	-	-	-
Exercised during the year	125.10	400	125.10	250
Forfeited during the year	125.10	8,880	125.10	35,563
	125.10	**51,090**	**125.10**	**60,370**

	March 31, 2023		March 31, 2022	
ESOS 2012 (Grant II)	**Avg exercise price per share option**	**Number of options**	**Avg exercise price per share option**	**Number of options**
Opening balance	108.46	7,050	108.46	7,050
Granted during the year	-	-	-	-
Exercised during the year	-	-	-	-
Forfeited during the year	-	-	-	-
	108.46	7,050	108.46	7,050

(All amounts in INR lakhs, unless otherwise stated)

51 Share based payments (contd.)

ESOP 2015	March 31, 2023 Avg exercise price per share option	March 31, 2023 Number of options	March 31, 2022 Avg exercise price per share option	March 31, 2022 Number of options
Opening balance	165.92	63,333	165.92	65,533
Granted during the year	-	-	-	-
Exercised during the year	165.92	1,067	165.92	2,200
Forfeited during the year	-	-	-	-
	165.92	62,266	165.92	63,333

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

	Grant date	Expiry date	Exercise price	Share options March 31, 2023	Share options March 31, 2022
ESOP 2018 - Execom	October 5, 2018	September 29, 2043	1.00	200,714	440,000
ESOP 2018 - Management	September 1, 2018	August 29, 2031	125.10	51,090	60,370
ESOS 2012 (Grant II)	July 30, 2014	July 27, 2024	108.46	7,050	7,050
ESOP 2015	August 25, 2015	August 24, 2025	165.92	62,266	63,333

iii) Modification of share based payment:

On implementation of Composite Scheme of arrangement and Demerger of Human Resource Business

The Holding company (TCIL) in a composite scheme of arrangement demerged its Human Resources Services Business and transferred it to Quess Corp Limited (Quess). The scheme was approved by the National Company Law Tribunal (NCLT) with the appointed date as April 1, 2019. The effective date of the scheme was November 25, 2019 when both TCIL and Quess filed the certified copies of the order with their respective jurisdictional Registrar of Companies.

As a part of the composite scheme, Group Employees whose ESOPs were outstanding on the effective date will be entitled to the additional shares of Quess on account of the demerger of Human Resource Business. Instead of altering the exercise price, TCIL provided additional award in form of Quess shares.

The group employees are now entitled to shares of Quess along with those of TCIL in the same share entitlement ratio prescribed in the scheme for the other shareholders of TCIL (1889:10,000)

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

The options, to the extent, which are settled by shares of Quess do not meet the definition of a share-based payment arrangement because the value of shares of Quess is not based on the price or value of TCIL's equity instruments or any of its group entity's equity instruments. The options to the extent which are settled by shares of Quess will be considered as an employee benefit within the scope of Ind AS 19. The options settled by shares of TCIL continue to be considered as share based payments and are accounted as per IND AS 102.

(b) **Expense arising from share based payment transaction**

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Employee option plan expenses	118.85	121.24
Employee stock expenses	70.05	65.77
Total	**188.90**	**187.01**

52 **Revaluation of land**

During the financial year 2018-19, the Company had changed its accounting policy with respect to measurement of freehold and leasehold land from the cost model to revaluation model with effect from April 1, 2018. Freehold and leasehold land will be recognized at fair value based on periodic valuation done by external independent valuers, less subsequent amortization of leasehold land.

A revaluation surplus will be recorded in OCI and credited to the asset revaluation reserve in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognized in profit or loss, the increase is recognized in profit and loss. A revaluation deficit is recognized in the statement of profit and loss, except to the extent that it offsets an existing surplus on the same asset recognized in the asset revaluation reserve.

Fair value of the land assets was determined by an external independent valuer using the market comparable method, i.e., the valuations performed by the valuer are based on active market sale prices, adjusted for difference in the nature, location or condition of the specific property.

The carrying amounts as at March 31, 2022 and March 31, 2023 under cost and revaluation models are given below:

Block of asset	Revaluation model As at March 31, 2023	Revaluation model As at March 31, 2022	Cost model As at March 31, 2023	Cost model As at March 31, 2022
Freehold land	57,029.39	59,865.39	5,439.92	5,606.36
Right of use asset land (Refer note 53)	1,530.09	1,561.97	161.91	161.91
Total	58,559.48	61,427.36	5,601.83	5,768.27

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53 Leases

(a) Movement in right of use assets and lease liabilities as per Ind AS 116 Leases

As a lessee, the company leases many assets including land and building, vehicles and computer equipments

Right of use assets	Land	Building	Vehicles	Computer Equipments	Total
Balance at April 1, 2021	**3,351.09**	**6,768.77**	**14.11**	-	**10,133.97**
Addition to right of use assets	-	108.10	-	110.68	218.78
Amortisation charge for the year	(39.82)	(1,414.88)	(9.37)	(27.72)	(1,491.79)
Derecognition of right of use assets	(1,749.30)	(35.59)	-	-	(1,784.89)
Balance at March 31, 2022	**1,561.97**	**5,426.40**	**4.74**	**82.96**	**7,076.06**
Addition to right of use assets	-	473.99	-	130.93	604.92
Amortisation charge for the year	(21.14)	(1,197.97)	(4.74)	(60.10)	(1,283.95)
Derecognition of right of use assets	-	(27.28)	-	-	(27.28)
Balance at Mar 31, 2023	**1,540.83**	**4,675.14**	-	**153.79**	**6,369.75**

Lease Liabilities	Amount
Balance at April 1, 2021	**7,215.91**
Additions	218.77
Deletions	(38.71)
Finance cost accrued during the period	630.46
Discharge of lease liabilities	(1,850.79)
Balance at March 31, 2022	**6,175.64**
Additions	604.92
Deletions	(30.33)
Finance cost accrued during the period	557.57
Discharge of lease liabilities	(1,682.98)
Balance at Mar 31, 2023	**5,624.82**
Current	2,072.78
Non-current	3,552.04

(b) Maturity analysis - contractual undiscounted cash flows

	As at March 31, 2023	As at March 31, 2022
Less than one year	1,615.02	1,575.30
1 - 2 Year	1,442.40	1,428.68
2 - 3 Year	1,201.97	1,223.45
3 - 4 Year	1,169.28	1,043.12
4 - 5 Year	1,023.81	1,050.35
More than five years	603.75	1,586.61
Total	**7,056.23**	**7,907.51**

(c) Amounts recognised in statement of Profit and Loss

	For the year ended March 31,	For the year ended March 31,
Interest expense on lease liabilities	557.58	630.46
Amortisation of ROU	1,283.91	1,491.79
Expenses relating to short term leases	681.64	216.32
Total	**2,523.13**	**2,338.57**

(d) Amounts recognised in Statement of Cash Flows

	As at March 31, 2023	As at March 31, 2022
Total Cash outflow for Leases	1,682.98	1,850.79

The Company has renegotiated with certain lessors on the rent reduction / waiver due to COVID 19 pandemic / Flood which is short term in nature. Accordingly, the Company in the statement of profit and loss has recognised an amount of Rs 27.03 lakhs (FY 2021-22: Rs 176.54 Lakhs) as part of Other Income.

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(All amounts in INR lakhs, unless otherwise stated)

54 Ind AS 115 - Revenue from contracts with customers

Movement in deferred acquisition costs and contract liabilities

(a) Deferred acquisition costs

	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening balance	9,087.43	9,496.18
Additions during the year	2,151.46	1,580.52
Written off due to cancellation of contracts	(667.76)	(893.17)
Amortised during the year	(870.82)	(1,096.10)
Closing balance	**9,700.31**	**9,087.43**

(b) Contract liabilities

	Membership fee	AAC / ASF	Other resort revenue	Total
Opening balance as at April 1, 2021	74,257.54	995.88	683.61	75,937.03
Additions during the year (net)	4,567.68	1,407.62	2,607.54	8,582.84
Contracts cancelled during the year	(5,015.57)	-	-	(5,015.57)
Income recognized during the year	(4,240.76)	(1,453.95)	(2,303.65)	(7,998.36)
Adjustment on account of provision	394.32	-	-	394.32
Closing balance as at March 31, 2022	**69,963.21**	**949.55**	**987.50**	**71,900.26**

Contract liabilities

	Membership fee	AAC / ASF	Other resort revenue	Total
Opening balance as at April 1, 2022	69,963.21	949.55	987.50	71,900.26
Additions during the year (net)	6,466.37	2,166.66	4,207.23	12,840.26
Contracts cancelled during the year	(1,340.95)	-	-	(1,340.95)
Income recognized during the year	(4,606.71)	(1,707.68)	(3,793.13)	(10,107.52)
Adjustment on account of provision	(655.90)	-	-	(655.90)
Closing balance as at March 31, 2023	**69,826.02**	**1,408.53**	**1,401.59**	**72,636.14**

For contract liabilities pertaining to membership fee, services will be provided over the effective membership period and revenue is recognised over that period. Other contract liabilities pertain to consideration received in advance and are recognized as revenue in the respective period when the service is rendered.

(c) Revenue expected to be recognised in the future from Deferred Contract Liability

	As at March 31, 2023	As at March 31, 2022
AAC / ASF		
< 1 Year	945.26	703.71
1 - 2 Year	463.26	245.84
	1,408.52	**949.55**
Membership fee		
< 1 Year	3,388.26	3,288.01
1 - 2 Year	3,893.07	3,047.92
2 - 3 Year	3,491.48	3,045.02
More than 3 Years	59,053.19	60,582.25
	69,826.00	**69,963.20**

The deferred contract liability broken year wise shows summary of Membership and Annual subscription fee recognisible over the time. Annual subscription fee being the annual fees chargeable to the member every year over the life of contract.

(d) Reconciliation of revenue from contract with customer

	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from contract with customer as per the contract price	32,134.22	24,560.45
Adjustments made to contract price on account of :-		
(i) Discounts / Rebates / Incentives	(119.05)	(138.31)
(ii) Other adjustments	70.70	150.02
Revenue from contract with customer as per the statement of Profit and Loss	**32,182.57**	**24,548.75**

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(All amounts in INR lakhs, unless otherwise stated)

55 Ratio analysis and its elements

Ratio*	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Current ratio (in times)	Current Assets	Current Liabilities	1.52	1.00	53%	Increase is on account of increase in cash and bank balances as a result of improved business operations.
Debt- Equity Ratio (in times)	Total Debt*	Shareholder's Equity	0.36	0.46	-22%	Decrease is on account of repayment of loans during the year.
Debt Service Coverage ratio (in times)	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	2.05	2.34	-12%	
Return on Equity ratio (in %)	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	13%	11%	2%	Ratio healthier on better profitability
Inventory Turnover ratio (in times)	Cost of goods sold	Average Inventory	19.61	15.49	27%	Inventory managed better in the current year
Trade Receivable Turnover Ratio (in times)	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	10.70	7.32	46%	Receivable managed better this year through higher collection
Trade Payable Turnover Ratio (in times)	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	1.94	1.10	76%	Increase is on account of payment to creditors on time during the current year as compared to previous year
Net Capital Turnover Ratio (in times)	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	2.60	5.34	-51%	Increase in balance of cash and cash equivalents enable better current asset position thereby improved capital turnover ratio
Net Profit ratio (in %)	Net Profit	Net sales = Total sales - sales return	17%	16%	1%	
Return on Capital Employed (in %)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	441%	79%	361%	Increase in capital employed ratio is represented by higher profits made in current year due to improved business operations.
Return on Investment (in %)	Interest (Finance Income)	Investment	4%	3%	1%	Investment in higher yield and low risk products improves ROI

*** Total debt excludes deferred income*

Sterling Holiday Resorts Limited
Notes to the financial statements as at and for the year ended March 31, 2023
(All amounts in INR lakhs, unless otherwise stated)

56 Earnings per share

	As at March 31, 2023	As at March 31, 2022
Profit for the year attributable to the equity holders of the Company	5,540.69	4,016.79
Weighted average number of equity shares outstanding (in lakhs)	290.50	290.50
Basic and diluted earnings per share	19.07	13.83

57 Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
(ii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
(v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
(vi) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
(vii) The Company have been declared wilful defaulter by any bank or financial institution or government or any government authority.
(viii) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
(ix) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
(x) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond statutory period.

58 Transaction with Struck off companies

Name of the struck off Company	Nature of transactions with struck off company	Transactions during the year	Balance outstanding as at March 31, 2023	Transactions during previous year	Balance outstanding as at March 31, 2022
Eartheque Exquisite Elements (Opc) Private Limited	Purchase of assets	(0.62)	Nil	Nil	0.62
Seagull technologies private limited	Purchase of assets	0.05	Nil	Nil	Nil
Galagali Multimedia Private Limited	Purchase of goods/services	0.04	Nil	Nil	Nil

59 Subsequent events
There are no significant subsequent events, that have occurred after the reporting period till the date of the signing of these standalone financial statements.

for B S R & Co. LLP
Chartered Accountants
Firm Registration Number: 101248W/W-100022

Satish Vaidyanathan
Partner
Membership No.: 217042
Place: Chennai
Date: May 18, 2023

For and on behalf of the Board of Directors of
Sterling Holiday Resorts Limited
CIN: U63040TN1989PLC114064

Vikram Dayal Lalvani
Managing Director
DIN No.: 07115464
Place: Chennai
Date: May 18, 2023

Pravir Kumar Vohra
Director
DIN No.: 00082545
Place: Chennai
Date: May 3, 2023

Krishna Kumar L
Chief Financial Officer
Place: Chennai
Date: May 18, 2023

Muthukumaran A
Company Secretary
Place: Chennai
Date: May 18, 2023

Independent Auditor's Report

To the Members of BORDERLESS TRAVEL SERVICES LIMITED

Report on Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **BORDERLESS TRAVEL SERVICES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("the Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in report of the board of directors but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

   (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (ii) 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;

   (iii) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;

   (iv) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;

   (v) On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;

   (vi) 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";

   (vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable to the Company;

   (viii) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

   a) The Company does not have any pending litigations, which would impact the financial position of the Company;

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b) The Company did not have any material foreseeable losses on long-term contracts including derivative contracts; and

c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

d) (i) The Management has represented that, to the best of its knowledge and belief, as stated in note no.24 no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented, that, to the best of its knowledge and belief, as stated in note no.24 no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures performed by us that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above, contain any material mis-statement;

e) The Company has neither declared nor paid any dividend during the year.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 039569
UDIN:23039569BGURNA4151

Place: Mumbai
Date: 19 JUN 2023

Annexure A to the Independent Auditor's Report

Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2023 :

To the best of our information and according to the explanation provided to us by the Company and the books of account and records examined by us in the normal course of our audit, we state that:

(i) (a) to (d) The Company does not have any property, plant and equipment and hence provision of paragraph 3(i)(a) to (d) of the Order is not applicable; and

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The Company's nature of operation does not require it to hold inventories. Consequently, paragraph 3(ii)(a) of the Order regarding physical verification of inventories and maintenance of records is not applicable; and

(b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under paragraph 3(ii)(b) of the Order is not applicable.

(iii) (a) to (f) During the year, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, reporting under paragraph 3(iii)(a) to (f) of the Order is not applicable to the Company.

(iv) The Company has not granted any loan, made investment or provided guarantee or security to the parties covered under Section 185 and 186 of the Act. Therefore, paragraph 3(iv) of the Order is not applicable to the Company.

(v) The Company has not accepted deposits from the public and therefore, the provisions of section 73 to 76 or any other relevant provisions of the Act and rules framed thereunder are not applicable to the Company. We have been informed that no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard.

(vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act, for the business activities carried out

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

by the Company. Hence, reporting under paragraph 3(vi) of the Order is not applicable.

(vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, 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, as applicable, to the appropriate authorities. According to the information and explanations given to us and based on verification carried out by us on test basis, there are no arrears of statutory dues outstanding as on the last day of the financial year concerned for a period of more than six months from the date, they became payable; and

(b) There are no such statutory dues as referred to in sub- paragraph (a) above which have not been deposited with the concerned authorities as on March 31, 2023, on account of dispute.

(viii) There are no transaction which are not recorded in the books of accounts and have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority;

(c) The Company has not taken any terms loan. Accordingly, reporting under paragraph 3(ix)(c) of the Order is not applicable to the Company;

(d) The Company has not raised any funds on short-term basis. Accordingly, the reporting under paragraph 3(ix)(d) of the Order is not applicable to the Company;

(e) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, the reporting under paragraph 3(ix)(e) of the Order is not applicable; and

(f) The Company does not have any subsidiaries, joint ventures or associate companies. Accordingly, the reporting under paragraph 3(ix)(f) of the Order is not applicable.

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under paragraph 3(x)(a) of the Order is not applicable to the Company; and

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

the current financial year. Accordingly, the reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) We have neither come across any instance of fraud by the Company or any material instance of fraud on the Company by its officers or employees, noticed or reported during the year;

(b) No report under section 143(12) of the Act has been filed during the year by the auditors in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government; and

(c) There are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv) (a) & (b)The Company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Act.

(xv) The Company has not entered into any non-cash transaction with directors. We have been informed that no such transactions have been entered into with persons connected with directors.

(xvi) (a) to (c)The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under paragraph 3(xvi) (a), (b) and (c) of the Order is not applicable; and

(d) The Group does not have any CIC as part of the Group as per definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under paragraph 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has incurred cash losses amounting to Rs.59 Lakhs during the financial year covered by our audit and Rs.115 Lakhs in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under paragraph 3(xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) Based on the audit procedures performed by us, the provisions of sub-section (5) and (6) of section 135 of Act are not applicable to the Company. Accordingly, the reporting under paragraph 3(xx)(a) and (b) of the Order is not applicable to the Company.

(xxi) The Company does not have subsidiary, associate or joint venture hence is not required to prepare consolidated financial statements. Accordingly, reporting on paragraph 3(xxi) of the Order is not applicable.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 039569
UDIN:23039569BGURNA4151

Place: Mumbai
Date: 19 JUN 2023

Annexure B to the Independent Auditor's Report

Referred to in paragraph 2(vi) under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2023

Opinion

We have audited the internal financial controls with reference to financial statements of the Company as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2023 based on the internal controls with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements 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 standalone financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G. M. KAPADIA & CO. MUMBAI ★ Chartered Accountants ★

Atul Shah
Partner
Membership No. 039569
UDIN:23039569BGURNA4151

Place: Mumbai
Date: 19 JUN 2023

Borderless Travel Services Limited
Balance Sheet as at March 31, 2023

(Amount in Lacs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-Current Assets			
Deferred Tax Assets	3	66.0	51.3
Total Non-Current Assets		**66.0**	**51.3**
Current assets			
Financial Assets			
Cash & Cash Equivalents	4.1	3.4	47.2
Other Financial Assets	4.2	-	26.3
Other current assets	5	0.9	0.9
Total Current Assets		**4.3**	**74.4**
TOTAL ASSETS		**70.3**	**125.7**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	6	0.5	0.5
Other equity			
-Reserve & surplus	7	(188.0)	(144.1)
Total Equity		**(187.5)**	**(143.6)**
LIABILITIES			
Non-Current liabilites			
Employee Benefit Obligations	8	26.2	26.2
Current liabilities			
Financial liabilities			
- Loans	9	146.3	150.0
- Other financial liabilities	9	80.7	85.6
Employee Benefit Obligations	8	4.5	4.5
Other current liabilities	10	0.1	3.0
Total current liabilities		**231.6**	**243.1**
TOTAL LIABILITIES		**257.8**	**269.3**
TOTAL EQUITY AND LIABILITIES		**70.3**	**125.7**

The above balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 39569

Date: 19.06.2023
Place: Mumbai

For and on behalf of the Board of Directors

Rajeev Kale
Director
DIN: 6775970

Date: 19.06.2023
Place: Mumbai

Abraham Alapatt
Director
DIN No. 6809421

Date: 19.06.2023
Place: Mumbai

Borderless Travel Services Limited
Statement of Profit And Loss for the year ended Mar 31, 2023

(Amount in Lacs)

Particulars	Notes	For the year ended March 31,2023	For the year ended March 31, 2022
Income			
Revenue from Operations		-	-
Total income		-	-
Expenses			
Employee benefits expenses	11	42.2	100.8
Finance Cost	12	14.2	7.4
Other expenses	13	2.3	7.2
Total expenses		**58.7**	**115.4**
Loss before tax		(58.7)	(115.4)
Less : Tax expense			
Current tax	14	-	-
Deferred tax	14	(14.8)	(32.4)
Total tax expenses		**(14.8)**	(32.4)
Loss for the year (A)		(43.9)	(83.0)
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		-	3.3
Income tax relating to items that will not be reclassified to profit or loss		-	-
Total other comprehensive income for the year, net of taxes (B)		-	3.3
Total comprehensive income for the year (A+B)		(43.9)	(79.7)
Earnings per equity share (Face value of INR 10 each)			
- Basic earnings per share (In INR)	19	(878.7)	(1,659.9)
- Diluted earnings per share (In INR)		(878.7)	(1,659.9)

The above statement of profit and loss should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 39569

Date: 19.06.2023
Place: Mumbai

For and on behalf of the Board of Directors

Rajeev Kale
Director
DIN: 6775970

Date: 19.06.2023
Place: Mumbai

Abraham Alapatt
Director
DIN No. 6809421

Date: 19.06.2023
Place: Mumbai

Borderless Travel Services Limited
Notes to financial statements for the year ended 31st March 2023

STATEMENT OF CHANGES IN EQUITY

(A) Equity share capital

(Amount in Lacs)

Particulars	Amount
Balance as at April 1, 2021	**0.5**
changes in equity share capital during the year	-
Balance as at March 31, 2022	**0.5**
changes in equity share capital during the year	-
Balance as at March 31, 2023	**0.5**

(B) Other Equity

Particulars	Reserves & Surplus	
	Retained Earnings	Total Reserve & Surplus
Balance as at April 1, 2021	**(64.4)**	**(64.4)**
Profit for the year	(83.0)	(83.0)
Other Comprehensive Income	3.3	**3.3**
Total Comprehensive Income for the year	-	-
Transaction with owners in their capacity as owners	-	-
Balance at the March 31, 2022	**(144.1)**	**(144.1)**
Profit for the year	(43.9)	(43.9)
Other Comprehensive Income	-	-
Total Comprehensive Income for the year	-	-
Transaction with owners in their capacity as owners	-	-
Balance as at March 31, 2023	**(188.0)**	**(188.0)**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 39569

Date: 19.06.2023
Place: Mumbai

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Rajeev Kale
Director
DIN: 6775970

Date: 19.06.2023
Place: Mumbai

Abraham Alapatt
Director
DIN No. 6809421

Date: 19.06.2023
Place: Mumbai

Borderless Travel Services Limited
Statement of Cash Flows for the year ended March 31, 2023

(Amount in Lacs)

Particulars	Note	Year ended March 31, 2023	Year ended March 31, 2022
A) Cash flow from operating activities			
Loss before income tax		**(58.7)**	**(115.4)**
Operating profit before changes in operating assets and liabilities		**(58.7)**	**(115.4)**
Change in operating assets and liabilities:			
Increase/(Decrease) in Other financial Liabilities		(4.8)	7.8
Increase/(Decrease) in Other Liabilities		(2.9)	1.0
(Increase)/ Decrease in Other Assets		26.3	-
(Increase)/ Decrease in Other Financial Assets		-	(0.1)
Cash generated from operations		**(40.1)**	**(106.7)**
Income taxes paid		-	-
Net cash inflow / (outflow) from operating activities		**(40.1)**	**(106.7)**
B) Cash flow from investing activities:			
Loan received/Paid		(3.7)	138.0
Net cash inflow / (outflow) from investing activities		**(3.7)**	**138.0**
Net increase / (decrease) in cash and cash equivalents		(43.8)	31.3
Add: Cash and cash equivalents at the beginning of the financial year		47.2	15.9
Cash and cash equivalents at the end of the year		**3.4**	**47.2**
		31 March 2023	**31 March 2022**
Reconciliation of Cash Flow statements as per the cash flow statement			
Cash Flow statement as per above comprises of the following			
Cash and cash equivalents		3.4	47.2
Balances as per statement of cash flows		3.4	47.2

Notes :

1. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS-7) on Statement of Cash Flow as notified under Companies (Acounts) Rules, 2015.
2. The above statement of Cash flow should be read in conjunction with the accompanying notes.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 39569

Date: 19.06.2023
Place: Mumbai

For and on behalf of the Board of Directors

Rajeev Kale
Director
DIN: 6775970

Date: 19.06.2023
Place: Mumbai

Abraham Alapatt
Director
DIN No. 6809421

Date: 19.06.2023
Place: Mumbai

General Information

Borderless Travel Services Limited was incorporated on August 25th, 2015 The Company is a 100% subsidiary of Thomas Cook (India) Limited

1 Significant Accounting Policies

1.1 Basis of preparation of financial statements

(a) Statement of compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') In accordance with proviso of the Rule 4A of Companies Accounting Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting standards as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with rule 4 of the Companies (Indian Accounting standards) Rules, 2015 that are notified and effective as at 31st March, 2019.

This financial statements for the year ended March 31, 2023 has prepared under IND AS.

Current V/s Non-Current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-noncurrent classification of assets and liabilities.

1.2 Provisions and contingent liabilities

Provisions are recognised when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. Provisions are not recognised for future operating losses. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provisions are measured at the present value of management's best estimate of the expenditure require to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Entity or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

1.3 Cash and Cash Equivalents

In the cash flow statement, Cash and Cash Equivalents includes Cash on Hand, Cheques/Drafts on Hand, Remittances in Transit, Balances with Bank held in Current Account and Demand Deposits with maturities of three months or less. Bank overdrafts are repayable on demand and form an integral part of an entity's cash management, and are included as a component of cash and cash equivalents.

1.4 Earnings per share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, and excluding treasury shares other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

The diluted potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (that is the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date.

Borderless Travel Services Limited

Significant Accounting Policies *(continued)*

1.5 Empolyee Benefits

(a) Long-term Employee Benefits

The Company operates the following post-employment schemes:

(i) Defined benefit plans such as gratuity

(ii) Defined contribution plans such as provident fund

(i) Defined Contribution Plans

Contribution towards Provident Fund for all employees are made to the regulatory authorities,where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Company's contributions to the above funds are charged to the Statement of Profit and Loss for the year for which the contributions are due for payment.

(ii) Defined Benefit Plans

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

Contribution to Gratuity is based on the premium contribution called for by the Life Insurance Corporation of India (LIC) with whom the Company has entered into an arrangement. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged or credited in the statement of profit and loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the statement of profit and loss.

(b) Short-term Employee Benefit

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

1.6 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees or decimals thereof as per the requirement of schedule III (division II), unless otherwise stated.

1.7 Previous year's figures have been regrouped/rearranged wherever necessary to confirm with current year's figures.

2 Critical Accounting Estimates and Judgements:

The preparation of Standalone Financial Information requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also need to exercise judgment in applying the group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Restated Standalone Financial Information.

Critical estimates and Judgements

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Borderless Travel Services Limited

Borderless Travel Services Limited
Notes forming part of the Financial Statements for the year ended March 31, 2023

Note 3: Deferred Tax Assets:

The balance comprises of temporary differences attributable to:

(Amount in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax on Business Losses	66.0	51.3
Total Deferred Tax Assets	**66.0**	**51.3**

Note 4.1: Financial Assets - Cash and cash equivalents

(Amount in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks :		
In current accounts	3.4	46.3
Cash in hand	-	-
Cheques on hand	-	0.9
Total Cash and cash equivalents	**3.4**	**47.2**

Note 4.2: Other financials assets

(Amount in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Other Receivables from Related Parties	-	26.3
Total Cash and cash equivalents	**-**	**26.3**

Note 5: Other current assets

(Amount in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
SLA bank Balance	0.7	0.7
Balance with Govt Authorities	0.2	0.2
Total Other Current Assets	**0.9**	**0.9**

Borderless Travel Services Limited

Borderless Travel Services Limited
Notes forming part of the Financial Statements for the year ended March 31, 2023

Note 6: Equity Share Capital

Equity Share capital (Amount in Lacs)

Particulars	No of Shares	Amount
AUTHORISED		
As at April 1, 2021	10	100
Increase during the year	-	-
As at March 31, 2022	10	100
Increase during the year	-	-
As at March 31, 2023	10	100

(i) Movement in Equity Share Capital during the Year

Particulars	No of Shares	Amount
As at April 1, 2021	0.1	0.5
Add: No of Shares issued during the year	-	-
As at March 31, 2022	0.1	0.5
Add: No of Shares issued during the year	-	
As at March 31, 2023	0.1	0.5

(ii) Terms and rights attached to shares

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the residual assets of the Company after distribution to all secured creditors, if any, of all preferential amounts, in proportion to their dues.

(iii) Shares of the company held by Holding Company

Particulars	As at March 31, 2023			As at March 31, 2022		
	No of Shares	Amount	% change during the year	No of Shares	Amount	% change during the year
Equity Shares						
Thomas cook (India) Limited (Holding Company) and its Nominees	0.1	0.5	-	0.1	0.5	-

(iv) Shareholding Pattern (Shareholders holding 5% or more shares in the Company)

Category of Shareholder	As at March 31, 2023			As at March 31, 2022		
	No of Shares	% of Holding	% change during the year	No of Shares	% of Holding	% change during the year
Equity Shares						
Thomas cook (India) Limited (Holding Company) and its Nominees	0.1	100%	-	0.1	100%	-

(v) Shares held by promoters at the end of the year

Category of Shareholder	As at March 31, 2023			As at March 31, 2022		
	No of Shares	% of Holding	% change during the year	No of Shares	% of Holding	% change during the year
Equity Shares						
Thomas cook (India) Limited (Holding Company) and its Nominees	0.1	100%	-	0.1	100%	-

Borderless Travel Services Limited

Borderless Travel Services Limited
Notes forming part of the Financial Statements for the year ended March 31, 2023

Note 7: Reserves and surplus

(Amount in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Retained Earnings	(188.0)	(144.1)
Total reserves and surplus	**(188.0)**	**(144.1)**

Retained Earnings

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	**(144.1)**	**(64.4)**
Net Profit for the year	(43.9)	(83.0)
Items of other Comprehensive income recognised directly in retained earnings	-	3.3
Closing Balance	**(188.0)**	**(144.1)**

Note 9: Financial Liablities

(Amount in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Loan from Related Party	146.3	150.0
Total (A)	**146.3**	**150.0**
Other Financial Liabilities		
Interest Payable to Related Party	-	0.2
Advance from Related Party	66.2	66.2
Liabilities against expense	14.5	19.2
Total (B)	**80.7**	**85.6**
Total Other Financial Liablities (A+B)	**227.0**	**235.6**

Note 10: Other Current Liabilities

(Amount in Lacs)

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Dues	0.1	3.0
Total	**0.1**	**3.0**

Borderless Travel Services Limited

Borderless Travel Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2023

Note 8 : Employee Benefit Obligations

(Amount in Lacs)

Particulars	31st March 2023			31st March, 2022		
	Non-Current	Current	Total	Non-Current	Current	Total
Leave Entitlement	-	0.7	0.7	-	0.7	0.7
Gratuity	26.2	2.6	28.8	26.2	2.6	28.8
Employee Benefit Payables	-	1.3	1.3	-	1.3	1.3
Total	**26.2**	**4.5**	**30.8**	**26.2**	**4.5**	**30.8**

(i)Leave Obligations - Leave Entitlement

The leave obligations cover the Company's liability for earned leave.
The amount of the provision of Rs 65,395 (Previous Period - 65,395) is presented as current, since the company does not have an unconditional right to defer settlement for any of these obligations. The following amounts reflect leave that is expected to be taken or paid within the next 12 months.

(Amount in Lacs)

Particulars	31st March 2023	31st March, 2022
Current leave obligations expected to be settled within next 12 months	0.7	0.7

(ii) Post Employment Obligations
Gratuity

The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

(iii) Defined contribution Plans

The company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is INR NIL

Balance Sheet Amounts - Gratuity
The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

(Amount in Lacs)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
1st April, 2022	**28.8**	-	28.8
Current service cost	-	-	-
Past Service cost	-	-	-
Interest expense/(income)	-	-	-
Total amount recognised in profit and loss	-	-	-
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	-	-
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	-	-	-
Experience (gains)/losses	-	-	-
Total amount recognised in other comprehensive income	-	-	-
Employer contributions	-	-	-
Benefit payments	-	-	-
31st March, 2023	**28.8**	-	**28.8**

The net liability disclosed above relates to funded and unfunded plans as follows:

(Amount in Lacs)

Particulars	31st March 2023	31st March, 2022
Present value of unfunded obligations	28.8	28.8
Fair value of plan assets	-	-
Deficit of funded plan	**28.8**	**28.8**
Unfunded plans	-	-
Deficit of gratuity plan	**28.8**	**28.8**

Borderless Travel Services Limited

Significant estimates: Actuarial assumptions and sensitivity for gratuity
The significant actuarial assumptions were as follows:

Particulars	31st March 2023	31st March, 2022
Discount rate	-	6.60%
Salary growth rate	-	6.00%

(iv) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars			Impact on defined benefit obligation			
	Change in assumptions	Change in assumptions	Increase in assumptions	Increase in assumptions	Decrease in assumptions	Decrease in assumptions
	March 31,2023	March 31,2022	31st March 2023	March 31,2022	31st March 2023	March 31,2022
Discount rate	-	50 basis points	-	-3.39%	-	3.57%
Salary growth rate	-	50 basis points	-	3.57%	-	-3.43%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

(v) Risk Exposure for gratuity
Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below :

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

(vi) Defined benefit liability and employer contributions for gratuity
The weighted average duration of the defined benefit obligation is 6.96 years. The expected maturity analysis of undiscounted gratuity is as follows:

(Amount in Lacs)

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
31st March, 2023 - Post Employment Obligations	-	-	-	-	-
31st March, 2022 - Post Employment Obligations	2.6	2.1	6.0	37.1	47.8

Borderless Travel Services Limited

Borderless Travel Services Limited
Notes forming part of the Financial Statements for the year ended March 31, 2023

Note 11 : Employee Benefit Expense

(Amount in Lacs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries Wages and Bonus	40.4	94.3
Contribution to Provident and Other Funds	1.8	4.2
Gratuity	-	3.0
Leave valuation	-	(0.7)
Total	**42.2**	**100.8**

Note 12 : Finance Costs

(Amount in Lacs)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Other Finance Charges	14.2	7.4
Total	**14.2**	**7.4**

Note 13 : Other Expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Legal and Professional Charges #(Refer note below "a")	0.3	7.1
IT Expense : License and Software Maintenance Cost	-	0.1
Rent	2.0	-
Total	**2.3**	**7.2**

Legal and Professional charges include auditors remuneration

(a): Details of payments to auditors

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Payment to auditors		
As auditor:		
-Statutory Audit	0.3	0.3
-Tax Audit	-	-
In other capacities		
-Re-imbursement of expenses	-	-
Total payments to auditors	**0.3**	**0.3**

Note 14: Income Tax Expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Income tax expense		
Current tax		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	-	-
Deferred tax		
increase in deferred tax assets	(14.8)	(32.4)
Total deferred tax credit	**(14.8)**	**(32.4)**
Income tax expense	**(14.8)**	**(32.4)**

(b) The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit from continuing operations before income tax expense	(58.7)	(115.4)
Tax at the Indian tax rate of 25.17% (PY - 25.17%)	**(14.8)**	**(29.1)**
Tax effect of amounts which are not deductible(taxable) in calculating taxable income:		
Interest on shortfall of advance tax	-	-
CSR Expenditure	-	-
Buffer tax created	-	-
Dividend income	-	-
Sec 14A Disallowance	-	-
On account of rate difference as compared to previous year	-	-
Other items	-	(3.4)
Income tax expense	**(14.8)**	**(32.4)**

Borderless Travel Services Limited

Note 15: Fair value measurements

Trade receivables, cash and cash equivalents, other financial assets, trade payables, and other financial liabilities have been carried at amortised cost. The carrying amounts of these financial assets and financial liabilities are considered to be the same as their fair values due to their short-term nature. Hence, no fair value disclosures / information for these financial assets and financial liabilities has been disclosed since the carrying amount is a reasonable approximation of fair value.

Note 16: Financial risk management

Being a non - operating company, the company is not exposed to any kind of risk.

Note 17: Capital management

The Company's objectives when managing capital (consisting of equity capital and unremitted profit in the financial statements) are to safeguard its ability to continue as a going concern, so it can continue to provide services for the holding company and related entities and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or change the capital structure, the Company may adjust the amount of profits for remittance to holding company, return equity capital, or require holding company to infuse additional capital to support its operations.

There are no externally imposed capital requirements on the Company.

The Company has not proposed any Dividend for the year ended March 31, 2023 and March 31, 2022.

Borderless Travel Services Limited

Note 18: Related Party Transactions

(a) Parent Entities

The Company is controlled by the following entity:

Name	Type	Place of Incorporation	Ownership Interest (%)	
			As at March 31, 2023	As at March 31, 2022
Thomas Cook (India) Limited, India ("TCIL") holds 100% of Equity Shares of the Company. (Fairbridge Capital (Mauritius) Limited, Mauritius ("FCML") holds 66.94% of Equity Shares of TCIL. FCML is wholly owned and controlled by Fairfax Financial Holdings Limited, Canada, the ultimate holding company.)	Parent entity	India	100%	100%

(b) Key Management personnel (Directors)

Particulars
Amit Madhan
Rajeev Kale
Abraham Alapatt

(c) Transactions with related parties

The following transactions occurred with related parties:

Nature of transaction	March 31, 2023	March 31, 2022
(i) Holding Company		
Interest Expenses		
Thomas Cook (India) Limited	14.3	7.4
Balance as at the year end		
Thomas Cook (India) Limited		
Loan Payable (including interest due)	158.4	150.0
Interest Payable	8.3	0.2
Outstanding Payable	62.9	65.8
(ii) Fellow Subsidiaries		
Reimbursement of Expenses (Net)		
Horizon Travel Services LLC [ATP]	-	4.0
Balance as at the year end		
Outstanding Payable		
Horizon Travel Services LLC [ATP]	-	7.4
SOTC Travel Limited	-	26.3

Borderless Travel Services Limited

Note 19: Earnings Per Share

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit attributable to equity shareholders	(43.9)	(83.0)
Weighted average number of outstanding shares	0.1	0.1
(a) Basic earnings per share		
Attributable to the equity holder of the company	(878.7)	(1,659.9)
(b) Diluted earnings per share		
Attributable to the equity holder of the company	(878.7)	(1,659.9)

(c) Reconciliation of earnings used in calculating earnings per share

Particulars	March 31, 2023	March 31, 2022
Basic earnings per share		
Profits attributable to the equity holders of the company used in calculating basic earnings per share	(43.9)	(83.0)
Profits attributable to the equity holders of the company used in calculating diluted earnings per share	**(43.9)**	**(83.0)**

(d) Weighted average number of shares used as the denominator

Particulars	March 31, 2023	March 31, 2022
Weighted average number of equity shares used as the denominator in calculating basic earning per share	0.1	0.1
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earning per share	0.1	0.1

Borderless Travel Services Limited

Borderless Travel Services Limited
Notes forming part of the Financial Statements for the year ended March 31, 2023

Note 20 : Segmental Reporting
Since the Company has no operations, there are no reportable segments.

Note 21: Micro, Small and Medium Enterprises
There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding as at March 31, 2023. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note 22
As at March 31, 2023, company has not started its commercial operations. The Company is a 100% subsidiary of Thomas Cook (India) Limited, which has undertook to provide sufficient financial support to the company to carry on business without curtailment of operations for the period of at least 12 months from the date of signing of the audit report i.e. June 19, 2023 by written support letter.

Note 23
Ratios

Current Ratio	FY 2022-23	FY 2021-22	Variance in %	Remarks
Curent Asests	4.3	74.4		Ratio has decreased due to realisation of current assets
Current Liabilities	231.6	243.1		
Ratio	0.0	0.3	94%	

Debt Equity Ratio	FY 2022-23	FY 2021-22	Variance in %	
Total Debt	146.3	150.0		Variation due to reduction in equity due to current year losses
Total Equity	-187.5	-143.6		
Ratio	-0.8	-1.0	25%	

Return on Equity Ratio	FY 2022-23	FY 2021-22	Variance in %	
Loss after Tax	(43.9)	(79.7)		Equity in negative due to accumulated losses
Total Equity	(187.5)	(143.6)		
Ratio	NA	NA	NA	

Net Profit Ratio	FY 2022-23	FY 2021-22	Variance in %	
Profit after tax	(43.9)	(79.7)	NA	No Revenue from operation during the previous and current year
Revenue from Operations	-	-		
Ratio	NA	NA	NA	

Net Capital Turnover Ratio	FY 2022-23	FY 2021-22	Variance in %	
Revenue from Operations	-	-		No Revenue from operation during the previous and current year
Closing Working Capital	(227.2)	(168.7)		
Ratio	NA	NA	NA	

Return on Investment	FY 2022-23	FY 2021-22	Variance in %	
Closing less opening market price	NA	NA		No Investments
Opening Market price	NA	NA		
Ratio	NA	NA	NA	

Debt Service Coverage Ratio	FY 2022-23	FY 2021-22	Variance in %	
Profit before interest, tax and depreciation	(44.5)	(108.0)		Lossess has been reduced as compared to previous year
Clsoing Debt Service	154.6	150.2		
Ratio	-0.3	-0.7	60%	

Inventory Turnover Ratio	FY 2022-23	FY 2021-22	Variance in %	
Cost of Goods Sold	NA	NA		No Inventory
Closing Inventory	NA	NA		
Ratio	NA	NA	NA	

Borderless Travel Services Limited

Trade Receivable Turnover Ratio	FY 2022-23	FY 2021-22	Variance in %	
Revenue from Operations	NA	NA		No Revenue and trade receivables
Closing current Trade	NA	NA		
Ratio	NA	NA	NA	

Trade Payable Turnover Ratio	FY 2022-23	FY 2021-22	Variance in %	
Cost of Goods Sold	NA	NA		No operating activities
Closing Trade Payable	14.5	19.2		
Ratio	NA	NA	NA	

Note 24
No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note.25
Additional Regulatory Information detailed in clause 6Y of General Instructions given in Part I of Division I of the Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

Note 26: Previous year's figures has been regrouped/rearranged wherever necessary to confirm with current year's figure.

Signatures to Notes 1 to 26 form an integral part of the financial statements.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 39569

Date: 19.06.2023
Place: Mumbai

For and on behalf of the Board of Directors

Rajeev Kale
Director
DIN: 6775970

Date: 19.06.2023
Place: Mumbai

Abraham Alapatt
Director
DIN No. 6809421

Date: 19.06.2023
Place: Mumbai

BDC Digiphoto Imaging Solutions Private Limited
Management Accounts
Balance Sheet as at 31st March, 2023

Particulars	Notes	As at 31st March, 2023
ASSETS:		
Non-current assets:		
Property, plant and equipment	3	23,140,151
Capital work-in-progress	3	-0
Right-Of-Use Assets	3	18,196,653
Other intangible Assets	4	2,334,063
Financial assets:-		
- Non current investments		-
- Other financial assets	5	4,200,000
Other non-current assets		-
Non Current Tax assets	6	62,876
Deferred tax assets (net)	7	-
Total non-current assets		**47,933,743**
Current assets:		
- Inventories	8	5,245,088
Financial assets:-		
- Investment		-
- Trade receivables	9(a)	100,716,349
- Cash and cash equivalents	9(b)	12,191,376
- Bank balances other than cash and cash equivalents	9(c)	-
- Loans		-
- Other financial assets	9(d)	1,462,420
Current Tax Assets (Net)		-
Other current assets	10	46,166,206
Total current assets		**165,781,440**
TOTAL ASSETS		**213,715,184**
EQUITY AND LIABILITIES		
EQUITY		
Equity share capital	11(a)	100,000
Other equity		
Reserve and surplus	11(b)	-202,816,278
Total Equity		**-202,716,278**
LIABILITIES		
Non-current liabilities		
Financial Liabilities		
-Lease liabilities		11,937,971
- Other financial liabilities		-
Provisions	12	2,600,569
Total non-current liabilities		**14,538,540**
Current liabilities		
Financial liabilities		
-Lease liabilities		6,562,701
- Trade payables	13(a)	367,634,087
- Other financial liabilities	13(b)	5,832,104
Provisions	12	-
Current Tax Liabilities		-
Other current liabilities	14	21,864,029
Total current liabilities		**401,892,922**
TOTAL LIABILITIES		**416,431,462**
TOTAL EQUITY AND LIABILITIES		**213,715,184**

BDC Digiphoto Imaging Solutions Private Limited
Management Accounts
Statement of Profit And Loss for the year ended 31st March, 2023

Particulars	Notes	year ended 31st March, 2023
Income		
Revenue from operations	17	111,340,029
Other income	18(a)	51,622,158
Other gains (net)	18(b)	5,326,992
Total income		**168,289,180**
Expenses		
Cost of services		15,372,457
Revenue share		41,728,958
Employee benefits expense	19	55,699,060
Finance Cost	22	2,163,640
Depreciation and amortisation expense	20	6,548,881
Depreciation - Right of Use Assets - Buildings		2,625,508
Other expenses	21	23,918,591
Total expenses		**148,057,095**
Profit before exceptional item		**20,232,084**
Add Exceptional items:		
Less Exceptional items:		**-**
(Loss)/Profit before tax		**20,232,084**
Less : Tax expense		-
Current tax	23	-
Deferred tax	23	-
Total tax expenses		**-**
(Loss)/Profit for the year (A)		**20,232,084**
Other comprehensive income		
Items that will not be reclassified to profit or loss		
Remeasurements of post-employment benefit obligations		-135,419
Income tax relating to items that will not be reclassified to profit or loss		
Total other comprehensive income for the year, net of taxes (B)		**-135,419**
Total comprehensive income for the year (A+B)		**20,096,665**

Horizon Travel Services LLC
Balance Sheet as at 31st March 2023

Currency - USD

Particulars	Notes	As at 31st March 2023	As at 31st March, 2022
ASSETS			
Non-current assets:			
Property, plant and equipment	3	24,905.4	52,712.5
Capital work-in-progress	3	-	-
Goodwill	4	2,462,283.3	2,462,283.3
Other intangible Assets	4	120,616.9	143,391.6
Right of Use Assets	4(a)	1,203,241.8	1,438,597.8
Intangible assets under development			
Investment accounted for using equity method	5	-	-
Investment in subsidiaries	5	30,336.8	30,336.8
Financial assets			
- Non current investments	5	-	-
- Loans			
- Other financial assets	6(e)	31,288.0	29,762.2
Other non-current assets	7	10,369.5	26,032.5
Non Current Income Tax assets	9	6,341.0	7,963.7
Deferred tax assets (net)	16	2,085,553.1	2,004,490.5
Total non-current assets		**5,974,935.8**	**6,195,570.9**
Current assets:			
Inventories			
Financial assets			
- Investments	6(a)	-	-
- Trade receivables	6(b)	698,679.0	417,482.8
- Cash and cash equivalents	6(c)	1,396,379.3	1,640,254.0
- Bank balances other than cash and cash equivalents	6(d)	-	-
- Other financial assets	6(e)	812,385.1	25,000.0
Other current assets	8	1,284,792.9	1,238,807.1
Total current assets		**4,192,236.4**	**3,321,543.9**
TOTAL ASSETS		**10,167,172.2**	**9,517,114.8**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	10(a)	975,000.0	975,000.0
Preference share capital	10(a)	-	-
Other equity			
Share application money pending allotment		-	-
Reserve and surplus	10(b)	(7,878,397.2)	(7,527,981.5)
Total Equity		**(6,903,397.2)**	**(6,552,981.5)**
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
- Borrowings	11(a)	-	-
- Other financial liabilities	11(c)	1,751,753.7	1,951,269.6
Provisions	14	-	-
Employee Benefit Obligations	15	-	-
Deferred tax liabilities (net)	16	-	-
Other non-current liabilities	12	-	-
Total non-current liabilities		**1,751,753.7**	**1,951,269.6**
Current liabilities			
Financial liabilities			
- Borrowings	11(b)	8,270,000.0	9,070,000.0
- Trade payables	11(d)	2,932,702.8	2,662,158.9
- Other financial liabilities	11(c)	1,684,131.1	719,771.5
Provisions	14	-	-
Employee Benefit Payable	15	-	-
Current Income Tax Liabilities	9	-	-
Other current liabilities	13	2,431,982.1	1,666,896.1
Total current liabilities		**15,318,816.0**	**14,118,826.5**
TOTAL LIABILITIES		**17,070,569.7**	**16,070,096.1**
TOTAL EQUITY AND LIABILITIES		**10,167,172.6**	**9,517,114.6**

Summary of Significant Accounting Policies
The above balance sheet should be read in conjunction with the accompanying notes.

Horizon Travel Services, LLC

(Rosanna Jacob – CFO)

Horizon Travel Services LLC
Statement of Profit And Loss for the 12 months ended 31st March 2023

Currency - USD

Particulars	**Notes**	**12 months ended 31st March 2023**	**12 months ended 31st March 2022**
Income			
Revenue from operations	17	43,687,582.7	6,722,700.3
Other income	18(a)	593,450.2	189,597.6
Other gains (net)	18(b)	-	-
Total income		**44,281,032.9**	**6,912,297.9**
Expenses			
Cost of services		39,285,677.8	6,290,003.5
Employee benefits expense	19	2,777,404.6	2,323,127.0
Finance Cost	22	853,122.2	574,041.3
Advertisement Expenses		55,379.2	22,705.3
Depreciation and amortisation expense	20	327,004.1	350,961.1
Other expenses	21	1,411,499.9	962,704.7
Total expenses		**44,710,087.8**	**10,523,542.9**
Profit before exceptional item		**(429,054.9)**	**(3,611,245.0)**
Add Exceptional items:			
Less Exceptional items:			
(Loss)/Profit before tax		**(429,054.9)**	**(3,611,245.0)**
Less : Tax expense			
Current tax	23	2,422.7	800.0
Deferred tax	23	(81,062.5)	(764,828.8)
Total tax expenses		**(78,639.8)**	**(764,028.8)**
(Loss)/Profit for the year (A)		**(350,415.1)**	**(2,847,216.2)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Foreign exchange translation on consolidation		-	-
Income tax relating to items that will not be reclassified to profit or loss			
Total other comprehensive income for the year, net of taxes (B)		**-**	**-**
Total comprehensive income for the year (A+B)		**(350,415.11)**	**(2,847,216.2)**
Earnings/(Loss) per equity share (Face value of INR 1 each)	34		
- Basic earnings/(loss) per share		(0.36)	(0.63)
- Diluted earnings/(loss) per share		-	-

Summary of Significant Accounting Policies
The above statement of profit and loss should be read in conjunction with the accompanying notes.

Horizon Travel Services, LLC

(Rosanna Jacob – CFO)

G. M. KAPADIA & CO.
(REGISTERED)
CHARTERED ACCOUNTANTS
1007, RAHEJA CHAMBERS, 213, NARIMAN POINT, MUMBAI 400 021. INDIA
PHONE : (91-22) 6611 6611 FAX : (91-22) 6611 6600

Independent Auditor's Report

To the Members of Indian Horizon Marketing Services Limited

Report on Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Indian Horizon Marketing Services Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("the Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in report of board of directors but does not include the standalone financial statements and our auditor's report thereon.

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

MUMBAI NEW DELHI CHENNAI BENGALURU HYDERABAD JAIPUR

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

   (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (ii) 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;

   (iii) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;

   (iv) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;

   (v) On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;

   (vi) 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";

   (vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable to the Company;

   (viii) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      a) The Company does not have any pending litigations, which would impact the financial position of the Company;

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

b) The Company did not have any material foreseeable losses on long-term contracts including derivative contracts ;

c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

d) (i) The Management has represented that, to the best of its knowledge and belief, as stated in note no. 24, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented, that, to the best of its knowledge and belief, as stated in note no. 24, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures performed by us that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above, contain any material mis-statement; and

e) The Company has neither declared nor paid any dividend during the year.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 039569

UDIN:23039569BGURKJ4290

Place: Mumbai
Dated: 31 MAY 2023

Annexure A to the Independent Auditor's Report

Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2023 :

To the best of our information and according to the explanation provided to us by the Company and the books of account and records examined by us in the normal course of our audit, we state that:

(i) (a) to (d) The Company does not have any property, plant and equipment and hence provision of paragraph 3(i)(a) to (d) of the Order is not applicable; and

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The Company's nature of operations does not require it to hold inventories. Consequently, paragraph 3(ii) (a) of the Order regarding physical verification of inventories and maintenance of records is not applicable; and

(b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under paragraph 3(ii) (b) of the Order is not applicable.

(iii) (a) to (f) During the year, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, reporting under paragraph 3(iii)(a) to (f) of the Order are not applicable to the Company.

(iv) The Company has not granted any loan, made investment or provided guarantee or security to the parties covered under section 185 and 186 of the Act. Therefore, paragraph 3(iv) of the Order is not applicable to the Company.

(v) The Company has not accepted deposits or amounts which are deemed to be deposits therefore, the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable to the Company. We have been informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard.

(vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act, for the business activities carried out

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

by the Company. Hence, reporting under paragraph 3(vi) of the Order is not applicable.

(vii) (a) The Company has generally been regular in depositing with appropriate authorities undisputed statutory dues such as goods and services tax, income tax, cess and other applicable statutory dues. According to information and explanations given to us, no undisputed statutory dues payable were in arrears as at March 31, 2023, for a period of more than six months from the date they became payable; and

(b) There are no such statutory dues as referred to in sub- paragraph (a) above which have not been deposited with the concerned authorities as on March 31, 2023, on account of dispute.

(viii) There are no transaction which are not recorded in the books of accounts and have been surrended or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under paragraph 3(ix)(a) of the Order is not applicable to the Company;

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority;

(c) The Company has not taken any terms loan. Accordingly, reporting under paragraph 3(ix)(c) of the Order is not applicable to the Company;

(d) The Company has not raised any funds on short-term basis. Accordingly, the reporting under paragraph 3(ix)(d) of the Order is not applicable to the Company; and

(e) & (f) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, the reporting under paragraph 3(ix)(e) and (f) of the Order is not applicable.

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under paragraph 3(x)(a) of the Order is not applicable to the Company; and

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the current financial year. Accordingly, the reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

(xi) (a) We have neither come across any instance of fraud by the Company or any material instance of fraud on the Company by its officers or employees, noticed or reported during the year;

(b) No report under section 143(12) of the Act has been filed during the year by the auditors in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government; and

(c) There are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv)(a) & (b) The Company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Act.

(xv) The Company has not entered into any non-cash transactions with its directors. We have been informed that no such transactions have been entered into with persons connected with directors.

(xvi)(a) to (c) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under paragraph 3(xvi) (a), (b) and (c) of the Order is not applicable; and

(d) The Group does not have any CIC as part of the Group as per definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under paragraph 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has incurred cash losses amounting to Rs.0.75 lakhs during the financial year covered by our audit and Rs. 0.78 lakhs in the immediately preceding financial year;

(xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under paragraph 3(xviii) of the Order is not applicable.

(xix) In view of losses incurred by the Company and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, in our opinion though material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

when they fall due within a period of one year from the balance sheet date, management has represented and as stated in the Note 23 to the financial statements that, the Holding Company has undertaken to provide financial support that may be required in Company's obligation towards third parties.

(xx) The provisions of section 135(5) and 135(6) of the Act are not applicable to the Company. Accordingly, the reporting under paragraph 3(xx)(a) and (b) of the Order is not applicable to the Company

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 039569
UDIN:23039569BGURKJ4290

Place: Mumbai
Dated: 31 MAY 2023

Annexure B to the Independent Auditor's Report
Referred to in paragraph 2(vi) under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2023

Opinion

We have audited the internal financial controls with reference to the standalone financial statements of the Company as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to the standalone financial statements and such internal financial controls with reference to the standalone financial statements were operating effectively as at March 31, 2023 based on the internal controls with reference to the standalone financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the standalone financial statements 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 with reference to the standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the standalone financial statements included obtaining an understanding of internal financial controls with reference to the standalone financial statements, assessing the risk that a material weakness

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

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 standalone 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 with reference to the standalone financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to the standalone Financial Statements

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

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 039569
UDIN:23039569BGURKJ4290

Place: Mumbai
Dated: 31 MAY 2023

Indian Horizon Marketing Services Limited

Balance Sheet as at March 31, 2023

(Amount in Thousands)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-Current Assets			
Deferred Tax Assets (Net)	3	49	10
Total Non-Current Assets		**49**	**10**
Current Assets			
Financial Assets			
- Cash & Cash Equivalents	4	52	52
Other current assets	5	7	7
Current Tax Assets	6	9	9
Total Current Assets		**68**	**68**
TOTAL ASSETS		**117**	**78**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	7	500	500
Other Equity - Reserve & Surplus	8	(550)	(514)
Total Equity		**(50)**	**(14)**
LIABILITIES			
Current Liabilities			
Financial Liabilities			
- Other financial liabilities	9	167	92
Other Current Liabilities	10	-	-
Total Current Liabilities		**167**	**92**
TOTAL LIABILITIES		**167**	**92**
TOTAL EQUITY AND LIABILITIES		**117**	**78**

The above balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 39569

Date: May 31, 2023
Place: Mumbai

For and on behalf of the Board of Directors

Rambhau Kenkare
Director
DIN No. 01272743

Date: May 31, 2023
Place: Mumbai

Debasis Nandy
Director
DIN No. 06368365

Date: May 31, 2023
Place: Mumbai

Indian Horizon Marketing Services Limited

Statement of Profit And Loss for the Year Ended March 31, 2023

(Amount in Thousands)

Particulars	Notes	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Income			
Other income	11	-	-
Total income		-	-
Expenses			
Finance Cost	12	-	-
Other expenses	13	75	78
Total expenses		75	78
Loss before tax		(75)	(78)
Less: Tax expense	14		
Current tax		-	-
Deferred tax		(39)	-
Total tax expenses		(39)	-
Loss for the year (A)		(36)	(78)
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		-	-
Income tax relating to items that will not be reclassified to profit or loss		-	-
Total other comprehensive income for the year, net of taxes (B)		-	-
Total comprehensive income for the year (A+B)		(36)	(78)
Earnings per equity share (Face value of INR 10 each)	19		
- Basic earnings per share (In INR)		(0.73)	(1.57)
- Diluted earnings per share (In INR)		(0.73)	(1.57)

The above statement of profit and loss should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 39569

Date: May 31, 2023
Place: Mumbai

For and on behalf of the Board of Directors

Rambhau Kenkare
Director
DIN No. 01272743

Date: May 31, 2023
Place: Mumbai

Debasis Nandy
Director
DIN No. 06368365

Date: May 31, 2023
Place: Mumbai

Indian Horizon Marketing Services Limited

Statement of Cash Flows for the Year Ended March 31, 2023

(Amount in Thousands)

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
A) Cash flow from operating activities		
Loss before income tax	(75)	(78)
Adjustments for:		
Interest income on bank deposit	-	-
Operating Loss before changes in operating assets and liabilities	(75)	(78)
Change in operating assets and liabilities:		
Increase/(Decrease) in Other financial Liabilities	75	38
Increase/ (Decrease) in Other Current Assets	-	(7)
Cash generated from operations	-	(47)
Income taxes paid	-	(0)
Net cash inflow / (outflow) from operating activities	-	(48)
B) Cash flow from investing activities:	-	-
C) Cash flow from financing activities	-	-
Net increase / (decrease) in cash and cash equivalents	-	(48)
Add: Cash and cash equivalents at the beginning of the financial year	52	99
Cash and cash equivalents at the end of the year	52	52

Reconciliation of Cash Flow statements as per the cash flow statement	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Cash Flow statement as per above comprises of the following		
Cash and cash equivalents	52	52
Bank Overdrafts	-	-
Balances as per statement of cash flows	52	52

Notes :

1. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS-7) on Statement of Cash Flow as notified under Companies (Acounts) Rules, 2015.
2. The above statement of Cash flow should be read in conjunction with the accompanying notes.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 39569

Date: May 31, 2023
Place: Mumbai

For and on behalf of the Board of Directors

Rambhau Kenkare
Director
DIN No. 01272743

Date: May 31, 2023
Place: Mumbai

Debasis Nandy
Director
DIN No. 06368365

Date: May 31, 2023
Place: Mumbai

Indian Horizon Marketing Services Limited

Statement of Changes in Equity for the Year Ended March 31, 2023

STATEMENT OF CHANGES IN EQUITY

Equity share capital

Particulars	Amount
Balance as at April 1, 2021	500
changes in equity share capital during the year	-
Balance as at March 31, 2022	500
changes in equity share capital during the year	-
Balance as at March 31, 2023	500

Other Equity

Particulars	Reserves and Surplus		
	Capital Contribution	Retained Earnings	Total Other Equity
Balance as at April 1, 2021	-	(435)	(435)
Loss for the year	-	(78)	(78)
Other Comprehensive Income	-	-	-
Transaction with owners in their capacity as owners			
Employee Stock Option Expense	-	-	-
Balance as at March 31, 2022	-	(514)	(514)
Loss for the year	-	(36)	(36)
Other Comprehensive Income	-	-	-
Balance as at March 31, 2023	-	(550)	(550)

The above statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 39569

Date: May 31, 2023
Place: Mumbai

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Rambhau Kenkare
Director
DIN No. 01272743

Date: May 31, 2023
Place: Mumbai

Debasis Nandy
Director
DIN No. 06368365

Date: May 31, 2023
Place: Mumbai

General Information

Indian Horizon Marketing Services Limited was incorporated on December 26th, 1989 The Company is a 100% subsidiary of Thomas Cook (India) Limited

1 Significant Accounting Policies

1.1 Basis of preparation of financial statements

(a) Statement of compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') In accordance with proviso of the Rule 4A of Companies Accounting Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting standards as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with rule 4 of the Companies (Indian Accounting standards) Rules, 2015 that are notified and effective as at 31st March, 2019.

These financial statements for the year ended 31st March, 2023 has prepared under Ind AS.

Current V/s Non-Current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-noncurrent classification of assets and liabilities.

1.2 Other Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is recognized when the right to receive dividend is established.

1.3 Taxes on Income

Income Tax:

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred Tax:

Deferred tax is recognised using the liability method on taxable temporary differences between the tax base and the accounting base of items included in the Balance Sheet of the Company.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Certain temporary differences arising on initial recognition of assets or liabilities that affect neither accounting nor taxable profit are not recognised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

Indian Horizon Marketing Services Limited

1.4 **Provisions and contingent liabilities**

Provisions are recognised when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. Provisions are not recognised for future operating losses. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provisions are measured at the present value of management's best estimate of the expenditure require to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Entity or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

1.5 **Cash and Cash Equivalents**

In the cash flow statement, Cash and Cash Equivalents includes Cash on Hand, Cheques/Drafts on Hand, Remittances in Transit, Balances with Bank held in Current Account and Demand Deposits with maturities of three months or less. Bank overdrafts are repayable on demand and form an integral part of an entity's cash management, and are included as a component of cash and cash equivalents.

1.6 **Earnings per share**

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, and excluding treasury shares other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:
• the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
• the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.
The diluted potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (that is the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as at the beginning of the period, unless issued at a later date.

1.7 **Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest rupees or decimals thereof as per the requirement of schedule III (division II), unless otherwise stated.

1.8 Previous year's figures have been regrouped/rearranged wherever necessary to confirm with current year's figures.

2 Critical Accounting Estimates and Judgements:

The preparation of Standalone Financial Information requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Standalone Financial Information. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Indian Horizon Marketing Services Limited

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2023

Note 3: Deferred Tax Assets (Net)

The balance comprises of temporary differences attributable to:

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax on Business Losses	49	10
Net Deferred Tax Assets	**49**	**10**

Note 4: Financial Assets - Cash and Cash Equivalents:

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks - In current accounts	52	52
Total Cash and cash equivalents	**52**	**52**

Note 5:Other current assets:

Particulars	As at March 31, 2023	As at March 31, 2022
Balances receivables from government authorities	7	7
Total Cash and cash equivalents	7	7

Note 6: Current Tax Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Advance Tax	9	9
Closing Balances - Current Tax Asset/(Liabilities)	**9**	**9**

Indian Horizon Marketing Services Limited

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2023

Note 7: Equity Share Capital

Equity Share capital (Amount in Thousands)

Particulars	No of Shares (In Thousands)	Amount
AUTHORISED		
As at April 1, 2021	3,000	30,000
Increase during the year	-	-
As at March 31, 2022	3,000	30,000
Increase during the year	-	-
As at March 31, 2023	3,000	30,000

(i) Movement in Equity Share Capital during the Year

Particulars	No of Shares (In Thousands)	Amount
As at April 1, 2021	50	500
Add: No of Shares issued during the year	-	-
As at March 31, 2022	50	500
Add: No of Shares issued during the year	-	-
As at March 31, 2023	50	500

(ii) Terms and rights attached to shares

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the residual assets of the Company after distribution to all secured creditors, if any, of all preferential amounts, in proportion to their dues.

(iii) Shares of the company held by Holding Company

Particulars	As at March 31, 2023		As at March 31, 2022	
	No of Shares (In Thousands)	Amount	No of Shares (In Thousands)	Amount
Equity Shares				
Thomas cook (India) Limited(Holding Company) and its Nominees	50	500	50	500

(iv) Shareholding Pattern (Shareholders holding 5% or more shares in the Company)

Category of Shareholder	As at March 31, 2023		As at March 31, 2022	
	No of Shares (In Thousands)	% of Holding	No of Shares (In Thousands)	% of Holding
Equity Shares				
Thomas cook (India) Limited(Holding Company) and its Nominees	50	100%	50	100%
Total Other Financial Assets	50	100%	50	100%

(v) Shares held by the promoters at the end of the year

Name of Promoter	As at March 31, 2023		
	No of Shares (In Thousands)	% of Holding	% Change during theyear
Equity Shares			
Thomas cook (India) Limited(Holding Company) and its Nominees	50	100%	-

Name of Promoter	As at March 31, 2022		
	No of Shares	% of Holding	% Change during theyear
Equity Shares			
Thomas cook (India) Limited(Holding Company) and its Nominees	50	100%	-

Indian Horizon Marketing Services Limited

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2023

Note 8: Reserves and surplus

(Amount in Thousands)

Particulars	As at March 31, 2023	As at March 31, 2022
Retained Earnings	(550)	(514)
Total reserves and surplus	**(550)**	**(514)**

Retained Earnings

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	(514)	(435)
Net Profit for the year	(36)	(78)
Items of other Comprehensive income recognised directly in retained earnings		-
Closing Balance	**(550)**	**(514)**

Note 9: Other Financial Liablities

Particulars	As at March 31, 2023	As at March 31, 2022
Liabilities against expense	166	92
Total Other Financial Liablities	**166**	**92**

Note 10: Other Current Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Dues	-	-
Total Other Current Liabilities	-	-

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2023

Note 11: Other Income

(Amount in Thousands)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Other Miscellaneous Income	-	-
Total	-	-

Note 12: Finance Costs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Other Finance Charges	-	-
Total	-	-

Note 13: Other Expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Legal and Professional Charges #(Refer note below "a")	75	78
Miscellaneous Expenses	-	-
Total	75	78

Legal and Professional charges include auditors remuneration

(a): Details of payments to auditors

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Payment to auditors		
As auditor:		
-Statutory Audit	12	12
-Tax Audit	-	-
Total payments to auditors	**12**	**12**

Note 14: Income Tax Expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Income tax expense		
Current tax		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	-	-
Deferred tax		
increase in deferred tax assets	(39)	-
Total deferred tax credit	(39)	-
Income tax expense	**(39)**	**-**

(b) The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit from continuing operations before income tax expense	(75)	(78)
Tax at the Indian tax rate of 25.17% (PY - 25.17%)	**(19)**	**(20)**
Tax effect of amounts which are not deductible(taxable) in calculating taxable income:		
On Carried Forward Losses	19	-
Other items	-	20
Income tax expense	**-**	**-**

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2023

Note 15: Fair value measurements

Trade receivables, cash and cash equivalents, other financial assets, trade payables, and other financial liabilities have been carried at amortised cost. The carrying amounts of these financial assets and financial liabilities are considered to be the same as their fair values due to their short-term nature. Hence, no fair value disclosures / information for these financial assets and financial liabilities has been disclosed since the carrying amount is a reasonable approximation of fair value.

Note 16: Financial risk management

Being a non - operating company, the company is not exposed to any kind of risk.

Note 17: Capital management

The Company's objectives when managing capital (consisting of equity capital and unremitted profit in the financial statements) are to safeguard its ability to continue as a going concern, so it can continue to provide services for the holding company and related entities and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or change the capital structure, the Company may adjust the amount of profits for remittance to holding company, return equity capital, or require holding company to infuse additional capital to support its operations.

There are no externally imposed capital requirements on the Company.

The Company has not proposed any Dividend for the year ended March 31, 2023 and March 31, 2022.

Indian Horizon Marketing Services Limited

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2023

Note 18: Related Party Transactions

(a) Parent Entities

The Company is controlled by the following entity:

Name	Type	Place of Incorporation	Ownership Interest (%)	
			As at March 31, 2023	As at March 31, 2022
Thomas Cook (India) Limited, India ("TCIL") holds 100% of Equity Shares of the Company. (Fairbridge Capital (Mauritius) Limited, Mauritius ("FCML") holds 72.34% of Equity Shares of TCIL. FCML is a stepdown subsidiary of Fairfax Financial Holdings Limited, Canada, the ultimate holding company.)	Parent entity	India	100%	100%

(b) Key Management personnel

Particulars
Debasis Nandy
R R Kenkare
Abraham Alapatt

* There are no transaction with the related parties for the year ended March 31, 2023 (March 31, 2022: NIL).

Indian Horizon Marketing Services Limited

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2023

Note 19: Earnings Per Share

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit attributable to equity shareholders	(36)	(78)
Weighted average number of outstanding shares	50	50
(a) Basic earnings per share		
Attributable to the equity holder of the company	(0.73)	(1.57)
(b) Diluted earnings per share		
Attributable to the equity holder of the company	(0.73)	(1.57)

(c) Reconciliation of earnings used in calculating earnings per share

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Basic earnings per share		
Profits attributable to the equity holders of the company used in calculating basic earnings per share	(36)	(78)
Profits attributable to the equity holders of the company used in calculating diluted earnings per share	**(36)**	**(78)**

(d) Weighted average number of shares used as the denominator

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Weighted average number of equity shares used as the denominator in calculating basic earning per share	50	50
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earning per share	50	50

Indian Horizon Marketing Services Limited

Indian Horizon Marketing Services Limited

Notes forming part of the Financial Statements for the year ended March 31, 2023

Note 20: Segmental Reporting
Since the Company has no operations, there are no reportable segments.

Note 21: Micro, Small and Medium Enterprises
There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding as at March 31, 2023. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note 22: Key Financials Ratio's

Ratio Analysis	Numerator	Denominator	For the year ended 31 March 2023	For the year ended 31 March 2022	Variance	Remark
Current Ratio	Total Current Assets	Total Current Liabilities	0.41	0.74	-45%	Decrease attributed to provision for expenses for the current year
Return on Equity Ratio	Profir After Tax	Closing Shareholders Equity	NA	NA	NA	Losses incurred for the year and Equity is in negative.
Trade Receivables turnover ratio	Net Credit Sales	Average Accounts Receivable	-	-	-	
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payable	0.15	0.27	-46%	Trade Payable increase on account of provsion for expenses
Net capital turnover ratio	Net Sales	Net Working Capital	-	-	-	
Net profit ratio	Profit after tax	Revenue from operations	NA	NA	NA	No revenue from operations
Return on Capital employed	Profit before tax and Finance Cost	Total Equity	NA	NA	NA	Losses incurred for the year and Equity is in negative.
Return on investment	Net Profit	Cost of the Investment	-	-	-	
Debt-Equity Ratio	Debt	Equity	-	-	-	
Debt Service Coverage Ratio	Net Operating Income	Debt Service	-	-	-	
Inventory turnover ratio	Cost of Goods Sold	Average Inventory	-	-	-	

Note 23: During the Financial Year 2022-2023, the Company has not carried out any commercial operations. The Company is a 100% subsidiary of Thomas Cook (India) Limited, which has undertook to provide sufficient financial support to the Company to carry on business without curtailment of operations for the period of at least 12 months from the date of signing of the audit report i.e. May 31, 2023 by written support letter.

Note 24:
No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 25: Additional Regulatory Information detailed in clause 6Y of General Instructions given in Part I of Division II of the Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

Note 26: Previous year's figures has been regrouped/rearranged wherever necessary to confirm with current year's figure.

Signatures to Notes 1 to 26 form an integral part of the financial statements.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 39569

Date: May 31, 2023
Place: Mumbai

For and on behalf of the Board of Directors

Rambhau Kenkare
Director
DIN No. 01272743

Date: May 31, 2023
Place: Mumbai

Debasis Nandy
Director
DIN No. 06368365

Date: May 31, 2023
Place: Mumbai

Jardin Travel Solutions Limited
Balance Sheet as at March 31, 2023
(All amounts in Rs. Thousands,unless otherwise stated)

Particulars	Notes	As at 31 March 2023	As at 31 March 2022
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	2	-	-
(b) Deferred tax assets (net)	3	-	-
(c) Other tax assets	4	236.9	228.2
(d) Other non-current assets	5	-	-
Total non current assets		**236.9**	**228.2**
(2) Current assets			
(a) Financial assets			
(i) Trade receivables	6	291.2	291.2
(ii) Cash and cash equivalents	7	69.9	1,615.2
(b) Other current assets	8	1,509.9	1,470.0
Total current assets		**1,870.9**	**3,376.4**
TOTAL ASSETS		**2,107.8**	**3,604.6**
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	9	10,000.0	10,000.0
(b) Other equity	10	(12,763.0)	(11,971.3)
Total equity		**(2,763.0)**	**(1,971.3)**
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	11	3,600.0	5,000.0
(ii) Trade payables	12	595.8	345.2
(iii) Other financial liabilities	13	675.0	213.6
(b) Other current liabilities	14	-	17.1
Total current liabilities		**4,870.8**	**5,575.9**
Total liabilities		**4,870.8**	**5,575.9**
TOTAL EQUITY AND LIABILITIES		**2,107.8**	**3,604.6**

Significant accounting policies 1
The notes from 1 to 32 form an integral part of the financial statements

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm's Registration No: 104767W

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

Abhishek Singh
Partner
Membership No: 407549

Date: June 23, 2023
Place: New Delhi

For and on behalf of the Board of Directors

Rajeev Kale
Director
[DIN:06775970]

Date: June 23, 2023
Place: Mumbai

Amit Madhan
Director
[DIN:06646076]

Date: June 23, 2023
Place: Mumbai

Jardin Travel Solutions Limited
Statement of Profit And Loss for the year ended March 31, 2023
(All amounts in Rs. Thousands,unless otherwise stated)

Particulars	Note	For the year ended 31st March 2023	For the year ended 31 Mar 2022
(1) Revenue			
(a) Revenue from operations	15	-	530.6
(b) Other income	15(a)	-	489.4
Total income		-	**1,020.0**
(2) Expenses			
(a) Employee benefits expense	16	-	456.0
(b) Finance costs	17	446.4	683.0
(c) Depreciation and amortization expenses	2	-	19.9
(d) Other expenses	18	345.3	173.4
Total expenses		**791.7**	**1,332.2**
(3) Loss before tax		(791.7)	(312.2)
(4) Tax expense:			
(a) Current tax	3	-	-
(b) Short / (excess) tax provisions net for earlier years	3	-	-
Less : Mat credit entitlement	3		
Net current tax		-	-
(a) Deferred tax	3	-	3,359.7
(5) Loss after tax		**(791.7)**	**(3,672.0)**
(6) Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss			
(i) Remeasurements of defined benefit liability (asset)		-	-
(ii) Income tax expense on remeasurements of defined benefit liability		-	-
Other comprehensive income (net of tax) (i-ii)		-	-
(7) Total comprehensive income for the year		**(791.7)**	**(3,672.0)**
(8) Earnings per equity share	19		
(i) Basic		(0.8)	(3.7)
(ii) Diluted		(0.8)	(3.7)

Significant accounting policies 1
The notes from 1 to 32 form an integral part of the financial statements

As per our report of even date attached.
For G. M. Kapadia & Co.
Chartered Accountants
Firm's Registration No: 104767W

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

Abhishek Singh
Partner
Membership No: 407549

Date: June 23, 2023
Place: New Delhi

For and on behalf of the Board of Directors

Rajeev Kale
Director
[DIN:06775970]

Date: June 23, 2023
Place: Mumbai

Amit Madhan
Director
[DIN:06646076]

Date: June 23, 2023
Place: Mumbai

Jardin Travel Solutions Limited
Notes to financial statements for the year ended Mar 31, 2023
(All amounts in Rs. Thousands,unless otherwise stated)

Statement of Cash Flows for the year ended March 31 , 2023

Particulars	Note	For the period ended 31st Mar 2023	For the year ended 31 March 2022
A) Cash flow from operating activities			
Profit / (Loss) before income tax		(791.7)	(312.2)
Adjustments for:			
Depreciation	2	-	19.9
Interest Expense	17	443.8	672.6
		(347.9)	380.3
Change in operating assets and liabilities			
Increase /(Decrease) in Trade Payables	12	250.5	(451.2)
Increase /(Decrease) in Other current liabilities	13&14	166.8	(987.5)
Decrease / (Increase) in Other Non Current Assets	5	-	234.5
(Increase) /Decrease in Financial assets	6	-	5,272.7
(Increase) /Decrease in Other current assets	8	(39.8)	214.8
Cash generated from operations		29.5	4,663.5
Income taxes paid		(8.8)	(48.9)
Net Cash inflow/(outflow) from operations		20.7	4,614.6
B) Cash flow from investing activities:		-	-
Net cash inflow/(outflow) from investing activities		-	-
C) Cash flow from financing activities			
Loan taken / (repaid) to Holding Company	11	(1,400.0)	(2,600.0)
Interest paid		(166.1)	(672.6)
Net cash inflow/(outflow) from financing activities		(1,566.1)	(3,272.6)
Net (decrease)/increase in cash and Bank Balance		(1,545.4)	1,341.9
Add: Cash and bank balance at the beginning of the financial year/period	7	1,615.2	273.3
Cash and bank balance at the end of the year		69.9	1,615.2
Reconciliation of Cash Flow statements as per the cash flow statement			
Cash Flow statement as per above comprises of the following			
Cash and cash equivalents		69.9	1,615.2
Bank Overdrafts			-
Balances as per statement of cash flows		69.9	1,615.2

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS-7) on Statement of Cash Flow as notified under Companies (Acounts) Rules, 2015.
2. The notes from 1 to 32 form an integral part of the financial statements

As per our report of even date attached.
For G. M. Kapadia & Co.

Chartered Accountants

Firm's Registration No: 104767W

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

Abhishek Singh
Partner
Membership No: 407549

Date: June 23, 2023
Place: New Delhi

For and on behalf of the Board of Directors of Jradin Travel Solutions Ltd.

Rajeev Kale
Director
[DIN:06775970]

Date: June 23, 2023
Place: Mumbai

Amit Madhan
Director
[DIN:06646076]

Date: June 23, 2023
Place: Mumbai

Jardin Travel Solutions Limited
Notes to financial statements for the year ended Mar 31, 2023
(All amounts in Rs. Thousands,unless otherwise stated)

Statement of Changes in Equity (SOCIE)
(a) Equity share capital

	31 March 2023		31 March 2022	
	No. of Shares	Amount	No. of Shares	Amount
At the commencement of the year	1,000.0	10,000.0	1,000.0	10,000.0
Changes in equity share capital during the year	-	-	-	-
At the end of the year	1,000.0	10,000.0	1,000.0	10,000.0

(b) Other equity

Particulars	Other equity Retained Earnings	Items of Other comprehensive income Remeasurements of the net defined benefit Plans	Total attributable to equity shareholders
Balance at 1 April 2021	(8,267.1)	(32.2)	(8,299.3)
Profit /(Loss) for the year	(3,672.0)		(3,672.0)
Transfer to retained earnings	(32.2)	32.2	-
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	(3,704.2)	32.2	(3,672.0)
Balance at 31 Mar 2022	(11,971.3)	-	(11,971.3)
Profit /(Loss) for the year	(791.7)		(791.7)
Transfer to retained earnings	-	-	-
Other comprehensive income for the year	-		-
Total comprehensive income for the year	(791.7)	-	(791.7)
Balance at 31st Mar 2023	(12,763.0)	-	(12,763.0)

The notes from 1 to 32 form an integral part of the financial statements

As per our report of even date attached.
For G. M. Kapadia & Co.
Chartered Accountants
Firm's Registration No: 104767W

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

Abhishek Singh
Partner
Membership No: 407549

Date: June 23, 2023
Place: New Delhi

For and on behalf of the Board of Directors

Rajeev Kale
Director
[DIN:06775970]

Date: June 23, 2023
Place: Mumbai

Amit Madhan
Director
[DIN:06646076]

Date: June 23, 2023
Place: Mumbai

Jardin Travel Solutions Limited

Notes to the financial statements

For the year ended 31 March 2023

1 Company overview

Jardin Travel Solutions Limited (the Company) is incorporated on 1st September 2015 as a public company limited by shares under the provisions of Companies Act, 2013. The Company is incorporated as Tour operator (Destination management) & back end information technology service provider. The Company is mainly engaged in the business of providing back end information technology services. Pursuant to the Composite Scheme of Arrangement and Amalgamation amongst TC Forex Services Limited (Formerly known as Tata Capital Forex Limited), TC Travel Services Limited (Formerly known as TC Travel and Services Limited), SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited), Travel Corporation (India) Limited (TCI), Quess Corp Limited and Thomas Cook (India) Limited (TCIL) and their respective shareholders ('Composite Scheme of Arrangement and Amalgamation') effective from 25th November, 2019, Jardin Travel Solutions Limited has become direct wholly owned subsidiary of TCIL with effect from 25th November 2019.

1B Significant accounting policies

1B.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013 (the 'Act') and other relevant provisions of the Act. In accordance with proviso to the Rule of the Companies (Accounts) Rules, 2014 the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting Standards.

The financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

The financial statements were authorized for issue by the Company's Board of Directors on 23rd June 2023

The financial statements are presented in Indian Rupees ('INR') or ('Rs') which is also the Company's functional currency and all values are rounded off to nearest thousand ('000) except where otherwise indicated.

1B.2 Use of estimates

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS required the management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of facts and circumstances as at the date of the financial statements. Actual results could differ from those estimates. Estimates and underlying

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

Jardin Travel Solutions Limited

assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognised prospectively in current and future periods.

Judgements

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

Note 20-Determining the amount of expected credit loss on financial assets (including trade receivables).

1B Significant accounting policies *(Continued)*

1B.2 Use of estimates

Assumptions and estimation uncertainties

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

Note 24 - Measurement of defined benefit obligations: key actuarial assumptions;

Note 6-Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources,

Note 20-Impairment of financial assets,

1B.3 Current / non-current classification

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

Assets

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

a) it is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;

b) it is held primarily for the purpose of being traded;

c) it is expected to be realised within 12 months after the reporting date; or

d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

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

Liabilities

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

a) it is expected to be settled in the Company's normal operating cycle;

G.M. KAPADIA & CO. NEW DELHI Chartered Accountants

Jardin Travel Solutions Limited

b) it is held primarily for the purpose of being traded;

c) it is due to be settled within 12 months after the reporting date; or

d) the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

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

1B Significant accounting policies *(Continued)*

1B.3 Current / non-current classification (Continued)

Deferred tax assets and liabilities are classified as non-current assets and liabilities on net basis.

Operating cycle

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

1B.4 Property Plant and Equipment's

Measurement at recognition:

Property, plant and equipment is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance is charged to the Statement of Profit and Loss during the period in which they are incurred.

Depreciation:

Depreciation is provided pro-rata to the period of use, under the straight line method, over the estimated useful lives of the assets. The Company believes that the existing useful lives represents the best useful estimated lives of the assets and are at the rates which corresponds to the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Assets	Estimated useful life (in years)
Office Building	60
Furniture & Fixtures	10
Office equipment's (including air conditioners)	5
Vehicles	8
Computers	3
Computer Servers/Network	6

G.M. KAPADIA & CO. NEW DELHI Chartered Accountants

Jardin Travel Solutions Limited

Leasehold Improvements are amortized over the period of the lease or useful life of the asset whichever is lower.

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

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate. The residual values are not more than 5% of the original cost of the asset. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

1B.4 Property Plant and Equipment's (Continued)

De-recognition:

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains / (losses).

1B.5 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principle market for the asset or liability, or
- In the absence of a particular market, in the most advantageous market for the asset or liability

The principle or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1- Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

Jardin Travel Solutions

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.
For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature characteristics and risk of the asset or liability and the level of the fair value hierarchy as explained above.

1B Significant accounting policies *(Continued)*

1B.6 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Classification:

The Company shall classify financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL) on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement , a financial asset is classified as measured at

- Amortised Cost;
- FVOCI – debt investment;
- FVOCI – equity investment; or
- FVTPL

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at FVTPL, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principle and interest on the principle amount outstanding.

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

Jardin Travel Solutions Limited

1B Significant accounting policies*(Continued)*

1B.6 Financial instruments (Continued)

i. Financial assets *(Continued)*

De-recognition:

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
- When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.
- Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

G. M. KAPADIA & CO. ★ NEW DELHI ★ Chartered Accountants

Jardin Travel Solutions Limited ★

1B Significant accounting policies*(Continued)*

1B.6 Financial instruments (Continued)

i. Financial assets ***(Continued)***

Impairment of financial assets:

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

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

b) Trade receivables

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables which do not contain a significant financing component.

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

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

ii. Financial liabilities

Classification:

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gain and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

Jardin Travel Solutions Limited

1B Significant accounting policies *(Continued)*

1B.6 Financial instruments (Continued)

ii. Financial liabilities ***(Continued)***

De-recognition:

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

Offsetting of financial instruments:

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

1B.7 Revenue recognition

The Company recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the Company.

Revenue from providing back end information technology services related to "Passion software" is recognised as per the terms of the contract with customer on progressive basis as monthly accrual.

Revenue does not include taxes viz. service tax (ST) / goods and service tax (GST) collected on behalf of Government, since no economic benefit flowing to the Company.

1B.8 Cost recognition

Costs and expenses are recognised when incurred and have been classified according to their primary nature. The costs of the Company are broadly categorised in Employee benefit expenses, finance cost and other operating expenses. Employee benefit expenses majorly include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Finance Cost majorly include interest charges towards loan taken from Group Company. Other operating expenses majorly include legal and professional fees, IT Communication expenses, operating lease rentals, Security expenses and repairs & maintenance charges etc.

G.M. KAPADIA & CO. NEW DELHI Chartered Accountants

Jardin Travel Solutions Limited

1B Significant accounting policies*(Continued)*

1B.9 Cash and Cash Equivalents

Cash and Cash equivalents for the purpose of Cash Flow Statement comprise cash and bank balances. To be classified as cash and cash equivalents, the financial asset must:

- be readily convertible into cash;
- have an insignificant risk of changes in value; and
- have a maturity period of three months or less at acquisition.

1B.10 Employee benefits

(a) Short-term employee benefits

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

(b) Post-employment benefits

Defined contribution plan

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

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

Jardin Travel Solutions Limited

1B Significant accounting policies *(Continued)*

1B.10 Employee benefits (Continued)

(b) Post-employment benefits (Continued)

Defined benefit plan

Gratuity

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

The present value of the obligation under such defined benefit plans is determined based on actuarial valuation by an independent actuary at each balance sheet date, using the Projected Unit Credit Method, which recognises each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligations are measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligations under the defined benefit plan are based on the market yields on government bonds as at the balance sheet date. When the calculation results in a benefit to the Company, the recognised asset is limited to the net total of any unrecognised actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

Remeasurements of the net defined benefit liability, which comprises actuarial gains and losses are recognized in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset) taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit and loss.

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1B Significant accounting policies *(Continued)*

1B.11 Foreign currency transactions

Foreign currency transactions are recorded into Indian rupees using the exchange rates prevailing on the date of the respective transactions. Exchange difference arising on foreign currency transactions, between the actual rate of settlement and the rate on the date of the transactions, is charged or credited to the Statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies as at the balance sheet date are translated at the exchange rates prevailing on the balance sheet date and the overall net exchange gain or loss on such conversion, if any, is credited / charged to the Statement of profit and loss. Non monetary assets are recorded at the rates prevailing on the date of the transactions. Non-monetary foreign currency items are carried at historical cost. A foreign currency monetary item is classified as long-term if it has original maturity of one year or more.

1B.12 Taxation

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

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

a) has a legally enforceable right to set off the recognised amounts; and

b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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Notes to the financial statements

For the year ended 31 March 2023

1B Significant accounting policies *(Continued)*

1B.12 Taxation (Continued)

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes (tax bases).

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax asset / liabilities in respect of temporary differences which originate and reverse during the tax holiday period are not recognised. Deferred tax assets / liabilities in respect of temporary differences that originate during the tax holiday period but reverse after the tax holiday period are recognised.

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Notes to the financial statements

For the year ended 31 March 2023

1B Significant accounting policies*(Continued)*

1B.13 Earnings per share ('EPS')

Basic EPS is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the results would be anti-dilutive. The dilutive potential equity shares are deemed to be converted as of the beginning of the period, unless they have been issued at a later date.

1B.14 Provisions and Contingent liabilities

A provision is recognised if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provisions are measured on an undiscounted basis.

Provision in respect of loss contingencies relating to claims, litigation, assessment, fines, penalties, etc. are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed, unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

1B.15 Application of New Indian Accounting Standards

All the Ind AS issued under section 133 of the Companies Act 2013 and notified by the Ministry of Corporate Affairs (MCA) under the Companies (Indian Accounting Standard) Rules,2015 (as amended) till the financial statement approved have been considered in preparation of these financial statements.

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Jardin Travel Solutions Limited
Notes to financial statements for the year ended Mar 31, 2023
(All amounts in Rs. Thousands,unless otherwise stated)

2 Property, plant and equipment

Particulars	Computer Hardware
Gross carrying value as of 31 March 2021	5,746.8
Additions during the year	-
Disposals during the year	-
Gross carrying value as of 31 March 2022	5,746.8
Additions during the year	-
Disposals during the year	-
Gross carrying value as of 31 March 2023	5,746.8
Closing accumulated depreciation as of 31 March 2021	5,726.9
Depreciation charge during the year 2021-22	19.9
Closing accumulated depreciation as of 31 March 2022	5,746.8
Depreciation charge during the year 2022-23	-
Closing accumulated depreciation as of 31 March 2023	5,746.8
Carrying value as of 31 March 2022	-
Carrying value as of 31 March 2023	

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3 Income taxes

	For the year ended 31 March 2023	For the year ended 31 March 2022
A. The major component of Income tax expenses are as under:		
(i) Income tax recognised in Statement of profit and loss		
Current tax		
In respect of current year		-
In respect of earlier years		-
Deferred tax		
In respect of current year	-	3,359.7
Income Tax expense recognised in Statement of profit and loss	-	3,359.7
(ii) Amounts recognised in other comprehensive income		
Deferred tax expense on remeasurements of defined benefit plans	-	-
Income tax expense recognised in OCI	-	-
B. Reconciliation of tax expense and the accounting profit for the year is as under :		
Profit/(Loss) before tax	(791.7)	(312.2)
Tax using the Company's domestic tax rate*	-	-
Tax effect of:		
Others	-	-
Tax expense as per Statement of profit and loss	-	3,359.7

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

3 Income Taxes *(Continued)*

The major component of defferd tax (liabilities)/Assets arising on account of timing difference are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Liabilities	-	-
Deferred Tax Assets	-	-
Property, plant and equipment	-	-
Business Loss	-	-
MAT Credit	-	-
Employee benefits	-	-
Net Deferred Tax Assets	-	-

Particulars	Property, plant and equipment	Business Loss	MAT Credit	Employee benefits	Total
As at March 31, 2021	317.6	2,284.6	698.5	59.1	3,359.7
charged/(credited)					-
-to profit or loss	(317.6)	(2,284.6)	(698.5)	(59.1)	(3,359.7)
-to other comprehensive income					-
As at March 31, 2022	-	-	-	-	-
charged/(credited)					
-to profit or loss	-	-	-	-	-
-to other comprehensive income	-	-	-	-	-
As at March 31, 2023	-	-	-	-	-

In the absence of reasonable certainty of availability of future taxable profits against which the deferred tax assets can be adjusted, the Company has recognised deferred tax assets to the extent of deferred tax liability available, if any.

Expiry schedule of deferred tax assets not recognised is as under :

Particulars	2026-27	Beyond 5 years	Indefinite	Total
Business losses	7,364.3	2,380.9	-	9,745.2
Tax Losses:				
Unabsorbed depreciation	-	-	-	-
MAT Credit	-	706.8	-	706.8
On WDV of assets	-	-	744.8	744.8
Total	7,364.3	3,087.7	744.8	11,196.8

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4 Other tax assets

Particulars	31 Mar 2023	31 Mar 2022
Advance tax	236.9	228.2
Total tax assets	236.9	228.2

5 Other non-current assets

Particulars	31 Mar 2023	31 Mar 2022
Advance paid to gratuity fund	-	-
Total Other non-current assets	-	-

6 Trade receivables

Particulars	31 Mar 2023	31 Mar 2022
Trade receivables	291.2	291.2
Less: Allowance for doubtful debts	-	-
Total recievables	**291.2**	**291.2**
Break up of Security Details		
'- Considered good	291.2	291.2
- Considered doubtful		
Total	291.2	291.2
Less Impairment loss		
Total Trade Recievables	291.2	291.2

Trade receivables Ageing Schedule
As at 31st March, 2023

Particular	Less than 6 Month	6 Month - 1 Year	1-2 Year	2-3 Year	More than 3 Years	Total
Undisputed Trade Receivables - Considered Good			291.2			291.2
Undisputed Trade Receivables - Which have significant increase in credit risk						-
Undisputed Trade Receivables - Credit Impaired						-
Disputed Trade Receivables - Considered Good						-
Disputed Trade Receivables - Which have significant increase in credit risk						-
Disputed Trade Receivables - Credit Impaired						-
Total	-	-	291.2	-	-	291.2

As at 31 March 2022

Particular	Less than 6 Month	6 Month - 1 Year	1-2 Year	2-3 Year	More than 3 Years	Total
Undisputed Trade Receivables - Considered Good	291.2					291.2
Undisputed Trade Receivables - Which have significant increase in credit risk						-
Undisputed Trade Receivables - Credit Impaired						-
Disputed Trade Receivables - Considered Good						-
Disputed Trade Receivables - Which have significant increase in credit risk						-
Disputed Trade Receivables - Credit Impaired						-
Total	291.2	-	-	-	-	291.2

7 Cash and cash equivalents

Particulars	31st March 2023	31 Mar 2022
Balance with banks :		
In current account	69.9	1,615.2
Total Cash and cash equivalents	69.9	1,615.2

8 Other current assets

Particulars	31st March 2023	31 Mar 2022
Balances with Government Authorities (Cenvat / Service tax credit receivable)	2,051.1	2,011.2
Less: Provision for ITC	(541.2)	(541.2)
Total Other current financial assets	1,509.9	1,470.0

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9 Equity share capital

Authorised equity share capital

Particulars	Number of shares	Amount
As at April 1, 2021	1,000,000	10,000.0
Increase during the year	-	-
As at March 31, 2022	1,000,000	10,000.0
Increase during the year	-	-
As at March 31, 2023	**1,000,000**	**10,000.0**

(i) Movement in Equity Share Capital (Issued, Subscribed and Fully Paid up)

Particulars	Number of shares	Equity Share Capital (par value)
As at April 1, 2021	1,000,000	10,000.0
Add: No of Shares issued during the year	-	-
As at March 31, 2022	1,000,000	10,000.0
Add: No of Shares issued during the year	-	-
As at March 31, 2023	**1,000,000**	**10,000.0**

Terms and rights attached to Equity Shares

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution to secured creditors if any, of all preferential amounts, in proportion to their shareholding.

(ii) Shares of the company held by Holding Company

Category of Shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares	% of Holding	Number of shares	% of Holding
Thomas Cook India Limited (Holding company) & its nominees	**1,000,000**	**100.0**	**1,000,000**	**100.0**

(iii) Details of Shareholders holding 5% or more shares in the Company

Category of Shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares	% of Holding	Number of shares	% of Holding
Thomas Cook India Limited (Holding company) & its nominees	**1,000,000**	**100.0**	**1,000,000**	**100.0**

Pursuant to the the Composite Scheme of Arrangement and Amalgamation amongst TC Forex Services Limited (Formerly known as Tata Capital Forex Limited), TC Travel Services Limited (Formerly known as TC Travel and Services Limited), SOTC Travel Management Private Limited (formerly known as SITA Travels and Tours Private Limited), Travel Corporation (India) Limited, Quess Corp Limited and Thomas Cook (India) Limited (TCIL) and their respective shareholders ('Composite Scheme of Arrangement and Amalgamation') effective from 25th November, 2019, Jardin Travel Solutions Limited has become direct wholly owned subsidiary of TCIL.

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Notes to financial statements for the year ended Mar 31, 2023
(All amounts in Rs. Thousands,unless otherwise stated)

10 Reserves and surplus

Particulars	As at March 31, 2023	As at March 31, 2022
Retained Earnings	(12,763.0)	(11,971.3)
Total reserves and surplus	**(12,763.0)**	**(11,971.3)**

Retained Earnings

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	(11,971.3)	(8,299.3)
Net Profit/(loss) for the year	(791.7)	(3,672.0)
Other comprehensive income for the year	-	-
Closing Balance	**(12,763.0)**	**(11,971.3)**

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11 **Borrowings**

Particulars	31st March 2023	31 Mar 2022
Unsecured		
-Loans and advances from related parties (ICD)	3,600.0	5,000.0
Total Borrowings	3,600.0	5,000.0

Terms of repayment:
ICD has been given for the tenure of 6 months and renwable for the simillar term if unpaid. Above ICD's have been partly repaid to Thomas Cook (India) Limited during the year.

12 **Trade payables**

Particulars	31st March 2023	31 Mar 2022
Due to micro, small and medium enterprises (Refer note 21)	-	-
Due to others	595.8	345.2
Total Trade and other payables	595.8	345.2

Trade Payable Ageing Schedule
As at 31st March, 2023

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises					
Total outstanding dues of creditors other than micro enterprises and small enterprises	259.8	336.0			595.8
Disputed dues of micro enterprises and small enterprises					
Disputed dues of creditors other than micro enterprises and small enterprises					
Total Trade Payables	259.8	336.0	-	-	595.8

As at 31st March, 2022

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises					
Total outstanding dues of creditors other than micro enterprises and small enterprises	160.2	185.0			345.2
Disputed dues of micro enterprises and small enterprises					
Disputed dues of creditors other than micro enterprises and small enterprises					
Total Trade Payables	160.2	185.0	-	-	345.2

13 **Current - other financial liabilities**

Particulars	31 March 2023	31 Mar 2022
Other financial liability	675.0	213.6
Total Current - other financial liabilities	675.0	213.6

14 **Other current liabilities**

Particulars	31 March 2023	31 Mar 2022
Statutory dues	-	17.1
Total Other current liabilities	-	17.1

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Notes to financial statements for the year ended Mar 31, 2023

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

15 **Revenue from operations**

Particulars	For the year ended 31st March 2023	For the year ended 31 Mar 2022
Sales and services		
Income from IT Software	-	284.5
Income From Chargeback or Call Centre	-	246.0
TOTAL	-	530.6

15(a) **Other income**

Particulars	For the year ended 31st March 2023	For the year ended 31 Mar 2022
Sales and services		
Unclaimed credit balances no longer required, written back	-	375.3
Exchange gain (net)	-	56.4
Miscellaneous Income	-	57.8
TOTAL	-	489.4

16 **Employee benefit expense**

Particulars	For the year ended 31st March 2023	For the year ended 31 Mar 2022
Salaries and other allowances	-	395.1
Contribution to provident fund and other funds	-	43.6
Gratuity	-	-
Staff welfare	-	17.3
TOTAL	-	456.0

17 **Finance costs**

Particulars	For the year ended 31st March 2023	For the year ended 31 Mar 2022
Interest expenses	443.8	672.6
Other finance charges	2.6	10.3
TOTAL	446.4	683.0

18 **Other expenses**

Particulars	For the year ended 31st March 2023	For the year ended 31 Mar 2022
Legal and professional charges	237.4	76.6
Repairs and maintenance – others	2.1	2.1
Auditors' remuneration	90.0	90.0
Rates and taxes	-	4.7
Rent	15.7	-
TOTAL	345.3	173.4

Auditor's Remuneration

Particulars	For the year ended 31st March 2023	For the year ended 31 Mar 2022
As auditor		
- Statutory audit	90.0	90.0
TOTAL	90.0	90.0

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Notes to financial statements for the year ended Mar 31, 2023
(All amounts in Rs. Thousands,unless otherwise stated)

19 **Earnings per share (EPS)**

Particulars	31 March 2023	31 March 2022
A. Net Profit/(Loss) for the year	(791.7)	(3,672.0)
B. Weighted average number of equity shares outstanding during the year	1,000,000.0	1,000,000.0
C. Weighted average number of preference shares outstanding during the year	-	-
D. Basic earnings per share (A/B)	(0.8)	(3.7)
E. Diluted earnings per share (A/B+C)	(0.8)	(3.7)

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

20 Financial instruments – Fair values and risk management

A. Accounting classification and fair values

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

31 March 2023	Carrying amount				Fair value			
	Financial instruments measured at fair value through profit or loss (FVTPL)	Financial instruments measured at fair value through comprehensive income (FVTOCI)	Financial instruments measured at amortized cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets measured at Fair value								
Investment in Mutual Funds	-	-	-	-	-	-	-	-
Financial assets not measured at fair value								
Trade receivables	-	-	291.2	291.2	-	-	-	-
Cash and cash equivalents	-	-	69.9	69.9	-	-	-	-
Other financial assets								
- Non-current	-	-	-	-	-	-	-	-
- Current	-	-	1,509.9	1,509.9	-	-	-	-
	-	-	1,870.9	1,870.9	-	-	-	-
Financial liabilities measured at Fair value								
Derivative Liability	-	-	-	-	-	-	-	-
Financial liabilities not measured at fair value								
Trade payables	-	-	595.8	595.8	-	-	-	-
Borrowings	-	-	3,600.0	3,600.0	-	3,600.0	-	3,600.0
Other financial liabililties								
- Current	-	-	675.0	675.0	-	-	-	-
Total financial liabilities	-	-	4,870.8	4,870.8	-	3,600.0	-	3,600.0

31 March 2022	Carrying amount				Fair value			
	Financial instruments measured at fair value through profit or loss (FVTPL)	Financial instruments measured at fair value through comprehensive income (FVTOCI)	Financial instruments measured at amortized cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets measured at Fair value								
Investment in Mutual Funds	-	-	-	-	-	-	-	-
Financial assets not measured at fair value								
Trade receivables	-	-	291.2	291.2	-	-	-	-
Cash and cash equivalents	-	-	1,615.2	1,615.2	-	-	-	-
Other financial assets								
- Non-current	-	-	-	-	-	-	-	-
- Current	-	-	1,470.0	1,470.0	-	-	-	-
	-	-	3,376.5	3,376.5	-	-	-	-
Financial liabilities not measured at fair value								
Trade payables	-	-	345.2	345.2	-	-	-	-
Borrowings	-	-	5,000.0	5,000.0	-	5,000.0	-	5,000.0
Other financial liabilities			213.6	213.6				
- Current	-	-	-	-	-	-	-	-
Total financial liabilities	-	-	5,558.8	5,558.8	-	5,000.0	-	5,000.0

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

20 Financial instruments – Fair values and risk management *(Continued)*

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following methods and assumptions were used to estimate the fair values:

a) The carrying amounts of receivables and payables which are short term in nature such as trade receivables, other bank balances, deposits, loans to employees, trade payables, payables for acquisition of non- current assets,and cash and cash equivalents are considered to be the same as their fair values.

b) The fair values of long term security deposits taken and non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 2 fair values in the fair value hierarchy due to the use of observable inputs.

c) For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Transfers between Levels

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

C. Financial risk management

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

- Liquidity risk ;
- Credit risk ; and
- Currency risk

i. Risk management framework

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

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

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

ii. Liquidity risk

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

The company's principal source of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company has an outstanding bank borrowings of Rs Nil. As of March 2023 the company has working capital of Rs (29,99,866) including cash and cash equivalents of Rs 69,854 and current investments of Rs Nil. As of March 2022 company had working capital of Rs (20,37,567) including cash and cash equivalent of Rs 16,15,246 and current investement of Rs NIL. The Company does not perceive any liquidity risk on support from holding Company.

Exposure to liquidity risk

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

			Contractual cash flows				
31 March 2023	**Carrying amount**	**Total**	**Less than 6 months**	**6-12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities							
Loans and advances from related parties	3,600.0	3,600.0	3,600.0	-	-		-
Trade and other payables	595.8	595.8	595.8	-	-	-	-
Other financial liabilities	675.0	675.0	675.0	-	-	-	-

			Contractual cash flows				
31 March 2022	**Carrying amount**	**Total**	**Less than 6 months**	**6-12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities							
Loans and advances from related parties	5,000.0	5,000.0	5,000.0	-	-		-
Trade and other payables	345.2	345.2	345.2	-	-	-	-
Other financial liabilities	213.6	213.6	213.6	-	-	-	-

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

20 Financial instruments – Fair values and risk management (Continued)

C. Financial risk management *(Continued)*

iii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

The carrying amount of following financial assets represents the maximum credit exposure:

Trade receivables

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

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered.

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

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

Movement in impairement on trade receivables	**31 March 2023**	**31 March 2022**
Balance at the beginning of the year	-	-
Impairment	-	-
Balance at the end of the year	-	-

Cash and cash equivalents

The Company held cash and cash equivalents of Rs. 69,854 as at 31 March 2023 (Rs. 16,15,241.79 as at 31 March 2022). The cash and cash equivalents are held with bank and financial institution counterparties, which are rated AA- to AA+

Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Company considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

G.M. KAPADIA & CO. NEW DELHI Chartered Accountants

Jardin Travel Solutions Limited

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

20 **Financial instruments – Fair values and risk management *(Continued)***
C **Financial risk management *(Continued)***

iv. **Market risk**

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

v. **Currency risk**

The Company is exposed to currency risk on account of its borrowings and other payables in foreign currency. The functional currency of the Company is Indian Rupee.

Exposure to currency risk (Exposure in dfferent currencies converted to functional currency)

The currency profile of financial assets and financial liabilities as at 31 March 2023 and 31 March 2023 are as below:

Particulars	31 March 2023 USD	31 March 2023 EUR	31 March 2023 JPY	31 March 2023 GBP
Financial assets				
Trade and other receivables	291.2	-	-	-
Total	**291.2**	-	-	-
Net exposure in respective currencies	**291.2**	-	-	-

Particulars	31 March 2022 USD	31 March 2022 EUR	31 March 2022 JPY	31 March 2022 GBP
Financial assets				
Trade and other receivables	291.2	-	-	-
Total	**291.2**	-	-	-
Net exposure in respective currencies	**291.2**	-	-	-

v. **Currency risk *(Continued)***

Exposure to currency risk (Exposure in dfferent currencies converted to functional currency) *(Continued)*

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

Particulars	Average rate		Year-end spot rate	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022
USD	79.0	74.4	82.2	75.8

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against various currencies as mentioned above at 31 March 2023 and 31 March 2022 would have affected the measurement of financial instruments denominated in the respective currencies and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast transactions to be held in the foreign currencies.

Particulars Effect in INR	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
31 March 2023				
1% movement				
USD	**2.9**	**(2.9)**	-	-
	2.9	**(2.9)**	-	-

Particulars Effect in INR	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
31 March 2022				
1% movement				
USD	2.9	(2.9)	-	-
	2.9	**(2.9)**	-	-

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

21 Micro, Small and Medium Enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2 October, 2006, certain disclosures are

Particulars	31 March 2023	31 March 2022
The amounts remaining unpaid to micro and small suppliers as at the end of the year.		
-- Principal	-	-
-- Interest	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro Small and Medium Enterprises Development Act, 2006 ('MSMED Act, 2006') along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

22 Segment reporting

The Company is in the business of providing IT Software services to its customers which is considered by management as the only reportable business segment taking into account the nature of the business, the risk and returns, the organisation structure and internal reporting system.

23 Capital management

The Company's objectives when managing capital (consisting of equity capital and unremitted profit in the financial statements) are to safeguard its ability to continue as a going concern, so it can continue to provide services for the related entities and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or change the capital structure, the Company may adjust the amount of profits for remittance to holding company, return equity capital, or require holding company to infuse additional capital to support its operations.

There are no externally imposed capital requirements on the Company.

The Company has not proposed any Dividend for the year ended March 31, 2023 and March 31, 2022.

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Jardin Travel Solutions Limited

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

24 Employee benefits

A. The Company contributes to the following post-employment defined benefit plans in India.

(i) Defined contribution plans:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, and Labour Welfare Fund which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of profit and loss as they accrue.

Amount contributed to defined contribution plan and recognised as an expense in the Statement of profit and loss are as under:

Particulars	31 March 2023	31 March 2022
Employer's contribution to provident fund	-	28.6
Employee's State Insurance Corporation	-	4.5
National Pension Scheme	-	10.4
Labour welfare fund	-	0.1
NPS Contribution	-	-

(ii) Defined Benefit Plan:

The Company provides for gratuity using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date, based on legislations as enacted up to the balance sheet date. Actuarial gains and losses are recognised in full in the Statement of profit and loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested.

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

Company has transferred all its employees to its holding company Thomas Cook (India) Ltd in May 2021. Accordingly, funds have been transferred to holding company.

Based on the actuarial valuation obtained in respect of gratuity, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

24 Employee benefits *(Continued)*

B. Movement in net defined benefit (asset) liability

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

Particulars	Defined benefit obligation		Fair value of plan assets		Net defined benefit	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Opening balance	-	213.9	-	448.4	-	(234.5)
Current service cost	-	-	-	-	-	-
Adjustment to opening fair value of plan assets		-	-	-	-	-
Interest cost (income)	-	-	-	-	-	-
	-	213.9	-	448.4	-	(234.5)
Included in OCI						
Experience adjustment	-	-	-	-	-	-
Effect of asset ceiling	-	-	-	-	-	-
Return on plan assets excluding interest income	-	-		-	-	-
	-	-	-	-	-	-
Other						
Contributions paid by the employer	-	-		-	-	-
Liabilities assumed / (settled)	-	(213.9)	-	(448.4)	-	234.5
Benefits paid	-	-	-	-	-	-
Closing balance	-	-	-	-	-	-
Represented by						
Net defined benefit asset					-	-
Net defined benefit liability					-	-
					-	-

C. Plan assets

Plan assets comprise the following:

Particulars	31-Mar-23	31-Mar-22
Investment in Gratuity Fund(LIC)	-	-
	-	

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24 Employee benefits *(Continued)*

D. Defined benefit obligations

i. Actuarial assumptions

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

Particulars	31 March 2023	31 March 2022
Discount rate	-	0.00%
Salary escalation rate	-	0.00%
Mortality rate	-	IALM (2012-14) Ult
Employee Attrition Rate		
Upto Age 30	-	0.00%
Age 31-40	-	0.00%
Age 41-50	-	0.00%
Age 51 and above	-	0.00%

Assumptions regarding future mortality have been based on published statistics and mortality tables. The current longevities underlying the values of the defined benefit obligation at the reporting date were as follows.

As on 31st March, 2023 company had no employees because of which no actuarial valuation was done as per Indas 19.

ii. Sensitivity analysis

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

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

As on 31st March, 2023 company had no employees because of which no actuarial valuation was done as per Ind AS 19.

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Notes to financial statements for the year ended Mar 31, 2023
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25 Transfer pricing

The Company's international transactions with associated enterprises are at arm's length as per the independent accountant's report in this regard, for the period ended 31 March 2023. Management believes that the Company's international and domestic transactions with associated enterprises post 31 March 2023 continue to be at arm's length and that the transfer pricing legislation will not have any impact on the financial statements, particularly on the amount of the tax expense for the period and the amount of the provision for taxation at the period end.

26 Going Concern Assumption

The company has incurred a net loss of Rs 791.7 thousand during the year ended March 31,2023and as of the date has accumulated losses of Rs. 12,763 thousand and companies liablities exeeced its total asset by Rs. 2,763 thousand.

The Company has obtained support letter from its holding company Thomas Cook (India) Limited to safeguard its ability to continue as a going concern.The Company continues to provide services for its holding company.The Company is also planning to set up a training academy and various other related services to support the holding company and its subsidiaries/ group companies.

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

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

27 **Related party transactions**

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

Name of the parties	Relationships
Thomas Cook (India) Limited	Holding Company w.e.f 25th Nov 2019

(B) **Other related parties with whom transactions have taken place during the year**

Name of the parties	Relationships
Quess Corp Ltd	Fellow Subsidiary of the company
Desert Adventures Tourism LLC	Fellow Subsidiary of the company
Asian Trail Holdings Ltd	Fellow Subsidiary of the company

(C) **Key Management Personnel**

Name of the parties	Name of the key management personnel
Directors of the Company	Amit Madhan* Rajeev Kale* Abraham Alapatt*

(D) **Related parties with whom transactions have taken place during the year**

Particulars	Year	Ultimate choding Company/ Holding Company	Fellow Subsidary	Other Related Party	Total
Sale of services	**2023**	-	-	-	-
	2022	246.0	284.5	-	530.6
Purchase of services	**2023**	**15.7**	-	-	**15.7**
	2022	-	-	-	-
Loan Taken	**2023**	-	-	-	-
	2022	15,000.0	-	-	15,000.0
Loan Repaid	**2023**	**1,400.0**	-	-	**1,400.0**
	2022	17,600.0	-	-	17,600.0
Interest on loan taken	**2023**	**443.8**	-	-	**443.8**
	2022	672.6	-	-	672.6

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27 Related party transactions *(Continued)*

(E)

Particulars	Year	Holding Company	Fellow Subsidary	Other Related Party	Total
Balance as at 31 March					
Receivable	**2023**	**234.5**	**56.7**	-	**291.2**
	2022	234.5	56.7		291.2
Payables	**2023**	**4,275.0**	-	-	**4,275.0**
	2022	5,213.6	-	-	5,213.6

(F)

Particulars	Holding Company	2023	2022
Sale of Servies	Thomas Cook (India) Limited	-	246.0
Purchase of Servies	Thomas Cook (India) Limited	15.7	-
Interest on loan taken	Thomas Cook (India) Limited	443.8	672.6
Transactions during the year:			
Loan Repaid	Thomas Cook (India) Limited	1,400.0	17,600.0
Loan Taken	Thomas Cook (India) Limited	-	15,000.0
Balance as at 31 March			
Net Receivable	Thomas Cook (India) Limited	234.5	234.5
Payables:			
Loan Payable	Thomas Cook (India) Limited	3,600.0	5,000.0
Interest payable on Loan	Thomas Cook (India) Limited	491.4	213.6
Other Payable	Thomas Cook (India) Limited	15.7	110.1

(G)

Particulars	Fellow Subsidary	2023	2022
Sale of Services	Desert Adventures Tourism LLC	-	-
Sale of Servies	Asian Trail Holdings Ltd	-	284.5
Balance as at 31 March			
Receivable	Desert Adventures Tourism LLC	56.7	56.7
Receivable	Asian Trail Holdings Ltd	-	-
Payable	Quess Corp Limited	-	-

* These KMPs have not drawn any remuneration from the company during the year.

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28 **Ration Analysis**

Sr. No.	Financial performance ratios	Numerator	Denominator	31 March 2023	31 March 2022	Variance in %	Reasons
1	Current ratio (in times)	Total Current Assets	Total Current Liabilities	0.4	0.6	-36.6%	Liabilities increased on account of Interest accruals and Cash utilised to repay debt.
2	Debt equity ratio (in times)	Debt consists of borrowings and lease liabilities	Total Equity	-1.3	-2.5	-48.6%	Debt partly repaid during the year. Networth is negative.
3	Debt service coverage ratio (in times)*	Profit / (Loss) before interest, after tax and Depreciation and amortisation	Borrowings principal payments, Interest and lease payment	NA **	NA **	NA **	
4	Return on Net Worth (RONW) or Return on Equity (ROE) (in percentage) *	Profit / (Loss) after tax	Average total equity = (Opening total equity + Closing total equity)/2	NA **	NA **	NA **	
5	Trade receivable turnover (in times)	Revenue from operations	Average trade receivables = (Opening trade receivable + Closing trade receivable)/2	-	1.8	-100.0%	No operating revenue during the year
6	Trade payable turnover ratio (in times)	Cost of services	Average trade payable = (Opening trade payable + Closing trade payable)/2	-	-	-	No cost of sales during the year
7	Net Capital turnover ratio (in times)	Revenue from operations	Average working capital = (Opening net current assets + Closing net current assets)/2***	-	-0.2	-100.0%	No operating revenue during the year
8	Net Profit Ratio (in percentage) *	Profit / (Loss) after tax	Revenue from operations	-	-692.1%	-100.0%	No operating revenue during the year
9	Return on capital employed * (in percentage)	Profit / (Loss) before interest and tax	Closing capital employed = Tangible net worth# + Total borrowings + lease liabilities	NA **	NA **	NA **	
10	Return on investment (in percentage) ##	Income Generated from invested funds in market	Average invested funds in market = (Opening funds invested in market + Closing funds invested in market)/2	NA	NA	NA	

** Since the company has incurred losses.

*** Net current assets = Total current assets - Total current liability

Tangible net worth = Total net worth - Intangible assets (including intangible asset under development and goodwill).

29 **Other Statutory Information**

(i) The Company does not have any Benami property, where any proceeding has been initiated or is pending against the Company, for holding any Benami property.

(ii) The Company does not have any charges or satisfaction of such charges which are yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.

(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vi) The Company does not have any transaction which is not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey) or any other relevant provisions of the Income-tax Act, 1961

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Jardin Travel Solutions Limited

(All Amounts in Rs. Thousands, unless otherwise stated)

30 Code on Social Security, 2020

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards provident fund and gratuity. The effective date from which the changes are applicabe is yet to be notified and the rules for quantifying the financial impact are yet to be framed. As the Company do not have any employees on its payroll, there will be no financial impact on the Company.

31 Regrouping

The figures for the previous periods have been regrouped/ rearranged wherever necessary to confirm to the current period classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013.

32 Disclosure under sec 115BAA in The Income Tax act , 1961

In view of insertion of new Section 115 BAA in the Income Tax Act, 1961, as introduced by the Government of India, vide Taxation (Amendment) Ordinance, 2019 dated 20th of September 2019, domestic companies have been given an option to pay tax at reduced rate of 22%, effective from financial year 2019-20 (assessment year 2020- 21) & onwards, subject to their adhering to certain conditions specified therein.

The Management of the company has not exercised such option till the 2020-21 (assessment year 2021- 22) and further it continues to evaluate the benefit of exercising the option for a lower corporate tax rate vis-à-vis the existing provisions, 2021-22 (assessment year 2022- 23) onwards and the Company has an option for the same till the filing of return of income for such Year. Pending exercising of the option, the company has recognized the taxes on income for the year ended March 31, 2023 as per the earlier provisions.

The notes from 1 to 32 form an integral part of the financial statements

As per our report of even date attached.

For **G. M. Kapadia & Co.**
Chartered Accountants
Firm's Registration No: 104767W

G. M. KAPADIA & CO. ★ NEW DELHI ★ Chartered Accountants

Abhishek Singh
Partner
Membership No: 407549

Date: June 23, 2023
Place: New Delhi

For and on behalf of the Board of Directors

Rajeev Kale	**Amit Madhan**
Director	Director
[DIN:06775970]	[DIN:06646076]
Date: June 23, 2023	Date: June 23, 2023
Place: Mumbai	Place: Mumbai

G. M. KAPADIA & CO.
(REGISTERED)
CHARTERED ACCOUNTANTS
70, LOWER GROUND FLOOR, HEMKUNT COLONY, NEW DELHI 110048, INDIA
PHONE : (91-11) 2641 1327, 4108 2273

INDEPENDENT AUDITOR'S REPORT

To the Members of Jardin Travel Solutions Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the Standalone Financial Statements of **Jardin Travel Solutions Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023 and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as " the Standalone Financial Statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its loss, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 26 of the Standalone Financial Statements, which indicates that the Company incurred a net loss of Rs. 7,91,677 during the year ended March 31, 2023 and as of date, the Company's total liabilities exceeded its total assets by Rs. 27,62,982. These events or conditions as set forth in Note 26, indicate that material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

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However, it is further stated in Note 26 that, the Company's Holding Company-Thomas Cook (India) Limited have committed to provide the necessary level of support, to enable the Company to continue as a going concern in view of cash losses incurred by the Company in past few years including current year, and as has been done during the year and in the earlier years.

Our opinion on the Standalone Financial Statements is not modified in respect of these matters.

Key Audit Matters

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

We have determined that there are no key audit matters to communicate in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Management and the Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in report of board of directors but does not include the Standalone Financial Statements and our auditor's report thereon.

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

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Management and the Board of Directors of the Company are responsible for the matters stated in section 134(5) of 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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS. 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 the 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

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

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

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

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "**Annexure A**", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

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 purposes of our audit;

   b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c) The Balance Sheet, the Statement of Profit and Loss, (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

   d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS, under section 133 of the Act, read with specified Companies (Indian Accounting Standards) Rules 2015, as amended;

   e) On the basis of the written representations received from the directors as on March 31,2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act;

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**";

   g) The Company has not paid any remuneration to its directors during the year; accordingly, no reporting is required with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act: and

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

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i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Based on the audit procedures performed by us that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above, contain any material misstatement;

v. The Company has neither declared nor paid any dividend during the year.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company w.e.f. April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For G.M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

Abhishek Singh
Partner
Membership No. 407549
UDIN: 23407549BGYGQS9226

Place: New Delhi
Date: 23 June 2023

Annexure A to the Independent Auditor's Report on Standalone Financial Statements of Jardin Travel Solutions Limited

(Referred to in paragraph 1 under "Other Legal and Regulatory Requirements" of our report of even date)

I (a) A. The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, plant and equipment;

B. The Company did not have any intangible assets, therefore reporting under the clause 3(i)(a)(B) of the Order, regarding maintenance of records of intangible assets not applicable to the Company;

(b) As represented by the management, all the property, plant and equipment were physically verified by the management once in two years in a phased manner. In our opinion, the frequency of verification followed by the management is reasonable having regard to the size of the Company and the nature of the assets. As informed to us, no discrepancies observed in the course of such verification by the Company;

(c) The Company does not hold any immovable properties and the properties where the Company is lessee. Accordingly, the reporting under clause 3(i)(c) of the Order regarding title deeds of immovable properties is not applicable to the Company;

(d) According to the information and explanations given to us and on the basis of our examination of records, the Company has not revalued its property, plant and equipment (including Right of Use assets) and intangible assets during the year. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company;

(e) According to the information and explanations given to us and on the basis of our examination of records, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder;

ii (a) The Company did not have any inventories of finished goods, stores, spare parts and raw materials, therefore reporting under the clause 3(ii)(a) of the Order is not applicable to the Company;

(b) During the year under audit, the Company has not been sanctioned any working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company;

iii (a) to (f) During the year under audit, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, therefore reporting under the clauses 3(iii)(a) to 3(iii)(f) of the Order is not applicable to the Company;

iv Based on the audit procedures applied by us, during the year under audit, the Company has not granted loans, guarantee and security or made investments which require compliance in terms of the provisions contained in the section 185 or section 186 of the Act. In such circumstances, reporting under the clause 3(iv) of the Order is not applicable to the Company;

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

V In our opinion and according to the information and explanation given to us, the Company has not accepted deposits from the public and therefore, the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable to the Company. We have been informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard;

vi The Central Government has not specified the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for services rendered by the Company;

vii (a) The Company has generally been regular in depositing with appropriate authorities undisputed statutory dues such as income tax, goods and services tax, and other applicable statutory dues. According to information and explanations given to us, no undisputed statutory dues payable were in arrears as at March 31, 2023, for a period of more than six months from the date they became payable;

(b) In our opinion and according to the information and explanations given to us, there are no dues payable by the Company on account of any dispute in case of statutory dues referred to in sub-clause(a) above as on March 31, 2023

viii According to the information and explanation provided to us, there are no transactions that are not recorded in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, reporting under clause 3(viii) of the Order is not applicable to the Company;

ix (a) Based on our audit procedure and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings including interest thereon, if any, to any lender;

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or any other lender;

(c) The Company has not taken any terms loan. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company;

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements, the Company has not used any funds raised on short-term basis for long term purposes;

(e) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;

(f) The company has not raised loans during the year on the pledge of securities. Accordingly, the reporting under clause 3(ix) (f) is not applicable.

x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company;

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(b) The Company did not have made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year, therefore, reporting under clause 3(x)(b) of the Order is not applicable to the Company;

xi (a) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year;

(b) No report under sub-section (12) of section 143 of the Act has been filed by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report;

(c) As represented to us by the management, the whistle blower policies is not mandated for the Ccompany under the Act, therefore reporting under the clause 3(xi)(c) of the Order is not applicable to the Company;

xii In our opinion and according to information and explanation given to us, the Company is not a Nidhi Company. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company;

xiii In our opinion, transactions with the related parties are in compliance with section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards. Further provision of Section 177 of the Act is not applicable to the Company;

xiv The Company does not have an internal audit system and is not required to have an internal audit system as per the provisions of the Act;

xv In our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of section 192 of the Act are not applicable to the Company;

xvi. (a) The Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934;

(b) In our opinion and on the basis of our audit procedure, the Ccompany has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;

(c) In our opinion, according to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India;

(d) In our opinion, according to the information and explanations provided to us, the Group does not have any CIC as part of the Group as per definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016;

xvii The Company has incurred cash losses of Rs.1,41,683/- in the current year and there were cash losses of Rs.5,47,411/- in the immediately preceding financial year;

xviii There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company;

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

xix In view of losses incurred by the Company and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, in our opinion though material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date, management has represented and as stated in the Note 26to the financial statements that, the Holding Company has undertaken to provide financial support that may be required in Company's obligation towards third parties;

xx. In our opinion and based on our examination, the company is not required to comply with section 135(5) of the Act.

xxi. The Company does not have subsidiary, associate or joint venture hence is not required to prepare consolidated financial statements. Accordingly, reporting on paragraph 3(xxi) of the Order is not applicable.

For G.M. Kapadia & Co.
Chartered Accountants
Firm's Registration No:104767W

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

Abhishek Singh
Partner
Membership Number: 407549
UDIN: 23407549BGYGQS9226

Place: New Delhi
Date: 23 June 2023

Annexure B to the Independent Auditor's Report

The Annexure referred to in Paragraph 2(f) under the heading "Other Legal and Regulatory Requirements" of our report of even date, on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

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

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 with reference to standalone financial statements were operating effectively as at March 31, 2023, 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.

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 (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements 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 the 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 with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involved 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 with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

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 with reference to standalone financial statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements 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 standalone financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

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

For G.M. Kapadia & Co.
Chartered Accountants
Firm's Registration Number: 104767W

G. M. KAPADIA & CO. NEW DELHI Chartered Accountants

Abhishek Singh

Abhishek Singh
Partner
Membership Number: 407549
UDIN: 23407549BGYGQS9226

Place: New Delhi
Date: 23 June 2023

THOMAS COOK LANKA (PVT) LTD

FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2023

THOMAS COOK LANKA (PVT) LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31st March,	Note	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.
Revenue	6	125,927,885	101,419,343	125,927,885	102,341,912
Administrative and other operating expenses	7	(184,102,676)	(90,792,814)	(197,583,843)	(130,961,542)
Other expenses		-	-	-	1,413,212
Loss from operations		**(58,174,791)**	**10,626,529**	**(71,655,958)**	**(27,206,418)**
Other income	8	786,752	211,994	786,752	217,343
Net finance income	9	(942,585)	(44,769,949)	(3,577,576)	(57,127,241)
Operating loss before impairment losses		**(58,330,624)**	**(33,931,426)**	**(74,446,782)**	**(84,116,316)**
Impairment charge for other losses	10	(37,231,420)	(144,295,145)	(187,701)	(58,968,342)
Share of loss of equity accounted investee, net of tax	16	-	-	(109,294)	(1,694,948)
Loss before tax		**(95,562,044)**	**(178,226,571)**	**(74,743,777)**	**(144,779,606)**
Income tax reversal/(charge)	11	136,662	286,987	124,093	818,107
Loss for the year		**(95,425,382)**	**(177,939,584)**	**(74,619,684)**	**(143,961,499)**
Other comprehensive income, net of tax					
Items that will never be reclassified to profit or loss					
Remeasurement of defined benefit liability		455,540	1,195,779	455,540	1,195,779
Less: Deferred tax charge on actuarial (loss)/gains		(136,662)	(286,987)	(136,662)	(1,010,162)
Net actuarial loss on defined benefit plans		**318,878**	**908,792**	**318,878**	**185,617**
Total other comprehensive income for the year		**318,878**	**908,792**	**318,878**	**185,617**
Total comprehensive income for the year		**(95,106,504)**	**(177,030,792)**	**(74,300,806)**	**(143,775,882)**
Loss per share	12	**(8.86)**	**(16.52)**	**(6.93)**	**(13.37)**

The annexed Notes to the Financial Statements form an integral part of these Financial Statements.
Figures in the brackets indicate deductions.

KPMG Chartered Accountants

THOMAS COOK LANKA (PVT) LIMITED
STATEMENT OF FINANCIAL POSITION

As at 31st March,	Note	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.
ASSETS					
Property, plant and equipment	13	18,708,206	18,674,857	20,117,422	21,279,185
Intangible Assets	14	-	-	23,405	499,715
Investment in subsidiary	15	-	-	-	-
Equity-accounted investee	16	-	-	-	-
Other investments - Non current assets	17	-	43,927,345	-	43,927,345
Amount due from related companies	18	-	-	-	-
Non-current assets		18,708,206	62,602,202	20,140,827	65,706,245
Current Assets					
Amount due from related companies	18	-	-	93,000	-
Current taxation	19	1,343,491	1,343,491	1,198,309	1,210,878
Trade and other receivables	20	2,703,431	5,314,630	2,703,431	5,314,630
Prepayments		4,915,735	4,921,066	4,915,735	4,921,066
Other investments - Current assets	17	108,126,920	96,863,742	108,663,249	97,363,742
Cash and cash equivalents	21	55,505,585	62,789,311	56,614,792	67,685,670
Total Current assets		172,595,162	171,232,240	174,188,516	176,495,986
Total assets		191,303,368	233,834,442	194,329,343	242,202,231
EQUITY AND LIABILITIES					
Equity					
Stated capital	22	107,679,780	107,679,780	107,679,780	107,679,780
Accumulated losses		(199,688,276)	(104,581,772)	(301,522,992)	(227,222,186)
Total Equity		(92,008,496)	3,098,008	(193,843,212)	(119,542,406)
LIABILITIES					
Employee benefits	23	5,022,273	4,684,191	5,022,273	8,297,318
Deferred Tax Liability	24	-	-	-	-
Long term loans from related parties	25	78,861,473	61,438,310	78,861,473	61,438,310
Lease Liability	27	1,663,419	1,327,980	1,663,419	1,327,980
Non-current liabilities		85,547,165	67,450,481	85,547,165	71,063,608
Amount due to related companies	26	159,359,164	130,930,348	172,929,164	144,500,348
Lease Liability	27	1,832,323	2,098,296	1,832,323	2,098,296
Loans and Borrowings	28	-	-	3,150,993	2,377,060
Trade and other payables	29	9,751,633	7,338,010	87,364,702	83,395,362
Bank overdraft	21	26,821,579	22,919,299	37,348,208	58,309,963
Current liabilities		197,764,699	163,285,953	302,625,390	290,681,029
Total liabilities		283,311,864	230,736,434	388,172,555	361,744,637
Total Equity and Liabilities		191,303,368	233,834,442	194,329,343	242,202,231

The Notes to the Financial Statements form an integral part of these Financial Statements.
These Financial Statements are in compliance with the requirements of the Company Act No 07 of 2007.

KPMG Chartered Accountants

Shaju Nair A
Head - Foreign Exchange

The Board of Directors is responsible for the preparation and presentation of these Financial Statements.
Approved and signed for and on behalf of the Board:

Debasis Nandy
Director

Aravinda De Silva
Director

04 August 2023
Colombo

True copy

KPMG Chartered Accountants

THOMAS COOK LANKA (PVT) LIMITED
STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March,

Company

	Stated Capital Rs.	Retained Earnings / (Accumulated Losses) Rs.	Total Rs.
Balance as at 1st April 2021	107,679,780	72,449,020	180,128,800
Loss for the year	-	(177,939,584)	(177,939,584)
Other comprehensive income	-	908,792	908,792
Total Comprehensive Income for the year	-	**(177,030,792)**	**(177,030,792)**
Balance as at 31st March 2022	**107,679,780**	**(104,581,772)**	**3,098,008**
Balance as at 1st April 2022	107,679,780	(104,581,772)	3,098,008
Loss for the year	-	(95,425,382)	(95,425,382)
Other comprehensive income	-	318,878	318,878
Total Comprehensive Income for the year	-	**(95,106,504)**	**(95,106,504)**
Balance as at 31st March 2023	**107,679,780**	**(199,688,276)**	**(92,008,496)**

Group

	Stated Capital Rs.	Accumulated Losses Rs.	Total Rs.
Balance as at 1st April 2021	107,679,780	(83,446,304)	24,233,476
Loss for the year		(143,961,499)	(143,961,499)
Other comprehensive income		185,617	185,617
Total Comprehensive Income for the year	-	**(143,775,882)**	**(143,775,882)**
Balance as at 31st March 2022	**107,679,780**	**(227,222,186)**	**(119,542,406)**
Balance as at 1st April 2022	**107,679,780**	**(227,222,186)**	**(119,542,406)**
Loss for the year		(74,619,684)	(74,619,684)
Other comprehensive income		318,878	318,878
Total Comprehensive Income for the year	-	**(74,300,806)**	**(74,300,806)**
Balance as at 31st March 2023	**107,679,780**	**(301,522,992)**	**(193,843,212)**

The notes to the Financial Statements form an integral part of these Financial Statements.

Figures in bracket indicate deductions.

KPMG Chartered Accountants

THOMAS COOK LANKA (PVT) LIMITED
STATEMENT OF CASHFLOWS

For the year ended 31st March,	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.
Cash flows from Operating Activities				
Profit / (loss) before taxation	(95,562,044)	(178,226,571)	(74,743,777)	(144,779,606)
Adjustment for :				
Depreciation of Property, plant and equipment	3,773,187	3,873,665	4,968,300	5,319,134
Amortization of intangible assets	-	75,086	476,310	640,775
Impairment Charges for Property, plant and equipment	-	-	-	2,604,038
Impairment Charges for other losses	37,231,420	144,295,145	187,701	56,141,141
Provision for pre payments			-	185,978
Provision for employee benefits	1,327,207	1,027,612	1,258,738	1,027,612
Lease concessions received	(534,979)	-	(534,979)	-
Interest income	(12,623,335)	(15,492,780)	(12,728,078)	(15,492,780)
Interest expense	10,116,328	4,103,767	12,848,029	16,326,549
Foreign exchange (gain)/loss	2,722,188	56,158,962	2,705,294	56,293,472
Share of Profit/(loss) of equity accounted investee,	-	-	109,294	1,694,948
Operating profit/(loss) before working capital changes	**(53,550,028)**	**15,814,886**	**(65,453,169)**	**(20,038,739)**
(Increase) / Decrease in trade and other Receivables	2,611,199	(4,485,817)	2,611,199	4,630,480
(Increase) / Decrease in amounts due from related parties	-	-	(93,000)	-
(Increase) / Decrease in prepayments	5,331	2,746,113	5,331	(645,786)
Increase / (Decrease) in amount due to related party	30,289,724	-	30,399,617	18,659,775
Increase / (Decrease) in trade and other payable	2,413,623	10,700	3,969,340	5,952,123
Cash generated from operating activities	**(18,230,151)**	**14,085,882**	**(28,560,681)**	**8,557,853**
Taxes paid	-	-	-	-
Employee benefit paid	(533,585)	-	(4,078,243)	-
Interest Expense Paid	(5,224,196)	(2,756,464)	(7,894,637)	(14,979,246)
Net cash generated from operating activities	**(23,987,932)**	**11,329,418**	**(40,533,561)**	**(6,421,393)**
Cash flows from investing activities				
Purchase of property plant and equipment	(1,260,657)	(2,788,695)	(1,260,657)	(33,050)
Purchase of intangible assets	-	-	-	-
Interest received	5,476,316	15,492,780	5,544,730	21,387,672
Redemption of long-term investment	39,811,186	10,154,131	39,811,186	(9,503,352)
Net cash used in investing activities	**44,026,845**	**22,858,216**	**44,095,259**	**11,851,270**
Cash flows from financing activities				
Lease payments	(2,304,000)	(2,534,581)	(2,304,000)	(2,534,581)
Loan Granted and other Accruals to Related Party	(37,231,420)	(49,297,344)	(389,995)	-
Loan Repayments from Related Party	-	-	-	-
Loan obtained during the year	-	-	1,008,881	-
Loan Repayments during the year	-	-	(296,208)	-
Loan recieved from Related Party	8,310,501	61,438,310	8,310,501	49,748,048
Net cash used in financing activities	**(31,224,919)**	**9,606,385**	**6,329,179**	**47,213,467**
Net increase / (decrease) in cash and cash equivalents	(11,186,006)	43,794,019	9,890,877	52,643,344
Cash and cash equivalents at the beginning of the year	39,870,012	(3,924,007)	9,375,707	(43,267,637)
Cash and cash equivalents at the end of the year	**28,684,006**	**39,870,012**	**19,266,584**	**9,375,707**

The Notes to the Financial Statements form an integral part of these Financial Satements.

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1. REPORTING ENTITY

1.1 Domicile and legal form

Thomas Cook Lanka (Private) Limited, ("the Company") is a Private Limited Liability Company incorporated and domiciled in Sri Lanka on April 20, 2012, under the Companies Act no 07 of 2007. The registered office and principal place of business are situated at No.393, Union Place, Colombo 02.

The operations are conducted at Aviation branches (including arrival and departure), Kandy City Center Branch, Colombo City Centre Branch and One Galle Face Branch.

1.2 Consolidated financial statements

The Consolidated Financial Statements of the Group for the year ended 31st March 2023, comprise the Company (Parent Company) and its Subsidiary (together referred to as the 'Group' and individually as 'Group entities') and the Group's interest in its Associate.

The immediate and the ultimate parent company of the Group is Thomas Cook India (Private) Limited and Fairfax Financial Holdings Limited respectively.

1.3 Principal activities and nature of operations of the Group

1.3.1 Thomas Cook Lanka (Private) Limited – Reporting Entity

The principal activity of the Company is dealing in foreign currencies.

1.3.2 Luxe Asia (Private) Limited - Subsidiary

The principal activity of the company is to act as a travel agent and to provide travel related services. The Company has temporarily ceased business operations from January 2022 and intends to recommence business operations in the future

1.3.3 Sita World Travel Lanka (Private) Limited - Associate

The principal activity of the company was being a travel agent. However, the company has ceased business operations from October 2018 and continues to remain dormant.

1.4 Number of employees

The total number of employees as at 31 March 2023 were as follows:

Group :	20	(2022 - 21)
Company :	20	(2022 - 21)

2. BASIS OF PREPARATION

2.1 Statement of compliance

The financial statements of the Company and the Group comprise the statement of financial position, statement of profit or loss and other comprehensive income, statement of changes in equity and cash flows together with the notes to the financial statements.

The financial statements of the Group and the separate financial statements of the Company have been prepared and presented in accordance with Sri Lanka Accounting Standards (LKAS / SLFRS) laid down by the Institute of Chartered Accountants of Sri Lanka and the requirements of Companies Act, No. 7 of 2007.

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2.2 Basis of Measurement

The Financial Statements have been prepared on the historical cost basis and applied consistently which no adjustments being made for inflationary factors affecting the financial statements, except for the following material items in the statement of financial position:

- The defined benefit liability is recognized as the present value of the defined benefit obligation, plus unrecognized actuarial gains, less unrecognized past service cost and unrecognized actuarial losses.

2.3 Functional and Presentation Currency

These Financial Statements are presented in Sri Lankan Rupees, which is the Group's functional currency. Except as indicated, financial information presented in Sri Lankan Rupees has been rounded to the nearest rupee value.

2.4 Comparative Information

The previous year figures and phrases have been reclassified whenever necessary to conform to the current year presentation.

2.5 Use of Estimates and Judgments

The preparation of the Financial Statements of the Group and the Company in conformity with SLAS's requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

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

- Impairment losses on trade receivables (Note 3.8.1)
- Impairment of non-financial assets (Note 3.8.2)
- Current taxes (Note 3.3.a)
- Deferred tax assets / liabilities (Note 3.3.b)
- Defined benefit plan (Note 3.11)
- Provisions and contingencies (Note 3.12 & 3.13)

2.6 Materiality and Aggregation

Each material class of similar items is presented separately in the Financial Statements. Items of dissimilar nature or function are presented separately unless they are immaterial as permitted by the Sri Lanka Accounting Standard-LKAS 1 on 'Presentation of Financial Statements'.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these Financial Statements, unless otherwise indicated.

3.1 Basis of Consolidation

The Group's Financial Statements comprise consolidation of the Financial Statements of the Company, its Subsidiaries in terms of the Sri Lanka Accounting Standard-SLFRS 10 on 'Consolidated Financial Statements and Separate Financial Statements' and the proportionate share of the profit or loss and net assets of its Associates in terms of the Sri Lanka Accounting Standard – LKAS 28 on 'Investment in Associate and Joint Ventures'.

3.1.1 Business Combination

Business combinations are accounted for using the acquisition method when control is transferred to the Group (See Note 3.1.2 below). The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognized in profit or loss immediately. Transaction costs are expensed as incurred, except if they are related to the issue of debt or equity securities.

3.1.2 Subsidiaries

Subsidiaries are investees controlled by the Group. The Group 'controls' an investee if it is exposed to, or has rights to, variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The Group reassesses whether it has control if there are changes to one or more of the elements of control. This includes circumstances in which protective rights held (e.g. those resulting from a lending relationship) become substantive and lead to the Group having power over an investee.

The cost of an acquisition is measured at fair value of the consideration, including contingent consideration. The acquired identifiable assets, liabilities and contingent liabilities are measured at their fair values at the date of acquisition. Subsequent to the initial measurement the Group continues to recognise the investments in Subsidiaries at cost.

The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date when control ceases.

All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions, income and expenses are eliminated in full.

There are no significant restrictions on the ability of Subsidiaries to transfer funds to the Parent (the Company) in the form of cash dividend or repayment of loans and advances.

All Subsidiaries of the Company have been incorporated in Sri Lanka.

3.1.3 Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

3.1.4 Loss of Control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Subsequently, it is accounted for as an Associate or in accordance with the Group's Accounting Policy for financial instruments depending on the level of influence retained.

3.1.5 Transactions Eliminated on Consolidation

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

3.1.6 Accounting for investment in subsidiaries

When separated financial statements are prepared, investments in subsidiaries are accounted for using the cost method. Investments in subsidiaries are stated in the Company's Statement of Financial Position at cost less accumulated impairment losses.

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3.1.7 Accounting for equity accounted investee

The Group's interest in equity-accounted investees comprise interests in associates.

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Interests in associates are accounted for using the equity method. They are initially recognized at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and OCI of equity-accounted investees, until the date on which significant influence ceases.

When separated financial statements are prepared, investments in subsidiaries are accounted for using the cost method. Investments in equity accounted investees are stated in the Company's Statement of Financial Position at cost less accumulated impairment losses.

3.1.8 Transactions Eliminated on Consolidation

Unrealized gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

3.1.9 Financial Period

The Consolidated Financial Statements are prepared to a common financial year ended 31st March. The accounting policies of Subsidiaries have been changed where necessary to align them with the policies adopted by the Group

3.2 Foreign Currency

3.2.1 Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency at the exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date.

The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortized cost in foreign currency translated at the exchange rate at the end of the reporting period.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

Foreign currency differences arising on retranslation are recognized as profit or loss, except for differences arising on the retranslation of available for- sale equity instruments, which are recognized in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

3.3 Income tax expense

Income tax expenses comprise of current & deferred tax expenses recognized in the profit or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income

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a) Current taxation

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date

The Group's liability to taxation has been computed in accordance with the provisions of the Inland Revenue Act No 24 of 2017 and as amended by the IR (Amendment) Act No. 10 of 2021.

b) Deferred taxation

Deferred tax is provided using the liability method, providing for the tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the tax base of assets and liabilities, which is the amount attributed to those assets and liabilities for tax purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted by the reporting date.

Deferred tax assets including those related to temporary tax effects of income tax losses and credits available to be carried forward, are recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3.4 Events occurring after the reporting date

All material and important events which occur after the reporting date have been considered and disclosed in Note to the Financial Statements.

ASSETS AND BASIS OF THEIR VALUATION

Assets classified as current on the Statement of Financial Position are cash or those which are expected to be realized in cash during the normal operating cycle of the Group or within one year from the reporting date, whichever is earlier. Assets other than current assets are those, which the Group intends to hold beyond a period of one year calculated from the reporting date.

3.5 Property, plant and equipment

The Group applies the requirements of the Sri Lanka Accounting Standard - LKAS 16 on 'Property, Plant & Equipment' in accounting for its owned assets which are held for and use in the provision of services, or for administrative purposes and are expected to be used for more than one year.

a) Recognition and Measurement

Property, Plant & Equipment is recorded at cost less accumulated depreciation less accumulated impairment losses if any. Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Where an item of property, plant and equipment comprises major components having different useful lives, they are accounted for as separate items of property, plant and equipment.

b) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset have been capitalised as part of the cost of the asset in accordance with New Sri Lanka Accounting Standard – LKAS 23 "Borrowing Costs".

Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use are complete.

c) Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

d) Depreciation

Depreciation is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives for the current and comparative periods are as follows:

• Office Equipment	21	years
• Motor Vehicle	6 $^{2}/_{3}$	years
• Furniture and Fittings	15 $^{3}/_{4}$	years
• Computer Hardware	4	years

Depreciation is provided on a pro-rata basis on the assets purchased/constructed/disposed of during the year. Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

e) Derecognition

The carrying amount of an items of property, plant and equipment are derecognized upon disposal or when no future economic benefits are expected from its use. Any gain or losses rising on de-recognition of the asset is included in the statement of profit or loss the year the asset is derecognized.

f) Impairment of Property, Plant and Equipment

The carrying value of property plant and equipment is reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indications exist and where the carrying value exceeds the estimated recoverable amount, the assets are written down to their recoverable amount. Impairment losses are recognized in the statement of comprehensive income unless it reverses a previous revaluation surplus for the same asset.

3.6 Intangible Assets

a. Recognition and measurement

An intangible asset is recognized if it is probable that future economic benefits that are attributable to the asset will flow to the entity and the cost of the asset can be measured reliably in accordance with the Sri Lanka Accounting Standard - LKAS 38 on 'Intangible Assets'.

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition

All computer software costs incurred, licensed for use by the Company, which are not integrally related to associate hardware, and can be clearly identified, reliably measured and it is probable that they will lead to future economic benefits are included in the statement of financial position under the category intangible assets and carried at cost less accumulated amortization and accumulated impairment losses if any.

b. Subsequent expenditure

Expenditure incurred on intangible assets is capitalized only when it increases the future economic benefits embodied in the specific assets to which it relates. All other expenditure is expensed as incurred.

c. Amortization and impairment

Intangible assets with finite lives and amortisation

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of each part of an item of intangible assets, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives for the current and comparative periods are as follows:

- Computer software – 4 years

d. Goodwill

Goodwill that arises on the acquisition of subsidiary is presented with intangible assets. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

Subsequent to initial recognition, goodwill is measured at cost accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquire are assigned to those units.

3.7 Financial instruments

3.7.1 Financial assets

Initial Recognition, Classification and Subsequent Measurement

Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Classification and subsequent measurement of financial assets

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI (Fair value through OCI) - debt investment; FVOCI - equity investment; or FVTPL (Fair value through profit or loss).

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets - Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets - Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument.

Financial assets - Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

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3.7.2 Derecognition

a. Financial assets

The Group derecognised a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group entered into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets were not derecognised.

b. Financial liabilities

The Group derecognised a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognised a financial liability when its terms are modified and the cash flows of the modified liability were substantially different, in which case a new financial liability based on the modified terms was recognised at fair value.
On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) was recognised in profit or loss.

3.7.3 Offsetting

Financial assets and financial liabilities were offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

3.8 Impairment of Assets

3.8.1 Financial assets (including receivables)

Financial instruments and contract assets

Loss allowances for trade receivables is always measured at an amount equal to lifetime Expected Credit Loss.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred

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Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

3.8.2 Impairment of Non-financial assets

The carrying amounts of the Group's non-financial assets such as deferred tax assets were reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount was estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit was the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows were discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually were grouped together into the smallest group of assets that generates cash inflows from continuing use that were largely independent of the cash inflows of other assets.

An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount Impairment losses are recognized in profit or loss.

3.9 Fair Value Measurement

3.9.1 Use of assumptions and estimation uncertainty

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

The Group has an established control framework with respect to the measurement of fair values.

The management regularly reviews significant unobservable inputs and valuation adjustments.If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of SLFRS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Group's audit committee. When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- **Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities.
- **Level 2:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- **Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

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3.10 Leases

3.10.1 As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.
Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

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3.10.2 As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative standalone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.
If an arrangement contains lease and non-lease components, then the Group applies SLFRS 15 to allocate the consideration in the contract.

The Group applies the derecognition and impairment requirements in SLFRS 9 to the net investment in the lease. The Group further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

The Group recognises lease payments received under operating leases as income on a straight line basis over the lease term as part of 'other revenue'.

Generally, the accounting policies applicable to the Group as a lessor in the comparative period were not different from SLFRS 16 except for the classification of the sub-lease entered into during current reporting period that resulted in a finance lease classification.

LIABILITIES AND PROVISIONS

Liabilities classified as Current Liabilities in the Statement of Financial Position are those obligations payable on demand or within one year from the Statement of Financial Position. Items classified as non-current liabilities are those obligations, which expire beyond a period of one year from the reporting date.

All known liabilities have been accounted for in preparing the Financial Statements. Provision and liabilities are recognized when the Group has a legal or constructive obligation as a result of past events and it is probable that an outflow of economic benefits will be required to settle the obligation.

3.11 Employee benefits

a) Defined Contribution Plans – Employees' Provident Fund & Employees' Trust Fund

A defined contribution plan is a post- employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group contributes 12% and 3% of gross emoluments of employees as Provident Fund and Trust Fund contribution respectively.

b) Defined Benefit Plan – Retiring Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

As required by LKAS 19 - Employee Benefits, which became effective from 1 January 2012 the Group has provided for gratuity liability based on an internally generated model using a formula based on projected unit credit method as recommended by LKAS 19. However, under the Payment of Gratuity Act No. 12 of 1983, the liability to an employee arises only on completion of 5 years of continued service. The liability is not externally funded.

Actuarial gains and loses

The re - measurements of the net defined benefit liability, which comprise actuarial gains and losses are recognized in Other Comprehensive Income.

c) Short term benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related services are provided.

3.12 Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Trade and other payables are stated at their cost.

3.13 Contingencies and capital commitments

All discernible risks are accounted for in determining the amount of all known liabilities. The Company's share of any contingencies and capital commitments of a subsidiary for which the Company is also liable severally or otherwise are also included with appropriate disclosures.

Contingent liabilities are possible obligations whose existence will be confirmed only by uncertain future events or present obligations where the transfer of economic benefit is not probable or cannot be reliably measured. Contingent liabilities are not recognized in the Statement of Financial Position but are disclosed unless they are remote.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

3.14 Revenue recognition

Performance obligations and revenue recognition policies

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognizes revenue when it transfers control over a good or service to a customer.

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Type of product/ service	Nature and timing of satisfaction of performance obligations, including significant payment terms	Revenue recognition under SLFRS 15
Foreign currency exchange (Buying and Selling)	The Service is transferred to the customer at the completion of its performance obligation which is when the foreign currency is exchanged.	SLFRS 15 established a comprehensive framework for determining whether, how much and when revenue is to be recognized. Under SLFRS 15, revenue is recognized when a customer obtains control of the goods or services. Determining the timing of the transfer of control is at a point in time.

3.15 Other income

Other income is recognized on an accrual basis.

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3.16 Expenditure recognition

3.16.1 Operating expenses

Expenses are recognized in the statement of comprehensive income on the basis of a direct association between the cost incurred and the earning of specific items of income. All expenditure incurred in the running of the business and in maintaining the Property, plant & equipment in a state of efficiency has been charged to the statement of comprehensive income.

3.16.2 Finance income and expenses

Interest income and expenses are recognised in profit or loss using the effective interest method. The effective interest rate is the rate that exactly discounts the estimated future cash receipts or payments through the expected life of the financial asset or liabilities (or, where appropriate, a shorter period) to the carrying amount of the financial asset or liabilities. When calculating the effective interest rate, the Company estimates future cash flows considering all contractual terms of the financial instrument, but not future credit losses.

The calculation of the effective interest rate includes all transaction costs and fees and points paid or received that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or liability.

3.16.3 Borrowing Cost

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

4. STATEMENT OF CASHFLOWS

The Cash Flow Statement has been prepared using the Indirect Method of preparing Cash Flows in accordance with the Sri Lanka Accounting Standard (LKAS) 7, Cash Flow Statements.

Cash and cash equivalents comprise short term, highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value. The cash and cash equivalents include cash in-hand, balances with banks and short term deposits with banks. For cash flow purposes, cash and cash equivalents are presented net of bank overdrafts.

5. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

5.1 Adoption of new accounting standards/ amendments to accounting standards

There was no adoption of new accounting standards/ amendments to accounting standards by Group/Company during the year ended 31 March 2023.

5.2 Standards Issued but Not Yet Effective

The following new accounting standards and amendments/improvements to the existing standards were issued by the Institute of Chartered Accountants of Sri Lanka (CA Sri Lanka). A number of new standards are effective for annual periods beginning after 1st January 2023 and earlier application is permitted; however, the Company has not early adopted the new or amended standards in preparing these financial statements.

The following new and amended standards are not expected to have a significant impact on the Group/ Company's financial statements.

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- **Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to LKAS 12)**

  The amendments narrow the scope of the initial recognition exemption to exclude transactions that give rise to equal and offsetting temporary differences – e.g. leases and decommissioning liabilities. The amendments apply for annual reporting periods beginning on or after 1 January 2023. For leases and decommissioning liabilities, the associated deferred tax asset and liabilities will need to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. For all other transactions, the amendments apply to transactions that occur after the beginning of the earliest period presented. There will be no impact on retained earnings on adoption of the amendments

Other standards

The following new and amended standards are not expected to have a significant impact on these financial statements.

- Classification of Liabilities as Current or Non-current (Amendments to LKAS 1) - effective for annual periods beginning on or after 1 January 2023.
- SLFRS 17 Insurance Contracts and amendments to SLFRS 17 Insurance Contracts - effective for annual periods beginning on or after 1 January 2023.
- Disclosure of Accounting Policies (Amendments to LKAS 1 and SLFRS Practice Statement 2) - effective for annual periods beginning on or after 1 January 2023.
- Definition of Accounting Estimates (Amendments to LKAS 8) - effective for annual periods beginning on or after 1 January 2023.

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For the year ended 31st March	Company		Group	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
6 Revenue				
Foreign currency trading	88.756.880	56.895.836	88.756.880	56.895.836
Commission on encashment trading	37.171.005	44.523.507	37.171.005	44.523.507
Travel related services	-	-	-	922.569
	125,927,885	**101,419,343**	**125,927,885**	**102,341,912**

6.1 The Group's revenue include income earned through dealing with foreign currency trading and providing travel related services. Revenue from contracts with customers is disaggregated by the timing of revenue recognition as follows:

Timing of revenue recognition				
Services transferred at a point in time	**125,927,885**	**101,419,343**	**125,927,885**	**102,341,912**

6.2 The increase in the Company's revenue can be primarily attributed to the resumption of normal operations during the current financial year. In the previous year the adverse country situation, including repeated business interuption due to airport closures and decline in tourist arrivals, significantly impacted the demand for foreign currency, consequently impacting the revenue. Additionally, the fluctuation in exchange rates resulting from the economic crisis also played a role in the revenue growth during the current financial year.

The Subsidiary Luxe Asia (Pvt) Ltd, has suspended its business operations from January 2022 due to drop in business in the tourism sector due to implications of COVID outbreak and economic conditions . The Subsidiary has not recommenced operations since then and therefore the Subsidiary has not generated any revenue during the year.

	2023	2022	2023	2022
7. Administrative and other operating expenses				
Auditor's remuneration				
- Audit fee	785.000	675.000	1.108.000	1.000.000
Director's fees and emoluments	-	761.194	-	761.194
Depreciation and amortization	3.773.187	3.948.751	5.444.610	5.959.909
Professional service cost	502.757	435.484	2.596.256	3.889.455
Provision for prepayments	-	-	-	185.978
Staff expenses (Note 7.1)	37.195.751	33.644.931	39,051,481	55.984.505
Other expenses (Note 7.2)	117.553.045	43.963.538	125.090.560	50.953.980
Group resource cost (Note 7.3)	24.292.936	7.363.915	24.292.936	12.226.522
	184,102,676	**90,792,814**	**197,583,843**	**130,961,542**
7.1 Staff expense				
Salaries, wages and bonus	22.476.890	20.273.107	22.608.617	40.009.356
Define benefit plan cost (Note 24.1)	1.327.207	1.027.612	1.258.738	1.027.612
Define contribution plan cost	3.635.706	3,856,826	3.660.743	6.460.151
Others staff related expenses (Note 7.1.1)	9.755.948	8.487.386	9.894.885	8.487.386
	37,195,751	**33,644,931**	**37,422,983**	**55,984,505**

Note 7.1.1 This pertains primarily to staff welfare expenditures, staff travel expenses, and executive rental expenses

	2023	2022	2023	2022
7.2 Other expenses				
Travel related services	-	-	5.076.951	2.697.021
Office rent expenses (Note 7.2.1)	94.366.976	26.777.645	95.697.242	30.523.165
IT Expenses	6.783.225	5.798.144	6.783.225	5.798.144
Internet Expenses	3.098.639	2.837.830	3.098.639	3.959.154
Others (Note 7.2.2)	13.304.205	8.549.919	14.434.504	7.976.496
	117,553,045	**43,963,538**	**125,090,560**	**50,953,980**

7.2.1. This primarily comprises the rent payments made by Thomas Cook Lanka (Pvt) Ltd. for the counters at Arrival and departure terminals in the Bandaranayake International Airport. SLFRS 16 has not been applied to the mentioned balance because the asset is not identifiable and falls under the exemption criterion.

The rent expense increased significantly as the Company is no longer entitled to rent discounts, which were previously available in past years, due to the COVID-19 restrictions.

7.2.2. This includes mainly Printing and Packaging, Electricity expenses, Other Insurance and other miscellaneous expenses.

7.3. Group Resources cost includes expenses incurred by the Parent company Thomas Cook India Limited on behalf of Sri Lankan Companies.

During the current year, the Group resource cost has increased as a result of the allocation of management consultancy service fees by Thomas Cook India amounting to Rs. 8.3 Mn.

For the year ended 31st March,	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.
8. Other income				
Commission income	-	-	-	5,349
Other income (Note 8.1)	223,773	211,994	223,773	211,994
Rent Consessions (Note 8.2)	562,979	-	562,979	-
	786,752	**211,994**	**786,752**	**217,343**

8.1. This includes incentive received for Global Payment Service and Dynamic Currency Conversion during the year.

8.2. This This comprises the rent concessions received for outlets at Kandy City Center, which were granted due to the adverse economic conditions and the implications of the Covid-19 pandemic.

	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.
9. Finance income				
Interest income	12,623,335	15,492,780	12,728,078	15,492,780
	12,623,335	**15,492,780**	**12,728,078**	**15,492,780**
Finance expenses				
Bank charges	727,404	625,506	752,332	835,567
Interest on overdraft	5,224,196	2,130,959	7,894,637	14,143,679
Interest on ROU assets	362,566	450,513	362,566	450,513
Interest on Borrowings	-	-	61,259	-
Foreign exchange loss(Note 9.1)	2,722,188	56,158,962	2,705,294	56,293,472
Interest on related party loans (Note 9.2)	4,529,566	896,790	4,529,566	896,790
	13,565,920	**60,262,729**	**16,305,654**	**72,620,021**
Net finance Expense	**(942,585)**	**(44,769,949)**	**(3,577,576)**	**(57,127,241)**

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9.1. In March 2022, the Sri Lankan Rupee experienced a significant depreciation, reaching LKR 3.94 per INR. This depreciation was influenced by the Central Bank of Sri Lanka's controlled buying and selling of foreign currencies. The transition from controlled to floating rates on March 7, 2022, resulted in an exchange loss of LKR 56 million in the previous year.

During the current year, the Sri Lankan Rupee has exhibited some resilience, but it has also led to high fluctuations in the exchange rate, which in turn has caused a net finance expense attributable to foreign exchange losses. These fluctuations have notable implications for the financial statements, particularly concerning long-term USD loans payable and payments related to Thomas Cook India Limited.

9.2 Interest on related party loans has been primarily increased due to the interest on a new loan obtained from Thomas Cook India Limited, amounting to USD 22,500 during the year. Additionally, the rise in interest rates further contributed to the increase in interest on related party loans.

The accrued interest income for the current year on the related party loan due from the Subsidiary Luxe Asia (Pvt) Limited has was reversed based on the confirmation issued by the Board of the Company on 02 August 2023 stating that the interest accured can be reversed by the Subsidiary on the basis that the Subsidiary is in a dormant condition and unable to generate any income during the year. Please refer to section 18.1.3 for further details.

	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.
10 . Impairment Charges for other losses				
Impairment on Receivable From Lux Asia (Note 18.1)	36,934,425	144,295,145	-	-
Impairment on Receivable From Sita (Note 18.1)	296,995	-	296,995	-
Impariement Reversal on Equity Accounted Investment (Note 16)	-	-	(109,294)	(1,694,948)
Impairment of Goodwill (Note 14.2)	-	-	-	57,836,089
Provision for long outstanding unrealized deposits (Note 21)	-	-	-	223,163
Impairment of Property, plant and equipment (Note 13.2)	-	-	-	2,604,038
	37,231,420	**144,295,145**	**187,701**	**58,968,342**
11. Income Tax Charge /(Reversal)				
Current taxes expense				
Current year tax expense	-	-	12,569	-
	-	-	12,569	-
Deferred tax expense				
Deferred tax asset (origination)/ reversal (Note 24.1)	(1,951,414)	346,405	(1,951,414)	129,068
Deferred tax liability origination/(reversal) (Note 24.2)	1,814,752	(633,392)	1,814,752	(947,175)
	(136,662)	**(286,987)**	**(124,093)**	**(818,107)**

For the year ended 31st March,	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.

11.1 Reconciliation of the accounting profit and the income tax expense

Loss before taxation	(95,562,044)	(178,226,571)	(95,425,382)	(95,393,883)
Disallowable expenses	89,480,328	168,493,411	95,468,115	52,340,482
Allowable expenses	(19,051,538)	(19,611,804)	(30,236,054)	(24,560,811)
Total statutory income from Business	(25,133,254)	(29,344,965)	(30,193,321)	(67,614,212)
Investment income	14,503,847	15,492,780	14,556,219	12,986,702
Assessable income	(10,629,407)	(13,852,184)	(15,637,102)	(54,627,509)
Less: Setting off against brought forward tax losses	-	-	-	-
Taxable income/(loss)	(10,629,407)	(13,852,184)	(15,637,102)	(54,627,509)
Total Income Tax Expense for the year	-	-	12,569	-

11.2 Reconciliation of tax losses

Balance as at 1 April	(63,331,786)	(49,479,602)	(113,836,484)	(47,750,032)
Add : Tax loss for the year	(10,629,407)	(13,852,184)	(15,637,102)	(66,086,452)
Balance as at 31 March	**(73,961,193)**	**(63,331,786)**	**(129,473,586)**	**(113,836,484)**

11.3 Amount recognised in OCI

Deferred tax impact on defined benefits plan actuarial gains	(136,662)	(286,987)	-	-
	(136,662)	**(286,987)**	**508,957**	**508,957**

11.4 Impact due to corporate income tax rate change

As provided for in LKAS 12 - Income taxes, deferred tax assets and liabilities should be measured at the tax rate that are expected to be applied in the period in which the asset will be realized or the liability will be settled, based on the tax rate (and tax laws) that have been enacted or substantively enacted by the reporting date.

The Inland Revenue (Amended) Act No. 45 of 2022 was passed in the parliament and certified by the speaker on 19 December 2022. Accordinly the standard income tax rate increased from 14% to 30% with effect from 01st October 2022. The increase in income tax rate to 30% in mid year has resulted in two tax rates being applicable for the Year of Assessment 2022/23. The Company has computed the current tax payable on a pro rata basis or Actual basis for the Year of Assessment 2022/23. Accordingly, the new tax rate of 30% has been applied to the last six months .

The applicable tax rates for the Group is as follows;	**2023**
Thomas Cook Lanka (Pvt) Ltd	24% / 30%
Lux Asia (Pvt) Ltd	24% / 30%

For the year ended 31st March,	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.

12. Loss per share

Calculation of loss per share is based on the net loss attributable to ordinary shareholders divided by the weighted average number of ordinary shares outstanding as at the reporting date.

Loss attributable to equity holders of the Company/ Group	(95,425,382)	(177,939,584)	(74,619,684)	(143,961,499)
Weighted average number of ordinary shares (Note 23)	10,767,978	10,767,978	10,767,978	10,767,978
	(8.86)	**(16.52)**	**(6.93)**	**(13.37)**

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For the year ended 31st March,

13. Property , Plant & Equipment

13.1 Company

Cost	Office Equipment Rs.	Furniture & Fittings Rs.	Computer Hardware Rs.	Right-of-use Assets Rs.	Total 2023 Rs.	Total 2022 Rs.
Balance as at 1 April	4,859,985	23,231,906	9,285,366	8,887,098	46,264,355	43,475,660
Additions during the year	-	1,260,657	-	2,545,880	3,806,537	2,788,695
Balance as at 31 March	**4,859,985**	**24,492,563**	**9,285,366**	**11,432,978**	**50,070,892**	**46,264,355**
Accumulated Depreciation						
Balance as at 1 April	1,954,350	10,890,290	8,963,317	5,781,540	27,589,498	23,715,832
Charge for the year	232,419	1,400,703	207,927	1,932,138	3,773,187	3,873,665
Balance as at 31 March	**2,186,769**	**12,290,993**	**9,171,244**	**7,713,679**	**31,362,685**	**27,589,497**
Carrying amount						
As 31 March 2023	**2,673,216**	**12,201,570**	**114,122**	**3,719,299**	**18,708,206**	
As 31 March 2022	**2,905,635**	**12,341,616**	**322,049**	**3,105,558**		**18,674,857**

13.2 Group

Cost	Motor Vehicles Rs.	Office Equipment Rs.	Furniture & Fittings Rs.	Computer Hardware Rs.	Right-of-use Assets Rs.	Total 2023 Rs.	Total 2022 Rs.
Balance as at 1 April	235,990	6,303,424	31,610,477	16,755,352	8,887,098	63,792,341	61,003,646
Additions during the year	-	-	1,260,657	-	2,545,880	3,806,537	2,788,695
Balance as at 31 March	**235,990**	**6,303,424**	**32,871,134**	**16,755,352**	**11,432,978**	**67,598,878**	**63,792,341**
Accumulated Depreciation							
Balance as at 1 April	235,990	3,140,765	16,987,557	16,367,303	5,781,540	42,513,156	34,589,983
Charge for the year	-	385,749	2,376,187	274,225	1,932,138	4,968,300	5,319,134
Impairment Charge	-	-	-	-	-	-	2,604,038
Balance as at 31 March	**235,990**	**3,526,514**	**19,363,744**	**16,641,528**	**7,713,679**	**47,481,456**	**42,513,155**
Carrying amount							
As 31 March 2023	-	**2,776,910**	**13,507,390**	**113,824**	**3,719,299**	**20,117,422**	
As 31 March 2022	-	**3,162,658**	**14,622,920**	**388,049**	**3,105,558**		**21,279,185**

13.3 The Board has carried out an assessment of the recoverable value of Property, plant, and equipment, taking into consideration the status of business operations. Accordingly, no impairment provision was required as at the reporting date (Group 2022: Rs 2,604,038).

As at 31st March,	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.
14. Intangible assets				
Computer software (Note 14.1)	-	-	23,405	499,715
Goodwill (Note 14.2)	-	-	-	-
	-	-	**23,405**	**499,715**
14.1 Computer software - Cost				
Balance as at 1 April	10,973,975	10,973,975	14,031,296	14,031,296
Additions during the year	-	-	-	-
Balance as at 31 March	**10,973,975**	**10,973,975**	**14,031,296**	**14,031,296**
Amortization				
Balance as at 1 April	10,973,975	10,898,889	13,531,581	12,890,806
Charge for the year	-	75,086	476,310	640,775
Balance as at 31 March	**10,973,975**	**10,973,975**	**14,007,891**	**13,531,581**
Carrying amount as 31 March,	-	-	**23,405**	**499,715**

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As at 31st March 2023,

14.2 Provision for impairment of Goodwill

The group has recognized a goodwill of Rs. 77,114,785 as a result of acquisition of subsidiary Luxe Asia (Pvt) Ltd in 2017.

As required by LKAS 36 - "Impairment of Assets", goodwill is tested for impairment on annual basis and assessed for any indication of impairment as at each reporting date to ensure that carrying amount does not exceed the recoverable amount. Accordingly, the Board of Directors of the Group/ Company conducted an assessment and concluded that goodwill has impaired as the Investment in Luxe Asia (Pvt) Ltd financial has been also impaired in full. Accordingly the Goodwill recognized has been fully impaired.

	Group	
	2023	2022
	Rs.	Rs.
Balance as at 1 April	-	57,836,089
Allowance for impairment	-	(57,836,089)
Balance as at 31 March	-	-

15. Investment in subsidiary - Luxe Asia (Pvt) Ltd

As at 31st March,	Company	
	2023	2022
	Rs.	Rs.
Balance as at 1 April	-	55,481,250
Allowance for impairment (Note 15.1)	-	(55,481,250)
Balance as at 31 March	-	-

15.1 Allowance for impairment

Balance as at 1 April	-	18,493,750
Charge during the year	-	55,481,250
Balance as at 31 March	-	**73,975,000**

The Subsidiary has incurred a net loss of Rs. 16,128,434/- for the year ended 31 March 2023 (2022 - Rs. 52,480,970/-), and as of that date the Subsidiary's accumulated loss was Rs. 257,582,739/- (2022 - Rs. 241,454,305/-). Further the Subsidiary current liabilities exceeded the current assets by Rs. 89,697,040/- (2022 - Rs. 106,183,975/-) and its total liabilities exceeded its total assets by Rs. 227,582,739/- (2022 - Rs.211,454,305/-). The Subsidiary is also facing a serious loss of capital situation under Sec 220 of the Companies Act No.07 of 2007. The Subsidiary has temporarily ceased business operations due to the prevailing economic conditions and continuing impact of COVID 19 outbreak on Tourism related activities in the country. Although these conditions indicate material uncertainty on the ability of the Subsidiary to continue as a going concern, the Board of Directors are of the view that the business operations of the Subsidiary will be revived in the future years and the Subsidiary will continue as a going concern. The Ultimate parent Thomas Cook India Limited has provided a letter of comfort dated 02 August 2023 confirming their intention to provide adequate financial support to the Subsidiary as is necessary to ensure its continuing operation for a period of at least 12 months following the date of approval of the financial statements and if and when the Subsidiary is unable to settle its liabilities to other parties when they fall due.

As at 31st March,	Company		Group	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
16. Equity-accounted investee - Sita World Travel Lanka (Pvt) Ltd				
Balance as at 1 April	-	-	-	-
Share of profit after tax	-	-	(109,294)	(1,694,948)
Reversal of impairment (Note 16.2)	-	-	109,294	1,694,948
Balance as at 31 March	-	-	-	-

Sita World Travel Lanka (Pvt) Limited. is a company incorporated in Sri Lanka, to set up and carry out travel agent activities, and the Company acquired 24% stakes of Sita World Travel Lanka (Pvt) Limited on August 12, 2016 from Jetwing's Travels (Private) Limited, which gives the significant influence over the Component.

16.1 Allowance for impairment -Equity-accounted investee

Balance as at 1 April	4,408,188	6,103,136
Reversal during the year (Note 16.1.1)	(109,294)	(1,694,948)
Balance as at 31 March	**4,298,894**	**4,408,188**

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As at 31st March 2023,

16. Equity-accounted investee - Sita World Travel Lanka (Pvt) Ltd (Cont.)

16.1 Allowance for impairment (Cont.)

Audited financial statements of Sita World Travel Lanka (Pvt.) Limited carried an Emphasis of Matter for going concern ability as the Company has reported a net loss of Rs. 455,391/- for the year ended 31st March 2023(2022 -Rs. 7,062,284/-). As at the reporting date, the Associates' accumulated loss amounted to Rs. 45,737,949/- (2022 - Rs. 7,062,284/-). Further the Company has ceased its business operations from October 2018. The above facts indicate the existence of uncertainty which may cast significant doubt about the Associates' ability to continue as a going concern. The board of directors of the Associates' are of the view that the indications will have an impact of entity to continue as a going concern. Accordingly, the Board of Directors of Thomas Cook Lanka (Pvt) Ltd is of the view that full provision is required in the current financial statements. Accordingly carrying value of Sita World Travel Lanka (Pvt) Ltd is fully impaired.

Note 16.1.1 Further, since Sita World Travel Lanka (Pvt.) Limited recorded a net loss for the period, the impairment provision that was previously provided was reversed up to the Company's share of Total comprehensive income.

16.2 Summarize financial information in Investment in Associate
Carrying amount of Investment in Associate
Financial Position of Equity Accounted Investee

	Group	
	2023	2022
	Rs.	Rs.
Non Current Assets	-	39,648
Current Assets	569,375	522,414
Non-Current Liabilities	-	
Current Liabilities	(707,087)	(244,383)
Net Assets/(Liabilities)	**(137,712)**	**317,679**
Preference shares related to Travel Corporation India (Pvt) Ltd	(43,100,238)	(43,100,238)
Net Assets/(Liabilities) related to equity holders of the company	**(43,237,950)**	**(42,782,559)**
Percentage Ownership Interest	24%	24%
Group's share of net assets	(10,377,108)	(10,267,814)
Goodwill	14,676,002	14,676,002
Allowance for impairment (Note 16.1)	(4,298,894)	(4,408,188)
Carrying value of interest in equity accounted investee	-	-

Company's share of comprehensive income
Financial Performance of Equity Accounted Investee

	2023	2022
Revenue	-	-
Expenses	(455,391)	(7,062,284)
Profit/(Loss) for the year, net of tax	**(455,391)**	**(7,062,284)**
Total Comprehensive income for the year	**(455,391)**	**(7,062,284)**
Company's share of Total comprehensive income (24%)	**(109,294)**	**(1,694,948)**

As at 31st March,	Company		Group	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
17. Other investments				
Non-Current assets				
Investment in fixed deposits	-	41,678,837	-	41,678,837
Interest receivable	-	2,248,508	-	2,248,508
	-	43,927,345	-	43,927,345
Current assets				
Investment in fixed deposits	97,238,579	95,370,928	97,738,579	95,870,928
Interest receivable	10,888,341	1,492,814	10,924,670	1,492,814
	108,126,920	96,863,742	108,663,249	97,363,742
Total other Investments	**108,126,920**	**140,791,087**	**108,663,249**	**141,291,087**

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As at 31st March 2023,

17.1 The Company/Group have pledged following FDs with Sampath Bank and National Development Bank to obtain bank

Bank Name	Fixed Deposit Number	Maturity Date	Fixed deposit amount	Guarantee amount
Bank guarantees obtained in favor of Airport and Aviation Services Pvt. Ltd (Bandaranayake International Airport) for,				
Sampath Bank PLC	208816407766	31-Jul-23	24,866,584	24,800,000
Sampath Bank PLC	208816407771	31-Jul-23	24,866,584	20,000,000
Sampath Bank PLC	208816407774	31-Jul-23	24,866,584	20,000,000
Sampath Bank PLC	208816407777	31-Jul-23	12,433,292	12,433,292
Sampath Bank PLC	208815742144	28-Jan-24	4,797,853	4,527,717
Sampath Bank PLC	208815851898	08-Jan-24	5,407,681	3,087,450
			97,238,579	**84,848,459**

As at 31st March,	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.
18. Amount due from related companies				
Luxe Asia (Pvt) Ltd (Note 18.1)	-	-	-	-
Sita World Travel Lanka (Pvt) Ltd	-	-	93,000	-
	-	-	93,000	-
18.1 Movement of Amount due from related companies				
Balance as at 1 April	-	39,516,551	-	-
Loans granted during the year (Note 18.1.1)	36,934,425	37,725,722	-	-
Interest on loan	12,574,832	-	-	-
Other Accruals (Note 18.1.2)	296,995	11,571,622	389,995	-
	49,806,252	**88,813,895**	**389,995**	-
Write off of Interst on Loan (Note 18.1.3)	(12,574,832)			
Allowance for impairment (Note 10)	(37,231,420)	(88,813,895)	(296,995)	-
Balance as at 31 March	-	-	93,000	-
18.1.1 Loans granted during the year				
Luxe Asia (Pvt) Ltd (Note 18.1.1.1)	36,934,425	37,725,722	-	-
Loans granted during the year	**36,934,425**	**37,725,722**	-	-

18.1.1.1 Since The Luxe Asia (Pvt) Ltd has suspended operations since January 2022, Thomas Cook Lanka (Pvt) Ltd has provided funding for their day-to-day expenses, and this funding has been converted into a loan

18.1.2 Increase in amount due from Sita World Travel Lanka (Pvt) Limited is due to secretarial fees for Sita World Travel Lanka (Pvt) Limited incurred by Lux Asia (Pvt) Limited during the year amounting to Rs. 93,000/-. Although there is uncertainty over recoverability, the said amount can be set off against the Amount Payable to Sita World Travel Lanka (Pvt) Limited . Refer Note 22.

18.1.3 'Further, the Board of Thomas Cook Lanka (Private) Limited has taken a decision to write off interest on loan given to the Luxe Asia (Pvt) Ltd. The said Board confirmation was date 2 Aug 2023. Accordingly, accrued interest income on loan provided to Luxe Asia (Pvt) Ltd was reversed. Further as per the Board confirmation The board of Directors of the Company has agreed not to demand any repayments of the loan granted to Luxe Asia (Pvt) Limited at least for the next 12 months from 31 March 2023. Accordingly, the said receivable from the Luxe Asia (Pvt) Limited reclassified as a Non-current Asset.

19. Current taxation	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.
Balance as at the beginning of the year	1,343,491	1,343,491	1,210,878	1,210,878
Provision for the year (Note 11)	-	-	(12,569)	-
Balance as at the end of the year	**1,343,491**	**1,343,491**	**1,198,309**	**1,210,878**

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As at 31st March,	Company		Group	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
20. Trade and other Receivables				
Trade receivable	-	-	-	-
(-) Provision for bad debt	-	-	-	-
Other receivable - Net off provision	-	-	-	-
Other receivable (Note 20.1)	2,703,431	5,314,630	2,703,431	5,314,630
Total trade and other receivables	**2,703,431**	**5,314,630**	**2,703,431**	**5,314,630**

20.1 Other receivables consist of rent deposits and advances made for rent, insurance, and software licenses.

	Company 2023	Company 2022	Group 2023	Group 2022
21. Cash and cash equivalents				
Cash in Hand				
- Sri Lankan rupees	41,698,745	45,672,678	41,716,965	45,772,678
- Foreign Currencies	9,584,396	16,109,718	9,584,396	16,109,718
Cash at Bank	4,222,444	1,006,915	5,313,431	1,884,667
Reversal of long outstanding unpresented cheques (Note 28)	-	-	-	4,141,770
Provision for long outstanding unrealized cheques (Note 10)	-	-	-	(223,163)
	55,505,585	**62,789,311**	**56,614,792**	**67,685,670**
Bank Overdraft	(26,821,579)	(22,919,299)	(37,348,208)	(58,309,963)
Cash and cash equivalents as per the Statement of Cash Flows	**28,684,006**	**39,870,012**	**19,266,584**	**9,375,707**
22. Stated capital				
10,767,978 Ordinary Shares	**107,679,780**	**107,679,780**	**107,679,780**	**107,679,780**
23. Employee benefits				
Balance as at the beginning of the year	4,684,191	4,852,358	8,297,318	8,465,485
Provision recognized during the year (Note 23.1)	1,327,207	1,027,612	1,258,738	1,027,612
Actuarial gain/(loss) during the year (Note 23.2)	(455,540)	(1,195,779)	(455,540)	(1,195,779)
	5,555,858	**4,684,191**	**9,100,516**	**8,297,318**
Payments during the year	(533,585)	-	(4,078,243)	-
Balance as at the end of the year	**5,022,273**	**4,684,191**	**5,022,273**	**8,297,318**
23.1 Provision recognized in profit or loss				
Current service costs	618,636	501,736	550,168	501,736
Interest costs	708,570	525,876	708,570	525,876
	1,327,207	**1,027,612**	**1,258,738**	**1,027,612**
23.2 Provision recognized in the other comprehensive income				
Actuarial (gain)/loss during the year	**(455,540)**	**(1,195,779)**	**(455,540)**	**(1,195,779)**

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As required by LKAS 19 - Employee Benefit, which became effective from 1 January 2012 the Company has provided for gratuity liability based on an internally generated model. The principal assumptions used in determining the cost of Employee Benefits were as follows.

As per Note 1.3.2, the Subsidiary has temporarily ceased business operations. Currently, no employees are working for the Subsidiary. During the year all outstanding liabilities associated with the defined benefit plan have been settled in full, amounting to Rs. 3,544,658.

Following the settlement of all commitments pertaining to the defined benefit plans, the remaining liability has been reversed and reflected in the Consolidated Statement of Profit or Loss and Other Comprehensive Income, since all obligations associated with the defined benefit plan have been fully discharged in the subsidiary.

	2023	2022
Discount rate*	17.75%	5.00%
Future salary increment Rate	15.82%	11.00%
Staff Turnover	29.27%	32.00%
Retirement age	60 Years	60 Years

*As per the guidelines issued by the Institute of Chartered Accountants of Sri Lanka, the discount rates have been adjusted to convert the coupon bearing yield to a zero coupon yield to match the characteristics of the gratuity payment liability and the resulting yield to maturity for the purpose of valuing Employee benefit obligations as per LKAS 19.

As at 31st March,	Company		Group	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
24. Deferred taxation				
Deferred tax assets (Note 25.1)	4,879,166	3,064,414	4,879,166	3,064,414
Deferred tax liabilities (Note 25.2)	(4,879,166)	(3,064,414)	(4,879,166)	(3,064,414)
	-	-	-	-
24.1 Deferred tax assets				
Balance at the beginning of the year	3,064,414	3,697,806	3,064,414	4,203,644
Amount reversed during the year to profit or loss				
(Reversal)/Originated during the year to profit or loss	1,658,664	(346,405)	1,767,549	(129,068)
Impact from the change in tax rate **(Note 12.4 and 25.4)**	292,750	-	183,865	-
Total amount reversed during the year to profit or loss	**1,951,414**	**(346,405)**	**1,951,414**	**(129,068)**
Reversal during the year to other comprehensive income	(136,662)	(286,987)	(136,662)	(1,010,162)
Balance at the end of the year	**4,879,166**	**3,064,414**	**4,879,166**	**3,064,414**
24.2 Deferred tax liabilities				
Balance at the beginning of the year	3,064,414	3,697,806	3,064,414	4,011,589
Amount reversed during the year to profit or loss				
(Origination)/Reversal during the year - recognized in Profit or Loss	1,630,887	(633,392)	1,630,887	947,175
Impact from the change in tax rate **(Note 12.4 and 25.4)**	183,865	-	183,865	-
Total amount reversed during the year to profit or loss	**1,814,752**	**(633,392)**	**1,814,752**	**947,175**
Balance at the end of the year	**4,879,166**	**3,064,414**	**4,879,166**	**3,064,414**

24.3 Deferred tax assets and liabilities are attributable to,

Company	2023		2022	
	Temporary Difference	Tax effect	Temporary difference	Tax effect
Deferred tax liabilities				
Property, plant and equipment	16,263,885	4,879,166	12,768,392	3,064,414
	16,263,885	**4,879,166**	**12,768,392**	**3,064,414**
Deferred tax assets				
Employee benefits	5,022,273	1,506,682	4,684,191	1,124,206
Right of use asset	223,557	67,067	320,718	76,972
Tax losses (Note 25.3.1)	11,018,055	3,305,417	7,763,483	1,863,236
	16,263,885	**4,879,166**	**12,768,392**	**3,064,414**
Net deferred tax Liabilities	-	-	-	-

Group	2023		2022	
	Temporary difference	Tax effect	Temporary difference	Tax effect
Deferred tax liabilities				
Property, plant and equipment	16,263,885	4,879,166	12,768,392	3,064,414
	16,263,885	**4,879,166**	**12,768,392**	**3,064,414**
Deferred tax assets				
Employee benefits	5,022,273	1,506,682	4,684,191	1,124,206
Right of use asset	223,557	67,067	320,718	76,972
Tax losses (Note 25.3.1)	11,018,055	3,305,417	7,763,483	1,863,236
	16,263,885	**4,879,166**	**12,768,392**	**3,064,414**
Net deferred tax Liabilities	-	-	-	-

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24. Deferred taxation (Cont.)

24.3.1 Deferred tax asset arising from tax losses

Thomas Cook Lanka (Pvt) Ltd - The tax losses as at the reporting date was Rs.73,961,193/- (2022 : 63,331,786) resulting in a deferred tax asset of Rs.22,188,358/- as at the reporting date (2022 :18,999,536). However, deferred tax asset has been recognized only up to the deferred tax liability amounting to Rs.3,305,417/- as at the reporting date (2022 : 7,763,483) due to the uncertainty regarding the availability of future taxable profits against which the deferred tax asset would be utilized. Accordingly, the unrecognized deferred tax asset at reporting date was Rs.18,882,941/-. (2020 : Rs.11,236,053/-).

Luxe Asia (Pvt) Ltd - As at the reporting date the temporary difference arising from tax losses was Rs 142,837,342/- (2022: Rs 129,954,399/-) resulting in deferred tax assets of Rs 42,851,202/- (2022: Rs. 18,193,616/-). However, deferred tax asset has not been recognized against this carried forward tax losses due to the uncertainty regarding the availability of future taxable profits against which the deferred tax asset could be utilized.

24.4 Impact due to corporate income tax rate change

As provided for in LKAS 12 - Income taxes, deferred tax assets and liabilities should be measured at the tax rate that are expected to be applied in the period in which the asset will be realized or the liability will be settled, based on the tax rate (and tax laws) that have been enacted or substantively enacted by the reporting date.

The Inland Revenue (Amended) Act No. 45 of 2022 was passed in the parliament and certified by the speaker on 19 December 2022. Accordingly the standard income tax rate increased from 14% to 30% with effect from 01st October 2022. The increase in income tax rate to 30% in mid year has resulted in two tax rates being applicable for the Year of Assessment 2022/23. The Company has computed the current tax payable on a pro rata basis or Actual basis for the Year

25. Long term loans from related parties

	Company		Group	
As at 31st March ,	**2023**	**2022**	**2023**	**2022**
	Rs.	**Rs.**	**Rs.**	**Rs.**
Loans from Thomas Cook India Limited (Note 25.1)	78,861,473	61,438,310	78,861,473	61,438,310
Long term loans from related parties	**78,861,473**	**61,438,310**	**78,861,473**	**61,438,310**

25.1 The parent company, Thomas Cook India Limited has granted a total amount equivalent to USD 225,000/- in 5 phases mainly as a financial assistance to temporary meets its cash flow mismatches due to continuous impact the Company is having due to various circumstances in Sri Lanka. The loan is required to be repaid in 3 years on demand and interest accrued at the market rate the at the point the loans were granted.

Accordingly during the year Thomas Cook India Limited has provided USD 22,500 of the said loan,

26. Amount due to related companies				
Thomas Cook India Limited (Note 9.1)	157,837,744	130,193,474	157,837,744	130,193,474
SITA World Travels Lanka (Pvt) Ltd	-	-	13,570,000	13,570,000
SOTC Travel Limited	1,521,420	736,873	1,521,420	736,873
Travel Corporation India Limited	-	-	-	-
	159,359,164	**130,930,348**	**172,929,164**	**144,500,348**
27. Lease Liability				
Balance at the beginning of the year	3,426,276	2,754,698	3,426,276	2,754,698
Additions during the year	2,545,880	2,755,645	2,545,880	2,755,645
Interest expense for the year (Note 09)	362,566	450,513	362,566	450,513
Payments during the period	(2,304,000)	(2,534,581)	(2,304,000)	(2,534,581)
Impact of Lease Concessions	(534,979)	-	(534,979)	-
Balance as at 31 March,	**3,495,742**	**3,426,276**	**3,495,742**	**3,426,276**
Payable after one year	1,663,419	1,327,980	1,663,419	1,327,980
Payable within one year	1,832,323	2,098,296	1,832,323	2,098,296
	3,495,742	**3,426,276**	**3,495,742**	**3,426,276**

When measuring lease liabilities for leases that were classified as operating leases, the Company discounted lease payments using its incremental borrowing rate as at the lease granted date. The Company has entered in to a new agreement for Kandy City Center branch which has recorded under additions.

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As at 31st March,	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.

27. Lease Liability (Cont.)

27.1. Right-of-use assets

Right-of-use assets related to leased properties are presented as property, plant and equipment.

	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.
Balance at the beginning of the year	3,105,558	2,274,201	3,105,558	2,274,201
Additions during the year (Note 13)	2,545,880	2,755,645	2,545,880	2,755,645
Depreciation for the year (Note 13)	(1,932,138)	(1,924,288)	(1,932,138)	(1,924,288)
Balance as at 31 March,	**3,719,299**	**3,105,558**	**3,719,299**	**3,105,558**

27.2. Amounts recognized in profit or loss

For the year ended 31 March 2023 - Leases under SLFRS 16

	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.
Interest on lease liabilities	362,566	450,513	362,566	450,513
Depreciation of right-of-use assets	1,932,138	1,924,288	1,932,138	1,924,288
	2,294,704	2,374,801	2,294,704	2,374,801
Expenses relating to short-term	94,366,976	26,777,645	94,366,976	26,777,645
	96,661,680	**29,152,446**	**96,661,680**	**29,152,446**

For the year ended 31 March 2023 – Operating leases under LKAS 17

	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.
Lease expense	94,366,976	26,777,645	94,366,976	26,777,645

27.2.1 Amounts recognized in statement of cash flows

The Company has classified:

- cash payments for the principal portion of lease payments as financing activities;
- cash payments for the interest portion as operating activities consistent with the presentation of interest payments chosen by the Company
- short-term lease payments and payments for leases of low-value assets as operating activities.

The Company has not restated the comparative information.

28. Loans and Borrowings

	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.
Balance at the beginning of the year	-	-	2,377,060	-
Loans obtained during the year (Note 28.1)	-	-	1,008,881	2,377,060
Interest expense for the year	-	-	61,259	-
Repayment made during the year	-	-	(296,208)	-
Balance at the end of the year	-	-	**3,150,993**	**2,377,060**
Payable after one year	-	-	3,150,993	2,377,060
Payable within one year	-	-	-	-
	-	-	**3,150,993**	**2,377,060**

Loans and Borrowings consisits bank loans obtained from Cargils Bank PLC.

28.1. As per the CBSL moratorium D10 the Subsidiary has agreed with Cargils Bank PLC to convert the Overdraft interest to a term loan. Accordingly, the Overdraft interst from May 2022 to December 2022 was converted to a term loan during the year.

29. Trade and other payables

	Company 2023 Rs.	Company 2022 Rs.	Group 2023 Rs.	Group 2022 Rs.
Trade payable	-	941,281	9,390,631	6,188,147
Advance received from customers (Note 29.1)	-	-	64,323,590	64,323,590
Reversal of long outstanding unpresented cheques (Note 22)	-	-	-	4,141,770
Other payables	9,751,633	6,396,730	13,650,481	8,741,855
	9,751,633	**7,338,010**	**87,364,702**	**83,395,362**

29.1. In 2021, Rs. 62,968,048/- has been received as advances from customers for future tours. However, due to the COVID-19 pandemic, the tours were not completed as at 31 March 2021 and hence it was recognized as a liability under Other payables. This balance was Rs. 64,323,590 as at 31 March 2023. Trade and Other Payables in the Group balances include Rs. 76, 057,058 relating to the Subsidiary Luxe Asia whcih was included under comparatives and included in the current year balances as opening balances. The said opening balance could not be verified for accuracy, completeness, and existence due to inadequate supporting documentation.

30. Related party transactions

The Group carried out transactions in the ordinary course of its business with parties who are defined as related parties in LKAS 24 - Related Party Disclosures. The details of which are given below.

30.1 Key Management Personnel (KMP)

Key Management Personnel (KMP) are those persons having authority and responsibility for planning, directing and controlling the activities of the Company/Group directly or indirectly.

Thomas Cook India Limited, being the parent company, the Board of Directors of the Company have been classified as KMP as they have the authority and responsibility for planning, directing, and controlling the activities of the entity directly or indirectly. Emoluments paid to key management personnel (Board of Directors) are as follow.

Key management personnel compensation

	Company		**Group**	
As at 31st March,	**2023**	**2022**	**2023**	**2022**
	Rs.	**Rs.**	**Rs.**	**Rs.**
Short term employee benefits	NIL	761,194	NIL	761,194
Post employment benefits	NIL	NIL	NIL	NIL

30.2 Transactions with the Related companies

Company

Name of the Company	**Relationship**	**Nature of the transaction**	**Transaction Amount 2023 Rs.**	**Transaction Amount 2022 Rs.**
Thomas Cook India Limited	Parent Company	License fee – SAP and Mudra	4,066,943	6,004,970
		Loan Granted	8,212,500	49,846,669
		Group Resource Cost	14,768,432	11,727,349
Luxe Asia (Pvt) Limited	Subsidiary	Loan Granted	34,649,172	37,725,722
		Interest on Loan	-	6,662,337
		Group Resource Cost		7,275,757
		Investment impairment	36,934,425	144,295,145
Sita World Travels Limited	Associate	Investment Impairment	296,995	-
SOTC Travel Limited	Affiliate Entity	Group Resource Cost	460,565	388,636

Group

Name of the Company	**Relationship**	**Nature of the transaction**	**Transaction Amount 2023 Rs.**	**Transaction Amount 2022 Rs.**
Thomas Cook India Limited	Parent Company	License fee – SAP and Mudra	6,130,119	6,004,970
		Sales	-	49,846,669
		Loan granted	8,212,500	-
		Group Resource Cost	23,832,370	11,727,349
SOTC Travel Limited	Affiliate entity	Group Resource Cost	460,565	388,636
Sita World Travels Limited	Associate	Professional Fee	296,995	-
		Loan Settlement	-	(230,000)

The Parent Company, Thomas Cook India Limited has provided a comfort letter dated 03 August 2023, confirming their attention to continue to provide financial and other support necessary for Luxe Asia (Pvt) Ltd to continue in business operations and meet its liabilities in the foreseeable future.

Amounts due from and due to related entities as at reporting date are disclosed under Notes 20 and 27 to the Financial Statements respectively.

For the year ended 31st March 2023

31 Fair Values of Financial Instruments

31.1 Valuation of Financial Instruments Measured at Fair Value

The following table shows the carrying amounts and fair values of financial assets and financial liabilities of the Company/Group.

	Company		Group	
As at 31 March 2023	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	Rs.	Rs.	Rs.	Rs.
Financial assets measured at fair value				
Other investments - Current assets	108,126,920	108,126,920	108,663,249	108,663,249
	108,126,920	**108,126,920**	**108,663,249**	**108,663,249**
Financial assets not measured at fair value				
Amount due from related companies	-	-	93,000	93,000
Trade and other receivables	2,703,431	2,703,431	2,703,431	2,703,431
Prepayments	4,915,735	4,915,735	4,915,735	4,915,735
Cash and cash equivalents	55,505,585	55,505,585	56,614,792	56,614,792
	63,124,751	**63,124,751**	**64,326,958**	**64,326,958**
Financial liabilities not measured at fair value				
Amount due to related companies	159,359,164	159,359,164	172,929,164	172,929,164
Trade and other payables	9,751,633	9,751,633	87,364,702	87,364,702
Bank overdraft	26,821,579	26,821,579	1,832,323	1,832,323
	195,932,376	**195,932,376**	**262,126,189**	**262,126,189**

	Company		Group	
As at 31 March 2022	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	Rs.	Rs.	Rs.	Rs.
Financial assets measured at fair value				
Other investments - Non current assets	43,927,345	43,927,345	43,927,345	43,927,345
Other investments - Current assets	96,863,742	96,863,742	97,363,742	97,363,742
Financial assets not measured at fair value				
Trade and other receivables	5,314,630	5,314,630	5,314,630	5,314,630
Prepayments	4,921,066	4,921,066	4,921,066	4,921,066
Cash and cash equivalents	62,789,311	62,789,311	67,685,670	67,685,670
	213,816,094	**213,816,094**	**219,212,453**	**219,212,453**
Financial liabilities not measured at fair value				
Amount due to related companies	130,930,348	130,930,348	144,500,348	144,500,348
Trade and other payables	7,338,010	7,338,010	83,395,362	83,395,362
Bank overdraft	22,919,299	22,919,299	58,309,963	58,309,963
	161,187,657	**161,187,657**	**286,205,673**	**286,205,673**

For the year ended 31st March 2023

32. Financial risk management

32.1 Overview

The Company/Group has exposure to the following risks from its use of financial instruments:

1. Credit risk
2. Liquidity risk
3. Market risk
4. Operational risk.

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32.2 Risk management framework

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

For the year ended 31st March 2023

32. Financial risk management (Cont.)

32.2 Risk management framework (Cont.)

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

32.3 Credit risk

Credit risk is the risk of financial loss to the Group, if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from Group's receivable from customers and other investments.

Trade receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the demographics of the Group's customer base, including the default risk of the industry and country in which customers operate, as these factors may have an influence on credit risk, particularly in the currently deteriorating economic circumstances. However, geographically there is no concentration of credit risk.

The Management Committee has established a credit policy under which each new customer is analyze individual for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, when available, and in some cases bank references. Purchase limits are established for each customer, which represents the maximum open amount without requiring approval from the Management Committee; these limits are reviewed quarterly. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group only on a prepayment basis.

Cash and cash equivalents

The Group held cash and equivalents in the form of cash at bank. Hence the Group is exposed to risk that such counterparties fail meet to the contractual obligation.

The Group minimize the credit risk by monitoring the creditworthiness of the counterparty periodically.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was;

For the year ended 31st March	Company		Group	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
Other investments - Non current assets	-	43,927,345	-	43,927,345
Trade and other receivables	2,703,431	5,314,630	2,703,431	5,314,630
Amount due from related companies	-	-	93,000	-
Other investments - Current assets	108,126,920	96,863,742	108,663,249	97,363,742
Cash and cash equivalents	55,505,585	62,789,311	56,614,792	67,685,670
	166,335,936	**208,895,028**	**168,074,472**	**214,291,387**

32.4 Liquidity risk

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

The Group uses standard costing to cost its services, which assists it in monitoring cash flow requirements and optimizing its cash return on investments. Typically the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 60 days, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

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32. Financial risk management (Cont.)

32.4 Liquidity risk (Cont.)

Exposure to liquidity risk

The table below summarizes the maturity profile of the financial liabilities as at the end of the reporting period based on contractual undiscounted payments.

Company	**Carrying amount**	**Contractual cash flows**		
As at 31st March 2023		**Up to 3 months**	**3-12 months**	**More than a year**
	Rs.	**Rs.**	**Rs.**	**Rs.**
Amount due to related companies	159,359,164	-	159,359,164	-
Trade and other payables	9,751,633	9,751,633	-	-
Lease Liability	3,495,742	458,081	1,374,242	1,663,419
Bank overdraft	26,821,579	26,821,579	-	-
	199,428,118	**37,031,293**	**160,733,406**	**1,663,419**
As at 31st March 2022				
Amount due to related companies	130,930,348	-	130,930,348	-
Trade and other payables	7,338,010	7,338,010	-	-
Lease Liability	3,426,276	524,574	1,573,722	1,327,980
Bank overdraft	22,919,299	22,919,299	-	-
	164,613,933	**30,781,883**	**132,504,070**	**1,327,980**

Group	**Carrying amount**	**Contractual cash flows**		
As at 31st March 2023		**Up to 3 months**	**3-12 months**	**More than a year**
	Rs.	**Rs.**	**Rs.**	**Rs.**
Amount due to related companies	172,929,164	-	172,929,164	-
Trade and other payables	87,364,702	87,364,702	-	-
Lease Liability	3,495,742	458,081	1,374,242	1,663,419
Bank overdraft	37,348,208	37,348,208	-	-
	301,137,816	**125,170,991**	**174,303,406**	**1,663,419**
As at 31st March 2022				
Amount due to related companies	144,500,348	-	144,500,348	-
Trade and other payables	83,395,362	83,395,362	-	-
Lease Liability	3,426,276	524,574	1,573,722	1,327,980
Bank overdraft	58,309,963	58,309,963	-	-
	289,631,949	**142,229,899**	**146,074,070**	**1,327,980**

Management of liquidity risk

The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group's policy is to hold cash and undrawn overdraft facilities at a level sufficient to ensure that the Group has available funds to meet its liabilities.

Liquidity reserves

As part of the management of liquidity risk arising from financial liabilities, the Group holds liquid assets comprising of mainly cash and cash equivalents which can be readily sold to meet liquidity requirements

	Company		**Group**	
For the year ended 31st March	**2023**	**2022**	**2023**	**2022**
	Rs.	**Rs.**	**Rs.**	**Rs.**
Cash and cash equivalents	55,505,585	62,789,311	56,614,792	67,685,670
Other investments	108,126,920	140,791,087	108,663,249	141,291,087
	163,632,505	**203,580,398**	**165,278,041**	**208,976,757**

**The balance include only the highly liquid resources which can be converted to form of cash immediately.*

For the year ended 31st March 2023

32. Financial risk management (Cont.)

32.5 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

32.5.1 Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates . As protection against exchange rate fluctuations, the Group backs its commitments in local currency. The Group has minimised invested or borrowed in foreign currencies. The Group does not use any derivative financial instruments to hedge the risk. The currency risk attached to financial instruments is minimal as it represents local currency.

32.5.2 Exposure to currency risk

The following significant exchange rates were applied during the year:

	Average rate		Reporting date spot rate	
As at 31 March,	**2023**	**2022**	**2023**	**2022**
	Rs.	**Rs.**	**Rs.**	**Rs.**
USD	355.54	205.48	327.29	299.00
EURO	370.29	238.43	357.10	334.03
INR	4.43	2.76	3.99	3.94

32.5.3 Interest rate risk

Interest rate risk is the risk to the Group's earnings and economic value of equity ("EVE") arising from adverse movements in interest rates.

32.6 Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Group's processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour. Operational risks arise from all of the Group's operations.

- Requirements for appropriate segregation of duties, including the independent authorization of transactions
- Requirements for the reconciliation and monitoring of transactions
- Compliance with regulatory and other legal requirements.
- Documentation of controls and procedures
- Requirements for the periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified requirements for the reporting of operational losses and proposed remedial action.
- Development of contingency plans
- Training and professional development
- Ethical and business standards
- Risk mitigation, including insurance when this is effective.

Compliance with Group standards is supported by a programme of periodic reviews undertaken by Internal Audit. The results of Internal Audit reviews are discussed with the management of the business unit to which they relate, with summaries submitted to the Board of Directors and senior management of the Group.

33. Events occurring after the reporting date

No circumstances have arisen since the reporting date which would require adjustments to or disclosure in the financial statements.

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For the year ended 31st March 2023

34. Capital commitments

As disclosed in Note 17.1, the Company have been pledged fixed deposits for the purpose of obtaining banking facilities, comprising of Overdraft facility and other pecuniary Aid, Assistance.

There were no contract for capital expenditure of material amounts approved or contracted for as at the reporting date.

35. Contingent liabilities

There were no contract for capital expenditure of material amounts approved or contracted for as at the reporting date. There have been no material contingent liabilities outstanding as at the reporting date.

36. Litigation and claim

Company

The following cases have been filed against the Company or claims have been made in reconvention. No provision is made in the financial statements.

- Thomas Cook Lanka (Private) Limited is one of a Respondent in a Labour Tribunal 'Litigation regarding Termination and Reinstatement with back wages of a Director Mr. Chaminda Dias, the Applicant in Case No. 08/400/2020 at held at District Labour once, Colombo South of Department of Labour, Still the inquiry in proceed and lead some evidence from the said parties. The next hearing date fix on 27th June, 2023. The applicant prays for Reinstatement with full back wages or in The alternative and an additional compensation form the said mailer.

Group

The following cases have been filed against the Group or claims have been made in reconvention. No provision is made in the financial statements.

- The Subsidiary Luxe Asia (Pvt) Ltd is one of the Respondents in a Labour Tribunal Litigation regarding Termination and Reinstatement with back wages of a Director Mr. Chaminda Dias, the Applicant in Case No. 08/400/2020 at held at District Labour Office, Colombo South of Department of Labour. Still the inquiry is in proceed and lead some evidence from the said parties. Next hearing date fix on 27 June 2023. The applicant prays for Reinstatement with full back wages or in the alternative and an additional compensation from the said matter.

- The Subsidiary Luxe Asia (Pvt) Ltd is the Applicant in a Labour Tribunal Litigation regarding Termination and Reinstatement with back wages of seven employees, held in Department of Labour - Termination Unit under bearing reference No. TEU/C/94/2020, on 07th February 2022, The Commissioner General of Labour held that the termination of employment of the 7 employees is bad in law and ordered the Company to pay a sum of Rs. 3,765,684 as compensation to said employees named I) Randika Tharmasiri Dissanayake ii) Nivanthika Lakmali iii) Roshen Mary Shilanka Dias iv) Nipunika Shirunki Fernando v) Arshak Akeel Irfaan vi) Suraj Kanishka Fernando and vii). Mohomed Shakir Hussain Zameena Farveen. Therefore, on 02nd March 2022 the Company has challenged the aforesaid impugned order before the Court of Appeal under bearing Case No. Writ Appeal 94/2022 and next hearing date fix on 13 September 2023.

- The Subsidiary Luxe Asia (Pvt) Ltd is the Applicant in a Labour Tribunal Litigation regarding Termination and Reinstatement with back wages of Nineteen employees, held in Department of Labour - Termination Unit under bearing reference No. TEU/14/2021 on 31st December 2021, the matter was disposed by the Department of Labour. While the Authority, allowed the Application of the Company to terminate the services of 19 employees stating the Company's business operation cease to exist, however, the Department made an erroneous Order directing the Company to pay a sum of Rs. 20,249,098 as compensation in complete disregard to the financial status and the continued losses suffered by the Company occasioned by the Covid 19 pandemic. Therefore on 02nd March 2022, the Company has challenged the aforesaid impugned Order before the Court of Appeal under bearing Case No. Writ Appeal 95/2022 and the date of hearing will be 13 September 2023.

- The Subsidiary Luxe Asia (Pvt) Ltd is the Applicant in a Labor Tribunal Litigation regarding Salary deductions where ex-employees of Luxe Asia (Private) Limited complain against Luxe Asia (Private) Limited . held in the Department of Labor - Commissioner General of Labor under bearing reference No. CS/COA/0/0 I /63/22. On 16 March 2023, the Assistant Commissioner of Labor ordered to repay all the salary deductions made for the period complaints including salary deduction made with the consent of employees. Against this order Luxe Asia (Private) Limited requests to meet the Commissioner General of Labor and still awaiting for response.

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37. Comparative information

The presentation and classification of following items in these Financial Statements are rearranged to ensure comparability with the current year information.

Company

As presented in the Statement of Financial Position	After Rearrangement	Amount Rearranged	Prior to Rearrangement
Lease Liability (Note 37.1)	2,098,296	2,098,296	(0)
Trade and other payables	7,338,010	(2,098,296)	9,436,306

Group

As presented in the Statement of Financial Position	After Rearrangement	Amount Rearranged	Prior to Rearrangement
Lease Liability (Note 37.1)	2,098,296	2,098,296	(0)
Loans and Borrowings (Note 37.2)	2,377,060	2,377,060	(0)
Trade and other payables	83,395,362	(4,475,357)	87,870,719

37.1 There is a reclassification adjustment in the SOFP for the Lease Liability that had been presented under Trade and Other Payables. This had been reclassified to Lease Liability Caption in current year financial statements and the comparative figure too was reclassified as shown above for better comparability of the financials (Note 27 and Note 29).

37.2 There is a reclassification adjustment in the SOFP for the Bank Loan Obtained by Subsidiary that had been accounted under Trade and Other Payables. This had been reclassified to Loans and Borrowings in current year Consolidated financial statements and the comparative figure too was reclassified as shown above for better comparability of the financials (Note 28 and Note 29).

38. Directors Assessment on Going Concern

The Group and Company have incurred a net loss of Rs.74,619,684/- and Rs.95,425,382/- respectively for the year ended 31 March 2023 (2022 - Group Rs.143,961,499/-, Company Rs.177,939,584/-), and as of that date the Group's and Company's accumulated loss was Rs.301,522,992/- and Rs.199,688,276/- (2022 - Group Rs.227,222,186/-, Company Rs.104,581,772/-). Further, the Groups' and Company's current liabilities exceeded the current assets by Rs.128,436,874/- and Rs.25,169,537/- (2022 - Group Rs.114,185,043, whereas in 2022 the Company's current liabilities was not exceed the current assets), and Group's and Company's total liabilities exceeded its total assets by Rs.193,842,212/- and Rs.92,008,496/- (2022 - Group Rs.119,542,406/-, whereas in 2022 the Company's total liabilities did not exceed the total assets). The Group and Company are also facing a serious loss of capital situation under Sec 220 of the Companies Act No.07 of 2007.

The parent company, Thomas Cook India Limited, has given a letter of comfort dated 03 August 2023 confirming that they will be providing the support and assistance as may be required to ensure that the Group /Company is able to enable the Group/ Company to meet its obligations as and when they fall due and payable for a period of at least 12 months from the date of signing these financial statements

Although these conditions indicate the existence of material uncertainty and cast significant doubt on the Group's and Company's ability to continue as a going concern, based on the mitigating actions and the letter of support dated 03 August 2023 given by the immediate Parent Thomas Cook India Limited undertaking to provide financial assistance to the Group and Company to ensure that it can pay its debts as and when they fall due and payable, the Board of Directors has assessed that there is no uncertainty regarding the settlements of external liabilities during the next 12 months from the date of authorizing these financial statements.

Accordingly, the Board of Directors has a reasonable confidence level that the Group and Company have adequate resources to continue in operation for at least the next 12 months and that the going concern basis of accounting remains appropriate.

39. Directors responsibility for financial statements

The Board of Directors is responsible for the preparation and presentation of these Financial Statements in accordance with Sri Lanka Accounting Standards laid down by the Institute of Chartered Accountants of Sri Lanka and the Companies Act No. 7 of 2007.

SOTC Travel Limited

Balance Sheet

as at 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

	Note	As at 31 March 2023	As at 31 March 2022
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	2	**305.86**	182.95
(b) Right of use assets	2.1	**1,506.30**	1,404.55
(c) Goodwill	2.3	**268.50**	268.50
(d) Other intangible assets	2.3	**125.77**	128.61
(e) Intangible assets under development	2.3	**7.08**	46.33
(f) Financial assets			
(i) Investments	3	**8,849.28**	8,849.28
(ii) Other financial assets	4	**324.07**	536.35
(g) Deferred tax assets (net)	5	**5,387.14**	6,000.69
(h) Income tax assets (net)	6	**1,096.63**	1,335.02
Total non-current assets		**17,870.63**	18,752.28
(2) Current assets			
(a) Financial assets			
(i) Trade receivables	7	**4,373.31**	1,949.34
(ii) Cash and cash equivalents	8	**2,548.67**	878.78
(iii) Bank balances other than cash and cash equivalents	9	**201.86**	2.19
(iv) Loans	10	-	-
(v) Other financial assets	11	**1,871.04**	633.39
(b) Other current assets	12	**6,354.58**	2,590.14
Total current assets		**15,349.46**	6,053.84
TOTAL ASSETS		**33,220.09**	24,806.12
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share capital	13	**1.00**	1.00
(b) Other Equity	14	**3,047.42**	2,009.95
Total Equity		**3,048.42**	2,010.95
(2) Non-current liabilities			
(a) Borrowings	15	**1,269.62**	820.37
(b) Lease liabilities	16	**1,235.97**	1,170.55
(c) Provisions	17	**441.60**	396.45
Total Non-current liabilities		**2,947.19**	2,387.37
(3) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	**594.65**	1,870.77
(ii) Lease liabilities	16 a	**428.04**	335.40
(iii) Trade payables			
Total outstanding dues of Micro and Small enterprises	19	**1.57**	0.84
Total outstanding dues of creditors other than Micro and Small enterprises	19	**13,201.84**	9,168.46
(iv) Other financial liabilities	20	**145.26**	138.41
(b) Provisions	21	**542.39**	511.25
(c) Other current liabilities	22	**12,310.73**	8,382.67
Total Current Liabilities		**27,224.48**	20,407.80
TOTAL EQUITY AND LIABILITIES		**33,220.09**	24,806.12
Significant accounting policies	1B		
Notes to the financial statements	2-43		

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

As per our report of even date attached

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

B. H. Dhupelia

Bhavesh Dhupelia
Partner
Membership No: 042070
Mumbai

18 - May - 2023

For and on behalf of the Board of Directors of SOTC Travel Limited
[CIN:U63040MH2001PLC131691]

Madhavan Menon

Madhavan Menon
Chairman
[DIN: 00008542]

V. Suri

Vishal Suri
Managing Director
[DIN: 06413771]

Farroukh Kolah

Farroukh Kolah
Chief Financial Officer
Mumbai

Shaily Gupta
Company Secretary
[CS No: A24078]

5 - May - 2023

SOTC Travel Limited

Statement of Profit and Loss

for the year ended 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

Particulars	*Note*	For the year ended 31 March 2023	For the year ended 31 March 2022
(1) Income			
(a) Revenue from operations	*23*	**58,236.19**	12,899.81
(b) Other income	*24*	**129.46**	313.50
Total income		**58,365.65**	13,213.31
(2) Expenses			
(a) Cost of services		**46,989.98**	8,832.04
(b) Employee benefits expense	*25*	**5,462.92**	4,504.12
(c) Finance costs	*26*	**590.96**	361.30
(d) Depreciation and amortization expenses	*2*	**663.95**	633.91
(e) Other expenses	*27*	**2,995.04**	2,399.05
Total expenses		**56,702.85**	16,730.42
(3)Profit/ (Loss) before exceptional items and tax		**1,662.80**	(3,517.11)
(4) Exceptional items	*28*	-	74.03
(5)Profit/(Loss) before tax		**1,662.80**	(3,591.14)
(6) Tax expense:			
(a) Current tax	*5*	-	-
(b) Deferred tax	*5*	**633.49**	(1,310.05)
(7) Profit/(Loss) after tax		**1,029.31**	(2,281.09)
(8) Other comprehensive (Loss)/Income (OCI)			
Items that will not be reclassified to profit or (loss)			
(i) Remeasurements of defined benefit (liability) / asset		**(48.36)**	43.42
(ii) Income tax expense on remeasurements of defined benefit liability /(asset)		**19.95**	(4.89)
Other comprehensive Income (net of income tax) (i-ii)		**(28.41)**	38.53
(9) Total comprehensive Income/(Loss) for the year		**1,000.90**	(2,242.56)
(10) Earnings per Equity share (Face value of Rs. 10 each)			
(i) Basic (Rs)	*29*	**10,293.15**	(22,810.89)
(ii) Diluted	*29*	**1.20**	-
Significant accounting policies	*1B*		
Notes to the financial statements	*2-43*		

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

As per our report of even date attached

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

Bhavesh Dhupelia
Partner
Membership No: 042070
Mumbai
18-May-2023

For and on behalf of the Board of Directors of SOTC Travel Limited
[CIN:U63040MH2001PLC131691]

Madhavan Menon
Chairman
[DIN: 00008542]

Vishal Suri
Managing Director
[DIN: 06413771]

Farroukh Kolah
Chief Financial Officer
Mumbai

Shaily Gupta
Company Secretary
[CS No: A24078]

5-May-2023

SOTC Travel Limited

Statement of Cash Flows

for the year ended 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Cash flow from operating activities		
Profit /(Loss) before tax	**1,662.80**	(3,591.14)
Adjustments for:		
Depreciation on property, plant and equipment	**103.52**	115.38
Depreciation on Right of use assets	**484.58**	443.77
Amortisation of intangible assets	**75.86**	74.75
Gain on sale of property, plant and equipment	**(1.33)**	(36.86)
Gain on Lease liability	**(20.27)**	(102.77)
Exchange gain / (loss)	**-**	99.51
Share-based payment expense	**36.58**	45.30
Unclaimed credit balances no longer required, written back	**(1,239.84)**	(716.31)
Bad debts and advances written off	**105.60**	567.72
Provision for doubtful debts, advances and deposits (net)	**104.30**	(566.21)
Exceptional items	-	74.03
Interest income on Inter-Corporate Deposits	**(2.83)**	(64.33)
Interest income on fixed deposits and investments	**(12.92)**	(12.58)
Interest on tax refunds	**(53.77)**	(24.61)
Finance costs	**590.96**	361.30
	1,833.24	(3,333.05)
Working capital adjustments		
Increase in trade and other receivables	**(2,633.89)**	(771.57)
(Increase) / Decrease in loans and advances	**(4,958.98)**	976.45
Increase / (Decrease) in trade payables, other financial liabilities and current liabilities	**9,254.00**	(4,845.58)
Increase / (Decrease) in provisions	**(17.22)**	92.64
	3,477.15	(7,881.11)
Income tax refund (net)	**292.17**	326.74
Net cash flows (used) in/generated from operating activities	3,769.32	(7,554.37)
Cash flows from investing activities		
Payment for purchase of property, plant and equipment	**(226.42)**	(113.95)
Payment for purchase of intangible assets	**(33.76)**	(182.52)
Proceeds from sale of property, plant and equipment & intangible	**1.33**	7.60
Interest received	**15.55**	206.78
Repayment of loan given	**1,200.00**	8,893.99
Loan given	**(1,200.00)**	(3,700.00)
Repayment of loan taken	**(2,900.00)**	-
Loan taken	**2,900.00**	-
Fixed deposits (placed)/redeemed during the year (net)	**(30.31)**	35.98
Net cash flows generated from in investing activities	**(273.61)**	5,147.88
Cash flows from financing activities		
Proceeds from borrowings	**568.41**	820.37
Repayments of borrowings	-	(150.00)
Payment of Lease liabilities	**(559.73)**	(550.41)
Interest paid	**(439.22)**	(232.09)
Net cash flows used in financing activities	**(430.54)**	(112.13)
Net decrease in cash and cash equivalents	**3,065.17**	(2,518.62)
Cash and cash equivalents at the beginning of the year	**(991.99)**	1,526.63
Cash and cash equivalents at the end of the year	**2,073.18**	(991.99)

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SOTC Travel Ltd. Mumbai

SOTC Travel Limited

Statement of cash flows *(Continued)*

for the year ended 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

	For the year ended 31 March 2023 Amount	For the year ended 31 March 2022 Amount
Reconciliation of Cash and Cash equivalents with the Balance Sheet		
Cash and Bank Balances as per Balance Sheet	2,073.18	(991.99)
Cash and Cash equivalents as restated as at the year end	2,073.18	(991.99)
Note:		
Components of cash and cash equivalents consists of:		
Cash on hand	-	2.39
Balance with Banks		
Current Account	748.67	876.39
-- Deposit Account (with original maturity of 3 months of less)	1,800.00	-
Less: Bank Overdraft	(475.49)	(1,870.77)
	2,073.18	(991.99)

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

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

Notes:

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

	Note
Significant accounting policies	*1B*
Notes to the financial statements	*2-43*

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

As per our report of even date attached

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

Bhavesh Dhupelia
Partner
Membership No: 042070
Mumbai

18-May-2023

For and on behalf of the Board of Directors of SOTC Travel Limited
[CIN:U63040MH2001PLC131691]

Madhavan Menon
Chairman
[DIN: 00008542]

Vishal Suri
Managing Director
[DIN: 06413771]

Farroukh Kolah
Chief Financial Officer
Mumbai

Shally Gupta
Company Secretary
[CS No: A24078]

5-May-2023

SOTC Travel Limited

Statement of changes in Equity (SOCIE)

for the year ended 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

(a) Equity Share Capital

Particulars	For the year ended 31 March 2023 No. of Shares	Amount	For the year ended 31 March 2022 No. of Shares	Amount
At the commencement of the year	10,000	1	10,000	1
Changes in Equity Share Capital during the year	-	-	-	-
At the end of the year [refer Note 13]	10,000	1	10,000	1

(b) Other Equity

Particulars	Retained earnings	Optionally Convertible Non-Cumulative Redeemable Preference Shares	Employee share option outstanding [refer Note 37]	Capital reserves	Capital redemption reserve	Other comprehensive Income/(loss) (Remeasurements of the net defined benefit plans)	Total attributable to Equity Shareholders
Balance at 1 April 2021	(7,373.98)	8,600.00	884.90	638.04	1,400.00	58.25	4,207.21
Loss for the year	(2,281.09)	-	-	-	-	-	(2,281.09)
Other comprehensive income for the year (net of tax)	-	-	-	-	-	38.53	38.53
Share-based payments [refer Note 37]	-	-	45.29	-	-	-	45.29
Balance at 31 March 2022	(9,655.07)	8,600.00	930.19	638.04	1,400.00	96.78	2,009.94
Profit for the year	1,029.31	-	-	-	-	-	1,029.31
Other comprehensive income for the year (net of tax)	-	-	-	-	-	(28.41)	(28.41)
Share-based payments [refer Note 37]	-	-	36.58	-	-	-	36.58
Balance at 31 March 2023 [refer note 14]	(8,625.76)	8,600.00	966.77	638.04	1,400.00	68.36	3,047.42

Notes

The purpose and nature of each reserve within equity has been disclosed in the Note 14.

Significant accounting policies	*1B*
Notes to the financial statements	*2-43*

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

As per our report of even date attached

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

B. H. Dhupelia

Bhavesh Dhupelia
Partner
Membership No: 042070

Mumbai

18-May-2023

For and on behalf of the Board of Directors of
SOTC Travel Limited
[CIN:U63040MH2001PLC131691]

Madhavan Menon	**Vishal Suri**	**Farroukh Kolah**	**Shaily Gupta**
Chairman	*Managing Director*	*Chief Financial Officer*	*Company Secretary*
[DIN: 00008542]	[DIN: 06413771]		[CS No: A24078]

Mumbai

5-May-2023

Notes to the financial statements

for the year ended March 31, 2023
(All amounts in Rs. Lakhs, unless otherwise stated)

Note 1

1A Company overview

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

The financial statements were approved and authorised to issue in accordance with the resolution passed by the Board of directors at its meeting held on 05 May, 2023.

1B Significant Accounting Policies

1B.1 Basis of preparation

(a) Statement of compliance with Ind AS

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

(b) Historical cost convention

Financial statements have been prepared on a historical cost basis, except for the following:
• certain financial assets and liabilities - measured at fair value,
• defined benefit plans – defined benefit obligations less plan assets measured at fair value, and
• share based payment - measured at fair value

The financial statements are presented in Indian Rupees "(INR)" or "(Rs.)" which is also the Company's functional currency and all values are rounded off to nearest lakhs ('00,000) except where otherwise indicated. Wherever the amount is represented as '0' ('zero') it construes a value less than fifty thousand.

(c) Foreign currency translation and transactions

(i) Functional and presentation currency

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

(ii) Transactions and balances

(ii.a) Initial recognition

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

(ii.b) Subsequent recognition

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

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

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1B.2 **Going Concern**

As at 31 March 2023, the Company's net worth is Rs 3,048.42 lakhs. The Company during the year has made a net profit of Rs 1,029.31 lakhs (FY 2021-2022 loss of Rs. 2,281.09 lakhs). The lockdowns and restrictions imposed from time to time on various activities due to COVID-19 pandemic have posed challenges to all the businesses of the Company. However, the company has now able to restart its businesses in the domestic ticketing & leisure operations in India and outside India. The company expects operations to normalize in a phased manner once the confidence of corporates / travellers is fully restored.

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

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

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

1B.3 **Use of estimates**

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

Judgments

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

Note 23 - Determination of whether a particular service is rendered in the capacity of a principal or agent
Note 30 (ii) - Determining the amount of expected credit loss on financial assets (including trade receivables)
Note 2.2 - Lease classification

Assumptions and estimation uncertainties

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

Note 1B 2 - Going Concern
Note 2 - Estimate of useful life used for the purposes of depreciation and amortisation on property plant and equipment and intangible assets.
Note 5 - Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used;
Note 36 - Measurement of defined benefit obligations: key actuarial assumptions;
Note 4, 7, 11, 12 and 23 - Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources
Note 30 - Impairment of financial assets
Note 2 - Impairment of non financial assets

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Notes to the financial statements

for the year ended March 31, 2023
(All amounts in Rs. Lakhs, unless otherwise stated)

1B.4 Revenue recognition

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

(a) Income from operations

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

(i) Financial services

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

(ii) Travel and related services

It comprises of leisure tours packages within India and outside India along with travel related services viz travel insurance and visa services. Revenue on leisure tours / holiday's packages are recognized on the completion of the performance obligation which is on the date of departure of the tour.
It also includes income from the sale of airline tickets is recognized as an agent on the basis of net commission earned, at the time of issuance of tickets, as the Company does not assume any performance obligation post the confirmation of the issuance of an airline ticket to the customer. Performance linked bonuses from airlines are recognized as and when the performance obligations under the schemes are achieved.

(b) Contract balances

(i) Contract assets

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

(ii) Contract liabilities

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

1B.5 Taxes on income

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

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

(a) <u>Current tax:</u>

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

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

(b) <u>Deferred tax:</u>

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

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

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

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1B.6 **Leases**

The company as a lessee

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

To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether:
(1) the contract involves the use of an identified asset
(2) the company has substantially all of the economic benefits from use of the asset through the period of the lease and
(3) the company has the right to direct the use of the asset.

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

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

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

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

The company as a lessor

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.
For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

1B.7 **Impairment of assets**

(a) **Financial assets**

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

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

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

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

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

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

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(b) Non financial assets

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

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

1B.8 Cash and cash equivalents

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

1B.9 Financial instruments

(a) Initial recognition and measurement

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

(b) Subsequent measurement

Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') on the basis of:
(i) the entity's business model for managing the financial assets and
(ii) the contractual cash flow characteristics of the financial asset.

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

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

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

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

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(c) Investments in subsidiaries

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

(d) Derecognition

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

Financial liabilities

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

(b) Subsequent measurement:
Financial liabilities are subsequently measured at amortized cost using EIR method. Financial liabilities carried at FVTPL are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

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

Derivative financial instruments

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

Offsetting financial instruments

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

1B.10 Property, plant and equipment

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

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

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

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

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

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

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end and adjusted prospectively, if appropriate. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

Intangible assets

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

(i) Goodwill

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

(ii) Computer software

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

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

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

Computer software

Amortisation methods and periods:

Assets	Estimated useful Life (in years)
Software	3-4

1B.11 **Borrowings**

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

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

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

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1B.12 **Provisions and contingent liabilities**

Provisions are recognised when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. Provisions are not recognised for future operating losses. A provision is recognized if the likelihood of an outflow with respect to any one item included in the same class of obligations is more probable than not. Provisions are measured at the present value of management's best estimate of the expenditure require to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.
Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.
Where there are several similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Entity or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.
Contingent assets are neither recognised nor disclosed in the financial statements.

1B.13 **Other income**

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

1B.14 **Employee benefits**

(a) Post employment benefits:

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

(ii) Defined benefit plans

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

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

Contribution to Gratuity is based on the requirement of the trust with whom the Company maintains the fund balance. The Company's liability is actuarially determined (using the Projected Unit Credit Method) at the end of each year. The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or assets is charged or credited in the statement of profit and loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the statement of profit and loss.

(b) Short-term employee benefit

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

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

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

1B.15 **Contributed equity**

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

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for the year ended March 31, 2023
(All amounts in Rs. Lakhs, unless otherwise stated)

1B.16 Earnings per share

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

1B.17 Business Combination

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

1B.18 Cost recognition

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

1B.19 Current / Non Current Classification

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

Assets

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

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

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

Liabilities

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

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

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

Operating cycle:

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

1B.20 Recent accounting pronouncement

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

Ind AS 1 – Presentation of Financial Statements

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

Ind AS 12 – Income Taxes

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

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

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

The MCA notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 01 April 2022.

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Note-2 Property, plant and equipment

	Computer hardware	Leasehold Improvements	Furniture and Fixtures	Office Equipment	Total
	Amount	Amount	Amount	Amount	Amount
Gross Block					
As at 1 April 2022	566.66	175.23	99.56	159.01	1,000.46
Additions during the year	192.47	14.77	10.12	9.06	226.42
Disposals during the year	88.26	3.60	3.34	6.80	102.00
Gross carrying value as of 31 March 2023	670.87	186.40	106.34	161.27	1,124.88
Accumulated depreciation as of 1 April 2022	537.01	76.30	57.22	146.98	817.51
Depreciation charge during the year	41.44	32.65	18.47	10.96	103.52
Deduction on disposals during the year	88.26	3.60	3.34	6.80	102.00
Accumulated depreciation as of 31 March 2023	490.19	105.35	72.35	151.14	819.02
Carrying value as of 31 March 2023	180.68	81.05	33.99	10.13	305.86
Gross Block	Amount	Amount	Amount	Amount	Amount
As at 1 April 2021	547.09	107.70	56.31	187.71	898.81
Additions during the year	19.57	68.31	21.61	4.46	113.95
Transfer in	-	-	25.14	(25.14)	-
Disposals during the year	-	0.78	3.50	8.02	12.30
Gross carrying value as of 31 March 2022	566.66	175.23	99.56	159.01	1,000.46
Accumulated depreciation as of 1 April 2021	498.34	43.81	27.03	144.30	713.48
Depreciation charge during the year	38.67	33.27	20.81	22.63	115.38
Transfer out	-	-	12.72	(12.72)	-
Deduction on disposals during the year	-	0.78	3.34	7.23	11.35
Accumulated depreciation as of 31 March 2022	537.01	76.30	57.22	146.98	817.51
Carrying value as of 31 March 2022	29.65	98.93	42.35	12.03	182.95

Note-2.1 Right of use Assets	31 March 2023 Amount in Rs Buildings	31 March 2022 Amount in Rs Buildings	31 March 2023 Amount in Rs Vehicles	31 March 2022 Amount in Rs Vehicles
Gross carrying value as at beginning	2,620.62	2,043.36	9.77	-
Additions during the year	622.57	2,069.49	28.69	9.77
Disposals during the year	90.50	1,492.23	-	-
Gross carrying value as at year end	3,152.69	2,620.62	38.46	9.77
Accumulated amortisation as at beginning	1,225.24	1,014.43	0.60	-
Amortisation charge during the year	479.52	443.17	5.06	0.60
Deduction on disposals during the year	25.57	232.36	-	-
Accumulated amortisation as at year end	1,679.19	1,225.24	5.66	0.60
Net Carrying value as at year end	1,473.50	1,395.38	32.80	9.17

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Note-2.2 Lease liabilites

	31 March 2023	31 March 2022
The following is the movement in lease liabilities during the year	Amount	Amount
Balance as at beginning	1,505.95	1,138.99
Additions	651.26	2,079.26
Disposal	(85.22)	(1,259.87)
Adjustments	-	(31.25)
Interest on lease liabilities	151.75	129.22
Payment of lease liabilities	(554.02)	(503.12)
Lease rent waiver	(5.71)	(47.28)
Balance as at year end	1,664.01	1,505.95
Classification as		
Non current	1,235.97	1,170.55
Current	428.04	335.40
	1,664.01	1,505.95

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

Less than one year	548.78	444.04
Between one and five years	1,373.45	1,257.16
More than five years	36.53	99.69
	1,958.76	1,800.89

Rental expense recognised for short-term leases for the year ended	250.79	220.37
Rental expense recognised for low value leases (other than short term as disclosed above) for the year ended	-	-
Expenses related to short team leases and low value leases	250.79	220.37
Amounts recognised in profit or loss		
Lease under IND AS 116		
Interest on lease liabilities (Refer note 26)	151.75	129.22
Depreciation on right-of-use assets	484.58	443.77
	636.33	572.99
Amount recognized in Statement of Cash Flow		
Repayment of Lease liabilities-Principal amount	402.27	373.91
Repayment of Lease liabilities-Interest amount	151.75	129.22
	554.02	503.13

Extension options

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

Modification in Leases

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

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Note-2.3 Intangibles

	Goodwill	Computer Software	Assets Under development	Total
	Amount	Amount	Amount	Amount
Gross carrying value as at 1 April 2022	268.50	659.86	46.33	974.69
Additions during the year	-	73.01	7.08	80.09
Disposals during the year	-	-	46.33	46.33
Gross carrying value as at 31 March 2023	268.50	732.87	7.08	1,008.45
Accumulated amortization as at 1 April 2022	-	531.24	-	531.24
Amortization charge during the year	-	75.86	-	75.86
Deduction on disposals during the year	-	-	-	-
Accumulated amortization as at 31 March 2023	-	607.10	-	607.10
Net Carrying value as at 31 March 2023	268.50	125.77	7.08	401.35
Gross carrying value as at 1 April 2021	268.50	527.18	-	795.68
Additions during the year	-	136.19	46.33	182.52
Disposals during the year	-	3.51	-	3.51
Gross carrying value as at 31 March 2022	268.50	659.86	46.33	974.69
Accumulated amortization as at 1 April 2021	-	458.95	-	458.95
Amortization charge during the year	-	74.75	-	74.75
Deduction on disposals during the year	-	2.46	-	2.46
Accumulated amortization as at 31 March 2022	-	531.24	-	531.24
Net Carrying value as at 31 March 2022	268.50	128.62	46.33	443.45

Intangible Asset under Development Ageing Schedule

As at 31st March 2023	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	7.08	-	-	-	7.08

As at 31st March 2022	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	46.33	-	-	-	46.33

There is no delay in commissioning of the Intangible assets under development, nor the project has exceeded its original budget.

Nature of Goodwill
Goodwill recognised on the acquisition of the residual business of Kuoni Business Travel.

Impairment testing of Goodwill
For the purposes of impairment testing, Goodwill has been allocated as follows:

	As at 31 March 2023	As at 31 March 2022
Acquisition of the business travel division	268.50	268.50
	268.50	268.50

The recoverable amount was based on fair value less costs of disposal, estimated using discounted cash flows. The fair value measurement was categorised as a Level 3 fair value based on inputs in the valuation technique used.
The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

	As at 31 March 2023	As at 31 March 2022
Discount rate per annum	7.85%	7.85%
Terminal value growth rate per annum	5%	5%
Budgeted EBITDA growth rate (average of next 2 years) per annum	5%	5%

The discount rate is post tax measure estimated based on the historical industry average weighted-average cost of capital, with the possible no debt leveraging and internal rate of return of 7.85% approximately.

The recoverable amount of Goodwill has been calculated using the discounted cash flow method.

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	31 March 2023 Amount	31 March 2022 Amount
Note 3		
Investments		
A. Investments in subsidiary company		
I. Investments in Equity Shares at amortised cost(unquoted)		
2,108,000 (31 March 2022: 2,108,000) equity shares of USD 1 each, fully paid-up, of Travel Circle International (Mauritius) Limited.	1,360.83	1,360.83
	1,360.83	1,360.83
II. Investments in preference shares at amortised cost (unquoted)		
11,600,000 (31 March 2022: 11,600,000) 6% Optionally Convertible Redeemable Preference Shares of USD 1 each, fully paid-up, of Travel Circle International (Mauritius) Limited.	7,488.45	7,488.45
	7,488.45	7,488.45
	8,849.28	8,849.28
Less : Impairment loss	-	-
	8,849.28	8,849.28
Aggregate book value of unquoted non-current investments	8,849.28	8,849.28
Extent of equity interest in subsidiary:		
Travel Circle International (Mauritius) Limited	51%	51%
Note 4		
Other financial assets (non-current)		
(Unsecured)		
Security deposits		
Considered good	304.07	347.00
Credit impaired	103.02	96.24
	407.09	443.24
Less : Loss allowance	(103.02)	(96.24)
	304.07	347.00
Fixed deposit accounts with original maturity more than twelve months*	20.00	189.35
*All the above FD are lien against margin money deposits.		
	324.07	536.35
Note 5		
Income taxes		
A. The major component of income tax expenses are as under:		
(i) Income tax expenses consist of following :		
Current tax		
In respect of current year	-	-
Changes in estimates related to previous year	-	-
Deferred tax		
Increase in deferred tax assets	633.49	(1,310.05)
Income Tax expense recognised in statement of profit and loss	633.49	(1,310.05)
(ii) Amounts recognised in other comprehensive income		
Deferred tax expense on remeasurements of defined benefit plans	(19.95)	4.89
Income tax expense recognised in OCI	(19.95)	4.89
B. Reconciliation of tax expense and the accounting profit for the year is as under :		
Profit / (Loss) before tax	1,662.80	(3,591.14)
Tax using the Company's domestic tax rate (current year 34.94% and previous Year 34.94%)	581.05	(1,254.89)
Tax effect of:		
Non-deductible tax expenses	-	-
Others	52.44	(55.16)
Total	633.49	(1,310.05)
Deferred tax recognised in Other Comprehensive Income	(19.95)	4.89
Tax expense as per Statement of Profit and Loss	613.54	(1,305.16)

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Note 5

Income taxes (Continued)

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

	Balance as on 31 March 2022	Recognised in profit or loss	Recognised in OCI	Net Balance as on 31 March 2023
Deferred tax Asset/(Liabilities)				
Property, plant and equipment	118.42	4.45		122.87
Employee benefits	288.54	(4.60)	19.95	303.89
Tax losses	5,302.48	(648.30)		4,654.18
Provisions	269.76	36.45		306.21
Other items	21.49	(21.49)		0.00
Deferred tax Assets /(Liabilities)	6,000.69	(633.49)	19.95	5,387.14

	Balance as on 31 March 2021	Recognised in profit or loss	Recognised in OCI	Net Balance as on 31 March 2022
Deferred tax Asset/(Liabilities)				
Property, plant and equipment	132.51	(14.09)		118.42
Employee benefits	220.90	72.53	(4.89)	288.54
Tax losses	3,878.92	1,423.56		5,302.48
Provisions	441.74	(171.98)		269.76
Other items	21.46	0.03		21.49
Deferred tax Assets /(Liabilities)	4,695.53	1,310.05	(4.89)	6,000.69

	31 March 2023 Amount	31 March 2022 Amount
D. Deferred tax reflected in balance sheet as follows:		
Deferred tax Assets	5,387.14	6,000.69
Deferred tax Liabilities	-	-
Deferred tax Assets (net)	5,387.14	6,000.69
Note 6		
Income tax Asset		
Advance tax (net of provision of Tax)	1,096.63	1,335.02
	1,096.63	1,335.02
Note 7		
Trade receivables		
Trade receivables considered good - unsecured	4,373.31	1,949.34
Trade receivables credit impaired	304.45	314.47
	4,677.76	2,263.81
Less :- Impairment loss allowance	(304.45)	(314.47)
	4,373.31	1,949.34
Trade and other receivables includes :		
Dues from related parties - considered good [refer Note 38]	469.27	92.17
Movement in expected credit loss allowance on trade receivables		
Balance at the beginning of the year	314.47	636.41
Changes in loss allowance during the year	(10.02)	(321.94)
Balance at the end of the year	304.45	314.47

As at 31st March 2023	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - Considered Good	3,873.14	449.16	5.48	1.66	43.87	4,373.31
Undisputed Trade Receivables - Credit Impaired	-	-	40.16	9.20	255.09	304.45

As at 31st March 2022	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - Considered Good	1,766.58	141.52	4.58	4.63	32.03	1,949.34
Undisputed Trade Receivables - Credit Impaired	-	-	0.88	151.89	161.70	314.47

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(All amount in Rs Lakhs, unless otherwise stated)

	31 March 2023 Amount	31 March 2022 Amount
Note 8		
Cash and cash equivalents		
Balance with banks :		
in current account	748.67	876.39
--in deposit accounts (with original maturity of three months or less)	1,800.00	-
Cash on hand	-	2.39
	2,548.67	878.78
Note 9		
Bank Balances other than cash and cash equivalents		
Short term deposits (Original maturity more than 3 months and less than 12 months)	201.86	2.19
	201.86	2.19

Deposit balances (including those disclosed under other financial assets (non-current) in Note 4) include fixed deposits under lien aggregating to **Rs 221.86** (31 March 2022: Rs 191.55).

Note 10		
Loans		
Unsecured, considered good carried at amortised cost except otherwise stated		
Loan to related parties [refer Note 38]	-	-
	-	-

Note 11		
Other financial Assets (current)		
(Unsecured)		
Security deposits		
Considered good	544.77	366.28
Credit impaired	219.44	110.09
	764.21	476.37
Less :- Impairment loss allowance	(219.44)	(110.09)
	544.77	366.28
Other receivables		
Considered good	1,325.99	267.02
Credit impaired	15.21	22.21
	1,341.20	289.23
Less :- Loss allowance	(15.21)	(22.21)
	1,325.99	267.02
Interest accrued but not due on fixed deposits with banks	0.28	0.09
	1,871.04	633.39

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Note 12	31 March 2023 Amount	31 March 2022 Amount
Other current Assets		
Prepaid expenses	**58.88**	72.23
Balances with government Authorities	**363.94**	1,039.73
(Net of provision of GST recoverable Rs. 292.27 for March 2023 and Rs. 1091.08 for March 2022)		
Advance to vendors		
Considered good	**5,713.10**	1,446.61
Credit impaired	**119.83**	119.83
	5,832.93	1,566.44
Less :- Loss allowance	**(119.83)**	(119.83)
	5,713.10	1,446.61
Staff advance		
Considered good	**218.66**	31.57
Credit impaired	**114.33**	109.15
	332.99	140.72
Less :- Loss allowance	**(114.33)**	(109.15)
	218.66	31.57
	6,354.58	2,590.14
Advance to vendors includes :		
Advance to related party - Unsecured, Considered good [refer note 38]	-	-
Advance to related party - Unsecured, Considered doubtful [refer note 28 and 38]	**74.03**	74.03

Note 13	31 March 2023	31 March 2022
Equity Share Capital		
Authorised :		
10,000 (31 March 2022: 10,000) Equity Shares of Rs 10 each.	**1.00**	1.00
Issued, subscribed and fully paid up:		
10,000 (31 March 2022: 10,000) Equity Shares of Rs 10 each, fully paid-up.	**1.00**	1.00
	1.00	1.00

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

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

B. Rights , preferences and restrictions attached to Equity Shares

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

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

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

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

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

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

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

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

None

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	31 March 2023 Amount	31 March 2022 Amount
Note 14		
Other Equity		
Optionally Convertible Non -Cumulative Redeemable Preference Shares	8,600.00	8,600.00
Retained earnings	(8,625.76)	(9,655.07)
Capital reserve arising out of Amalgamation	638.04	638.04
Capital Redemption Reserve	1,400.00	1,400.00
Other Comprehensive Income	68.36	96.78
Employee share option outstanding account	966.77	930.20
	3,047.42	2,009.95

Notes:-

(i) Optionally Convertible Non -Cumulative Redeemable Preference Shares

	31 March 2023	31 March 2022
Authorised :		
106,000,000 (31 March 2022: 106,000,000) 0.01% Optionally Convertible Non -Cumulative Redeemable Preference Shares of Rs. 10 each.	10,600.00	10,600.00
Issued, subscribed and fully paid up:		
86,000,000 (31 March 2022: 86,000,000) 0.01% Optionally Convertible Non -Cumulative Redeemable Preference Shares of Rs. 10 each.		
	8,600.00	8,600.00
	8,600.00	8,600.00

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

	31 March 2023		31 March 2022	
	No. of shares	Amount	No. of shares	Amount
0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each, fully paid-up				
Opening	8,60,00,000	8,600.00	8,60,00,000	8,600.00
Redemption during the year	-	-	-	-
Outstanding at the end of the year	8,60,00,000	8,600.00	8,60,00,000	8,600.00

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

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

The Company has a single class of preference shares having par value of Rs 10 per share. These preference shares are issued in consideration of the slump exchange of Outbound Business Division of SOTC Travel Services Private Limited to the Company as contemplated in the Composite Scheme of arrangement and amalgamation, The Company has issued 100,000,000 0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs.10/- each to Travel Corporation (India) Limited, as the residual of SOTC Travel Services Private Limited (i.e. post segregation of Outbound Business Division) is amalgamated into Travel Corporation (India) Limited. Preference shares outstanding at the end of 20 years i.e. 31 July 2037, shall be converted into equity shares as per the conversion ratio of 1 preference shares of Rs. 10/- each into one equity share of Rs. 10/- each. The holders of these shares are entitled to Non-Cumulative dividend of 0.01%. Preference shares carry a preferential right as to dividend over equity shareholders. where dividend is not declared in respect of a financial year in the case of Non-Cumulative Preference Shares, the entitlement for that year lapses. In the event of winding up, preference shareholders have a preferential right over equity shareholders to be repaid to the extent of capital paid-up and dividend in arrears on such shares. The Company has an option to convert the preference shares or redeem the preference shares at any time after the end of 1 year from the date of allotment.

In FY 2018-2019, pursuant to provisions of Section 55 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, the Company redeemed 14,000,000 0.01 % Preference Shares of Rs 10/- each at par aggregating to Rs 1,400 Lakhs, out of the profits of the Company and sum equal to the nominal amount of the Preference Shares so redeemed was transferred to the Capital Redemption Reserve.

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

	31 March 2023		31 March 2022	
	No. of shares	Amount	No. of shares	Amount
0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each, fully paid-up by:				
*Thomas Cook (India) Limited (w.e.f . 25 November 2019)	8,60,00,000	8,600.00	8,60,00,000	8,600.00
	8,60,00,000	8,600.00	8,60,00,000	8,600.00

*Pursuant to the National Company Law Tribunal (NCLT) Order dated 10th October 2019, the Composite Scheme of Arrangement & Amalgamation amongst TC Forex Services Limited [TCF] and Travel Corporation (India) Limited [TCI] and TC Travel Services Limited [TCTSL] and SOTC Travel Management Private Limited [SOTC TRAVEL] and Thomas Cook (India) Limited [TCIL] and Quess Corp Limited and their respective shareholders (the Scheme) has become effective from 25th November, 2019. As part of the Scheme/arrangement, the Inbound Business of TCI has demerged into SOTC TRAVEL and the residual business of TCI has been merged, along with the other wholly owned subsidiaries viz TCTSL and TCF, with TCIL. TCI ceased to exist w.e.f. 25th November, 2019 and residual business of TCI has been merged with TCIL.

Pursuant to above, 0.01% Non-Cumulative Optionally Convertible Redeemable Preference Shares (OCRPS) held by TCI in the Company are held by TCIL w.e.f. 25th November, 2019.

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(All amount in Rs Lakhs, unless otherwise stated)

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

	31 March 2023		31 March 2022	
	No. of shares	% of total shares	No. of shares	% of total shares
0.01% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each, fully paid-up by:				
Thomas Cook (India) Limited	8,60,00,000	100.00	8,60,00,000	100.00

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

100,000,000, 0.01% Non-Cumulative Optionally Convertible Redeemable Preference Shares of Rs. 10/- each, were issued by the Company pursuant to the composite scheme of arrangement and amalgamation in the Financial year ended 2017-2018

In FY 2018-2019, pursuant to provisions of Section 55 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, the Company redeemed 14,000,000 0.01 % Preference Shares of Rs 10/- each at par aggregating to Rs 1,400 Lakhs, out of the profits of the Company and sum equal to the nominal amount of the Preference Shares so redeemed was transferred to the Capital Redemption Reserve.

	31 March 2023 Amount	31 March 2022 Amount
ii. Capital Reserve		
Opening Balance	638.04	638.04
Closing Balance	638.04	638.04

Nature and Purpose of Reserves:-

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

iii. Capital Redemption Reserve		
Opening Balance	1,400.00	1,400.00
Closing Balance	1,400.00	1,400.00

Nature and Purpose of Reserves:-

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

iv. Retained Earnings		
Opening Balance	(9,655.07)	(7,373.98)
Add : Net Loss for the year	1,029.31	(2,281.09)
Closing Balance	(8,625.75)	(9,655.07)
v. Other comprehensive income		
Opening Balance	96.78	58.25
Add : Other Comprehensive Income/(loss) for the year, net of tax	(28.41)	38.53
Closing Balance	68.37	96.78
vi. Employee Share Option Outstanding Account [refer Note 37]		
Opening Balance	930.19	884.90
Add : Charge for the year [refer Note 37]	36.58	45.29
Closing Balance	966.77	930.19

Nature and Purpose of Reserves:-

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

Note 15

Long term borrowings

(Secured)

Term Loan from bank	1,269.62	820.37
	1,269.62	820.37

Assets pledged as a security

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

Current assets		
(a) Financial assets		
(i) Trade receivables	4,373.31	1,949.34
(ii) Cash and cash equivalents	2,548.67	878.78
(iii) Bank balances other than cash and cash equivalents	201.86	2.19
(v) Other financial assets	1,871.04	633.39
(b) Other current assets	6,354.58	2,590.14
	15,349.46	6,053.84

During the year the Company has received loan amounting to Rs. 567.13 lakhs (31 March 2022 Rs. 819.85 lakhs) (net of processing fees/stamp duty) from HDFC Bank Limited which is secured by way of second ranking charge over existing primary and collateral securities including mortgages, if any, created in the favor of bank and security created over the assets of the borrower purchased out of this facility. The applicable rate of interest as on balance sheet date is 8.9% p.a. (31 March 2022 - 7.5% p.a.) However, the applicable interest rate shall change in accordance with every reset/ change of the reference rate or change of spread by the bank. Duration of the loan is 72 month and is repayable in 48 monthly installments after a moratorium period of 24 months. Interest to be serviced on a monthly basis.

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	31 March 2023 Amount	31 March 2022 Amount
Note 16		
Other financial liabilities		
Lease liabilities [refer Note 2.2]	1,235.97	1,170.55
	1,235.97	1,170.55
Note 16 a		
Other financial liabilities - Current		
Lease liabilities - Current [refer Note 2.2]	428.04	335.40
	428.04	335.40
Note 17		
Provisions		
Provision for employee benefits - (non current)		
Provision for Gratuity [refer Note 36]	441.60	396.45
	441.60	396.45
Note 18		
Borrowings		
Bank Overdraft use for Cash Management purpose- unsecured repayable on demand	475.49	1,870.77
Current portion of long term borrowing	119.16	-
	594.65	1,870.77
Note 19		
Trade payables		
Total outstanding dues of Micro and Small enterprises [refer Note 33]	1.57	0.84
Total outstanding dues of creditors other than Micro and Small enterprises (Includes book overdraft (LY -Rs 373.61)	13,201.84	9,168.46
	13,203.41	9,169.30

As at 31st March 2023	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of MSME	1.57	-	-	-	1.57
Total outstanding dues of creditors other than MSME	11,768.00	818.74	356.11	258.99	13,201.84

As at 31st March 2022	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of MSME	-	0.84	-	-	0.84
Total outstanding dues of creditors other than MSME	5,868.11	1,197.33	1,825.60	277.40	9,168.44

	31 March 2023 Amount	31 March 2022 Amount
Note 20		
Other financial liabilities (current)		
Security deposits	77.83	81.83
Others	67.43	56.58
	145.26	138.41
Note 21		
Provisions		
Provision for employee benefits - current		
Gratuity [refer note 36]	92.79	9.94
Accrued salary and benefits	377.02	442.83
Compensated absences [refer Note 36]	72.58	58.48
	542.39	511.25
Note 22		
Other current liabilities		
Revenue received in advance	28.89	24.32
Advance collected from customers	11,504.05	8,116.73
Balances due to government authorities	777.79	241.62
	12,310.73	8,382.67

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for the year ended 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

	31 March 2023 Amount	31 March 2022 Amount
Note 23		
Revenue from operations		
Travel and related Services	54,573.00	10,616.22
Total Revenue from operations	54,573.00	10,616.22
Other operating revenue		
Marketing fees and other incentive income	1,525.46	777.44
Unclaimed credit balances no longer required, written back	1,239.84	716.31
Other miscellaneous operating income	897.89	789.84
	3,663.19	2,283.59
	58,236.19	12,899.81

IND AS 115 'Revenue from Contracts with Customers'

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

Revenue from contract with customers		
Travel and related Services	54,573.00	10,606.32
Financial Services	-	9.90
Total Revenue from contract with customers	54,573.00	10,616.22

ii) Disaggregate Revenue

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

Revenue based on geography		
Revenue from contract with customers		
India	52,090.19	10,506.93
Overseas	2,482.81	109.29
	54,573.00	10,616.22
Revenue based on product and services		
Revenue from contract with customers		
Travel and related Services	54,573.00	10,606.32
Financial Services	-	9.90
Total Revenue from operations	54,573.00	10,616.22

iii) Contract Balances

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

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

Advances collected from customers	11,504.05	8,116.73
Total	11,504.05	8,116.73

Note 24		
Other income		
Interest Income under the effective interest method on-		
Bank deposits	12.92	12.58
Loans to related parties	2.83	64.33
Net foreign Exchange difference	31.80	66.25
Interest on tax refunds	53.77	24.61
Profit on Sale of PPE	1.33	36.86
Profit on closure of lease	20.27	102.77
Miscellaneous income	6.54	6.10
	129.46	313.50

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	31 March 2023	31 March 2022
	31 March 2023 Amount	31 March 2022 Amount
Note 25		
Employee benefits expense		
Salaries and other allowances	4,778.27	3,927.20
Contribution to provident fund and other funds	290.70	266.51
Compensated absences	14.10	3.27
Empolyee share based payment expenses (refer Note 37)	22.70	27.59
Stock options expenses (refer Note 37)	13.87	17.71
Staff welfare expense	343.28	261.84
	5,462.92	4,504.12
Note 26		
Finance costs		
Interest and finance charges on Financial Liabilities		
-- Interest on Term loan	95.45	36.08
-- Interest on Lease liabilities	151.75	129.22
-- Interest on bank over draft	169.44	133.34
-- Others Financials liabilities	113.48	53.46
-- Bank charges	60.84	9.20
	590.96	361.30
Note 27		
Other expenses		
Legal and professional charges	1,248.03	1,118.73
Advertisement and publicity	567.89	145.31
Operational lease rentals	250.79	220.37
Repairs and maintenance – others	327.25	448.54
Communication expenses	87.42	140.65
Travelling expenses	73.14	30.93
Electricity charges	57.61	93.24
Rates and taxes	21.14	54.67
Printing and stationery expenses	15.07	24.16
Directors commission and sitting fees	29.00	20.06
Insurance expenses	26.51	15.75
Subscription fees	17.28	16.72
Provision for doubtful debts and deposits	104.30	(566.21)
Bad debts and advance written off	105.60	567.72
Payment to auditors (refer Note below 27 (a))	56.35	62.74
Miscellaneous expenses	7.66	5.67
	2,995.04	2,399.05
Note 27 (a)		
Payment to Auditors		
Statutory Audit fee	51.42	56.84
Tax Audit fee	3.37	3.51
Certification fee	1.56	2.40
	56.35	62.74

Note 28

Exceptional item

As required by Ind AS 36 - "Impairment of Assets", Financial Assets are tested for impairment on annual basis and assessed for any indication of impairment as at each reporting date to ensure that carrying amount does not exceed the recoverable amount. Accordingly the company assessed the recoverable amount of advances provided to Luxe Asia Private Limited as at March 2022. Due to adverse business conditions, the recovery of advances provided to the subsidiary is doubtful and this has resulted in as impairment provision of Rs.74.03 lakhs and has been charged to the statement of Profit and Loss as an exceptional item for the year ended 31 March 2022

Note 29

Earnings per share (EPS)

A. Net profit for the year attributable to Equity Shareholders	1,029.31	(2,281.09)
B. Weighted average number of Equity Shares outstanding during the year	10,000	10,000
C. Basic earnings per share (A/B) (Rs)	10,293.15	(22,810.89)
D. Preference shares (numbers)	8,60,00,000	8,60,00,000
E. Diluted earnings per share [A/(B+C)]	1.20	-

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

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Note 30
Financial instruments – Fair values and risk management

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

as at 31 March 2023

	Carrying amount				Fair value			
	Financial instruments measured at FVTPL	Financial instruments measured at FVTOCI	Financial instruments measured at amortized cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets not measured at fair value								
Trade receivables	-	-	4,373.31	4,373.31	-	-	-	-
Cash and cash equivalents	-	-	2,548.67	2,548.67	-	-	-	-
Other bank balances	-	-	201.86	201.86	-	-	-	-
Loans								
- Current	-	-	-	-	-	-	-	-
Other financial assets								
- Non-current (Security deposits)	-	-	304.07	304.07	-	304.07	-	304.07
- Non-current (Others)	-	-	20.00	20.00	-	-	-	-
- Current	-	-	1,871.04	1,871.04	-	-	-	-
	-	-	9,318.95	9,318.95	-	304.07	-	304.07
Financial liabilities not measured at fair value								
Non current Borrowings	-	-	1,269.62	1,269.62	-	1,269.62	-	1,269.62
Current Borrowings (Including Bank Overdraft)	-	-	594.65	594.65	-	119.16	-	119.16
Trade payables	-	-	13,203.41	13,203.41	-	-	-	-
Lease liabilities								
- Non current	-	-	1,235.97	1,235.97	-	-	-	-
- Current	-	-	428.04	428.04	-	-	-	-
Other financial liabilities								
- Current	-	-	145.26	145.26	-	-	-	-
Total financial liabilities	-	-	16,876.95	16,876.95	-	1,388.79	-	1,388.79

as at 31 March 2022

	Carrying amount				Fair value			
	Financial instruments measured at FVTPL	Financial instruments measured at FVTOCI	Financial instruments measured at amortized cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets not measured at fair value								
Trade receivables	-	-	1,949.34	1,949.34	-	-	-	-
Cash and cash equivalents	-	-	878.78	878.78	-	-	-	-
Other bank balances	-	-	2.19	2.19	-	-	-	-
Loans								
- Current	-	-	-	-	-	-	-	-
Other financial assets								
- Non-current (Security deposits)	-	-	347.00	347.00	-	347.00	-	347.00
- Non-current (Others)	-	-	189.35	189.35	-	-	-	-
- Current	-	-	633.39	633.39	-	-	-	-
	-	-	4,000.05	4,000.05	-	347.00	-	347.00
Financial liabilities not measured at fair value								
Non current Borrowings	-	-	820.37	820.37	-	820.37	-	820.37
Current Borrowings (Bank Overdraft)	-	-	1,870.77	1,870.77	-	-	-	-
Trade payables	-	-	9,169.30	9,169.30	-	-	-	-
Lease liabilities								
- Non current	-	-	1,170.55	1,170.55	-	-	-	-
- Current	-	-	335.40	335.40	-	-	-	-
Other financial liabilities								
- Current	-	-	138.41	138.41	-	-	-	-
Total financial liabilities	-	-	13,504.80	13,504.80	-	820.37	-	820.37

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

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

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices.

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

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

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Note 30 (Continued)
Financial instruments – Fair values and risk management *(Continued)*

B. Measurement of fair values
Valuation techniques and significant unobservable inputs
The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation techniques	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Borrowings	Discount rate to fair value of financials assets and liabilities at amortised cost is based on general lending rate.	Not applicable	Not applicable

Transfers between Levels
There were no transfers in either direction in any of the reporting periods

C. Financial risk management
The Company has exposure to the following risks arising from financial instruments:
• Credit risk ;
• Liquidity risk ; and
• Market risk

i. Risk management framework

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

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

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

ii. Credit risk

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

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

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

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

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

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

	31 March 2023	31 March 2022
Movement in expected credit loss allowance on trade receivables		
Balance at the beginning of the year	314.47	636.41
Addition during the period	-	-
Changes in loss allowance during the year	(10.02)	(321.94)
Balance at the end of the year	304.45	314.47

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Note 30 (Continued)

Financial instruments – Fair values and risk management (continued)

iii. Liquidity risk

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

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

Financing arrangements	31 March 2023	31 March 2022
Particulars		
Fixed Long Term loan - Emergency Credit Line Guarantee Scheme	**1,388.78**	820.37
Bank overdraft	475.49	1,870.77
	1,864.27	2,691.14

Exposure to liquidity risk

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

as at 31 March 2023			Contractual cash flows			
	Carrying amount	Total		Less than 1 year	1yr to 2 yrs.	more than 2 yrs.
Non-derivative financial liabilities						
Borrowings	**1,388.78**	**1,388.78**		119.16	286.95	**982.67**
Bank Overdraft	**475.49**	**475.49**		475.49	-	-
Trade payables	**13,203.41**	**13,203.41**		**13,203.41**	-	-
Lease liabilities	**1,664.01**	**1,958.76**		548.78	502.35	907.63
Other financial liabilities	**145.26**	**145.26**		145.26	-	-
	16,876.95	**17,171.69**	-	**14,492.10**	789.30	**1,890.30**

as at 31 March 2022			Contractual cash flows			
	Carrying amount	Total		Less than 1 year	1yr to 2 yrs.	more than 2 yrs.
Non-derivative financial liabilities						
Borrowings	820.37	820.37		-	-	820.37
Bank Overdraft	1,870.77	1,870.77		1,870.77		
Trade payables	9,169.30	9,169.30		9,169.30	-	-
Lease liabilities	1,505.94	1,800.89		444.04	417.57	939.29
Other financial liabilities	138.41	473.80		473.80	-	-
	13,504.78	14,135.13	-	11,957.91	417.57	1,759.66

iv. Market risk

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

Currency risk

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

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

Risk starts on the day of tour launch, when price is fixed in foreign currency. Tour price is collected around 15 days/ 1 month in advance and kept in SPFC account to meet payment obligations to Foreign Service providers.

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(All amount in Rs Lakhs, unless otherwise stated)

Note 30 (Continued)

Financial instruments – Fair values and risk management (continued)

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

The currency profile of financial assets and financial liabilities as at 31 March 2023 is as below:

as at 31 March 2023 — **Amount in INR**

	USD	EUR	GBP	Others
Financial Assets				
Cash and cash equivalents	1,141.63	464.68	9.80	455.72
Other receivables including advances	3,808.24	3,648.30	176.27	3,710.51
	4,949.87	4,112.98	186.07	4,166.23
Financial Liabilities				
Trade and other payables	5,456.05	3,924.19	204.69	3,434.66
	5,456.05	3,924.19	204.69	3,434.66
Exchange Rates	82.17	89.44	101.65	
Net Exposure in Respective currencies	(506.18)	188.79	(18.62)	731.57

as at 31 March 2022 — Amount in INR

	USD	EUR	GBP	Others
Financial assets				
Cash and cash equivalents	582.83	175.38	14.14	57.31
Trade and other receivables including advances	328.26	67.63	6.37	164.84
	911.09	243.01	20.51	222.15
Financial liabilities				
Trade and other payables	1,274.12	454.59	11.72	216.36
	1,274.12	454.59	11.72	216.36
Exchange rate	75.79	84.22	99.46	
Net Exposure in Respective currencies	(363.03)	(211.58)	8.79	5.79

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

	Average rate		Year-end spot rate	
INR	**31 March 2023**	31 March 2022	**31 March 2023**	31 March 2022
USD	**78.94**	74.61	**82.17**	75.69
EUR	**86.82**	85.31	**89.44**	84.52
GBP	**100.46**	100.13	**101.65**	99.30

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against various currencies as mentioned above at March 31 2023 and March 31 2022 would have affected the measurement of financial instruments denominated in the respective currencies and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast transactions to be held in the foreign currencies.

March 31, 2023 — **Amount in INR**

	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
1% movement				
USD	(4.86)	4.86	-	-
EUR	1.83	(1.83)	-	-
GBP	(0.18)	0.18	-	-

March 31, 2022 — Amount in INR

	Profit or Loss		Equity (net of tax)	
	Strengthening	Weakening	Strengthening	Weakening
1% movement				
USD	(3.57)	3.57	-	-
EUR	(2.14)	2.14	-	-
GBP	0.09	(0.09)	-	-

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Note 30 (Continued)

Financial instruments – Fair values and risk management (continued)

Interest rate risk

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

	31 March 2023	31 March 2022
Variable rate of borrowings	9.25%	7.50%
Bank overdraft (Weighted average interest rate)	9.79%	8.67%

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

	31 March 2023		31 March 2022	
	Balance	% of total loans	Balance	% of total loans
Variable rate of borrowings	1,394.00	75	824.00	31
Bank overdraft	475.49	25	1,870.77	69
Net exposure to cash flow due to interest rate risk	1,869.49	100	2,694.77	100

Sensitivity

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

	Impact on profit after tax	
	31 March 2023	31 March 2022
Interest rates - increase by 100 basis points *	(12.16)	(17.53)
Interest rates - decrease by 100 basis points *	12.16	17.53

* Holding all other variables constant

Note 31
Contingent Liabilities and Commitments (to the extent not provided for)

	31 March 2023	31 March 2022
Contingent liabilities		
Claims against the Company not acknowledged as debts		
a. Disputed claims made by clients and other parties	4,775.41	1,009.19
b. Disputed Service Tax Demands	4,352.54	4,598.39
c. Provident Fund Liability on account of pending Supreme court judgment.	35.73	35.73
d. Disputed income tax demands	19.30	-

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

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

(c) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of provident fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal. Management has accounted for the liability for the period from date of the SC order to March 31, 2019. Further, pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.

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

Commitments (to the extent not provided for)	31 March 2023	31 March 2022
a. Estimated amount of contracts remaining to be executed on capital account and not provided for net of advances	18.82	14.66

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Note 32

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

as at 31 March 2023

Sr No.	Name of the struck off company	Nature of transactions with struck off company	Balance Payable (Rs)	Relationship with the struck off company, if any, to be disclosed
i	Oneglobe Travels India Private Limited	Hotel Services	14.01	NA
ii	Net4 Network Services Ltd.	IT Domain Services	0.10	NA

as at 31 March 2022

Sr No.	Name of the struck off company	Nature of transactions with struck off company	Balance Payable (Rs)	Relationship with the struck off company, if any, to be disclosed
i	Rail- Travel Guides Pvt Ltd	Train Ticketing	0.02	NA
ii	Sachinam Holidays Tours Private Limited	Franchisee	1.00	NA
iii	Net4 Network Services Ltd.	IT services	0.10	NA
iv	Sipsa Holidays Pvt. Ltd.	Franchisee	0.25	NA

Note 33

Micro and Small Enterprises

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

Particulars	31 March 2023	31 March 2022
The amounts remaining unpaid to Micro and Small Suppliers as at the end of the year.		
-- Principal	1.49	-
-- Interest	0.08	0.84
The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act, 2006') along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	0.08	0.84
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006.	0.08	0.84

Note 34

Segment reporting

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

Further, the Company provides services within similar economic environments considering the origin of services and risks and rewards being similar across the said markets / environment, there are no separate reportable geographical segments. Accordingly, these financial statements are reflective of the information required by the Ind AS 108.

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Notes to the financial statements (Continued)

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(All amount in Rs Lakhs, unless otherwise stated)

Note 35

Capital Management

The Company considers the following components of its Balance Sheet to be managed capital:
Total equity – retained earnings, capital reserves, share capital.

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

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

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

Note 36

Employee benefits

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

(i) Defined contribution plans:
The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund, Employee State Insurance Corporation, Labour Welfare Fund and National Pension Scheme which are defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of profit and loss as they accrue.

Amount contributed to defined contribution plan and recognised as an expense in the Statement of Profit and Loss are as under:

Particulars	31 March 2023	31 March 2022
Employer's contribution to provident fund	202.92	179.13
Employee's State Insurance Corporation	1.99	1.90
National pension scheme	9.06	9.04
Labour welfare fund	0.27	0.23

(ii) Defined benefit plan:
Gratuity plan

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

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

Compensated absences and leave encashment
As per the leave policy, every employee will be allotted 30 days of leave in the first week of January. No leaves can be carried forward to the next year whereby, the leave balance left unutilized on 31 December shall lapse. During the year, a sum aggregating to Rs. 14.10 (previous year Rs. 3.27) has been debited to the Statement of Profit and Loss.

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

	31 March 2023	31 March 2022
Gratuity		
Defined benefit asset-Gratuity plan	41.22	92.08
Defined benefit liability	575.61	498.47
Net defined benefit liability	534.39	406.39
- Non-current	441.60	396.45
- Current	92.79	9.94
Compensated absences		
Liability for compensated absences	72.58	58.48
Total employee benefit liabilities	606.97	464.87

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Notes to the financial statements (Continued)

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Note 36 (Continued)

Employee benefits (Continued)

Movement in net defined benefit (asset) liability

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

	Defined benefit obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	31 March 2023	31 March 2022	31 March 2023	31 March 2022	31 March 2023	31 March 2022
Opening balance as on 1 April 2022	498.47	494.06	92.08	120.45	406.39	373.61
Current service cost	53.26	56.02	-	-	53.26	56.02
Adjustment to opening fair value of plan assets	-	-	-	-	-	-
Expected return on plan assets	-	-	-	-	-	-
Past service cost	-	-	-	-	-	-
Interest cost (income)	26.18	24.93	2.99	4.75	23.19	20.18
Settlements / benefits paid	3.18	-	-	-	3.18	-
	82.62	80.95	2.99	4.75	79.63	76.20
Included in OCI						
Remeasurement loss (gain):	-	-	-	-	-	-
Actuarial loss (gain)	40.85	(30.89)	-	-	40.85	(30.89)
Return on plan assets excluding interest income	-	-	(7.52)	12.53	7.52	(12.53)
	40.85	(30.89)	(7.52)	12.53	48.36	(43.42)
Other						
Contributions paid by the employer	-	-	-	-	-	-
Benefits paid	(46.33)	(45.65)	(46.33)	(45.65)	-	-
Closing balance as on 31 March 2023	575.61	498.47	41.22	92.08	534.39	406.39

Represented by

Defined benefit asset	41.22	92.08
Defined benefit liability	575.61	498.47
Net defined benefit liability	534.39	406.39

The major categories of plans assets for gratuity are as follows

Particulars	31 March 2023			31 March 2022		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Insurer Managed Funds	41.22	-	41.22	92.07	-	92.07

Defined benefit obligations

i. Actuarial assumptions

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

	31 March 2023	31 March 2022
Discount rate	7.30%	5.85%
Salary escalation rate	6%	6%
Mortality rate	IALM (2012-14) Ult	IALM (2012-14) Ult
Employee Attrition Rate		
Upto Age 30	28.29%	28.29%
Age 31-40	24.67%	24.67%
Age 41-50	18.97%	18.97%
Age 51-59	16.20%	16.20%

Assumptions regarding future mortality have been based on published statistics and mortality tables. The current longevities underlying the values of the defined benefit obligation at the reporting date were as follows

As at 31 March 2023, the weighted average duration of the defined benefit obligation was 4.06 years (31 March 2022 : 4.35 years)

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Notes to the financial statements (Continued)

for the year ended 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

Note 36 (Continued)

Employee benefits (Continued)

ii. Sensitivity analysis

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

	31 March 2023		31 March 2022	
	Increase	Decrease	Increase	Decrease
Discount rate (2023 - 0.5% and 2022 :- 0.5% movement)	(11.29)	11.71	(10.64)	11.06
Future salary growth (2023 - 0.5% and 2022 :- 0.5% movement)	11.32	(11.00)	10.60	(10.31)

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

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

	31 March 2023	31 March 2022
Current service cost	53.26	56.02
Past service cost	-	-
Interest income, net	23.19	20.18
	76.45	76.20

The following table shows remeasurement recognised in Other Comprehensive Income

	31 March 2023	31 March 2022
Actuarial loss (gain) /loss on deferred benefit obligation	40.85	(30.89)
Return on plan assets excluding interest income	7.52	(12.53)
	48.37	(43.42)

Risk Exposure for gratuity

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

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

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

Note 37

Share-based payment arrangements:

A. Description of share-based payment arrangements

i. Share option programs (equity-settled)

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

The key terms and conditions related to the grants under these plans are as follows;

Plan	Method of Settlement	Grant date	No. of options	Exercise price	Vesting period
GT07NOV2016	Equity	7 November 2016	2,25,000	Rs. 1	100% of the options vest at the end of the 4 years i.e. 7-Nov-2020
ESOP 2018-MGMT	Equity	13 June 2018	4,22,000	Rs. 137.93	100% of the options vest at the end of the 3 years i.e. 13-June -2021
ESOP 2018-EXECOM	Equity	5 October 2018	97,258	Rs. 1	100% of the options vest at the end of the 5 years i.e. 5-Oct-2023

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

Grant Date	Expiry date/ Expiry Year	Exercise price (Rs.)	March 31,2023 Share options	March 31,2022 Share options
7 November 2016	1 November 2040	1	-	-
13 June 2018	10 June 2031	137.93	1,73,000	1,80,000
5 October 2018	20 September 2043	1	57,326	57,326
Total			2,30,326	2,37,326
weighted average remaining contractual life of options outstanding at end of year			11.26 Years	12.17 Years

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Notes to the financial statements (Continued)

for the year ended 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

Note 37 (Continued)
Share-based payment arrangements: (Continued)

B. Measurement of fair values

Equity-settled share-based payment arrangements

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

Thomas Cook (India) Limited, the holding company ("TCIL") in a composite scheme of arrangement demerged its Human Resources Services Business and transferred it to Quess Corp Limited ("Quess"). The scheme was approved by the National Company Law Tribunal (NCLT) with the appointed date as April 1, 2019. The effective date of the scheme was November 25, 2019 when both TCIL and Quess filed the certified copies of the order with their respective jurisdictional Registrar of Companies.

As a part of the composite scheme, Employees whose ESOPs were outstanding on the effective date will be entitled to the additional shares of Quess on account of the demerger of Human Resource Business. Instead of altering the exercise price, TCIL provided additional award in form of Quess shares.

The employees are now entitled to shares of Quess along with those of TCIL in the same share entitlement ratio prescribed in the scheme for the other shareholders of TCIL.

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

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

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

The options settled by shares of TCIL continue to be considered as share based payments and are accounted as per IND AS 102.

	March 2023			March 2022		
	GT07NOV2016	**ESOP 2018-MGMT**	**ESOP 2018-EXECOM**	GT07NOV2016	ESOP 2018-MGMT	ESOP 2018-EXECOM
Fair value (Esop Expenses)	117.75	83.65	155.80	117.75	83.65	155.80
Fair value (Stock Expenses)	95.29	65.71	95.21	95.29	65.71	95.21
Number of options	-	1,73,000	57,326	-	1,80,000	57,326
Share price at grant date	218.55	248.63	256.20	218.55	248.63	256.20
Exercise price	1.00	137.93	1.00	1.00	137.93	1.00

C. Reconciliation of outstanding share options

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

Particulars	**Number of options**	**Weighted average exercise price**	Number of options	Weighted average exercise price
	31 March 2023	**31 March 2023**	31 March 2022	31 March 2022
Options outstanding as at the beginning of the year	2,38,326	104.85	4,95,326	58.77
Options granted during the year	-	-	-	-
Options Exercised during the year	-	-	2,41,000	103.26
Options lapsed/ forfeited during the year	8,000	137.93	16,000	137.93
Options outstanding as at the year end	2,30,326	103.85	2,38,326	104.85
Options vested and exercisable at the end of the year	-	-	-	-

D Expenses/shares option outstanding account arising from share based payment transactions

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

Particulars	31 March 2023	31 March 2022
Employee ESOP expenses	22.70	27.59
Employee Stock Expenses	13.88	17.71

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Notes to the financial statements (Continued)

as at 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

Note 38

Related party transactions

(A) Names of related parties by whom control exists

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

(B) Parties over whom control exists

Relationships	Name of the parties
Subsidiary Company of SOTC Travel Limited	Travel Circle International (Mauritius) Limited (Holding 51% of total Equity,w.e.f 27 June 2017)

(C) Fellow Subsidiaries with whom transactions has taken place during the year

Relationships	Name of the parties
Fellow subsidiaries	TC Visa Services (India) Limited Travel Corporation (India) Limited (Amalgamated w.e.f. 25th November, 2019) Thomas Cook Lanka (Private) Limited Luxe Asia Private Limited Sterling Holiday Resorts Limited Asian Trails Singapore Pte Ltd Asian Trails SDN BHD (Malaysia) Asian Trails Ltd. (Thailand) PT Asian Trails Ltd Asian Trails (Vietnam) Co. Ltd Kuoni Private Safaris (Pty) Ltd Private Safaris EA Ltd TC Tours Limited (formerly known as 'Thomas Cook Tours Limited') Australia Tours Management Pty Ltd. DEI Holdings Ltd Thomas Cook (Mauritius) Holidays Limited Horizon Travel Services LLC Desert Adventures Tourism LLC Travel Circle International Ltd Hongkong Asian Trails Holding Ltd. Kuoni Australia Holding Pty Ltd Thomas Cook (Mauritius) Operations Co Ltd

(D) Key Management Personnel / Directors and Management Council

Particulars	Name of the key management personnel
Managing Director	Mr. Vishal Suri
Directors of the Company	Mr. Madhavan Menon Mr. Nilesh Vikamsey Mrs.Kishori Udeshi Mr. Rahul Bhagat Mr. Debasis Nandy
Chief Financial Officer	Mr. Farroukh Kolah
Company Secretary	Mr. Pravesh Palod (from 25th Jan 2021 to 3rd Nov 2021) Ms. Shaily Gupta (w.e.f 15th Apr 2022)
Members of Management Council	Mr. Vishal Suri Mr. Farroukh Kolah Mr. Indiver Rastogi Mr. S D Nandakumar Mr. Daniel Dsouza Ms. Deepti Sheth

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Notes to the financial statements (Continued)

as at 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

Related party transactions *(Continued)*

(E) ***Related parties with whom transactions has taken place during the year***

Particulars	Year	Holding Company	Ultimate Holding Company	Subsidiaries	Fellow subsidiaries	Associates
Income from tours	2023	20.62	-	-	256.12	-
	2022	94.40	-	-	(34.08)	-
Cost of tours & related services	2023	1,992.29	-	-	13,897.42	-
	2022	1,264.03	-	-	4,343.09	-
Guarantee fees paid	2023	0.91	-	-	-	-
	2022	0.82	-	-	-	-
Expenses reimbursed	2023	1,629.01	-	-	26.14	-
	2022	1,046.04	-	-	4.14	-
Expenses recovered	2023	63.37	-	-	44.95	-
	2022	94.62	-	-	29.99	-
Interest expenses on ROU assets	2023	39.86	-	-	-	-
	2022	52.67	-	-	-	-
ROU lease liability	2023	439.45	-	-	-	-
	2022	552.36	-	-	-	-
Productivity linked bonus income	2023	-	-	-	27.75	-
	2022	-	-	-	-	-
CRS (GDS) Income	2023	-			63.21	
	2022	-			-	
Hotel Commission income	2023				93.99	
	2022				-	
Term loan given during the year	2023	1,200.00	-	-	-	-
	2022	3,700.00	-	-	-	-
Term loan given (repaid) during the year	2023	1,200.00	-	-	-	-
	2022	4,850.39	-	-	4,018.43	-
Term loan received during the year	2023	2,900.00	-	-	-	-
	2022	-	-	-	-	-
Term loan received (repaid) during the year	2023	2,900.00	-	-	-	-
	2022	-	-	-	-	-
Interest income on term loan	2023	2.83	-	-	-	-
	2022	6.43	-	-	57.89	-
Interest expenses on term loan	2023	20.96	-	-	-	-
	2022	-	-	-	-	-
Provision for doubtful advances	2023	-	-	-	74.03	-
	2022	-	-	-	74.03	-
Receivables	2023	19.46	-	-	449.81	-
	2022	6.38	-	-	85.79	-
Advance to suppliers	2023	-	-	-	74.03	-
	2022	-	-	-	74.03	-
Payables	2023	223.00	-	-	622.99	-
	2022	327.00	-	-	219.43	-

Related party transactions *(Continued)*

(F) Names of parties (subsidiaries and fellow subsidiaries) having related party transactions in excess of 10% in line transactions:

Particulars	Fellow subsidiaries	31 March 2023	31-Mar-22
	TCI GO Vacation	9.86	(9.06)
	TC Tours Limited	-	2.97
Income from tours	Travel Corporation (India) Limited	246.26	(27.99)
	TC Tours Limited	7,786.69	3,231.75
	Horizon Travel Services LLC	481.28	26.56
	Desert Adventures Tourism LLC	3,937.89	901.97
	TC Visa Services (India) Limited	(0.32)	167.49
	Travel Corporation (India) Limited	1.35	0.06
Cost of tours and related services *	Asian Trails (Thailand)	375.06	1.05
	Kuoni Private Safaris (Pty) Ltd	(0.09)	12.19
	Thomas Cook (Mauritius) Holidays Limited	1.33	2.02
	Asian Trails (Malaysia) SDN BHD	81.60	-
	Asian Trails Singapore Pte Ltd.	398.18	-
	PT Asian Trails Ltd	47.55	-
	Asian Trails Co Ltd Vietnam	64.32	-
	Private Safaris EA Ltd	34.10	-
	Australia Tours Management Pty Ltd.	688.48	-

(All amount in Rs Lakhs, unless otherwise stated)

Expenses reimbursed	Travel Corporation (India) Limited	3.14	4.14
	Travel Circle International Ltd Hongkong	23.00	-
	Travel Corporation (India) Limited	16.77	11.72
	Horizon Travel Services LLC	1.70	0.80
	Desert Adventures Tourism LLC	2.53	1.29
	Private Safaris EA Ltd	1.70	0.80
	Kuoni Private Safaris (Pty) Ltd	1.70	0.80
	Travel Circle International Ltd Hongkong	2.73	2.77
Expenses recovered	DEI Holdings Ltd	10.11	4.48
	Asian Trails Holding Ltd.	3.49	3.69
	Kuoni Australia Holding Pty Ltd	0.87	0.92
	Thomas Cook (Mauritius) Operations Co Ltd	1.07	0.51
	Thomas Cook (Mauritius) Holidays Limited	-	0.85
	Thomas Cook Lanka (Private) Limited	1.07	1.36
	Sterling Holiday Resorts Limited	1.21	-
Hotel Commission income	TC Tours Limited	93.99	-
Productivity linked bonus	TC Tours Limited	27.75	-
CRS (GDS) Income	TC Tours Limited	63.21	-
Short term loan repaid	Travel Circle International (Mauritius) Limited	-	4,018.43
Interest Income on term loan	Travel Circle International (Mauritius) Limited	-	57.89
Provision for doubtful advances	Luxe Asia Private Limited	74.03	74.03
	Travel Corporation (India) Limited	60.12	15.05
	TCI GO Vacation	4.27	1.84
	Horizon Travel Services LLC	231.11	12.26
	Desert Adventures Tourism LLC	114.16	1.59
	Kuoni Private Safaris (Pty) Ltd	3.75	2.05
	Thomas Cook Lanka (Private) Limited	3.82	2.75
	Private Safaris EA Ltd	0.88	0.77
Receivables	DEI Holdings Ltd	10.51	2.52
	Asian Trails Holding Ltd.	11.27	7.78
	Kuoni Australia Holding Pty Ltd	2.65	1.77
	TC Tours Limited	-	31.40
	Thomas Cook (Mauritius) Holidays Limited	4.01	4.01
	Thomas Cook (Mauritius) Operations Co Ltd	1.57	0.51
	Travel Circle International Ltd Hongkong	0.30	1.50
	Sterling Holiday Resorts Limited	1.38	-
	Travel Corporation (India) Limited	0.18	-
	Sterling Holiday Resorts Ltd	-	1.09
	Asian Trails (Thailand)	25.52	5.17
	Horizon Travel Services LLC	1.23	8.75
	Desert Adventures Tourism LLC	118.83	30.54
	Thomas Cook (Mauritius) Holidays Limited	2.91	-
Payables	TC Tours Limited	310.14	95.51
	TC Visa Services (India) Limited	24.42	52.12
	Borderless Travel Services Ltd (BTSL)	-	26.25
	Australia Tours Management Pty Ltd.	17.91	-
	PT Asian Trails Ltd	24.39	-
	Asian Trails Co Ltd Vietnam	19.66	-
	Asian Trails Singapore Pte Ltd.	77.35	-
	Asian Trails (Malaysia) SDN BHD	0.44	-
Advance to suppliers	Luxe Asia Private Limited	74.03	74.03

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as at 31 March 2023

(All amount in Rs Lakhs, unless otherwise stated)

(G) ***Related parties with Holding and Ultimate Holding Company***

Particulars	Holding and Ultimate Holding Company	31 March 2023	31 March 2022
Income from tours	Thomas Cook (India) Limited	20.62	94.40
Cost of tours and related services	Thomas Cook (India) Limited	1,992.29	1,264.03
Expenses reimbursed	Thomas Cook (India) Limited	1,629.01	1,046.04
Expenses recovered	Thomas Cook (India) Limited	63.37	94.62
Interest expenses on ROU assets	Thomas Cook (India) Limited	39.86	52.67
ROU lease liability	Thomas Cook (India) Limited	439.45	552.36
Guarantee Fees paid	Thomas Cook (India) Limited	0.91	0.82
Term loan given during the year	Thomas Cook (India) Limited	1,200.00	3,700.00
Term loan given (repaid) during the year	Thomas Cook (India) Limited	1,200.00	4,850.39
Term loan received during the year	Thomas Cook (India) Limited	2,900.00	-
Term loan received (repaid) during the year	Thomas Cook (India) Limited	2,900.00	-
Interest income on term loan	Thomas Cook (India) Limited	2.83	6.43
Interest expenses on term loan	Thomas Cook (India) Limited	20.96	-
Receivables	Thomas Cook (India) Limited	19.46	6.38
Payables	Thomas Cook (India) Limited	223.00	327.00

(H) Transactions with Key Management Personnel

Particulars		31 March 2023	31 March 2022
Salaries and other employee benefits to whole-time directors and executive officers			
	Mr. Vishal Suri	267.69	625.24
	Mr. Farroukh Kolah	70.76	52.96
	Ms. Shaily Gupta	21.17	-
	Mr. S D Nandakumar	129.27	97.47
	Mr. Daniel Dsouza	105.70	82.93
	Ms. Deepti Sheth	52.58	41.17
Commission and other benefits to non-executive/independent directors		12.00	-
Gratuity is contributed for the company as whole and hence excluded			

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Notes to the financial statements (Continued)
as at 31 March 2023
(All amount in Rs Lakhs, unless otherwise stated)

Note 39

	Financial performance ratios	Numerator	Denominator	31 March 2023	31 March 2022	% Change
A	**Performance Ratios**					
	Net Profit ratio (i)	Profit/(Loss) after tax	Revenue from operations	2%	-18%	-110%
	Net Capital Turnover Ratio (in times) (ii)	Revenue from operations	Average working capital = (Opening net current assets + Closing net current assets)/2*	(4.44)	(0.98)	353%
	Return on Capital Employed # (i)	Profit/(Loss) before interest and tax	Capital Employed = Tangible Net Worth ** + Total Debt + Lease Liabilities	36%	-56%	-165%
	Return on Equity ratio (i)	Profit/(Loss) after tax	Average total equity = (Opening total equity + Closing total equity)/2	41%	-73%	-155%
	Return on Investment (iv)	Income generated from invested fund in the market	Average invested fund in market= (Opening funds in the market+ Closing funds in the market)/2	6%	6%	4%
	Debt Service Coverage ratio #	Profit/(Loss) before interest, tax and , Depreciation and amortisation	Borrowings principal payments, Interest and lease payment	2.92	NA	NA
B	**Leverage Ratios**					
	Debt- Equity Ratio (iii)	Total Borrowings	Total Equity	1.16	2.09	-45%
C	**Liquidity Ratios**					
	Current ratio #	Current Assets	Total Current Liabilities	0.56	0.30	90%
D	**Activity Ratio**					
	Inventory Turnover ratio	Cost of services	Closing inventory	NA	NA	NA
	Trade Receivable Turnover Ratio (iv)	Revenue from operations	Average trade receivables = (Opening trade receivable + Closing trade receivable)/2	18.42	8.25	123%
	Trade Payable Turnover Ratio (iv)	Cost of services	Average trade payable = (Opening trade payable + Closing trade payable)/2	4.47	1.02	339%

* Net current assets = Total current assets - Total current liability
**Tangible net worth = Total net worth - Intangible assets (including intangible asset under development and goodwill)
\# Since the Company has incurred losses during FY 21-22

Reason for Variance

i Due to improvement in the business operation resulted in increased in profits post Covid 19 pandamic
ii Due to reduction in working capital and increased in revenue from operations.
iii The ratio has decreased because company has repaid bank overdraft.
iv Due to improvement in the business operation post Covid 19 pandamic.

Note 40

Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or is pending against the Company, for holding any Benami property.

(ii) The Company does not have any charges or satisfaction of such charges which are yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.

(iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(vi) The Company does not have any transaction which is not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey) or any other relevant provisions of the Income-tax Act, 1961.

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Note 41

Transfer Pricing

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the international as well as specified domestic transactions (if applicable) entered into with the associated enterprise during the financial year and expects such records to be in existence latest by the end of the stipulated timeline, as required by law. The Management is of the opinion that its international as well as specified domestic transactions (if any) are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expenses and that of provision for taxation.

Note 42

Other information with regards other matters specified in schedule III of the Companies Act 2013 is either nil or not applicable to the company for the financial year ended 31 March 2023.

Note 43

Thomas Cook (India) Limited, the holding company, prepares consolidated financial statement under Ind AS, hence Company has availed the exemption for preparing consolidated financial statement under Ind AS 110.

The notes from 1 to 43 form an integral part of the financial statements.

As per our report of even date attached.

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

B. H. Dhupelia

Bhavesh Dhupelia
Partner
Membership No: 042070
Mumbai
18-May-2023

For and on behalf of the Board of Directors of
SOTC Travel Limited
[CIN:U63040MH2001PLC131691]

Madhavan Menon
Chairman
[DIN: 00008542]

Vishal Suri
Managing Director
[DIN: 06413771]

Farroukh Kolah
Chief Financial Officer
Mumbai
5-May-2023

Shally Gupta
Company Secretary
[CS No: A24078]

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Independent Auditor's Report

To the Members of SOTC Travel Limited

Report on the Audit of the Financial Statements

Opinion

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

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

Basis for Opinion

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

Other Information

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

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

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

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B S R & Co. (a partnership firm with Registration No. BA61223) converted into B S R & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8181) with effect from October 14, 2013

Registered Office:
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Management's and Board of Directors' Responsibilities for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its financial statements - Refer Note 31 to the financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 40(iv) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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(ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 40(v) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

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

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

Chartered Accountants

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

B. H. Dhupelia

Bhavesh Dhupelia

Partner

Membership No.: 042070

ICAI UDIN:23042070BGYGLW1670

Place: Mumbai

Date: 18 May 2023

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

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

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of two years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The Company is a service company, primarily rendering travel and related services. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and corporate guarantee. As represented by management, the Company is not required to file quarterly returns or statements with such banks or financial institutions.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided security or guarantee or granted any advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnership or any other parties during the year. The Company has provided loans, secured or unsecured, to company during the year, in respect of which the requisite information is as below. The Company has not provided any guarantee or security, granted any loans or advances in the nature of loans, secured or unsecured, to limited liability partnership or any other parties during the year.

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

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

Particulars (Amount in lakhs)	**Guarantees**	**Security**	**Loans**	**Advances in nature of loans**
Aggregate amount during the year Others - Parent **	-	-	1200	-
Balance outstanding as at balance sheet date Others - Parent **	-	-	-	-

**As per the Companies Act, 2013*

*** Refer Note 38 of financial statements*

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of loan during the year is, prima facie, not prejudicial to the interest of the Company. Further, the Company has not made any investment, provided guarantee, given any security and any advance in the nature of loan during the year.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company and loans given, in our opinion the provisions of Section 186 of the Act have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the any of the services provided by the Company. Accordingly, clause 3(vi) of the Order is not applicable.

(vii)(a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and

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

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

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

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

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

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

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

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

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to banks or financial institutions or any other lender during the year.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

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

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current year. However, the Company has incurred cash losses of INR 2,841.16 lakhs in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly,

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

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

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

B. H. Dhupelia

Bhavesh Dhupelia
Partner
Membership No.: 042070
ICAI UDIN:23042070BGYGLW1670

Place: Mumbai
Date: 18 May 2023

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

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

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

Opinion

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

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

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

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls with Reference to Financial Statements

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

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

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

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

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

B. H. Dhupelia

Bhavesh Dhupelia
Partner
Membership No.: 042070
ICAI UDIN:23042070BGYGLW1670

Place: Mumbai
Date: 18 May 2023

G. M. KAPADIA & CO.
(REGISTERED)
CHARTERED ACCOUNTANTS
1007, RAHEJA CHAMBERS, 213, NARIMAN POINT, MUMBAI 400 021. INDIA
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Independent Auditor's Report
To the Members of TC Visa Services (India) Limited
Report on Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **TC Visa Services (India) Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("the Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in report of board of directors but does not include the standalone financial statements and our auditor's report thereon.

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

MUMBAI NEW DELHI CHENNAI BENGALURU HYDERABAD JAIPUR

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

(i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(ii) 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;

(iii) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;

(iv) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;

(v) On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;

(vi) 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";

(vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable to the Company; and

(viii) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

a) The Company does not have any pending litigations, which would impact the financial position of the Company;

b) The Company did not have any material foreseeable losses on long-term contracts including derivative contracts;

c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

d) (i) The Management has represented that, to the best of its knowledge and belief, as stated in Note No. 28, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether

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recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented, that, to the best of its knowledge and belief, as stated in Note No. 28, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures performed by us that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above, contain any material mis-statement;

e) The Company has neither declared nor paid any dividend during the year.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

Atul Shah
Partner
Membership No. 039569
UDIN:23039569BGURJB5768

Place: Mumbai
Dated: 12 MAY 2023

Annexure A to the Independent Auditor's Report

Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2023 :

To the best of our information and according to the explanation provided to us by the Company and the books of account and records examined by us in the normal course of our audit, we state that:

(i) (a) to (d) The Company does not have any property, plant and equipment and hence provision of paragraph 3(i)(a) to (d) of the Order is not applicable; and

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) (a) The Company's nature of operations does not require it to hold inventories. Consequently, paragraph 3(ii)(a) of the Order regarding physical verification of inventories and maintenance of records is not applicable; and

(b) During the year, the Company has not been sanctioned any working capital limits. Accordingly, reporting under paragraph 3(ii)(b) of the Order is not applicable.

(iii) (a) The Company has given unsecured loan to its holding company during the year amounting to Rs. 95 million and the same has been repaid during the year. The Company has not granted secured loans/advances in the nature of loans, or stood guarantee, or provided security to any parties;

(b) The terms and conditions of the grant of the above-mentioned loan were not prejudicial to the Company's interest; and

(c) to (f)Since, the loan granted has been repaid during the year itself, paragraph 3(iii)(c) to (f) of the Order is not applicable.

(iv) The Company has not granted any loans, or provided any guarantees or security to the parties covered under section 185 of the Act. The Company has complied with the provisions of section 186 of the Act in respect of loan given by it and the Company has not provided any guarantees or security or made investment to the parties covered under section 186 of the Act.

(v) In our opinion and according to the information and explanation given to us, the Company has not accepted deposits or amounts which are deemed to be deposits therefore, the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable to the Company. We have been informed by the management that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard.

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(vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act, for the business activities carried out by the Company. Hence, reporting under paragraph 3(vi) of the Order is not applicable.

(vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, 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, as applicable, to the appropriate authorities. According to the information and explanations given to us and based on verification carried out by us on test basis, there are no arrears of statutory dues outstanding as on the last day of the financial year concerned for a period of more than six months from the date, they became payable; and

(b) There are no such statutory dues as referred to in sub- paragraph (a) above which have not been deposited with the concerned authorities as on March 31, 2023, on account of dispute.

(viii) There are no transaction which are not recorded in the books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority;

(c) The Company has not taken any terms loan. Accordingly, reporting under paragraph 3(ix)(c) of the Order is not applicable to the Company;

(d) The Company has not raised any funds on short-term basis. Accordingly, the reporting under paragraph 3(ix)(d) of the Order is not applicable to the Company;

(e) & (f) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, the reporting under paragraph 3(ix)(e) and (f) of the Order is not applicable.

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under paragraph 3(x)(a) of the Order is not applicable to the Company; and

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the current financial year. Accordingly, the reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

(xi) (a) We have neither come across any instance of fraud by the Company or any material instance of fraud on the Company by its officers or employees, noticed or reported during the year;

(b) No report under section 143(12) of the Act has been filed during the year by the auditors in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government; and

(c) There are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv)(a) & (b) The Company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Act.

(xv) The Company has not entered into any non-cash transaction with directors. We have been informed that no such transactions have been entered into with persons connected with directors.

(xvi) (a) to (c) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under paragraph 3(xvi) (a) (b) and (c) of the Order is not applicable; and

(d) The Group does not have any CIC as part of the Group as per definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under paragraph 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year.The Company has incurred Rs.127 Lakhs cash loss in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under paragraph 3(xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The provisions of section 135(5) and 135(6) of the Act are not applicable to the Company. Accordingly, the reporting under paragraph 3(xx)(a) and (b) of the Order is not applicable to the Company.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

Atul Shah
Partner
Membership No. 039569
UDIN:23039569BGURJB5768

Place: Mumbai
Dated: 12 MAY 2023

Annexure B to the Independent Auditor's Report
Referred to in paragraph 2(vi) under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on the standalone financial statements for the year ended March 31, 2023

Opinion

We have audited the internal financial controls with reference to the standalone financial statements of the Company as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the standalone financial statements 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 with reference to the standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the standalone financial statements included obtaining an understanding of internal financial controls with reference to the standalone financial statements, assessing the risk that a material weakness

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

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 standalone 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 with reference to the standalone financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to the Standalone Financial Statements

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

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 039569
UDIN:23039569BGURJB5768

Place: Mumbai
Dated: 12 MAY 2023

TC VISA SERVICES (INDIA) LIMITED
Balance Sheet as at March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-Current Assets			
Deferred Tax Assets (Net)	3	91.8	94.1
Total Non-Current Assets		**91.8**	**94.1**
Current Assets			
Financial Assets			
- Investment	5(a)	-	-
- Trade Receivables	5(a)	71.5	150.6
- Cash & Cash Equivalents	5(b)	1,079.9	517.6
- Other Financial Assets	5(c)	0.7	577.3
- Loan	5(d)	-	-
Current Tax Assets	4	-	-
Other Current Assets	6	44.8	87.0
Total Current Assets		**1,196.9**	**1,332.5**
TOTAL ASSETS		**1,288.7**	**1,426.6**
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	7	5.0	5.0
Other Equity - Reserve & Surplus	8	935.6	928.7
Total Equity		**940.6**	**933.7**
LIABILITIES			
Non-Current Liabilities			
Employee Benefit Obligations	9	5.7	8.6
Total Non-Current Liabilities		**5.7**	**8.6**
Current Liabilities			
Financial Liabilities -			
Trade Payables	10 (a)	139.9	301.2
Other Financial Liabilities	10 (b)	168.5	21.8
Employee Benefit Obligations	9	16.1	19.1
Current Tax Liabilities	4	3.3	15.5
Other Current Liabilities	11	14.6	126.7
Total Current Liabilities		**342.4**	**484.3**
TOTAL LIABILITIES		**348.1**	**492.9**
TOTAL EQUITY AND LIABILITIES		**1,288.7**	**1,426.6**

The above balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 39569

Date: May 12, 2023
Place: Mumbai

For and on behalf of the Board of Directors

Abraham Alapatt
Director
DIN: 06809421

Date: May 12, 2023
Place: Mumbai

Rambhau Kenkare
Director
DIN: 01272743

Date: May 12, 2023
Place: Mumbai

TC VISA SERVICES (INDIA) LIMITED
Statement of Profit And Loss for the Year Ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Notes	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Income			
Revenue from operations	12	59.6	103.3
Other income	13	67.2	87.4
Total income		**126.8**	**190.7**
Expenses			
Employee benefits expense	14	56.0	179.1
Finance Cost	15	5.4	24.0
Other Expenses	16	56.2	114.9
Total expenses		**117.6**	**318.0**
Profit / (Loss) before tax		**9.2**	**(127.3)**
Less: Tax expense	17		
Current tax		-	-
Deferred tax		2.3	(32.0)
Total tax expenses		**2.3**	**(32.0)**
Profit / (Loss) for the year (A)		**6.9**	**(95.3)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		-	11.4
Income tax relating to items that will not be reclassified to profit or loss		-	(2.9)
Total other comprehensive income for the year, net of taxes (B)		**-**	**8.5**
Total comprehensive income for the year (A+B)		**6.9**	**(86.8)**
Earnings per equity share (Face value of INR 10 each)	22		
- Basic earnings per share (In INR)		13.8	(190.5)
- Diluted earnings per share (In INR)		13.8	(190.5)

The above statement of profit and loss should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 39569

Date: May 12, 2023
Place: Mumbai

For and on behalf of the Board of Directors

Abraham Alapatt
Director
DIN: 06809421

Date: May 12, 2023
Place: Mumbai

Rambhau Kenkare
Director
DIN: 01272743

Date: May 12, 2023
Place: Mumbai

TC VISA SERVICES (INDIA) LIMITED
Statement of Cash Flows for the Year Ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
A) Cash flow from operating activities		
Profit / (Loss) before income tax	**9.2**	**(127.3)**
Adjustments for:		
Written off of irrecoverable balances (Net)	(34.3)	(21.2)
Provision for Doubtful Debts and Advances (Net)	7.1	-
Interest income on Loan	(8.8)	-
Operating profit before changes in operating assets and liabilities	**(26.8)**	**(148.5)**
Change in operating assets and liabilities:		
(Increase)/Decrease in trade receivable	51.0	(67.7)
(Increase)/Decrease in other financial assets	576.6	(551.8)
(Increase)/Decrease in other current assets	42.2	(25.5)
Increase/(Decrease) in non current employee benefit obligations	(3.0)	3.7
Increase/(Decrease) in trade payables	40.8	(122.2)
Increase/(Decrease) in current employee benefit obligations	(3.0)	(1.9)
Increase/(Decrease) in other current liabilities	(112.1)	67.8
Cash generated from operations	**565.7**	**(846.1)**
Income taxes paid	(12.2)	22.6
Net cash inflow / (outflow) from operating activities	**553.5**	**(823.5)**
B) Cash flow from investing activities:		
Loan given to Related Parties	(950.0)	-
Repayment of Loan given to Related Parties	950.0	1,300.0
Interest on Loan given	8.8	-
Net cash inflow from investing activities	**8.8**	**1,300.0**
C) Cash flow from financing activities:	-	-
Net increase in cash and cash equivalents	562.3	476.5
Add: Cash and cash equivalents at the beginning of the financial year	517.6	41.1
Cash and cash equivalents at the end of the year	**1,079.9**	**517.6**

Reconciliation of Cash Flow statements as per the cash flow statement	**For the Year Ended March 31, 2023**	**For the Year Ended March 31, 2022**
Cash Flow statement as per above comprises of the following		
Cash and cash equivalents	1,079.9	517.6
Bank Overdrafts	-	-
Balances as per statement of cash flows	**1,079.9**	**517.6**

Notes :

1. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS-7) on Statement of Cash Flow as notified under Companies (Acounts) Rules, 2015.
2. The above statement of Cash flow should be read in conjunction with the accompanying notes.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 39569

Date: May 12, 2023
Place: Mumbai

For and on behalf of the Board of Directors

Abraham Alapatt
Director
DIN: 06809421

Date: May 12, 2023
Place: Mumbai

Rambhau Kenkare
Director
DIN: 01272743

Date: May 12, 2023
Place: Mumbai

TC VISA SERVICES (INDIA) LIMITED
Statement of Changes in Equity for the Year Ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

STATEMENT OF CHANGES IN EQUITY

Equity share capital

Particulars	Amount
Balance as at March 31, 2021	**5.0**
Changes in Equity Share Capital due to prior period error	-
Restated balance at the beginning of the current reporting period	-
Changes in equity share capital during the year	-
Balance as at March 31, 2022	**5.0**
Changes in Equity Share Capital due to prior period error	-
Restated balance at the beginning of the current reporting period	-
Changes in equity share capital during the year	-
Balance as at March 31, 2023	**5.0**

	Reserves and Surplus		
Particulars	**Capital Contribution**	**Retained Earnings**	**Total Other Equity**
Balance as at March 31, 2021	**9.9**	**1,005.5**	**1,015.4**
Profit for the year	-	(95.3)	(95.3)
Other Comprehensive Income	-	8.5	8.5
Transaction with owners in their capacity as owners			
Employee Stock Option Expense	-	-	-
Balance as at March 31, 2022	**9.9**	**918.7**	**928.7**
Profit for the year	-	6.9	6.9
Other Comprehensive Income	-	-	-
Balance as at March 31, 2023	**9.9**	**925.6**	**935.6**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

Atul Shah
Partner
Membership No. 39569

Date: May 12, 2023
Place: Mumbai

For and on behalf of the Board of Directors

Abraham Alapatt
Director
DIN: 06809421

Date: May 12, 2023
Place: Mumbai

Rambhau Kenkare
Director
DIN: 01272743

Date: May 12, 2023
Place: Mumbai

TC VISA SERVICES (INDIA) LIMITED
Notes forming part of the Financial Statements for the Year Ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

General Information

TC Visa Services (India) Limited (the "Company") was incorporated on August 30, 2011 with main object to render consultancy and / or advisory services in connection with obtaining / arranging visas. The Company is a 100% subsidiary of Thomas Cook (India) Limited. The Company commenced operations from February 1, 2013.

1 Significant Accounting Policies

1.1 Basis of preparation of financial statements

(a) Statement of compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS')

In accordance with proviso of the Rule 4A of Companies Accounting Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting standards as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with rule 4 of the Companies (Indian Accounting standards) Rules, 2015 and other relevant provisions of the Act as amended from time to time that are notified and effective as at 31st March, 2023.
Financial for the Year Ended March 31, 2023 is prepared based on IND AS.

Current V/s Non-Current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of services and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-noncurrent classification of assets and liabilities.

(b) Historical cost convention

The Financial Statements have been prepared on a historical cost basis, except for the following:
• Investments, and
• Defined benefit plans

(c) Use of estimates and judgments

The preparation of Standalone Financial Information requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the Standalone Financial Information. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The areas involving critical estimates and judgments are:
(i) Estimation of defined benefit obligation
(ii) Impairment of Trade Receivables

1.2 Revenue Recognition

To recognize revenues, the Company applies the following five step approach:
1. identify the contract with a customer;
2. identify the performance obligations in the contract;
3. determine the transaction price;
4. allocate the transaction price to the performance obligations in the contract; and
5. recognize revenues when a performance obligation is satisfied.

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.
Revenue comprises of consultancy and / or advisory services in connection with obtaining / arranging visas. The revenue arising from providing consultancy and/or advisory services in connection with obtaining Visa clearance services is included on the basis of margins earned, since inclusion on the basis of their gross value would not be meaningful and potentially misleading as an indicator of the level of the Company's business.

Revenue is recognised when services towards obtaining /arranging Visa clearance(s) are rendered i.e. submission of relevant documents to the Consulate.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue in excess of billing is classified as Accrued Revenue and is classified as a financial asset because, in these cases, right to consideration is unconditional upon passage of time. While invoicing in excess of revenue is classified as Income received in Advance.

The Company presents revenues net of indirect taxes in its statement of profit and loss.

1.3 Other Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is recognized when the right to receive dividend is established.

TC VISA SERVICES (INDIA) LTD.

1.4 Taxes on Income

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Income Tax:

Income tax for the period comprises of current tax and deferred tax. Income tax is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised in 'Other comprehensive income or directly in equity, in which case the tax is recognised in 'Other comprehensive income' or directly in equity, respectively.

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

Deferred Tax:

Deferred tax is recognised using the liability method on taxable temporary differences between the tax base and the accounting base of items included in the Balance Sheet of the Company.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

A deferred tax liability is recognised based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Certain temporary differences arising on initial recognition of assets or liabilities that affect neither accounting nor taxable profit are not recognised.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

1.5 Employee Benefits

(a) Long-term Employee Benefits

The Company operates the following post-employment schemes:

(i) Defined benefit plans such as gratuity
(ii) Defined contribution plans such as provident fund

(i) Defined Contribution Plans

Contribution towards Provident Fund for all employees are made to the regulatory authorities,where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

Company's contributions to the above funds are charged to the Statement of Profit and Loss for the year for which the contributions are due for payment.

(ii) Defined Benefit Plans

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

Contribution to Gratuity is based on the premium contribution called for by the Life Insurance Corporation of India (LIC) with whom the Company has entered into an arrangement. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged or credited in the statement of profit and loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the statement of profit and loss.

(b) Short-term Employee Benefit

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

TC VISA SERVICES (INDIA) LTD.

1.6 Impairment of Assets

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

The entity considers evidence of impairment for receivables for each specific asset. All individually significant receivables are assessed for specific impairment.

1.7 Provisions and contingent liabilities
Provisions are recognised when the entity has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. Provisions are not recognised for future operating losses. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations shall be small. Provisions are measured at the present value of management's best estimate of the expenditure require to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

1.8 Cash and Cash Equivalents
For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Cash and cash equivalents include cash on hand, term deposits with banks and other short-term highly liquid investments. To be classified as cash and cash equivalents, the financial asset must:

• be readily convertible into cash;
• have an insignificant risk of changes in value; and
• have a maturity period of three months or less at acquisition.

In the cash flow statement, Cash and Cash Equivalents includes Cash on Hand, Cheques/Drafts on Hand, Remittances in Transit, Balances with Bank held in Current Account and Demand Deposits with maturities of three months or less. Bank overdrafts are repayable on demand and form an integral part of an entity's cash management, and are included as a component of cash and cash equivalents. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

1.9 Trade receivables
Trade receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Although the Company recognises the revenue relating to commission on net and agent basis, the trade receivables and trade payables are recognised on the gross value of services rendered and services received respectively.

2.0 Financial Instruments
(a) Financial assets
(i) Initial recognition and measurement
Financial assets are recognised when the entity becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value. Transaction costs are expensed in the Statement of Profit and Loss, expect for financial instruments carried at amortised cost, where transaction costs are adjusted in the amortised cost of the asset.

(ii) Subsequent Measurement
Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') on the basis of:
- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

(a) **Measured at amortised cost** : Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model with the objective of holding the assets to collect contractual cash flows, are subsequently measured at amortised cost using the effective interest rate ('EIR') method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, gain or loss, if any, is recognised in the Statement of Profit and Loss.
(b)**Measured at fair value through other comprehensive income** : Financial assets which have contractual cash flows that are solely payments of principal and interest on the principal outstanding and is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, is measured at fair value through other comprehensive income. It is subsequently measured at fair value with unrealised gains or losses recognised in the other comprehensive income ('OCI'), except for interest income which is recognised as 'other income' in the Statement of Profit and Loss using the EIR method. The losses arising from impairment are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

TC VISA SERVICES (INDIA) LTD.

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

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

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

(b) Financial liabilities
(i) Initial recognition and measurement:
Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value plus transaction costs for all financial liabilities not carried at fair value through profit or loss. Financial liabilities carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the Statement of Profit and Loss.
(ii) Subsequent measurement:
Financial liabilities are subsequently measured at amortised cost using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

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

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

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

2.3 Rounding of amounts
All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs or decimals thereof as per the requirement of schedule III (division II), unless otherwise stated.

2.4 Previous year's figures have been regrouped/rearranged wherever necessary to confirm with current year's figures.

2 Critical Accounting Estimates and Judgements:
The preparation of Standalone Financial Information requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Standalone Financial Information. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that shall have a financial impact on the Company and that are believed to be reasonable under the circumstances.

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TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Note 3: Deferred Tax Assets (Net)

The balance comprises of temporary differences attributable to:

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Assets		
On carriforward buisness losses	-	-
On provisions allowable for tax purpose when paid	91.8	88.1
On Provision for Doubtful Advances	-	6.0
Net Deferred Tax Assets	**91.8**	**94.1**

Movement in Deferred Tax Assets

Particulars	On provisions allowable for tax purpose when paid	On Provision for Doubtful Advances	Total
As at April 1, 2021	53.7	11.3	65.0
charged/(credited)			
-to profit or loss	37.3	(5.2)	32.0
-to other comprehensive income	(2.9)	-	(2.9)
As at March 31, 2022	**88.1**	**6.0**	**94.1**
charged/(credited)			
-to profit or loss	3.7	(6.0)	(2.3)
-to other comprehensive income	-	-	-
As at March 31, 2023	**91.8**	**-**	**91.8**

Note 4: Current Tax Assets/(Liabilities)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance - Current Tax Asset/(Liability)	(15.5)	7.1
Less: Current Tax payable for the year	-	-
Add: Taxes Paid	12.2	(22.6)
Closing Balances - Current Tax Asset/(Liabilities)	**(3.3)**	**(15.5)**

Note 5: Financial Assets

5(a)Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Receivables	71.5	174.6
Less: Allowance for doubtful debts	-	(24.0)
Total receivables	**71.5**	**150.6**
Break up of Security Details		
Unsecured, considered good	71.5	150.6
Unsecured, considered Doubtful	-	24.0
Total	**71.5**	**174.6**
Less : Allowance for doubtful debts	-	(24.0)
Total Trade Receivables	**71.5**	**150.6**

TC VISA SERVICES (INDIA) LTD

Trade receivables Ageing Schedule
As at 31st Mar 2023

Particular	Less than 6 Month	6 Month - 1 Year	1-2 Year	2-3 Year	More than 3 Years	Total
Undisputed Trade Receivables - Considered Good	3.6	16.8	26.4	-	24.7	71.5
Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
Total	3.6	16.8	26.4	-	24.7	71.5

Trade receivables Ageing Schedule
As at 31 March 2022

Particular	Less than 6 Month	6 Month - 1 Year	1-2 Year	2-3 Year	More than 3 Years	Total
Undisputed Trade Receivables - Considered Good	58.6	41.0	4.5	6.6	39.9	150.6
Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables - Credit Impaired	-	-	-	-	24.0	24.0
Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
Disputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
Less: Allowances	-	-	-	-	(24.0)	(24.0)
Total	58.6	41.0	4.5	6.6	39.9	150.6

5(b) Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks :		
In current accounts	89.9	63.6
Fixed Deposits with original maturity of less than three months	990.0	450.0
Cash in hand	-	3.9
Cheques on hand	-	0.1
Total Cash and cash equivalents	**1,079.9**	**517.6**

5(c) Other Financial Assets

Particulars	Non-current	Current	Non-current	Current
	As at March 31, 2023		As at March 31, 2022	
Accrued Revenue	-	0.7	-	8.1
Other Receivables from Related Parties	-	0.0	-	569.2
Total Other Financial Assets	-	**0.7**	-	577.3

5(d) Loan

Particulars	Non-current	Current	% of Total	Non-current	Current	% of Total
	As at March 31, 2023			As at March 31, 2022		
Loan to Related Parties	-	-	-	-	-	-
Total Loan	-	-	-	-	-	-

Note: Loan Repayable without specifying any terms or period of repayment. Current period loan has been taken and repaid back.

TC VISA SERVICES (INDIA) LTD.

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Note 6: Other Current Assets

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Advance to Suppliers		
Considered good	26.2	61.4
Considered Doubtful	-	-
Less: Allowance for doubtful advances	-	-
	26.2	**61.4**
Prepaid expenses	-	1.5
Receivable with Government authorities- GST	18.6	24.1
Total	**44.8**	**87.0**

TC VISA SERVICES (INDIA) LTD

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Note 7: Equity Share Capital

Equity Share capital

Particulars	No of Shares (In lakhs)	Amount
AUTHORISED		
As at April 1, 2021	5.0	50.0
Increase during the Year Ended March 31, 2022	-	-
As at March 31, 2022	5.0	50.0
Increase during the Year Ended March 31, 2023	-	-
As at March 31, 2023	5.0	50.0

(i) Movement in Equity Share Capital during the Year

Particulars	No of Shares (In lakhs)	Amount
As at April 1, 2021	0.5	5.0
Increase during the Year Ended March 31, 2022	-	-
As at March 31, 2022	0.5	5.0
Increase during the Year Ended March 31, 2023	-	-
As at March 31, 2023	0.5	5.0

(ii) Terms and rights attached to shares
The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the residual assets of the Company after distribution to all secured creditors, if any, of all preferential amounts, in proportion to their dues.

(iii) Shares of the company held by Holding Company

Particulars	As at March 31, 2023			As at March 31, 2022		
	No of Shares (In lakhs)	Amount	% Change during the year	No of Shares (In lakhs)	Amount	% Change during the year
Equity Shares						
Thomas Cook (India) Limited and its nominees	0.5	5.0	-	0.5	5.0	-

(iv) Shareholding Pattern (Shareholders holding 5% or more shares in the Company)

Category of Shareholder	As at March 31, 2023			As at March 31, 2022		
	No of shares (In lakhs)	% of Holding	% Change during the year	No of shares (In lakhs)	% of Holding	% Change during the year
Equity Shares						
Thomas Cook (India) Limited and its nominees	0.5	100.0%	-	0.5	100.0%	-

(v) Shares held by Promoters at the end of the year

Category of Shareholder	As at March 31, 2023			As at March 31, 2022		
	No of shares (In lakhs)	% of Holding	% Change during the year	No of shares (In lakhs)	% of Holding	% Change during the year
Equity Shares						
Thomas Cook (India) Limited and its nominees	0.5	100.0%	-	0.5	100.0%	-

TC VISA SERVICES (INDIA) LTD.

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Note 8: Reserves and surplus

Particulars	As at March 31, 2023	As at March 31, 2022
Capital Contribution	9.9	9.9
Retained Earnings	925.7	918.7
Total reserves and surplus	**935.6**	**928.6**

(a) Capital Contribution

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	**9.9**	**9.9**
Capital Contribution towards ESOP Expenses	-	-
Closing Balance	**9.9**	**9.9**

(b) Retained Earnings

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	**918.7**	**1,005.5**
Net Profit for the year	6.9	(95.3)
Items of other Comprehensive income recognised directly in retained earnings	-	8.5
Closing Balance	**925.6**	**918.7**

Nature and Purpose of Reserves-

Capital Contribution

The company has created capital contribution reserve in relation to push-down ESOP's from its parent company- Thomas Cook (India) Limited due to Ind AS requirement.

TC VISA SERVICES (INDIA) LTD.

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Note 9: Employee Benefit Obligations

Particulars	As at March 31, 2023			As at March 31, 2022		
	Non Current	Current	Total	Non Current	Current	Total
Leave Entitlement	-	-	-	-	1.6	1.6
Gratuity	5.7	-	5.7	8.6	-	8.6
Employee Benefit Payables	-	16.1	16.1	-	17.5	17.5
Total	**5.7**	**16.1**	**21.8**	**8.6**	**19.1**	**27.7**

(i)Leave Obligations - Leave Entitlement
The leave obligations cover the Company's liability for earned leave.

Particulars	As at March 31, 2023	As at March 31, 2022
Current leave obligations expected to be settled within next 12 months	-	1.6

(ii) Post Employment Obligations
Gratuity
The company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity.

The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. During current year, employees are transferred to Group entities and Gratuity balances of obligation and plan assets are under process of transfer.
(iii) Defined contribution Plans
The company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

Balance Sheet Amounts - Gratuity
The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
March 31, 2021	**18.9**	**2.7**	**16.2**
Current service cost	3.1	0.0	3.1
Interest expense/(income)	1.0	0.2	0.8
Total amount recognised in profit and loss	**4.1**	**0.2**	**3.9**
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	2.0	(2.0)
(Gain)/loss from change in demographic assumptions	0.3	-	0.3
(Gain)/loss from change in financial assumptions	(1.4)	-	(1.4)
Experience (gains)/losses	(8.3)	-	(8.3)
Total amount recognised in other comprehensive income	**(9.4)**	**2.0**	**(11.4)**
Employer contributions	-	-	-
Benefit payments	(1.1)	(1.1)	-
March 31, 2022	**12.5**	**3.9**	**8.6**

TC VISA SERVICES (INDIA) LTD.

(All amounts in INR Lakhs, unless otherwise stated)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
March 31, 2022	12.5	3.9	8.6
Current service cost	-	-	-
Interest expense/(income)	-	-	-
Total amount recognised in profit and loss	-	-	-
Remeasurements	-	-	
Return on plan assets, excluding amount included in interest expense/(income)	-	-	-
(Gain)/loss from change in demographic assumptions	-	-	-
(Gain)/loss from change in financial assumptions	-	-	-
Experience (gains)/losses	-	-	-
Total amount recognised in other comprehensive income	-	-	-
Employer contributions	-	-	-
Benefit payments	-	-	-
31st March 2023	12.5	3.9	8.6

The net liability disclosed above relates to funded and unfunded plans are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of funded obligations	-	12.5
Fair value of plan assets	-	3.9
Deficit of funded plan	-	8.6
Unfunded plans	-	-
Deficit of gratuity plan	-	8.6

Significant estimates: Actuarial assumptions and sensitivity
The significant actuarial assumptions were as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate	-	6.85%
Salary growth rate	-	6.00%

(iv) Sensitivity analysis
The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Change in assumptions		Impact on defined benefit obligation			
			Increase in assumptions		Decrease in assumptions	
	March 31,2023	March 31,2022	March 31,2023	March 31,2022	March 31,2023	March 31,2022
Discount rate	-	50 basis point	-	-4.44%	-	4.78%
Salary growth rate	-	50 basis point	-	4.79%	-	-4.49%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions shall be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

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

Particulars	As at March 31, 2023			As at March 31, 2022		
	Unquoted	Total	In %	Unquoted	Total	In %
Insurer (LIC) Managed Funds	-	-	-	3.9	3.9	100.00%

(v) Risk Exposure for Gratuity

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below :
a) **Asset volatility**- The plan liabilities are calculated using a discount rate set with reference to bond yields, if the plan assets underperform this yield, this will create a deficit. Further any decrease in the bond yields will increase the plan liabilities. The plan assets investments are in unquoted securities which are subject to interest rate risks and the fund manages the interest rate risks to an acceptable low level.
b) **Salary growth & Demographic assumptions-** The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, there is a risk for the company that any adverse salary growth or demographic experience or inadequate returns on underlying plan assets can result in an increase in cost of providing these benefits to employees in future. Since the benefits are lumpsum in nature the plan is not subject to any longevity risks.

(vi) Defined benefit liability and employer contributions
The weighted average duration of the defined benefit obligation is nil (2022 - 9.20 years). The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
Post Employment Obligations as at March 31, 2023	-	-	-	-	-
Post Employment Obligations as at March 31, 2022	1.3	1.2	3.0	21.4	**26.9**
Post Employment Obligations as at March 31, 2021	3.4	3.1	7.1	13.7	**27.3**
Post Employment Obligations as at March 31, 2020	6.9	5.6	12.0	36.1	**60.6**
Post Employment Obligations as at March 31, 2019	6.3	5.5	11.8	26.5	**50.1**
Post Employment Obligations as at March 31, 2018	5.5	4.9	10.8	22.4	**43.5**

TC VISA SERVICES (INDIA) LTD.

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Note 10: Financial Liabilities

10(a) Trade Payables

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Payables		
-Dues of micro enterprises and small enterprises	-	-
-Dues of creditors other than micro enterprises and small enterprises	139.9	301.2
Total Trade Payables	**139.9**	**301.2**

Note: There are no delayed payments to Micro and Small Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 during the year. Further, there are no dues to such parties which are outstanding as at the Balance Sheet date. This information has been determined on the basis of information available with the company. This has been relied upon by the auditors.

Trade Payable Ageing Schedule

As at 31st March 2023

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	33.2	43.6	47.7	15.4	139.9
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total Trade Payables	33.2	43.6	47.7	15.4	139.9

As at 31st March, 2022

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	184.1	83.9	32.6	0.6	301.2
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-
Total Trade Payables	184.1	83.9	32.6	0.6	301.2

10(b) Other Financial Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Amount payable to Related parties	168.5	21.8
Total	**168.5**	**21.8**

Note 11: Other Current Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Advance received from Customers	13.6	112.5
Statutory Dues	1.0	14.2
Total	**14.6**	**126.7**

TC VISA SERVICES (INDIA) LTD.

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2023
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Note 12: Revenue from Operations

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Income From Operations	59.6	103.3
Total	**59.6**	**103.3**

Note 13: Other Income

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Claims Written back	55.6	1.0
Miscellaneous Income	2.8	44.6
Interest on Loan to Related Parties	8.8	41.8
Total	**67.2**	**87.4**

Note 14: Employee Benefit Expenses

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Salaries Wages and Bonus	56.1	166.4
Contribution to Provident and Other Funds	2.2	8.1
Gratuity (Refer note 9)	(2.7)	4.5
Staff Welfare Expenses	0.4	0.1
Total	**56.0**	**179.1**

Note 15: Finance Costs

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Bank Charges	1.0	2.1
Credit card charges	4.4	21.9
Total	**5.4**	**24.0**

* Amount is below the rounding off norm adopted by the Company.

Note 16: Other Expenses

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Rent (Refer note 23)	6.1	18.8
Repairs and Maintenance	0.6	4.6
Rates and Taxes	-	0.4
Travelling Expenses	3.3	0.3
Legal and Professional Charges #(Refer note below "a")	9.3	8.4
Printing, Stationery and Communication Cost	0.3	-
Courier Charges	1.9	2.4
Brokerage	0.0	0.1
Provisions for doubtful debts and Advances (net off bad debt w/off)	7.1	13.3
Advertisment Expenses	0.1	0.1
Outsourced Staff	0.0	55.2
Written off of irrecoverable balances	21.3	-
Miscellaneous Expenses	6.2	11.3
Total	**56.2**	**114.9**

Legal and Professional charges include auditors remuneration

(a): Details of payments to auditors

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Payment to auditors		
As auditor:		
-Statutory Audit	4.0	4.6
-Tax Audit	1.4	1.1
In other capacities		
-Re-imbursement of expenses	-	-
Total payments to auditors	**5.4**	**5.7**

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(All amounts in INR Lakhs, unless otherwise stated)

Note 17: Income Tax Expense

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
(a) Income tax expense		
Current tax		
Current tax on profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	-	-
Deferred tax		
Decrease (increase) in deferred tax assets	2.3	(32.0)
Total deferred tax credit	**2.3**	**(32.0)**
Income tax expense	**2.3**	**(32.0)**

(b) The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Profit from continuing operations before income tax expense	9.2	(127.3)
Tax at the Indian tax rate of 25.17% (PY - 25.17%)	**2.3**	**(32.0)**
Tax effect of amounts which are not deductible(taxable) in calculating taxable income:		
Interest on shortfall of advance tax	-	-
Dividend income	-	-
Sec 14A Disallowance	-	-
On account of rate difference as compared to previous year	-	-
Other items	-	-
Income tax expense	**2.3**	**(32.0)**

TC VISA SERVICES (INDIA) LTD. *

Note 18: Fair value measurements

Financial instruments by category

Particulars	As at 31 March 2023			As at 31 March 2022		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets						
Trade receivable	-	-	71.5	-	-	150.6
Cash and cash equivalents	-	-	1,079.9	-	-	517.6
Others	-	-	0.7	-	-	577.3
Total financial assets	-	-	**1,152.1**	-	-	**1,245.5**
Financial liabilities	-	-		-	-	
Trade Payable	-	-	139.9	-	-	301.2
Other Financial Liabilities	-	-	168.5	-	-	21.8
Total financial liabilities	-	-	**308.4**	-	-	**323.1**

The carrying amounts of trade receivable, cash and cash equivalents, other financial assets, trade payables, other financial liabilities are considered to be the same as their fair values due to their short-term nature.

Note 19: Financial risk management

(i) Risk management framework

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the policies and processes. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the management is responsible for overseeing the Company's risk assessment and management policies and processes.

(ii) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for payments that are 365 days past due as it represents its estimate of expected credit loss in respect of trade and other receivables. The Company does not have any financial assets, other than receivables from group entities, that are 365 days past due but not impaired.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers including group entities is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Neither past due nor impaired	-	-
Past due but not impaired	-	-
Past due 1–90 days	3.6	6.7
Past due 91–180 days	-	51.9
Past due 180–365 days	16.8	41.0
Past due > 365 days	51.1	75.0
	71.5	174.6

Reconciliation of loss allowance provision – Trade receivables

Reconciliation of loss allowance	Amount
Loss allowance on March 31, 2021	**45.2**
Changes in loss allowance	(21.2)
Loss allowance on March 31, 2022	**24.0**
Changes in loss allowance	(24.0)
Loss allowance on March 31, 2023	-

Expected credit loss assessment for customers as at March 31, 2023 and March 31, 2022

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. As company's customer is mainly its group company and few corporate customers (for whom based on information available in the public domain about their credibility/financial performance no impairment indicator exist) hence impairment of trade receivables do not reflect any significant credit losses.

Cash and cash equivalents

The Company held cash and cash equivalents with credit worthy banks and financial institutions of Rs 1079.9 Lakhs and Rs 517.6 Lakhs as at March 31, 2023 and March 31, 2022 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company had working capital of INR 854.5 Lacs as at March 31, 2023 and INR 848.1 Lacs as at March 31, 2022.

(iv) Market risk

(a) Foreign currency risk

The Company does not deal in foreign currency and hence there is no foreign currency risk exposure.

(b) Cash flow and interest rate risk

The entity does not have any borrowings with fluctuating interest rates and hence it is not exposed to interest rate risk.

(c) Price risk

The entity does not have investsment which are exposed to market fluctuations and hence it is not exposed to price risk.

Note 20: Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

TC VISA SERVICES (INDIA) LTD. *

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Note 21: Related Party Transactions

(a) Parent Entities

The Company is controlled by the following entity:

Name	Type	Place of Incorporation	Ownership Interest (%)	
			As at March 31, 2023	As at March 31, 2022
Thomas Cook (India) Limited, India ("TCIL")	Holding Company	India	100%	100%
Fairbridge Capital (Mauritius) Limited, Mauritius ("FCML") holds 72.34% of Equity Shares of TCIL. FCML is a stepdown subsidiary of Fairfax Financial Holding Limited, Canada the ultimate Holding Company.	Ultimate Holding Company	Canada		

(b) Name of the related party and related party relationship

Name	Place of Business/ country of incorporation	Relationship
SOTC Travel Limited	India	Fellow Subsidiary
TC Tours Limited	India	Fellow Subsidiary
Desert Adventures Tourism LLC	UAE	Fellow Subsidiary
Quess Corp Limited	India	Fellow Associate

(c) Key Management personnel

Particulars
R.R. Kenkare
Rajeev Kale
Abraham Alapatt

(d) Transactions with related parties

The following transactions occurred with related parties:

Nature of transaction	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Sale of services		
Thomas Cook (India) Limited	39.6	1,139.8
SOTC Travel Limited	-	88.2
Services Availed		
Desert Adventures Tourism LLC	13.0	-
Facilities and Support Services Availed		
Thomas Cook (India) Limited -Rent	6.6	20.2
Loan Given		
Thomas Cook (India) Limited	950.0	800.0
Loan repaid		
Thomas Cook (India) Limited	950.0	1,750.0
TC Tours Limited	-	350.0
Interest income on Loans to Related Parties		
Thomas Cook (India) Limited	10.2	40.5
TC Tours Limited	-	11.5
Other professional charges (Outsourced staff)		
Quess Gorp Limited	-	54.2
Balances as at the year end	**As at March 31, 2023**	**As at March 31, 2022**
Outstanding Receivable		
Thomas Cook (India) Limited	66.0	74.7
SOTC Travel Limited	5.5	28.0
Other Receivables from Related Parties		
TC Tours Limited	-	(2.3)
Desert Adventures Tourism LLC	-	152.2
Quess Corp Limited	-	1.3
Outstanding payables		
Thomas Cook (India) Limited	168.7	-

TC VISA SERVICES (INDIA) LTD. *

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Note 22: Earnings Per Share

Particulars	**For the Year Ended March 31, 2023**	**For the Year Ended March 31, 2022**
Net Profit attributable to equity shareholders	6.9	(95.3)
Weighted average number of outstanding shares	0.5	0.5
(a) Basic earnings per share		
Attributable to the equity holder of the company	13.8	(190.5)
(b) Diluted earnings per share		
Attributable to the equity holder of the company	13.8	(190.5)

(c) Reconciliation of earnings used in calculating earnings per share

Particulars	**March 31, 2023**	**March 31, 2022**
Basic earnings per share		
Profits attributable to the equity holders of the company used in calculating basic earnings per share	6.9	(95.3)
Profits attributable to the equity holders of the company used in calculating diluted earnings per share	**6.9**	**(95.3)**

(d) Weighted average number of shares used as the denominator

Particulars	**March 31, 2023**	**March 31, 2022**
Weighted average number of equity shares used as the denominator in calculating basic earning per share	0.5	0.5
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earning per share	0.5	0.5

TC VISA SERVICES (INDIA) LTD.

TC VISA SERVICES (INDIA) LIMITED
Notes to Financial Statements for the Year Ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Note 23: Operating Leases
Disclosures in respect of cancellable agreements for office premises taken on lease

Particulars	For the Year ended 31st March 2023	For the Year ended 31 March 2022
Lease payments recognised in the Statement of Profit and Loss	6.1	18.8

Significant leasing arrangements
-The lease agreements are for a period of eleven months to nine years.
-The lease agreements are cancellable at the option of either party by giving one month to six months' notice.
-Certain agreements provide for increase in rent.

Note 24: Segment Information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company has only one operating segment, which is 'Visa related services'. The Company earns it's entire revenue from its operations in India.

Note 25: Micro, Small and Medium Enterprises

There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding as at March 31, 2023. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Note 26 - IND AS 115 'Revenue from Contracts with Customers

As per Ind AS 115 'Revenue from Contracts with Customers' revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for services to a customer.

The Company's revenue was primarily comprised of Revenue from render consultancy and / or advisory services in connection with obtaining / arranging visas.

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

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Visa and Related Services	59.6	103.3
	59.6	103.3

ii) Disaggregate Revenue
The following table presents Company revenue disaggregated by type of revenue stream and by geography:
Revenue based on geography

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
India	59.6	103.3
Overseas	-	-
	59.6	103.3

Revenue based on product and services

Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
Visa and Related Services	59.6	103.3
	59.6	103.3

iii) Contract balance

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

Advance Collections is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from global distribution systems towards performance linked bonuses. Revenue from Performance linked bonuses from global distribution systems ('GDSs') is recognized as and when the performance obligations under the schemes are achieved.

Revenue from contract with customers

Particulars	As at March 31, 2023	As at March 31, 2022
Advance received from Customers	13.6	112.5
	13.6	112.5

TC VISA SERVICES (INDIA) LTD.

Note 27: Ratio Working

Ratio Analysis	Numerator	Denominator	For the year ended 31 March 2023	For the year ended 31 March 2022	Variance	Remark
Current Ratio	Total Current Assets	Total Current Liabilities	3.50	2.75	27%	The increase in the ratio is majorly due to reduction in trade payables. Apart from that investment in fixed deposits has been increased during current year.
Return on Equity Ratio	Profit after Tax	Closing Shareholder's Equity	0.01	-0.10	107%	There is an improvement in ROE due to profit earned during the current year as compared to losses incurred in previous year.
Trade Receivables turnover ratio	Revenue from Operations	Average current trade receivable	0.54	0.97	-45%	The operations has been reduced during the year.
Trade payables turnover ratio	Cost of Goods Sold (Expenses)	Average trade payable	0.25	0.30	-16%	The operations has been reduced during the year.
Net capital turnover ratio	Revenue from Operations	Closing working capital	0.07	0.12	-43%	Turnover is reduced as compared to previous year.
Net profit ratio	Profit after Tax	Revenue from Operations	0.12	-0.92	113%	There is an improvement in ratio due to profit earned during the current year as compared to losses incurred in previous year.
Return on Capital employed	Profit before interest and tax	Closing Capital Employed	0.02	-0.11	114%	There is an improvement in ratio due to profit earned during the current year as compared to losses incurred in previous year.

Note 28 : No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 29: Additional Regulatory Information detailed in clause 6Y of General Instructions given in Part I of Division II of the Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the company.

Note 30: Previous year's figures has been regrouped/rearranged wherever necessary to confirm with current year's figure.

Signatures to Notes 1 to 30 form an integral part of the financial statements.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 39569

Date: May 12, 2023
Place: Mumbai

For and on behalf of the Board of Directors

Abraham Alapatt
Director
DIN: 06809421

Date: May 12, 2023
Place: Mumbai

Rambhau Kenkare
Director
DIN: 01272743

Date: May 12, 2023
Place: Mumbai

Travel Corporation (India) Limited

(Formerly known as SOTC Travel management limited)

Balance sheet

as at 31 March 2023

(Currency : Indian rupees in Lakhs unless otherwise stated)

		Note	31 March 2023	31 March 2022
I.	**ASSETS**			
1	**Non-current assets**			
	(a) Property, plant and equipment	2	883.89	1,074.19
	(b) Right of use Asset	2	1,213.78	413.49
	(c) Other intangible assets	3	16.82	30.29
	(d) Capital work-in-progress	2	-	18.43
	(e) Intangible asset under development	3	989.61	608.66
	(f) Financial assets :			
	(i) Investments	4	140.52	140.52
	(ii) Other non current financial assets	5	404.19	460.30
	(g) Deferred tax assets (net)	6	3,566.92	2,925.26
	(h) Income tax assets	7	171.10	101.87
	(i) Other non-current assets	8	-	2.40
	Total non-current assets		**7,386.83**	**5,775.41**
2	**Current assets**			
	(a) Financial assets :			
	(i) Trade receivables	9	2,701.79	722.87
	(ii) Cash and cash equivalents	10(a)	1,558.26	336.69
	(iii) Bank balances other than cash and cash equivalents above	10(b)	1,001.71	1.63
	(iv) Other current financial assets	11	103.08	38.30
	(b) Other current assets	12	2,074.62	1,906.78
	Total current assets		**7,439.46**	**3,006.27**
	TOTAL ASSETS		**14,826.29**	**8,781.68**
II.	**EQUITY AND LIABILITIES**			
1	**Equity**			
	(a) Equity share capital	13	1.00	1.00
	(b) Other equity			
	(i) Instruments entirely equity in nature	14	19,901.94	19,901.94
	(ii) Reserves and surplus	14	(23,781.35)	(21,674.72)
	Total equity		**(3,878.41)**	**(1,771.78)**
2	**Non-current liabilities**			
	(a) Financial liabilities			
	(i) Lease liability	15	773.20	179.86
	(b) Provisions	16	147.64	153.25
	Total non-current liabilities		**920.84**	**333.11**
3	**Current liabilities**			
	(a) Financial liabilities :			
	(i) Short-term borrowings	17	6,906.00	6,106.00
	(ii) Lease liability	18	437.81	326.51
	(iii) Trade payables			
	1 Dues of micro enterprises and small enterprises	19	143.07	-
	2 Dues of creditors other than micro, small and medium enterprises	19	6,521.92	1,780.60
	(iv) Other financial liabilities	20	1,008.19	368.08
	(b) Other current liabilities	21	2,736.79	1,605.45
	(c) Short-term provisions	22	30.08	33.71
	Total current liabilities		**17,783.86**	**10,220.35**
	Total liabilities		**18,704.70**	**10,553.46**
	TOTAL EQUITY AND LIABILITIES		**14,826.29**	**8,781.68**

Significant accounting policies

The notes from 1 to 48 form an integral part of the financial statements

As per our report of even date attached

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

B. H. Dhupelia

Bhavesh Dhupelia
Partner
Membership No: 042070
Mumbai
17-May-2023

For and on behalf of the Board of Directors of
Travel Corporation (India) Limited
[CIN: U63040MH2001PLC131693]

Dipak Deva
Managing Director
[DIN:02030005]
Gurugram
04 May 2023

Madhavan Menon
Director
[DIN No: 00008542]
Gurugram
04 May 2023

Sanjay Shroff
Chief Financial Officer
Gurugram
04 May 2023

Abhijeet Sawant
Company Secretary
Gurugram
04 May 2023

TRAVEL CORPORATION (INDIA) LTD.

Travel Corporation (India) Limited

(Formerly known as SOTC Travel management limited)

Statement of profit and loss

for the year ended 31 March 2023

(Currency : Indian rupees in Lakhs unless otherwise stated)

		Note	For the year ended 31 March 2023	For the year ended 31 March 2022
(1)	**Revenue**			
	(a) Revenue from operations	23	22,486.73	1,668.17
	(b) Other income	24	622.91	460.68
	Total income		**23,109.64**	**2,128.85**
(2)	**Expenses**			
	(a) Cost of tours	25	18,761.52	1,054.84
	(b) Employee benefits expense	26	3,650.95	3,673.95
	(c) Finance costs	27	843.49	416.70
	(d) Depreciation and amortization expenses	2,3	855.48	972.40
	(e) Other expenses	28	1,827.64	1,309.64
	Total expenses		25,939.08	7,427.53
(3)	**(Loss) before tax**		**(2,829.44)**	**(5,298.68)**
(4)	**Tax expense:**			
	(a) Current tax	6	-	-
	(b) Deferred tax	6	(658.30)	(1,326.77)
(5)	**(Loss) after tax**		**(2,171.14)**	**(3,971.91)**
(6)	**Other comprehensive income (OCI)**			
	Items that will not be reclassified to profit or loss			
	(i) Remeasurements of defined benefit plan		66.10	82.37
	(ii) Income tax expense on remeasurement benefit of defined benefit plans		(16.64)	(20.73)
	Other comprehensive income (net of tax)		**49.46**	**61.64**
(7)	**Total comprehensive income for the year**		**(2,121.68)**	**(3,910.27)**
(8)	**Earnings per equity share**			
	(i) Basic	31	(0.22)	(0.40)
	(ii) Diluted	31	(0.22)	(0.40)

Significant accounting policies

The notes from 1 to 48 form an integral part of the financial statements

As per our report of even date attached.

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

Bhavesh Dhupelia
Partner
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TRAVEL CORPORATION (INDIA) LTD.

Travel Corporation (India) Limited

(Formerly known as SOTC Travel management limited)

Statement of cash flows

for the year ended 31 March 2023

(Currency : Indian rupees in Lakhs unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Cash flows from operating activities:		
(Loss) before tax	(2,829.44)	(5,298.68)
Adjustments for:		
Depreciation of Property, plant and equipment	293.22	363.19
Amortisation of intangible assets	24.49	39.48
Depreciation of ROU asset	537.77	569.73
(Gain)/loss on sale of property, plant and equipment and ROU asset	(7.54)	(24.00)
Unclaimed credit balances no longer required, written back	0.23	(9.59)
Excess provision no longer requried, written back	(37.94)	(199.29)
Operational lease rentals	-	30.46
Bad debts and Provision for doubtful debts and advances	(5.86)	61.56
Net unrealised foreign exchange differences	(99.24)	53.06
Expenses on employees stock options schemes (net)	15.05	36.08
Interest expense on ROU lease liability including finance lease	85.51	78.16
Interest income	(17.26)	(5.27)
Interest income - others	(39.76)	(34.19)
Interest expense	757.98	338.54
Dividend income from subsidiary	(316.10)	-
	(1,638.89)	**(4,000.76)**
Working capital Changes		
(Increase)/ Decrease in trade and other receivables	(1,865.16)	156.71
(Increase) in other assets	(165.44)	(337.28)
(Increase) in Other Financial assets	(77.79)	(19.05)
Increase/ (Decrease) in trade & other payables, other financial liabilities and current liabilities	6,010.13	(248.07)
Increase in provisions and employee benefits	56.86	72.49
Net cash flow from operations after working capiat adjustments	**2,319.71**	**(4,375.96)**
Income tax paid (net of refund)	(69.23)	5.02
Net cash flows generated from/ (used in) operating activities	**2,250.48**	**(4,370.94)**
Cash flows from investing activities:		
Acquisition of property, plant and equipment and intangible assets	(476.46)	(499.02)
Proceeds from sale of property, plant and equipment	7.54	81.92
Acquisition of investment in fixed deposit	(1,000.08)	18.15
Interest received	8.03	5.26
Dividend income from subsidiary	316.10	-
Net cash flows (used in) investing activities	**(1,144.87)**	**(393.69)**
Cash flows from financing activities:		
Proceeds from loans and borrowings	1,800.00	6,106.00
Repayment of borrowings	(1,000.00)	
Repayment of lease liability (Principal Amount)	(593.86)	(619.21)
Repayment of lease liability (Finance Charges)	(6.96)	(70.94)
Finance charges on borrowings	(75.82)	(36.88)
Net cash flow generated from financing activities	**123.36**	**5,378.97**
Net Increase in cash and cash equivalents	**1,228.97**	**614.34**
Cash and cash equivalents at the beginning of the year	**336.69**	**(196.12)**
Exchange difference on translation of foreign currency cash and cash equivalents	(7.40)	(81.53)
Cash and cash equivalents at the end of the year	**1,558.26**	**336.69**

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Chartered Accountants

Travel Corporation (India) Limited
(Formerly known as SOTC Travel management limited)
Statement of cash flows
for the year ended 31 March 2023
(Currency : Indian rupees in Lakhs unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Note:		
Check		
(a) Components of cash and cash equivalents :		
Cash on hand	54.96	9.84
Balances with scheduled banks		
-- Current Account	784.79	112.41
-- EEFC Account	518.51	144.43
-- Deposit Account (with original maturity of 3 months or less)	200.00	70.01
Less: Bank overdraft	-	-
	1,558.26	**336.69**

(b) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (IND AS) 7- " Cash Flow Statements".

Significant accounting policies
The notes from 1 to 48 form an integral part of the financial statements

As per our report of even date attached.

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

Bhavesh Dhupelia
Partner
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Chief Financial Officer
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04 May 2023

Abhijeet Sawant
Company Secretary
Gurugram
04 May 2023

Travel Corporation (India) Limited
(Formerly known as SOTC Travel management limited)
Statement of Changes in Equity (SOCIE)
for the year ended 31 March 2023

(Currency : Indian rupees in Lakhs unless otherwise stated)

(a) Equity share capital

	31 March 2023		31 March 2022	
	No. of Shares	Amount	No. of Shares	Amount
At the commencement of the year	10,000	1.00	10,000	1.00
Restated balances at the beginning of the year	-	-	-	-
Changes in equity share capital during the year [refer Note 14]	-	-	-	-
At the end of the year	10,000	1.00	10,000	1.00

(b) Other equity

Particulars	Retained earning	Employee share option outstanding	Capital Reserve	Other comprehensive income/ (loss) (Remeasurements of the net defined benefit plans)	Optionally Convertible Non-Cumulative Preference shares	Total other equity
Balance at 31 March 2021	**(2,140.42)**	**662.77**	**(16,332.89)**	**10.01**	**19,901.94**	**2,101.41**
Profit/ (Loss) for the year	(3,971.91)	-	-		-	(3,971.91)
Other comprehensive income, net of tax	-	-	-	61.64	-	61.64
Share-based payments [Note 40]	-	36.08	-		-	36.08
Balance at 31 March 2022	**(6,112.33)**	**698.85**	**(16,332.89)**	**71.65**	**19,901.94**	**(1,772.78)**
Profit/ (Loss) for the year	(2,171.14)	-	-		-	(2,171.14)
Other comprehensive income, net of tax	-	-	-	49.46	-	49.46
Share-based payments [Note 40]	-	15.05	-		-	15.05
Balance at 31 March 2023	**(8,283.47)**	**713.90**	**(16,332.89)**	**121.11**	**19,901.94**	**(3,879.41)**

Significant accounting policies
The notes from 1 to 48 form an integral part of the financial statements

As per our report of even date attached.

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TRAVEL CORPORATION (INDIA) LTD.

General Information

Travel Corporation (India) Limited is engaged in Travel and Tourism business and working as Travel agent and Tour operator. The Company mainly operates in Inbound Tours. The Company is wholly owned by Thomas Cook (India) Limited (100 %).

1 (A) Significant accounting policies

1.1 Basis of preparation

(a) Statement of compliance with Ind AS

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

As per the Notification No. G.S.R. 742 (E) dated 27 July 2016, the company has availed exemption from preparing the Consolidated Financial Statement under Rules 6 of the Companies (Accounts) Rules 2014.

(b) Historical cost convention

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

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

The financial statements are prepared in Indian Rupees "(INR)" or "(Rs.)" which is also the Company's functional currency and all values are rounded off to nearest lakhs ('00,000) except where otherwise indicated. Wherever the amount is represented as '0' ('zero') it construes a value less than fifty thousand.

1.2 Foreign currency translation and transactions

(a) Functional and presentation currency

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

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1 (A) Significant accounting policies *(Continued)*

1.2 Foreign currency translation and transactions *(Continued)*

(b) Transactions and balances

(i) Initial recognition

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

(ii) Subsequent recognition

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

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

1.3 Revenue recognition

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

(a) Income from Operations

The Company earns revenue from travel and related services.

Travel and related services

The Company earns revenue primarily from Travel and Tourism business and working as Travel agent and Tour operator in Inbound tours. Revenue from inbound tour packages are recognised on the completion of the performance obligation which is on the date of arrival of the tour.

Shopping Commission is recognised based on the commission rate contracted with shops on actual sale of merchandize to the tourist.

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1 (A) Significant accounting policies *(Continued)*

1.3 Revenue recognition *(Continued)*

(a) Income from Operations *(Continued)*

Commission income (net) from hotel and other travel services such as, optional tours etc. are recognised at the time of providing the service.

Marketing fees and other incentive income are recognised when it is confirmed.

Income from Services Exports from India Scheme (SEIS)
Exports entitlements from government authorities are recognised in Statement of Profit and Loss under "Other operating revenue" when the right to receive credit as per the terms of the scheme is established.

(b) Contract balances

(i) Contract Assets

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

(ii) Contract Liabilities

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

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1 (A) Significant accounting policies *(Continued)*

1.4 Taxes on income

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

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

(a) Current tax:

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

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

(b) Deferred Tax:

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

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

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

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1 (A) Significant accounting policies *(Continued)*

1.5 Leases

The company as a lessee

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

To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether:
(1) the contract involves the use of an identified asset,
(2) the company has substantially all of the economic benefits from use of the asset through the period of the lease and
(3) the company has the right to direct the use of the asset.

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

The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease, difference between security deposit given less its present value at the end of lease period and any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses if any and adjusted for any re-measurement of the lease liability.

ROU assets are depreciated from the commencement date on a straight line basis over the lease term or useful life of the underlying asset whichever is less.

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

1 (A) Significant accounting policies *(Continued)*

1.6 Impairment of assets

(a) Financial assets

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

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

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

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

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

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

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Chartered Accountants

1 (A) Significant accounting policies *(Continued)*

1.6 Impairment of assets *(Continued)*

(b) Non-financial assets

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

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

1.7 Cash and cash equivalents

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

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1 (A) Significant accounting policies *(Continued)*

1.8 Financial instruments

(a) Financial assets

(i) Initial recognition and measurement

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

(ii) Subsequent measurement

Financial assets, other than equity instruments, are subsequently measured at amortized cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') on the basis of:
(i) the entity's business model for managing the financial assets and
(ii) the contractual cash flow characteristics of the financial asset.

(a) Measured at amortized cost:

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

(b) Measured at fair value through other comprehensive income :

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

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1 (A) Significant accounting policies *(Continued)*

1.8 Financial instruments *(Continued)*

(a) Financial assets *(Continued)*

(ii) Subsequent measurement *(Continued)*

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

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

(iii) Investment in subsidiaries
Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. The accounting policy on impairment of non-financial assets is disclosed in Note 1.6. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognised in the statement of profit and loss. Dividend from such investments is recognised in the Statement of profit and loss as other income when the Company's right to receive payment is established.

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

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1 (A) Significant accounting policies *(Continued)*

1.8 Financial instruments *(Continued)*

(b) Financial liabilities

(i) Initial recognition and measurement:

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

(ii) Subsequent measurement:

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

(iii) De-recognition

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

(c) Deferred financial instruments

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

1.9 Offsetting financial instruments

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

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1 (A) Significant accounting policies *(Continued)*

1.10 Property, plant and equipment

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

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

Depreciation method, estimated useful lives and residual value:
Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, as follows:

Assets	Useful life
Computer hardware	3 years
Computer servers and networks	6 years
Furniture and fixtures	10 years
Office equipment	5 years
Vehicles (Finance Lease)	4 years
Vehicles (Other than finance lease)	8 years

Leasehold improvements are amortized over the period of the lease or useful life of the asset, whichever is less.

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

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at the end of each financial year and adjusted prospectively, if appropriate. The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss.

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1 (A) Significant accounting policies *(Continued)*

1.11 Intangible Assets

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

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

(i) Computer Software

Costs associated with maintaining software programs are recognised as an expense as incurred.

Development costs those are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets when the following criteria are met:

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

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

Computer software

Amortization methods and periods

Asset	Useful life
Software (including software – Internally generated / developed)	4 years

Amortization is calculated using the straight-line method to allocate their cost over their estimated useful lives.

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1 (A) Significant accounting policies *(Continued)*

1.12 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in statement of profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

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

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

1.13 Provisions and contingent liabilities

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

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

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

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

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

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1 (A) Significant accounting policies *(Continued)*

1.14 Other Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is recognised when the right to receive dividend is established.

Facility support income, group resource income, royalty income and management fees are recognised on accrual basis based on the terms of the agreement.

Government grants:

Government grants / subsidies received towards revenue expenses have been recognised when there is reasonable assurance that:
(i) the entity will comply with the conditions attached to them; and
(ii) the grant will be received.
Subsidies received during the year towards revenue expenses have been reduced from respective expenses.

1.15 Employees share- based payments

Certain employees of the Company are granted rights to equity instruments of its Holding Company as consideration for the services provided to the Company. The estimated fair-values of the awards on the grant date, are recognized as an expense in Statement of Profit and Loss with a corresponding increase to Other Equity on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

1 (A) Significant accounting policies *(Continued)*

1.16 Employee benefits

(a) Post-employment benefits:

(i) Defined contribution plans

The Company has defined contribution plan for post-employment benefit in the form of Superannuation scheme. Contributions to Superannuation scheme are charged to the statement of profit and loss as incurred. The contributions to Superannuation scheme are based on the premium contribution called for by Life Insurance Corporation of India (LIC) with whom the Company has entered into an arrangement.

Contribution towards provident fund for certain employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations apart from the contributions made on a monthly basis.

(ii) Defined benefit plans

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

Contribution to Gratuity is based on the premium contribution called for by the Life Insurance Corporation of India (LIC) with whom the Company has entered into an arrangement. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged or credited in the statement of profit and loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the statement of profit and loss.

(b) Short term employee benefit

As per the leave Policy of the Company, employees are entitled to avail 30 days of leave during a calendar year. Any carry forward or encashment of the same is not allowed and all unutilized leaves necessarily lapse al the end of the calendar year. At reporting date the liability pertaining to compensated absences is calculate based on the total leave balances of each employee.

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1 (A) Significant accounting policies *(Continued)*

1.17 Earnings per share

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

1.18 Cost recognition

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

1 (B) Critical Accounting Estimates and Judgements:

The preparation of Financial Statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Financial Statements.

The areas involving critical estimates and judgements are:

- Going Concern and impact of COVID-19 - Note 46
- Useful life of property, plant & equipment - Note 2
- Estimated useful life of intangible asset- Note 3
- Leases - Note 37
- Impairment of investment - Note 4
- Estimation of Defined Benefit Obligation- Note 36
- Recognition of deferred tax assets for carried forward unabsorbed depreciation/ loss - Note 6
- Recognition and measurement of provision and contingencies - Note 38
- Fair value of financial instruments - Note 32
- Impairment of trade receivables-Note 32
- Estimation of inputs for fair value of Share based payment instrument - Note 40

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

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Travel Corporation (India) Limited

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Notes to Standalone Financial Statements

for the year ended 31 March 2023

(Currency: Indian Rupees in Lakhs, unless otherwise stated)

1 (C) Current/ Non-Current Classification

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

Assets

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

a) it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
b) it is held primarily for the purpose of being traded;
c) it is expected to be realized within 12 months after the reporting date; or
d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date. Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

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

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

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

Operating cycle:

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

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1 (D) Recent accounting pronouncement

Ministry of Corporate Affairs ("MCA") notified new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 31st March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from 01 April 2023, as below:

Ind AS 1 – Presentation of Financial Statements

The amendments require Companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Group does not expect this amendment to have any significant impact in its Consolidated Financial Statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transacts that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Group does not expect this amendment to have any significant impact in its Consolidated Financial Statements.

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

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

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1 (E) Going concern and impact of COVID-19

Post the pandemic, the Company has restarted the inbound business and expects operations to normalize in a phased manner. The Company has assessed the impact of COVID-19 on the carrying amount of its assets and revenue recognition. In developing the assumptions relating to the possible future uncertainties, the Company, as on date of approval of these financial statements has used internal and external sources of information to the extent available. The Company, based on current estimates and information, expects the carrying amount of these assets to be recovered.

The Company has also assessed the impact for existing and anticipated effects of COVID-19 on the future cash flow projections on the basis of significant assumptions as per the available information. Rebound of business and continued cost saving measures has helped the Company to maximize operating cash flows and conserve cash position in the given situation. The funds are expected to be generated from the operating activities as business picks up and stabilizes.

The Company continues to enjoy financial support from its holding company and has also received funding from them during the year. Further, the holding company has indicated its intention to continue to provide financial support as is necessary for the foreseeable future. Also, the Company has existing unutilized overdraft credit facilities from banks. Therefore, the management believes that the Company has sufficient financing arrangements to fulfil its working capital requirements and necessary capital expenditure.

The Company continues to monitor any material changes to its COVID-19 impact assessment, resulting from the future economic conditions and future uncertainty, if any. As the situation is continuously evolving, the eventual impact may be different from the estimates made as of the date of approval of these Statements.

Based on the aforesaid assessment, Management believes that as per estimates made prudently, the Company will continue to operate as a going concern i.e., continue its operations and will be able to discharge its liabilities and realize the carrying amount of its assets as on 31 March 2023, despite the significant impact of COVID-19 and factors which continue to evolve.

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Notes to the financial statements (Continued)
as at 31 March 2023

(Currency : Indian rupees in Lakhs unless otherwise stated)

2 Property, plant and equipment

Particulars	Computer hardware	Furniture and fixtures	Vehicles	Office equipment	Total
Gross carrying value as at 31 Mar 2021	**472.80**	**863.44**	**1,729.83**	**313.28**	**3,379.35**
Add:Additions during the year	9.03	-	-	12.64	21.67
Less:Deletion during the year	69.72	13.15	201.27	6.53	290.67
Gross carrying value as at 31 Mar 2022	**412.11**	**850.29**	**1,528.56**	**319.39**	**3,110.35**
Add:Additions during the year	70.26	26.16	-	6.50	102.92
Less:Deletion during the year	139.50	-	-	4.33	143.83
Gross carrying value as at 31 Mar 2023	**342.87**	**876.45**	**1,528.56**	**321.56**	**3,069.44**
Accumulated depreciation as at 31 March 2021	**426.00**	**776.94**	**447.70**	**255.08**	**1,905.72**
Add:Depreciation charge during the year	38.54	60.72	239.54	24.39	363.19
Less:Depreciation on Deletion during the year	69.72	12.99	143.80	6.23	232.75
Accumulated depreciation as at 31 March 2022	**394.82**	**824.67**	**543.44**	**273.24**	**2,036.16**
Add:Depreciation charge during the year	25.38	26.13	218.23	23.48	293.22
Less:Depreciation on Deletion during the year	139.50	-		4.33	143.83
Accumulated depreciation as at 31 March 2023	**280.70**	**850.80**	**761.67**	**292.39**	**2,185.55**
Carrying value as at 31 March 2022	**17.29**	**25.62**	**985.12**	**46.15**	**1,074.19**
Carrying value as at 31 March 2023	**62.17**	**25.65**	**766.89**	**29.17**	**883.89**

2 Capital work in progress

As at 31 March 2021	-
Add:Additions during the year	**18.43**
Less:Assets capitalised during the year	-
As at 31 March 2022	**18.43**
Add:Additions during the year	-
Less:Assets capitalised during the year	**18.43**
As at 31 March 2023	-

Ageing of capital work in progress

Particulars	Amount in Intangible Assets under development for a period of				Total
	< 1 years	1-2 years	2-3 years	> 3 years	
As at 31 March 2023					
(i) Projects in progress	-	-	-	-	
(ii) Projects temporarily suspended	-	-	-	-	-
As at 31 March 2022					
(i) Projects in progress					
Project Infabrication of vasant kunj office	18.43	-	-	-	18.43
(ii) Projects temporarily suspended	-	-	-	-	-

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2 Right of use Asset

Particulars	ROU Assets - Building	ROU Assets - Vehicles	Total
Gross carrying amount:			
Closing gross carrying amount as at 31 March 2021	**1,996.31**	**79.14**	**2,075.45**
Add:Additions during the year	3.66	11.32	14.98
Less:Deletion during the year	32.05	-	32.05
Closing gross carrying amount as at 31 March 2022	**1,967.92**	**90.46**	**2,058.38**
Add:Additions during the year	1,316.50	21.56	1,338.06
Less:Deletion during the year	-	10.55	10.55
Closing gross carrying amount as at 31 March 2023	**3,284.42**	**101.47**	**3,385.89**
Gross Accumulated Depreciation :			
Closing accumulated depreciation as at 31 March 2021	**1,044.96**	**44.72**	**1,089.68**
Add:Depreciation charge during the year	544.61	25.12	569.73
Less:Depreciation on Deletion during the year	14.52	-	14.52
Closing accumulated depreciation as at 31 March 2022	**1,575.05**	**69.84**	**1,644.89**
Add:Depreciation charge during the year	521.32	16.45	537.77
Less:Depreciation on Deletion during the year	-	10.55	10.55
Closing accumulated depreciation as at 31 March 2023	**2,096.37**	**75.74**	**2,172.11**
Net carrying amount as at 31 March 2022	**392.87**	**20.62**	**413.49**
Net carrying amount as at 31 March 2023	**1,188.05**	**25.73**	**1,213.78**

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3 Other intangible assets

Particulars	Computer Software
Gross carrying value as at 31 Mar 2021	**291.38**
Add:Additions during the year	0.32
Less:Deletion during the year	30.27
Gross carrying value as at 31 Mar 2022	**261.43**
Add:Additions during the year	11.02
Less:Deletion during the year	-
Gross carrying value as at 31 Mar 2023	**272.45**
Accumulated depreciation as at 31 March 2021	**221.94**
Add:Amortisation charge during the year	39.48
Less:Amortisation on Deletion during the year	30.28
Accumulated depreciation as at 31 March 2022	**231.14**
Add:Amortisation charge during the year	24.49
Less:Amortisation on Deletion during the year	-
Accumulated depreciation as at 31 March 2023	**255.63**
Carrying value as at 31 March 2022	**30.29**
Carrying value as at 31 March 2023	**16.82**

3 Intangible Asset under development

As at 31 March 2021	**134.61**
Add:Additions during the year	474.05
Less:Assets capitalised during the year	-
As at 31 March 2022	**608.66**
Add:Additions during the year	382.35
Less:Assets capitalised during the year	1.40
As at 31 March 2023	**989.61**

Ageing of Intangible Assets under development

Particulars	Amount in Intangible Assets under development for a period of				Total
	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2023					
(i) Projects in progress					
Project 1- Travart	382.35	472.65	134.61	-	989.61
(ii) Projects temporarily suspended	-	-	-	-	-
As at 31 March 2022					
(i) Projects in progress					
Project 1- Travart	472.65	134.61	-	-	607.26
Project 2-NRIS	1.40	-	-	-	1.40
(ii) Projects temporarily suspended	-	-	-	-	-

There has been a delay in the implementation of TRAVART project due to increase in scope which also resulted in increase in costs.
The budget for TRAVART has been increased from Rs. 1000 Lakhs to Rs. 1300 Lakhs in the Board Meeting held on 04 May 2023

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		31 March 2023	31 March 2022
4	**Investments**		
I.	**Investments in Equity instruments** Unquoted investments *		
	Investment in subsidiaries: 14,248 (31 March 2019: 14,248) equity shares of Nepali Rs 100, fully paid up, of SITA World Travel (Nepal) Private Limited (of these 3,720 equity shares were allotted as fully paid bonus shares)	42.52	42.52
	190,000 (31 March 2019: 190,000) equity shares of Sri Lankan Rs 10, fully paid up, of SITA World Travel Lanka (Pvt.) Limited (of these 40,000 equity shares were allotted for consideration other than cash)	9.17	9.17
	Less: Impairment loss	(9.17)	(9.17)
	Investment in Joint Venture: 980,000 (31 March 2019: 980,000) Equity shares of Rs. 10 each,fully paid up, of TCI Go Vacation india Private Limited.	98.00	98.00
II.	**Investments in Preference Shares**		
	Investment in subsidiary: 43,09,894 (31 March 2019:Nil) Optionally Convertible Redeemable Preference share of Sri Lankan Rs 10 each, fully paid up, of SITA World Travel Lanka (Pvt.) Limited allotted for consideration other than cash	171.73	171.73
	Less: Impairment loss	(171.73)	(171.73)
	*** Carried at cost**		
		140.52	**140.52**
	Aggregate amount of unquoted investments (net of impairment)	140.52	140.52
	Aggregate amount of impairment of investments	180.90	180.90
5	**Other Non current Financial Assets**		
	Security deposits- (Unsecured, Considered Good)	404.19	460.30
		404.19	**460.30**

* Financial asset carried at amortised cost

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6 Income taxes

	For the year ended 31 March 2023	For the year ended 31 March 2022
A. The major component of Income tax expenses are as under:		
(i) Income tax recognised in Statement of profit and loss		
Current tax		
In respect of current year	-	-
Deferred tax		
In respect of current year	**(658.30)**	**(1,326.77)**
Income Tax expense/ (credit) recognised in Statement of profit and loss	**(658.30)**	**(1,326.77)**
(ii) Amounts recognised in other comprehensive income		
Deferred tax expense on remeasurements of defined benefit plans	16.64	20.73
Income tax expense recognised in OCI	**16.64**	**20.73**
B. Reconciliation of tax expense and the accounting profit for the year is as under :		
Profit before tax	**(2,829.44)**	**(5,298.68)**
Tax using the Company's domestic tax rate (Current year 25.168% and Previous Year 25.168%)	**(712.11)**	**(1,333.57)**
Tax effect of:		
Non deductible tax expenses		
Donations	0.47	0.49
Others	(70.92)	6.31
Tax expense as per Statement of profit and loss	**(641.66)**	**(1,326.77)**

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6 Income taxes *(Continued)*

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

31 March 2023

	Opening 1 April 2022	Recognised in profit or loss	Recognised in OCI	Net	Closing 31 Mar 2023
Deferred tax asset					
Property, plant and equipment	249.08	(17.95)	-	(17.95)	231.13
ROU asset / liability	23.38	(26.06)	-	(26.06)	(2.68)
Employee benefits	61.70	(16.65)	(16.64)	(33.29)	28.41
Provisions	14.17	(1.60)	-	(1.60)	12.57
Disallowances u/s 40 (a) (i)(a)	12.35	18.80	-	18.80	31.15
Carry forward losses	2,543.54	708.77	-	708.77	3,252.31
Allowances under Sec 35DD	21.04	(7.01)	-	(7.01)	14.03
Deferred tax assets / (liabilities)	2,925.26	658.30	(16.64)	641.66	3,566.92
Offsetting of deferred tax assets and deferred tax liabilities	-	-	-	-	-
Deferred tax assets / (liabilities)	**2,925.26**	**658.30**	**(16.64)**	**641.66**	**3,566.92**

31 March 2022

	Opening 1 April 2021	Recognised in profit or loss	Recognised in OCI	Net	Closing 31 Mar 2022
Deferred tax asset					
Property, plant and equipment	274.28	(25.20)	-	(25.20)	249.08
ROU asset / liability	32.21	(8.83)	-	(8.83)	23.38
Employee benefits	68.77	13.66	(20.73)	(7.07)	61.70
Provisions	(0.01)	14.18	-	14.18	14.17
Disallowances u/s 40 (a) (i)(a)	13.99	(1.64)	-	(1.64)	12.35
Carry forward losses	1,203.52	1,340.02	-	1,340.02	2,543.54
Allowances under Sec 35DD	26.46	(5.42)	-	(5.42)	21.04
Deferred tax assets / (liabilities)	1,619.22	1,326.77	(20.73)	1,306.04	2,925.26
Offsetting of deferred tax assets and deferred tax liabilities	-	-	-	-	-
Deferred tax assets / (liabilities)	**1,619.22**	**1,326.77**	**(20.73)**	**1,306.04**	**2,925.26**

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Note	Particulars	31 March 2023	31 March 2022
7	**Other tax assets**		
	Advance tax [Net of provision for income tax Rs. 12,11,22,027] {31 March 2022 Rs. 12,11,22,027}	171.10	101.87
		171.10	**101.87**
8	**Other non-current assets**		
	Prepaid expenses	-	2.40
		-	**2.40**
9	**Trade receivables**		
	Trade receivables - (Unsecured, Considered Good)	2,701.79	722.87
	Trade receivables which have significant increase in Credit Risk	50.00	56.34
		2,751.79	779.21
	Less: Allowance for doubtful trade receivable	(50.00)	(56.34)
		2,701.79	**722.87**
	Trade receivables includes :		
	Dues from related party	**277.69**	237.99
	For terms and conditions relating to related party receivables, refer Note 42		

Ageing schedule

Particulars	Unbilled	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
31 March 2023							
(i) Undisputed Trade receivable							
(a) considered good	42.41	2,389.92	17.94	1.49	9.02	241.01	2,701.79
(b) Significant increase in credit risk		-	-	-	-	50.00	50.00
31 March 2022							
(i) Undisputed Trade receivable							
(a) considered good		102.49	7.61	4.68	492.43	115.66	722.87
(b) Significant increase in credit risk		-	-	-	56.34	-	56.34

Note	Particulars	31 March 2023	31 March 2022
10(a)	**Cash & Cash Equivalents**		
	Balances with banks :		
	-In current Accounts	784.79	112.41
	-In EEFC Accounts	518.51	144.43
	-Deposit Accounts (with original maturity of 3 months or less)	200.00	70.01
	Cash on hand	54.96	9.84
		1,558.26	**336.69**
10(b)	**Bank balances other than cash and cash equivalents above**		
	Bank deposit (with original maturity of more than 3 months but less than 12 months)	1,001.71	1.63
		1,001.71	**1.63**
11	**Other current financial assets**		
	Security deposits - (Unsecured, Considered Good)	8.46	13.16
	Interest accrued but not due on fixed deposits with banks	9.29	0.06
	Other receivable - (Unsecured, Considered Good)	85.33	25.08
		103.08	**38.30**
12	**Other current assets**		
	Export benefits receivable	-	438.77
	Prepaid expenses	83.54	140.33
	Balances with Government Authorities	294.46	391.68
	Advance to vendors - (Unsecured, Considered Good)	1,641.94	920.76
	Advance expenses	46.25	12.71
	Staff advances - (Unsecured, Considered Good)	-	2.53
	Other assets	8.43	-
		2,074.62	**1,906.78**
	Staff Advances includes :		
	Dues from related party (refer Note 42).	-	2.31
	For terms and conditions relating to related party receivables, refer		

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	31 March 2023	31 March 2022
13 Share capital		
Equity share capital		
Authorised :		
10,000 (31 March 2022: 10,000) equity Shares of Rs. 10 each	**1.00**	1.00
Issued, subscribed and paid up:		
10,000 (31 March 2022: 10,000) equity Shares of Rs. 10 each	**1.00**	1.00
	1.00	1.00

i Reconciliation of number of equity shares outstanding at the beginning and end of the year:

Equity share :

	31-Mar-2023		31-Mar-2022	
	No. of Shares	Amt. in INR Lakhs	No. of Shares	Amt. in INR Lakhs
At the commencement of the year	**10,000**	**1.00**	10,000	1.00
Less: Changes during the year	-	-	-	-
Outstanding at the end of the year	**10,000**	**1.00**	10,000	1.00

ii Rights attached to Equity shares

The Company has only one class of Equity Shares with voting rights having a par value of Rs 10/- each per share. Each holder of Equity Shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend, if any proposed by the Board will be paid subject to the approval of the shareholders at the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the Equity shareholders will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

iii *Equity Shares held by holding company / ultimate holding company / subsidiaries of holding company*

Equity share	31-Mar-2023		31-Mar-2022	
	No. of Shares	Amt. in INR Lakhs	No. of Shares	Amt. in INR Lakhs
Equity shares of Rs 10 each fully paid-up held by:				
Thomas Cook (India) Limited ('Holding Company')	**10,000**	**1.00**	10,000	1.00
	10,000	**1.00**	**10,000**	**1.00**

iv Shareholders holding more than 5% shares in the company is set out below:

Equity share	31-Mar-2023		31-Mar-2022	
	No. of Shares	No. of Shares %	No. of Shares	No. of Shares %
Equity shares of Rs 10 each, fully paid-up, held by:				
Thomas Cook (India) Limited ('Holding Company')	**10,000**	**100.00%**	10,000	100.00%

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14 Other equity

(a) Instruments entirely equity in nature

Preference shares :

	31 March 2023	31 March 2022
i Authorised :		
300,000,000 (31 March 2022: 300,000,000) 0.01% Non-Cumulative, Optionally Convertible Redeemable Preference shares of Rs 10 each	**30,000**	30,000
Issued and subscribed and paid up:		
199,019,396 (31 March 2022 : 199,019,396) 0.01% Non-Cumulative, Optionally Convertible Redeemable Preference shares of Rs 10 each, fully paid up	**19,901.94**	19,901.94
	19,901.94	19,901.94

ii Reconciliation of number of Preference shares outstanding at the beginning and end of the year :

	31-Mar-2023		31-Mar-2022	
	No. of Shares	Amt. in INR Lakhs	No. of Shares	Amt. in INR Lakhs
At the commencement of the year	**199,019,396**	**19,901.94**	199,019,396	19,901.94
Add: Changes made during the year	-	-	-	-
Outstanding at the end of the year	**199,019,396**	**19,901.94**	199,019,396	19,901.94

iii Rights attached to Preference shares

Preference shares outstanding at the end of 20 years shall be converted into equity shares as per the conversion ratio of one preference shares of Rs. 10 each into one equity share of Rs. 10 each. Failing this, preference shares shall be converted into equity shares by the Company on 11-12-2039. The holders of these shares are entitled to non-cumulative dividend of 0.01%. Preference shares carry a preferential right as to dividend over equity shareholders, where dividend is not declared in respect of a financial year in the case of non-cumulative preference shares, the entitlement for that year lapses. In the event of winding up, preference shareholders have a preferential right over equity shareholders to be repaid to the extent of capital paid-up and dividend in arrears on such shares. The Company has an option to convert the Preference shares or redeem the preference shares at any time after the end of 1 year from the date of allotment.

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iv Preference Shares held by holding company

	31-Mar-2023		31-Mar-2022	
	No. of Shares	**Amt. in INR Lakhs**	No. of Shares	Amt. in INR Lakhs
Preference shares of Rs 10 each fully paid-up				
Thomas Cook (India) Limited ("Holding Company")	**199,019,396**	**19,901.94**	199,019,396	19,901.94
	199,019,396	**19,901.94**	199,019,396	19,901.94

v Shareholders holding more than 5% shares in the company is set out below:

	31-Mar-2023		31-Mar-2022	
	No. of Shares	**No of shares %**	No. of Shares	No of shares %
Preference shares of Rs 10 each, fully paid-up, held by:				
Thomas Cook (India) Limited ("Holding Company")	**199,019,396**	**100.00%**	199,019,396	100.00%

vi Aggregate Number and class of shares allotted as fully paid up pursuant to contract without payment being received in cash:

	31-Mar-2023		31-Mar-2022	
	No. of Shares	**No of shares %**	No. of Shares	No of shares %
Preference shares of Rs 10 each, fully paid-up, held by:				
Thomas Cook (India) Limited ("Holding Company")	**199,019,396**	**100.00%**	199,019,396	100.00%

vii Movement of instruments entirely equity in nature

	31-Mar-2023		31-Mar-2022	
	No. of Shares	**Amt. in INR Lakhs**	No. of Shares	Amt. in INR Lakhs
Balance at the beginning of the year	**199,019,396**	**19,901.94**	199,019,396	19,901.94
Add: Issued during the year	-	-		
Less: Redeemed during the year	-	-	-	-
Closing Balance	**199,019,396**	**19,901.94**	**199,019,396**	**19,901.94**

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14 Other equity

(b) Reserves and surplus:

Retained earnings		
At the commencement of the year	(6,112.33)	(2,140.42)
Add: (Loss) for the year	(2,171.14)	(3,971.91)
At the end of the year	**(8,283.47)**	**(6,112.33)**
Other comprehensive income:		
At the commencement of the year	71.65	10.01
Add:Other comprehensive income for the year	49.46	61.64
At the end of the year	**121.11**	**71.65**
Employee share option outstanding		
At the commencement of the year	698.85	662.77
Add: share based payments (refer Note 40)	15.05	36.08
At the end of the year	**713.90**	**698.85**
Capital reserve		
At the commencement and end of the year	(16,332.89)	(16,332.89)
At the end of the year	**(16,332.89)**	**(16,332.89)**
Total Reserve & Surplus	**(23,781.35)**	**(21,674.72)**

Nature and purpose of reserves

i.Retained earnings

Retained earnings are the profits of the Company earned till date net of appropriations.

ii.Employee share option outstanding

The share option outstanding account is used to recognised the grant date fair value of options issued to employees under the Employee stock option plan. This includes options issued to the employees of the company by Holding Company.

iii.Capital reserve

The Company recognises profit and loss on purchase, sale, issue or cancellation of the company's equity instruments to capital reserve. Capital reserve comprises of profits/gains of capital nature earned by the Company and credited directly to such reserve.

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15	**Lease liability**		
	Long term maturities of right of use lease liability (including finance lease) [refer Note 37]	773.20	179.86
		773.20	**179.86**
16	**Provisions**		
	Provision for employee benefits		
	Gratuity [refer Note 36]	147.64	153.25
		147.64	**153.25**
17	**Short-term borrowings**		
	-Loans and advances from related parties	6,906.00	6,106.00
	Loan availed from Thomas Cook India Limited, Holding company to meet its general corporate purpose and working capital requirement. Loan is repayable on demand and can be renewed for a further period of 6 months/ 1 year with mutual consent. Loan carries a fixed interest rate and interest rate is calculated as per appropriate arm length analysis.		
		6,906.00	**6,106.00**
	*Bank overdraft facility is backed by corporate guarantee of Thomas cook India Limited.		
18	**Lease liability**		
	Current maturities of right of use lease Liability (including finance lease) [refer Note 37]	437.81	326.51
		437.81	**326.51**
19	**Trade and other payables**		
	Due to micro, small and medium enterprises [refer Note 33]	143.07	-
	Due to others	6,521.92	1,780.60
		6,664.99	**1,780.60**
	Trade payables includes :		
	Dues to related party (refer Note 42).	911.45	694.83

	Accrued	Outstanding for following periods from due date of payment: Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
31 March 2023						
(i) MSME	-	143.07	-	-	-	143.07
(ii) Others	354.74	5,895.24	27.82	40.78	203.34	6,521.92
31 March 2022						
(i) MSME	-	-	-	-	-	-
(ii) Others	195.13	683.20	489.15	404.03	9.09	1,780.60

20	**Current - other financial liabilities**		
	Interest accrued and due on borrowings	983.82	301.66
	Accrued salary and benefits	20.85	60.06
	Other financial liability	3.52	6.36
		1,008.19	**368.08**
	Current - other financial liabilities includes:		
	Dues to related party (refer Note 42).	996.15	301.66
21	**Other current liabilities**		
	Customers' advances	2,352.38	1,453.27
	Statutory dues	384.41	152.18
		2,736.79	**1,605.45**
22	**Short-term provisions**		
	Provision for employee benefits:		
	Compensated absences	30.08	33.71
		30.08	**33.71**

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			For the year ended 31 March 2023	For the year ended 31 March 2022
23	**Revenue from operations**			
(A)	**Sales and services**			
	Income from tours		22,072.95	1,018.06
		(A)	**22,072.95**	**1,018.06**
(B)	**Other operating revenue**			
	Commission income		309.58	-
	Marketing fees and other incentive income		14.12	0.12
	Unclaimed credit balances no longer required, written back		(0.23)	9.59
	Excess provision written back		37.94	199.29
	Export Incentives		36.50	435.00
	Other miscellaneous operating income		15.87	6.11
		(B)	**413.78**	**650.11**
		(A+B)	**22,486.73**	**1,668.17**
	(Refer Note 43 for IND AS 115 Disclosure)			
24	**Other income**			
	Interest on deposits and investments		17.26	5.27
	Interest income - others		39.76	34.19
	Dividend on equity shares - subsidiary		316.10	-
	Profit on sale of fixed assets (net)		7.54	24.00
	Management fees income		42.43	0.14
	Facility support income		69.50	74.77
	Royalty and other income		33.52	10.35
	Group Resource Income		45.21	54.99
	Input tax credit on GST		51.59	256.97
			622.91	**460.68**
25	**Cost of tours**		18,761.52	1,054.84
			18,761.52	**1,054.84**
26	**Employee benefits expense**			
	Salaries and other allowances		3,322.27	3,335.56
	Contribution to provident fund and other funds		155.91	158.89
	Compensated absences		(3.64)	13.37
	Gratuity		60.65	62.87
	Share-based payment to employees (refer Note 40)		9.34	21.12
	Employee stock expense (refer Note 40)		5.71	14.96
	Staff welfare		100.71	67.18
			3,650.95	**3,673.95**
27	**Finance costs**			
	Interest expense		757.98	338.54
	Interest expense on ROU lease liability including finance lease		85.51	78.16
			843.49	**416.70**

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		For the year ended 31 March 2023	For the year ended 31 March 2022
28	**Other expenses**		
	Legal and professional charges	648.56	510.00
	Operational lease rentals	210.35	300.63
	Travelling expenses	65.01	-
	Exchange loss (net)	126.01	33.62
	Advertisement and publicity	94.13	12.51
	Repairs and maintenance – others	172.65	124.48
	Electricity charges	59.58	23.69
	Communication	58.69	58.11
	Housekeeping charges	68.46	43.96
	Rates and taxes	160.13	27.82
	Insurance	28.11	40.36
	Sales promotion	18.22	8.91
	Auditors' remuneration	35.82	34.53
	Security services	29.54	15.60
	Printing and stationery	5.08	1.15
	Corporate social responsibility expenses	-	0.17
	Provision for doubtful debts	(6.34)	56.34
	Bad debts and advance written off	0.48	5.22
	Donation	1.85	1.80
	Bank charges	24.08	5.96
	Miscellaneous expenses	27.23	4.78
		1,827.64	**1,309.64**
	Auditor's remuneration (excluding taxes)		
	As auditor		
	- Statutory audit	29.70	29.70
	- Tax Audit	2.00	2.00
	In others Capacity		
	-Certification	2.25	1.50
	Out of pocket expenses	1.87	1.33
		35.82	**34.53**
29	**Depreciation and amortization expenses**		
	Depreciation and amortization expense	317.71	402.67
	Depreciation and amortization expenses on ROU Asset	537.77	569.73
		855.48	**972.40**
30	**Tax**		
	Current tax	-	-
	Deferred tax	(641.66)	(1,306.04)
		(641.66)	**(1,306.04)**

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31 Earnings per share (EPS)

	31 March 2023	31 March 2022
Loss after tax (A)	**(2,171.14)**	**(3,971.91)**
Number of equity shares		
Weighted average number of equity shares used as denominator in calculating Basic earning per share (B)	**10,000**	10,000
Add: Adjustment on account of Optionally Convertible Redeemable Non-Cumulative Preference shares #	**199,019,396**	199,019,396
Weighted average number of equity shares used as denominator in calculating diluted earning per share (C)	**199,029,396**	199,029,396
Basic and diluted earnings per share		
D. Basic earnings per share (A/B)	**(21,711.40)**	**(39,719.10)**
E. Diluted earnings per share (A/C)*	**(21,711.40)**	**(39,719.10)**

For the purpose of calculating equity shares outstanding and the weighted average number of equity shares for the year ended 31 March 2023 and 31 March 2022, the equity shares to be issued pursuant to the Scheme have been considered as outstanding from the beginning of the accounting year.

*The effect of conversion of compulsory convertible preference shares and into equity shares has not been considered, being anti-dilutive.

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32 Financial instruments – Fair values and risk management

A. Accounting classification and fair values

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

31 March 2023*	Carrying amount					Fair value			
	Financial instruments measured at fair value through profit or loss (FVTPL)	Financial instruments measured at fair value through comprehensive income (FVTOCI)	Financial instruments measured at amortized cost	Derivative instrument not in hedging relationship	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets not measured at fair value									
Trade receivables	-	-	2,701.79	-	**2,701.79**	-	-	-	-
Cash and cash equivalents	-	-	1,558.26	-	**1,558.26**	-	-	-	-
Bank balances other than cash and cash equiv.	-	-	1,001.71	-	**1,001.71**	-	-	-	-
Other financial assets									
- Security Deposit	-	-	412.65	-	**412.65**	-	**412.65**	-	**412.65**
- Others	-	-	94.62	-	**94.62**	-	-	-	-
	-	-	**5,769.03**	-	**5,769.03**	-	**412.65**	-	**412.65**
Financial liabilities not measured at fair value									
Trade payables	-	-	6,664.99	-	**6,664.99**	-	-	-	-
Short Term Borrowing	-	-	6,906.00	-	**6,906.00**	-	-	-	-
Other financial liabilities									
- Non-current	-	-	773.20	-	**773.20**	-	-	-	-
- Current	-	-	1,446.00	-	**1,446.00**	-	-	-	-
Total financial liabilities	-	-	**15,790.19**	-	**15,790.19**	-	-	-	-

*Excludes investment in subsidiaries and Joint Venture and are being carried at cost amounting Rs. 140.52 Lakhs.

Carrying amounts of cash and cash equivalents, trade receivables, unbilled receivables and trade payables as at 31 March 2023 approximate the fair value because of their short term nature.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

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

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

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32 Financial instruments – Fair values and risk management *(Continued)*

A. Accounting classification and fair values *(Continued)*

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

31 March 2022*	Carrying amount					Fair value			
	Financial instruments measured at fair value through profit or loss (FVTPL)	Financial instruments measured at fair value through comprehensive income (FVTOCI)	Financial instruments measured at amortized cost	Derivative instrument not in hedging relationship	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 - Significant unobservable inputs	Total
Financial assets not measured at fair value									
Trade receivables	-	-	722.87	-	722.87	-	-	-	-
Cash and cash equivalents	-	-	336.69	-	336.69	-	-	-	-
Bank balances other than cash and cash equiv	-	-	1.63	-	1.63	-	-	-	-
Other financial assets									
- Security Deposit	-	-	473.46	-	473.46	-	**473.46**	-	473.46
- Others	-	-	25.14	-	25.14	-	-	-	-
	-	-	1,559.79	-	1,559.79	-	473.46	-	473.46
Financial liabilities not measured at fair value									
Trade payables	-	-	1,780.60	-	1,780.60	-	-	-	-
Short Term Borrowing	-	-	6,106.00	-	6,106.00	-	-	-	-
Other financial liabilities									
- Non-current	-	-	179.86	-	179.86	-	-	-	-
- Current	-	-	694.59	-	694.59	-	-	-	-
Total financial liabilities	-	-	**8,761.05**	-	**8,761.05**	-	-	-	-

*Excludes investment in subsidiaries and Joint Venture and are being carried at cost amounting Rs. 140.52 Lakhs.

Carrying amounts of cash and cash equivalents, trade receivables, unbilled receivables and trade payables as at 31 March 2022 approximate the fair value because of their short term nature.

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices.

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

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

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32 Financial instruments – Fair values and risk management *(Continued)*

B. Measurement of fair values

Valuation techniques and significant unobservable inputs
The following tables show the valuation techniques used in measuring Level 1,Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique
Leases & Security Deposit	Discount rates to fair value of financial assets and liabilities at amortised cost is based on general lending rate.
Remaining financial instruments	the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

Transfers between Levels

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

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:
- Credit risk ;
- Liquidity risk ; and
- Market risk

i. Risk management framework

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

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

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

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32 Financial instruments – Fair values and risk management *(Continued)*

C. Financial risk management *(Continued)*

ii. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities(primarily trade receivables).

The carrying amount of following financial assets represents the maximum credit exposure:

Trade and other receivables

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

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

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for creditworthiness . Credit limits are established for each customer on annual basis. Any sales exceeding those limits require approval from the Risk Management Committee .

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

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

Movement in impairment on trade receivables	31-Mar-2023	31-Mar-2022
Balance at the beginning of the year	**56.34**	-
Changes in loss allowance	**(5.86)**	61.56
Bad debt written off	**(0.48)**	(5.22)
Balance at the end of the year	**50.00**	56.34

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32 Financial instruments – Fair values and risk management *(Continued)*

C. Financial risk management *(Continued)*

iii. Liquidity risk

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

The company's principal source of liquidity are cash and cash equivalents; bank overdraft and the cash flow that is generated from operations.As of 31 March 2023 company have negative working capital of Rs (10,344.40 Lakhs) including cash and cash equivalent of Rs. 1,558.26 Lakhs ; other bank balance of Rs 1,001.71 Lakhs and current investment of Rs Nil. As of 31 March 2022 the company had negative working capital of Rs (7,214.08 Lakhs) including cash and cash equivalents of Rs 336.69 Lakhs; other bank balance of Rs. 1.63 Lakhs and current investments of Rs Nil. The Company has obtained support letter from its holding company to meet it's working capital requirement, Hence the Company does not perceive any liquidity risk.

Exposure to liquidity risk

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

		Contractual cash flows					
31 March 2023	**Carrying amount**	**Total**	**Less than 6 months**	**6-12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities	-	-	-	-	-	-	-
ROU Lease Obligation (including finance lease)	1,211.01	1,354.67	261.62	266.28	548.43	278.34	-
Short Term Borrowing	6,906.00	6,906.00	6,906.00	-	-	-	-
Trade and other payables	6,521.92	6,521.92	6,521.92	-	-	-	-
Trade payables due to micro, small and medium enterprises	143.07	143.07	143.07	-	-	-	-
Other financial liabilities	1,008.19	1,008.19	1,008.19	-	-	-	-

		Contractual cash flows					
31 March 2022	**Carrying amount**	**Total**	**Less than 6 months**	**6-12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities	-	-	-	-	-	-	-
ROU Lease Obligation (including finance lease)	506.37	554.62	301.13	46.15	73.92	133.42	-
Short Term Borrowing	6,106.00	6,106.00	6,106.00	-	-	-	-
Trade and other payables	1,780.60	1,780.60	1,780.60	-	-	-	-
Trade payables due to micro, small and medium enterprises	-	-	-	-	-	-	-
Other financial liabilities	368.08	368.08	368.08	-	-	-	-

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32 Financial instruments – Fair values and risk management *(Continued)*

C. Financial risk management *(Continued)*

iv. Market risk

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

Currency risk

The Company is exposed to currency risk on account of other payables in foreign currency. The functional currency of the Company is Indian Rupee.

Exposure to currency risk (Exposure in dfferent currencies converted to functional currency)

The currency profile of financial assets and financial liabilities as at 31 March 2023 and 31 March 2022 are as below:

(Amount in INR Lakhs)

	31-Mar-2023 USD	31-Mar-2023 EUR	31-Mar-2023 JPY	31-Mar-2023 GBP
Financial assets				
Cash and cash equivalents	410.83	84.42	7.39	29.88
Trade and other receivables	1,166.48	110.49	-	18.63
	1,577.31	**194.91**	**7.39**	**48.51**
Financial liabilities				
Trade and other payables	1,864.63	245.38	-	67.25
	1,864.63	**245.38**	**-**	**67.25**
Net exposure in Rs.	**(287.32)**	**(50.47)**	**7.39**	**(18.74)**

(Amount in INR Lakhs)

	31-Mar-22 USD	31-Mar-22 EUR	31-Mar-22 JPY	31-Mar-22 GBP
Financial assets				
Cash and cash equivalents	65.96	67.56	10.90	-
Trade and other receivables	36.45	26.16	-	50.97
	102.41	93.72	10.90	50.97
Financial liabilities				
Trade and other payables	375.33	-	-	-
	375.33	-	-	-
Net exposure in Rs.	(272.92)	93.72	10.90	50.97

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32 Financial instruments – Fair values and risk management *(Continued)*

C. Financial risk management *(Continued)*

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

	Average rate		Year-end spot rate	
	31-Mar-2023	31-Mar-2022	**31-Mar-2023**	31-Mar-2022
USD	**80.39**	74.39	**82.17**	75.79
EUR	**83.75**	84.26	**89.44**	84.22
JPY	**0.59**	0.68	**0.62**	0.62
GBP	**96.85**	97.13	**101.65**	99.46

Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against various currencies as mentioned above at 31 March 2023 and 31 March 2022 would have affected the measurement of financial instruments denominated in the respective currencies and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast transactions to be held in the foreign currencies.

	Profit or loss		Equity, net of tax	
Effect in INR Lakhs	**Strengthening**	**Weakening**	**Strengthening**	**Weakening**
31 March 2023				
1% movement				
USD	(2.87)	2.87	-	-
EUR	(0.50)	0.50	-	-
JPY	0.07	(0.07)	-	-
GBP	(0.19)	0.19	-	-
	(3.49)	**3.49**	-	-

	Profit or loss		Equity, net of tax	
Effect in INR Lakhs	Strengthening	Weakening	Strengthening	Weakening
31 March 2022				
1% movement				
USD	(2.73)	2.73	-	-
EUR	0.94	(0.94)	-	-
JPY	0.11	(0.11)	-	-
GBP	0.51	(0.51)	-	-
	(1.17)	1.17	-	-

Interest rate risk

The Company's investments are primarily in fixed rate interest bearing investments/Loans. Hence, the company is not significantly exposed to interest rate risk.

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33 Micro, Small and Medium Enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2 October, 2006, certain disclosures are required to be made relating to dues to Micro and Small Enterprises. On the basis of the information and records available with the management, following are the details of dues to Micro and Small Enterprises:

Particulars	**31 March 2023**	31 March 2022
The amounts remaining unpaid to micro and small suppliers as at the end of the year.		
-- Principal	**143.07**	-
-- Interest	-	-
The amount of interest paid by the buyer in terms of section 16 of the Micro Small and Medium Enterprises Development Act, 2006 ('MSMED Act, 2006') along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year.	**1.31**	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

34 Segment reporting

The Company is in the business of providing travel and related services to its corporate customers which is considered by management as the only reportable business segment taking into account the nature of the business, the risk and returns, the organisation structure and internal reporting system. The travel and related services includes tour operations and travel management services, arranging air tickets, hotels, sightseeing, visa and other related services.

35 Capital Management

The Company considers the following components of its Balance Sheet to be managed capital:
Total equity – retained profit, other reserves, share capital, share premium

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

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

The management monitors the return on capital as well as the level of dividends to shareholders. The Company's goal is to return excess liquidity to shareholders by distributing dividends in future periods.

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36 Employee benefits

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

(i) Defined contribution plans:

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

Amount contributed to defined contribution plan and recognised as an expense in the Statement of profit and loss are as under:

Particulars	**31-Mar-2023**	31-Mar-2022
Employer's contribution to provident fund	**146.56**	150.02
Employee's State Insurance Corporation	**0.65**	1.00
Labour welfare fund	**1.37**	1.39
NPS Contribution	**7.33**	6.47
Total	**155.91**	158.89

(ii) Short Term Employee Benefits:

Leave obligations - compensated absences

Effective 1 January 2017 there has been a change in the Leave Policy as a part of a Group alignment initiative. As per the new leave policy, every employee will be allotted 30 days of leave in the first week of January. No leaves can be carried forward to the next year whereby, the leave balance left unutilized on 31 December shall lapse. During the year, a sum aggregating to Rs (3.64 Lakhs) [31 March 2022: Rs. 13.37 Lakhs] has been recognised as an expense in the Statement of profit and loss.

(iii) Defined Benefit Plan:

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

Contribution to Gratuity is based on the premium contribution called for by the Life Insurance Corporation of India (LIC) with whom the Company has entered into an arrangement.The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The amount of net interest expense calculated by applying the liability discount rate to the net defined benefit liability or asset is charged or credited in the statement of profit and loss. Any differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the statement of profit and loss.

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

In respect of certain employees, the Company has defined benefit plan for other long-term employee benefit in the form of provident fund. Provident fund contributions are made to a Trust administered by the Company. The interest rate payable to the members of the Trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Company.

Based on the actuarial valuation obtained in this respect, the following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at balance sheet date:

	31-Mar-2023	31-Mar-2022
Gratuity		
Net defined benefit asset	**455.18**	488.36
Net defined benefit liability	**602.82**	641.61
Net defined benefit (asset) / liability	**147.64**	153.25

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36 Employee benefits *(Continued)*

B. Movement in net defined benefit (asset)/ liability- Gratuity

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

	Defined benefit obligation		Fair value of plan assets		Net defined benefit (asset) liability	
	31-Mar-2023	31-Mar-2022	**31-Mar-2023**	31-Mar-2022	**31-Mar-2023**	31-Mar-2022
Opening balance (A)	**641.61**	641.86	**488.36**	465.36	**153.25**	176.50
Included in profit or loss						
Current service cost	**51.18**	53.66	-	-	**51.18**	53.66
Expected return on plan assets	-	-	-	-	-	-
Past service cost	-	-	-	-	-	-
Interest cost (income)	**41.48**	33.76	**32.01**	24.55	**9.47**	9.21
Settlements / benefits paid	-	-	-	-	-	-
Sub-Total (B)	**92.66**	87.42	**32.01**	24.55	**60.65**	62.87
Included in OCI						
Remeasurement loss (gain):	-	-	-	-	-	-
Actuarial loss (gain) arising from:	-	-	-	-	-	-
Amount not recognised due to asset	-	-	-	-	-	-
Demographic assumptions	-	7.89	-	-	-	7.89
Financial assumptions	**(23.08)**	(55.45)	-	-	**(23.08)**	(55.45)
Experience adjustment	**(36.36)**	(27.50)	-	-	**(36.36)**	(27.50)
Effect of asset ceiling	-	-	-	-	-	-
Return on plan assets excluding interest	-	-	**6.66**	7.31	**(6.66)**	(7.31)
Sub-Total (C)	**(59.44)**	(75.06)	**6.66**	7.31	**(66.10)**	(82.37)
Other						
Contributions paid by the employer	-	-	**0.16**	3.75	**(0.16)**	(3.75)
Liabilities assumed / (settled)	**(4.76)**	-	**(4.76)**	-	-	-
Benefits paid	**(67.25)**	(12.61)	**(67.25)**	(12.61)	-	-
Sub-Total (D)	**(72.01)**	(12.61)	**(71.85)**	(8.86)	**(0.16)**	(3.75)
Closing balance (A+B+C+D)	**602.82**	641.61	**455.18**	488.36	**147.64**	153.25
Represented by						
Net defined benefit asset					455.18	488.36
Net defined benefit liability					602.82	641.61
Net Movement					147.64	153.25

C. Plan assets- Gratuity

Plan assets comprise the following

	31-Mar-2023	31-Mar-2022
Investment in Gratuity Fund	**455.18**	**488.36**
	455.18	**488.36**

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

	31-Mar-2023				31-Mar-2022			
	Quoted	Unquoted	Total	in %	Quoted	Unquoted	Total	in %
Insurer (LIC) Managed Funds	-	455.18	455.18	100%	-	488.36	488.36	100%

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36 Employee benefits *(Continued)*

D. Defined benefit obligations- Gratuity

i. Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date.

	31-Mar-2023	31-Mar-2022
Discount rate	**7.40%**	6.85%
Salary escalation rate	6.00%	6.00%
Mortality rate	IALM (2012-14) Ult	IALM (2012-14) Ult

Employee Attrition Rate	31-Mar-2023	31-Mar-2022
Age 21-30	**20.95%**	20.95%
Age 31-40	**12.03%**	12.03%
Age 41-50	**5.58%**	5.58%
Age 50 and above	**4.42%**	4.42%

Assumptions regarding future mortality have been based on published statistics and mortality tables. The current longevities underlying the values of the defined benefit obligation at the reporting date were as above.

ii. Sensitivity analysis- Gratuity

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

	31-Mar-2023	
	Increase	Decrease
Discount rate (0.5% movement)	(19.77)	20.92
Future salary growth (0.5% movement)	21.10	(20.07)

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

iii. Risk exposure for gratuity

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

a) **Asset volatility** - The plan liabilities are calculated using a discount rate set with reference to bond yields, if the plan assets underperform this yield, this will create a deficit. Further any decrease in the bond yields will increase the plan liabilities. The plan assets investments are in unquoted securities which are subject to interest rate risks and the fund manages the interest rate risks to an acceptable low level.

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

c) Majority of the plan assets consist of Insurer (LIC) managed funds which offers the best return over the long term with an acceptable level of risk. The plan asset mix is in compliance with the requirements of the respective local regulations.

Defined benefit liability and employer contributions for gratuity

Expected contribution to post employment benefit plans for the year ending March 31, 2024 is Rs. 30 lakhs. The weighted average duration of the defined benefit obligation is 6.74 years (Previous year 7 years).The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
March 31, 2023 - Post Employment Obligations	**46.03**	**147.01**	**134.65**	**774.44**	**1,102.13**
March 31, 2022 - Post Employment Obligations	72.06	55.11	255.17	758.90	1,141.24

E. Movement in net defined benefit (asset) liability - Provident fund

TCIPF trust was amalgamated with Thomas Cook India Ltd during the current year (FY 2022-23) pursuant Composite Scheme of Arrangement and Amalgamation approved by NCLT on 10 Oct 2019. Hence all the employee benefits pertaining to Employee have been merged with the TCIL Trust.

(Currency : Indian rupees in Lakhs unless otherwise stated)

37 Leases

a. ***As Lessee:***

'Property, plant and equipment' comprises owned and leased assets that do not meet the definition of investment property.

i) Right-of-use assets

	31-Mar-2023	31-Mar-2022
Opening Balance (A)	413.49	985.77
Additions during the year(B)	1,338.06	14.98
Disposal/ transfer during the year (C)	-	17.53
Depreciation charge for the year (D)	537.77	569.73
Closing Balance (A+B-C-D)	**1,213.78**	**413.49**

Right-of-use assets are mainly office premises and vehicles taken on lease.

ii) Lease liabilities

The following is the movement in the lease liabilities:

	31-Mar-2023	31-Mar-2022
Opening Balance (A)	506.37	1,123.38
Additions during the year(B)	1,219.95	14.99
Disposal/ transfer during the year (C)	-	20.00
Interest on Lease Liabilities (D)	85.51	78.16
Payment of Lease Liabilities (E)	593.86	619.21
Rent Waiver (F)	6.96	70.94
Closing Balance (A+B-C+D-E-F)	**1,211.01**	**506.37**

Lease liabilities included in the statement of financial position

	31-Mar-2023	31-Mar-2022
Current	437.81	326.51
Non Current	773.20	179.86
Total	**1,211.01**	**506.37**

Maturity analysis - contractual undiscounted cash flows

	31-Mar-2023	31-Mar-2022
Less than one year	437.81	326.51
One to five year	773.20	179.86
Total undiscounted lease liabilities as at 31March 2023	**1,211.01**	**506.37**

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37 Leases *(Continued)*

iii) Amount recognized in Statement of Profit and Loss

	31-Mar-2023	31-Mar-2022
Interest on lease liabilities	85.51	78.16
Depreciation on right-of-use assets	537.77	569.73
short-term leases and low value leases	210.35	300.63
Total	**833.63**	**948.52**

iv) Amount recognized in Statement of Cash Flow

	31-Mar-2023	31-Mar-2022
Repayment of lease liabilities	593.86	619.21
Finance cost towards lease liabilities	85.51	78.16
Total	**679.37**	**697.37**

The lease payments have been classified as financing activities in the Statement of Cash Flow under Ind AS 116.The lease payments for operating leases as per Ind AS 17 -Leases, were earlier reported under cash flow from operating activities.

v) New Leases

In the current year, ROU building assets of Rs. 1,198.38 Lakhs [Rs. 3.66 Lakhs in FY 2021-22] and ROU Vehicle leased assets of Rs. 21.56 Lakhs [Rs. 11.32 Lakhs In FY 2021-22] have been capitalized.

vi) Extension options

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

vii) Modification in Leases

During the current financial year, the company has not surrendered/vacated any lease before the completion of tenure as mentioned in the lease agreement.
During the previous financial year, the company has surrendered/ vacated some lease before completion of tenure as mentioned in lease Agreements. This was retired in the books of account in FY 2021-22 and difference of Rs. 2.46 Lakhs between ROU asset (Rs. 17.54 Lakhs) & ROU liability (Rs. 20.00 Lakhs) as on date of retirement was recognised as profit or loss on retirement of lease in the satement for profit and loss. Further, Impact of same has been considered in Lease Laibilities and ROU Assets as on 31st March 2022.

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38 Contingent liabilities and commitments (to the extent not provided for)

	31 March 2023	31 March 2022
Contingent liabilities		
a. Service tax that may arise in respect of which the Service Tax Department is in appeal (in respect of some earlier years, appeals covering the same issues have been decided in favor of the Company by the appellate authorities)	**1,599.29**	**1,599.29**

b. The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

Management has accounted for the liability for the period from date of the SC order to 31 March 2019. Further, pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts.

Capital Commitment:
The company has oustanding capital commitments as on 31st march 2023 against Capex purchase orders amounting to Rs. 317.45 Lakhs (31st March 2022 : Rs. 395.94 Lakhs).

Code of Social Security, 2020
The Indian Parliament has approved the code on Social Security, 2020 which would impact the contribution by the company towards provident fund and gratuity. The effective date from which the changes are applicable is yet to be notified and the rules for quantifying the financial impact are yet to be framed. The company is in the process of carrying out the evauation and will give appropriate impact in standalone financial statements in the period in which code becomes effective and the related rules to determine the financial impact are published.

39 Corporate social responsibility

Particulars	31 March 2023	31 March 2022
(a) Amount required to be spent during the year	-	0.17
(b) Amount of expenditure incurred	-	0.17
(c)shortfall at the end of the year		
(d) total of previous years shortfall		
(e) reason for shortfall		
(f) nature of CSR activitiies		**1) promoting health care including preventive health care**
Total	-	-

Note: Amount to be spent on CSR is NIL in FY 2022-23 as the average profit for last three financial year is negative

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40 Share-based payment arrangements:

A. Description of share-based payment arrangements

i. Share option programmes (equity-settled)

Thomas Cook India Limited, the parent company has granted Employee Stock Options to the Company's employees under various plans. Under these plans, the holder of the vested options are entitled to purchase the shares of the holding company at exercise price prescribed in the plans at the respective date of grant of the options.

The key terms and conditions related to the grants under these plans are as follows; All options are to be settled by the delivery of shares after completion of vesting period.

Plan	Grant date	No. of options	Exercise price	Vesting period	Expiry Period
GT25AUG2015	25-Aug-15	10,000	165.92	3 years	1-Aug-28
GT07NOV2016	7-Nov-16	465,594	1.00	4 years	1-Nov-40
GT13JUN2018	13-Jun-18	218,900	137.93	3 years	10-Jun-31
GT05OCT2018	5-Oct-18	39,989	1.00	5 years	20-Sep-43

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

Plan	Expiry Period	Exercise price	Mar 31, 2023 Share Options	Mar 31, 2022 Share Options
GT25AUG2015	1-Aug-28	165.92	6,800	6,800
GT07NOV2016	1-Nov-40	1.00	19,676	145,734
GT13JUN2018	10-Jun-31	137.93	188,900	188,900
GT05OCT2018	20-Sep-43	1.00	39,989	39,989
Weighted average remaining contractual life of options outstanding at end of year			**10.77 Years**	**14.03 Years**

B. Measurement of fair values

i. Equity-settled share-based payment arrangements

The fair value at grant date is determined using the Black-Scholes Model which takes into account the exercise price, expected volatility, option's life, the share price at grant date, expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

ii. Modification of share based payment schemes:

The Thomas Cook India Limited (TCIL) in a composite scheme of arrangement demerged its Human Resources Services Business and transferred it to Quess Corp Limited (Quess). The scheme was approved by the National Company Law Tribunal (NCLT) with the appointed date as April 1, 2019. The effective date of the scheme was November 25, 2019 when both TCIL and Quess filed the certified copies of the order with their respective jurisdictional Registrar of Companies.

As a part of the composite scheme, Employees whose ESOPs were outstanding on the effective date will be entitled to the additional shares of Quess on account of the demerger of Human Resource Business. Instead of altering the exercise price, TCIL provided additional award in form of Quess shares.

The employees are now entitled to shares of Quess along with those of TCIL in the same share entitlement ratio prescribed in the scheme for the other shareholders of TCIL.

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

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

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

The options settled by shares of TCIL continue to be considered as share based payments and are accounted as per IND AS 102.

(Currency : Indian rupees in Lakhs unless otherwise stated)

40 Share-based payment arrangements: *(Continued)*

C. Reconciliation of outstanding share options

The number of share options under the share option programmes were as follows.

Thomas Cook ESOP Sch	GT25AUG2015	Number of options	Number of options
		31 Mar 2023	31 Mar 2022
Options outstanding as at the beginning of the year		**6,800**	6,800
Add: Options granted during the year		-	-
Less: Options lapsed during the year			
Less: Options exercised during the year		-	-
Options outstanding as at the year end		**6,800**	6,800

Thomas Cook ESOP Sch	GT07NOV2016	Number of options	Number of options
		31 Mar 2023	31 Mar 2022
Options outstanding as at the beginning of the year		**145,734**	315,594
Add: Options granted during the year		-	-
Less: Options lapsed during the year		-	-
Less: Options exercised during the year		**126,058**	169,860
Options outstanding as at the year end		**19,676**	145,734

Thomas Cook ESOP Sch	GT13JUN2018	Number of options	Number of options
		31 Mar 2023	31 Mar 2022
Options outstanding as at the beginning of the year		**188,900**	208,900
Add: Options granted during the year			
Less: Options lapsed during the year		-	10,000
Less: Options exercised during the year		-	10,000
Options outstanding as at the year end		**188,900**	188,900

Thomas Cook ESOP Sch	GT05OCT2018	Number of options	Number of options
		31 Mar 2023	31 Mar 2022
Options outstanding as at the beginning of the year		**39,989**	39,989
Add: Options granted during the year			-
Less: Options lapsed during the year		-	-
Less: Options exercised during the year		-	-
Options outstanding as at the year end		**39,989**	39,989

D. Expenses/shares option outstanding account arising from share based payment transactions

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

Particulars	31-Mar-23	31-Mar-22
Employee ESOP expenses	**9.34**	21.12
Employee Stock Expenses	**5.70**	14.96

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41 Analytical Ratios

Ratio	Numerator	Denominator	31 March 2023	31 March 2022	% change	Reason for variance
Current ratio	Current Assets	Current Liabilities	0.42	0.29	42%	The increase is on account of better business as compared to last year. The Receivables and Cash/Bank balances have increased at a higher percentage than Payables.
Debt- Equity Ratio	Debt consists of borrowings and lease liabilities	Total Equity	(2.09)	(3.73)	-44%	Ratio is in negative due to negative total equity in current year as well as previous year
Debt Service Coverage ratio	Profit/ (loss) before interest, after taxes and depreciation and amortization	Borrowings principal payments, interest and lease payments	(1.95)	(5.10)	-62%	Ratio is in negative due to negative total equity in current year as well as previous year
Return on Equity ratio	Profit/ (loss) after taxes	Average Total Equity = (Opening total equity + closing total equity)/2	0.77	(24.03)	-103%	In Current year, PAT is in loss and average equity is in negative. In Previous year, PAT is in loss and average total equity is positive.
Inventory Turnover ratio	Cost of goods sold	Average Inventory	NA	NA	NA	Company is in the business of operating Tour Services and no inventory is maintained. Hence ratio is not calculated
Trade Receivable Turnover Ratio	Revenue from Operations	Average Trade Receivable = (Opening Trade Receivable + Closing Trade Receivable)/2	13.13	2.02	551%	Ratio has gone up due to higher increase in turnover in current year in comparision to previous year
Trade Payable Turnover Ratio	Cost of Services and Other expenses	Average Trade Payables = (Opening Trade Payable + Closing Trade Payable)/2	4.96	1.23	303%	Ratio has gone up due to higher increase in cost of services & other expenses in current year in comparision to previous year
Net Capital Turnover Ratio	Revenue from Operations	Average Working capital = Opening Net Current assets + Closing Net Current assets)/2	(2.56)	(0.36)	619%	Ratio is in negative due to working capital being negative in current year and previous year. Also revenue from operations has increased more than the increase in average working capital in current year in comparision to previous year
Net Profit ratio	Profit/ (loss) after taxes	Revenue from Operations	(0.10)	(2.38)	-96%	PAT is in negative in current years and previous year. Also revenue from operations has increased more than the increase in average working capital in current year in comparision to previous year
Return on Capital Employed	Profit/ (loss) before interest and taxes	Capital Employed = Tangible net worth + Total borrowings + Lease liabilities	51%	276%	NA	Profit before interest and taxes and Capital Employed in current year and previous year are in negative. Loss in less in current year in comparision to previous year. Negative Capital employed has increased in current year in comparision to previous year
Return on Investment	Income generated from invested funds in market	Average invested funds in market = (Opening funds invested in market + Closing funds invested in market)/2	NA	NA	NA	Not applicable, due to no investment.

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42 Related party transactions

(A) Names of related parties by whom control exists

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

(B) Subsidiaries with whom transactions have taken place during the year

Name of the parties	Relationships
SITA World Travel Lanka (Pvt) Limited	Subsidiaries of the Company
SITA World Travel Nepal Private Limited	Subsidiaries of the Company

(C) Fellow Subsidiaries with whom transactions have taken place during the year

Name of the parties	Relationships
SOTC Travel Limited	Fellow subsidiaries of the Company
Sterling Holiday Resorts Limited	Fellow subsidiaries of the Company
Sterling Holiday (Ooty) Limited	Fellow subsidiaries of the Company

(D) Associate with whom transactions have taken place during the year

Name of the parties	Relationships
TCI Go Vacation India Private Limited	Associate of the Company

(E) Other related parties with whom transactions have taken place during the year

Name of the parties	Relationships
Luxe Asia Private Limited	Other related party
Allsec Technologies Ltd.	Other related party
Quess Corp Limited	Other related party
TC Tours Limited	Other related party
National Collateral Management Services Limited	Other related party
Asian Trail Holdings Ltd [ATH]	Other related party
Asian Trail Ltd	Other related party
Horizon Travel Services LLC	Other related party
Desert Adventures Tourism LLC	Other related party
Private Safaris (East Africa) Ltd	Other related party
Kuoni Private Safaris (Pty.) Ltd	Other related party
Travel Circle International Ltd	Other related party
Digiphoto Entertainment Imaging LLC	Other related party

(F) Key Management Personnel

Name of the parties	Name of the key management personnel
Managing Director of the Company	Mr. Dipak Deva
Chief Financial Officer	Mr. Sanjay Shroff
Chief Operating Officer	Mr. Vineet Mahendru
Company Secretary	Mr. Abhijeet Sawant

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42 Related party transactions *(Continued)*

(G) Related parties with whom transactions have taken place during the year

Particulars	Year	Holding Company	Subsidiary	Fellow subsidiaries	Associate	Other Related Party	Key Management Personnel	Total
Sale of services	**2023**	311.44	-	-	**43.01**	**80.35**	-	**434.80**
	2022	16.52	-	-	-	2.44	-	18.96
Purchase of services/ (Reversal of purchase)	**2023**	-	469.62	**270.32**	-	**5.98**	-	**745.92**
	2022	-	14.02	(30.07)	-	8.65	-	(7.40)
Facility Support Income & Management Fees	**2023**	-	-	-	**132.08**	-		**132.08**
	2022	-	-	-	88.40	-		88.40
ESOP and Stock Expense Charge	**2023**	**15.05**	-	-	-	-	-	**15.05**
	2022	36.08	-	-	-	-	-	36.08
Rent charges	**2023**	**27.33**		-		-		**27.33**
	2022	29.41		-		-		29.41
Corporate guarantee fees /(Income)	**2023**	**0.02**	-	-	-	-	-	**0.02**
	2022	-	-	-	-	-	-	-
Royalty Income	**2023**	-	33.52	-	-	-	-	**33.52**
	2022	-	10.35	-	-	-	-	10.35
Dividend Income	**2023**	-	**316.10**	-	-	-	-	**316.10**
	2022	-	-	-	-	-	-	-
Expenses reimbursed	**2023**	**1.14**	-	**19.79**	-	0.74	-	**21.67**
	2022	69.29	-	13.83	-	-	-	83.12
Management Consultancy Service Income	**2023**	**38.08**	-	**3.14**	-	**47.81**	-	**89.03**
	2022	36.09	-	4.14	-	24.51	-	64.74
Management Consultancy Service Expense	**2023**	**379.27**	-	-	-	-	-	**379.27**
	2022	286.98	-	-	-	-	-	286.98
Loan taken	**2023**	**800.00**	-	-	-	-	-	**800.00**
	2022	6,106.00	-	-	-	-	-	6,106.00
Interest charge on Loan Availed	**2023**	**757.96**	-	-	-	-	-	**757.96**
	2022	335.18	-	-	-	-	-	335.18
Salaries and other employee benefits to KMP's	**2023**	-	-	-	-	-	**400.38**	**400.38**
	2022	-	-	-	-	-	715.88	715.88
Commission and other benefits to non-executive/independent directors	**2023**	-	-	-	-	-	**12.98**	**12.98**
	2022	-	-	-	-	-	14.16	14.16

(H) Related party transactions

Particulars	Year	Holding Company	Subsidiary	Fellow Subsidiaries	Associate	Other Related Party	Key Management Personnel	Total
Balance as at 31 March								
Receivable	**2023**	-	**213.66**	-	**35.04**	**28.99**	-	**277.69**
	2022	-	217.84	-	4.18	15.97	2.31	240.30
Payables	**2023**	**8,267.08**	**465.23**	**66.90**	-	**2.06**	**12.33**	**8,813.60**
	2022	6,730.59	356.08	15.82	-	-	-	7,102.49

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42 Related party transactions *(Continued)*

(I) Related party transactions:

Particulars	Holding Company	2023	2022
Sale of Services	Thomas Cook (India) Limited	**311.44**	16.52
	Fairfax Financial Holdings Limited	-	-
ESOP and Stock Expense Charge	Thomas Cook (India) Limited	**15.05**	36.08
Rent Charges	Thomas Cook (India) Limited	**27.33**	29.41
Corporate guarantee fees	Thomas Cook (India) Limited	**0.02**	-
Expenses reimbursed	Thomas Cook (India) Limited	**1.14**	69.29
Management Consultancy Service Income	Thomas Cook (India) Limited	**38.08**	36.09
Management Consultancy Service Expense	Thomas Cook (India) Limited	**379.27**	286.98
Loan taken (net of repayment)	Thomas Cook (India) Limited	**800.00**	6,106.00
Interest charge on Loan Availed	Thomas Cook (India) Limited	**757.96**	335.18
Payables:			
Loan Payable	Thomas Cook (India) Limited	**6,906.00**	6,106.00
Interest Payable	Thomas Cook (India) Limited	**983.82**	301.66
Rent Payable	Thomas Cook (India) Limited	-	-
Trade Payable	Thomas Cook (India) Limited	**377.26**	322.93

(J) Related party transactions:

Particulars	Subsidiaries	2023	2022
Purchases of services	SITA World Travel Nepal Private Limited	**469.62**	14.02
Royalty Income	SITA World Travel Nepal Private Limited	**33.52**	10.35
Dividend Income	SITA World Travel Nepal Private Limited	**316.10**	-
Receivable:			
Royalty income Receivable	SITA World Travel Nepal Private Limited	**213.66**	217.84
Payable:			
Trade Payable	SITA World Travel Nepal Private Limited	**465.23**	356.08

(K) Related party transactions:

Particulars	Fellow Subsidiaries	2023	2022
Purchases of services	Sterling Holiday Resort Ltd.	23.80	0.25
	Sterling Holiday (Ooty) Ltd.	0.26	0.90
	SOTC Travel Limited	259.36	13.85
Reversal of Services	SOTC Travel Limited	13.10	45.07
Expenses reimbursed	SOTC Travel Limited	19.79	13.83
Expenses recovered	SOTC Travel Limited	3.14	4.14
Payable:			
Trade Payable	Sterling Holiday Resort Ltd.	7.53	2.46
	Sterling Holiday (Ooty) Ltd.	0.26	-
	SOTC Travel Limited	59.11	13.36

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(Currency : Indian rupees in Lakhs unless otherwise stated)

42 Related party transactions *(Continued)*

(L) Related party transactions

Particulars	Associate	2023	2022
Sale of Services	TCI Go Vacation Private Limited	**43.01**	-
Facility Support Income & Management Fees	TCI Go Vacation Private Limited	**132.08**	88.40
Receivables:			
Trade Receivable	TCI Go Vacation Private Limited	**35.04**	4.18

(M) Related party transactions

Particulars	Other related party	2023	2022
Sale of Services	TC Tours Limited	**80.35**	2.44
Purchases of services	Luxe Asia Private Limited	-	5.32
	Quess Corp Limited	**2.21**	3.33
	Allsec Technologies Ltd.	**3.77**	
Management Consultancy Service Income	TC Tours Limited	**17.66**	8.92
	Asian Trail Holdings Ltd [ATH]	**0.50**	0.47
	Asian Trail Ltd	**27.56**	6.89
	Horizon Travel Services LLC	**0.50**	0.47
	Desert Adventures Tourism LLC	**0.50**	0.47
	Private Safaris (East Africa) Ltd	**0.50**	0.47
	Kuoni Private Safaris (Pty.) Ltd	**0.50**	6.82
	Travel Circle International Ltd	**0.09**	-
	Digiphoto Entertainment Imaging LLC	-	-
Expense Recovered	Allsec Technologies Ltd.	**0.74**	
Receivables:			
Trade Receivable	TC Tours Limited	**4.34**	0.38
	Asian Trail Holdings Ltd [ATH]	**1.01**	0.47
	Asian Trail Ltd	**15.52**	6.89
	Horizon Travel Services LLC	**0.50**	0.47
	Desert Adventures Tourism LLC	**0.26**	0.47
	Private Safaris (East Africa) Ltd	**0.24**	0.47
	Kuoni Private Safaris (Pty.) Ltd	**7.03**	6.82
	Luxe Asia Private Limited	-	-
	Travel Circle International Ltd	**0.09**	-
	Digiphoto Entertainment Imaging LLC	-	-
Payables:			
Trade Payable	Quess Corp Limited	**0.21**	-
	Allsec Technologies Ltd.	**1.85**	

(N) Transactions with key management personnel

Particulars	2023	2022
Salaries and other employee benefits to KMP's	**400.38**	715.88
Commission and other benefits to non-executive/independent directors	**12.98**	14.16
Receivables:		
Employee Advance Receivable	-	2.31
Payables:		
Commission Payable	-	-
Employee Payable	12.33	-

(Currency : Indian rupees in Lakhs unless otherwise stated)

43 Ind AS 115 'Revenue from Contracts with Customers'

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

Revenue from operations:
Revenue from contract with customers

Particulars	31 Mar 2023	31 Mar 2022
-Travel and tour related services	22,433.15	1,459.29
	22,433.15	1,459.29

ii) Disaggregate Revenue

The following table presents Company revenue disaggregated by reportable segment:

Revenue based on product and services:
Revenue from contract with customers

Particulars	31 Mar 2023	31 Mar 2022
-Travel and tour related services	22,433.15	1,459.29
	22,433.15	1,459.29

iii) Contract balance

(a)Contract Assets :

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

The contract liabilities primarily relate to the unbilled revenue from customers for which revenue has been recognized based on the performance obligation / services delivered, however billing of same is yet to be done.

Changes in contract assets are as follows

Particulars	31 Mar 2023	31 Mar 2022
Balance at the beginning of the year	-	-
Revenue recognised during the year	22,072.95	1,018.06
Invoices raised during the year	(22,030.54)	(1,018.06)
Balance at the end of the year	42.41	-

(b)Contract liabilities :

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

Advance Collections is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards In-bound tour packages. Revenue from inbound tour packages are recognized on the completion of the performance obligation which is on the date of arrival of the tour.

Advance from contract with customers

Particulars	31 Mar 2023	31 Mar 2022
-Advance collected from customers	2,352.38	1,453.27
	2,352.38	1,453.27

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44 Government Grants and Assistance

During the year company has received following government grants in the nature of salary subsidy:

a) Employment Adjustment Subsidy Program.

Government of Japan has extended Employment Adjutment Subsidy Program (EAS) w.e.f. 01-Apr-2020 to all the companies which were affected by the COVID-19 pandamic as a special measure. The subsidy rates were ¥15,000 per person per day till Oct 2022, ¥12,000 per person per day in Nov & Dec 2022, ¥9,000 per person per day in Jan & Feb 2023 and ¥8,330 per person per day in Mar 2023.

b) ALPD Scheme

APLD (activité partielle de longue durée) Scheme was announced by Government of France. This is a long term partial activity to help companies cope with the impact of the COVID-19 with the aim of preserving jobs and safeguarding the skills of employees. Employers can reduce the amount of compensation they pay their employees for 'non-working days', with the government stepping in to make up the difference. Employers accessing the APLD may not reduce their employees' work hours by more than 40% for the duration of their partial unemployment status.

45 Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or is pending against the Company for holding any Benami property.

(ii) The Company does not have any charges or satisfaction of such charges which are yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.

(iii) The company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(iv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(v) The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Company has not undertaken any transaction with strike off companies during the year.

(vii) The Company does not have any transaction which is not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey) or any other relevant provisions of the Income-tax Act, 1961

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Travel Corporation (India) Limited

(Formerly known as SOTC Travel management limited)

Notes to the financial statements *(Continued)*

for the year ended 31 March 2023

(Currency : Indian rupees in Lakhs unless otherwise stated)

46 Impact of COVID-19 (Global pandemic)

The uncertainty on account of Covid - 19 outbreak continued to have adverse effect across the world economies including India during the first half of this financial year. The travel industry as a whole has been adversely impacted particularly by way of periods of restricted operations This unprecedented disruption has had an adverse impact on the performance during the previous years.

Post the pandemic, the Company has restarted the inbound business and expects operations to normalize in a phased manner. The Company has assessed the impact of COVID-19 on the carrying amount of its assets and revenue recognition. In developing the assumptions relating to the possible future uncertainties, the Company, as on date of approval of these financial results has used internal and external sources of information to the extent available. The Company, based on current estimates and information, expects the carrying amount of these assets to be recovered.

The Company has also assessed the impact for existing and anticipated effects of COVID-19 on the future cash flow projections on the basis of significant assumptions as per the available information. Rebound of business and continued cost saving measures has helped the Company to maximize operating cash flows and conserve cash position in the given situation. The funds are expected to be generated from the operating activities as business picks up and stabilises.

The Company continue to enjoy financial support from its holding company and has also received funding from them during the year. Further, the holding company has indicated its intention to continue to provide financial support as is necessary for the foreseeable future. Also, the Company has existing unutilized overdraft credit facilities from banks. Therefore, the management believes that the Company has sufficient financing arrangements to fulfil its working capital requirements and necessary capital expenditure.

The Company continues to monitor any material changes to its COVID-19 impact assessment, resulting from the future economic conditions and future uncertainty, if any. As the situation is continuously evolving, the eventual impact may be different from the estimates made as of the date of approval of

47 Struck Off Companies

The below are the details for the transactions undertaken by the Company with the struck off companies under Section 248 of the Companies Act, 2013

Name of Struck off Company	Nature of transactions with Struck off Company	Transaction during the year March 31, 2023	Balance Outstanding March 31, 2023	Transaction during the year March 31, 2022	Balance Outstandi ng March	Relations hip
Evers Hotels & Tourism Pvt. Ltd	Purchase of Tour Services	0.46	-	-	-	Supplier
Pan Club Hotels Pvt. Ltd.	Purchase of Tour Services	0.70	-	-	-	Supplier
Tharas Tours & Exports Pvt. Ltd.	Purchase of Tour Services	0.63	-	-	0.46	Supplier

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48 Transfer pricing

The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-tax Act. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the international as well as specified domestic transactions (if applicable) entered into with the associated enterprise during the financial year and expects such records to be in existence latest by the end of the stipulated timeline, as required by law. The Management is of the opinion that its international as well as specified domestic transactions (if any) are at arm's length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expenses and that of provision for taxation.

Significant accounting policies
The notes from 1 to 48 form an integral part of the financial statements

As per our report of even date attached.

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

B. H. Dhupelia

Bhavesh Dhupelia
Partner
Membership No: 042070
Mumbai
17-May-2023

For and on behalf of the Board of Directors of
Travel Corporation (India) Limited
[CIN: U63040MH2001PLC131693]

Dipak Deva
Managing Director
[DIN:02030005]
Gurugram
04 May 2023

Madhavan Menon
Director
[DIN No: 00008542]
Gurugram
04 May 2023

Sanjay Shroff
Chief Financial Officer
Gurugram
04 May 2023

Abhijeet Sawant
Company Secretary
Gurugram
04 May 2023

TRAVEL CORPORATION (INDIA) LTD

B S R & Co. LLP
Chartered Accountants

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Independent Auditor's Report

To the Members of Travel Corporation (India) Limited

Report on the Audit of the Financial Statements

Opinion

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

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

Basis for Opinion

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

Other Information

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

   f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   a. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its financial statements - Refer Note 38 to the financial statements.

   b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

   d (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall

   - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or

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• provide any guarantee, security or the like to or on behalf of the Ultimate

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

• directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or

• provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The Company has neither declared nor paid any dividend during the year.

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

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

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

Chartered Accountants

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

B. H. Dhupelia

Bhavesh Dhupelia

Partner

Membership No.: 042070

ICAI UDIN:23042070BGYGLV6180

Place: Mumbai

Date: 17 May 2023

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

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

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of two years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

(c) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The Company is a service company, primarily rendering travel and travel related services. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and

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

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

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

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

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

Name of the statute	Nature of the dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Service Tax Rules, 1994	Service Tax	15,97,82,742	01 April 2005 till 31 March 2010	CESTAT	
Service Tax Rules, 1994	Service Tax	1,46,652	01 October 2007 till 29 February 2008	Assistant Commissio-ner of Servcie Tax	

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

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

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint ventures (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has incurred cash losses of Rs 1,865.45 lakhs in the current financial year and Rs 4,243.34 lakhs in the immediately preceding financial year.

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

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

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

Chartered Accountants

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

B. H. Dhupelia

Bhavesh Dhupelia

Partner

Membership No.: 042070

ICAI UDIN:23042070BGYGLV6180

Place: Mumbai

Date: 17 May 2023

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

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

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

Opinion

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

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

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

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

Auditor's Responsibility

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

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

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

BSR & Co. LLP
14th Floor, Central B Wing and North C Wing, Nesco IT Park4, Nesco Center, Western Express Highway, Goregaon (East), Mumbai
Chartered Accountants

Meaning of Internal Financial Controls with Reference to Financial Statements

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

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

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

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

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

Chartered Accountants

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

B. H. Dhupelia

Bhavesh Dhupelia

Partner

Membership No.: 042070

ICAI UDIN:23042070BGYGLV6180

Place: Mumbai

Date: 17 May 2023

Independent Auditor's Report

To the Members of TC Tours Limited

Report on Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **TC Tours Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("the Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit (including other comprehensive income), its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in report of the board of directors but does not include the standalone financial statements and our auditor's report thereon.

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

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Management and the Board of Directors are responsible for the matters stated in section 134(5) of 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 (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

   (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (ii) 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;

   (iii) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;

   (iv) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder and relevant provisions of the Act;

   (v) On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;

   (vi) 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";

   (vii) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid remuneration to its directors during the year. Accordingly, the provisions of section 197 of the Act are not applicable to the Company;

   (viii) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

      a) The Company does not have any pending litigations, which would impact the financial position of the Company;

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

b) The Company did not have any material foreseeable losses on long-term contracts including derivative contracts; and

c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

d) (i) The Management has represented that, to the best of its knowledge and belief, as stated in note no. 29, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented, that, to the best of its knowledge and belief, as stated in note no. 29, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures performed by us that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) above, contain any material mis-statement;

e) The Company has neither declared nor paid any dividend during the year.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G. M. KAPADIA & CO. ★ MUMBAI ★ Chartered Accountants

Atul Shah
Partner
Membership No. 039569
UDIN:23039569BGURJA4696

Place: Mumbai
Date: 12 MAY 2023

Annexure A to the Independent Auditor's Report

Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2023

To the best of our information and according to the explanation provided to us by the Company and the books of account and records examined by us in the normal course of our audit, we state that:

(i) (a) & (b) The Company does not have any property, plant and equipment and hence provision of paragraph 3(i)(a) and (b) of the Order is not applicable;

(c) The Company does not have any immovables properties except where the Company is the lessee and the lease agreements are duly excuted in favour of the lessee. Hence, reporting under paragraph 3(iii)(c) of the Order is not applicable;

(d) The Company does not have any property, plant and equipment or intangible assets. The Company has not revalued its right to use assets during the year and hence, reporting under paragraph 3(iii)(d) of the Order is not applicable; and

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder;

(ii) (a) The Company's nature of operation does not require it to hold inventories. Consequently, paragraph 3(ii)(a) of the Order regarding physical verification of inventories and maintenance of records is not applicable; and

(b) During the year, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The quarterly statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

(iii) (a) to (d) During the year, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. Accordingly, reporting under paragraph 3(iii)(a) to (d) and (f) of the Order is not applicable to the Company; and

(e) The Company has not given any term loan. Accordingly, reporting under paragraph 3(iii)(e) of the Order is not applicable to the Company.

(iv) The Company has not granted any loan, made investment or provided guarantee or security to the parties covered under section 185 and 186 of the Act. Therefore, paragraph 3(iv) of the Order is not applicable to the Company.

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

(v) The Company has not accepted deposits from the public and therefore, the provisions of section 73 to 76 or any other relevant provisions of the Act and rules framed thereunder are not applicable to the Company. We have been informed that no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this regard.

(vi) The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Act, for the business activities carried out by the Company. Hence, reporting under paragraph 3(vi) of the Order is not applicable.

(vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, 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, as applicable, to the appropriate authorities. According to the information and explanations given to us and based on verification carried out by us on test basis, there are no arrears of statutory dues outstanding as on the last day of the financial year concerned for a period of more than six months from the date, they became payable; and

(b) There are no such statutory dues as referred to in sub- paragraph (a) above which have not been deposited with the concerned authorities as on March 31, 2023, on account of dispute.

(viii) There are no transaction which are not recorded in the books of accounts and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority;

(c) The funds raised on short term basis have not been utilised for long term purposes;

(d) The Company has not raised any funds on short-term basis. Accordingly, the reporting under paragraph 3(ix)(d) of the Order is not applicable to the Company; and

(e) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, the reporting under paragraph 3(ix)(e) and (f) of the Order is not applicable.

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under paragraph 3(x)(a) of the Order is not applicable to the Company;

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the current financial year. Accordingly, the reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) We have neither come across any instance of fraud by the Company or any material instance of fraud on the Company by its officers or employees, noticed or reported during the year;

(b) No report under section 143(12) of the Act has been filed during the year by the auditors in Form ADT-4 as prescribed under rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government; and

(c) There are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and hence reporting under paragraph 3(xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv) (a) & (b) The Company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Act.

(xv) The Company has not entered into any non-cash transaction with directors. We have been informed that no such transactions have been entered into with persons connected with directors.

(xvi) (a) to (c) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under paragraph 3(xvi) (a), (b) and (c) of the Order is not applicable;

(d) The Group does not have any CIC as part of the Group as per definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016 and hence the reporting under paragraph 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly reporting under paragraph 3(xviii) of the Order is not applicable.

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The provisions of section 135(5) and 135(6) of the Act are not applicable to the Company. Accordingly, the reporting under paragraph 3(xx)(a) and (b) of the Order is not applicable to the Company.

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 039569
UDIN:23039569BGURJA4696

Place: Mumbai
Date: 12 MAY 2023

Annexure B to the Independent Auditor's Report
Referred to in paragraph 2(vi) under "Report on Other Legal and Regulatory Requirements" of our report on even date to the members of the Company on standalone financial statements for the year ended March 31, 2023

Opinion

We have audited the internal financial controls with reference to financial statements of the Company as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements 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 standalone financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration No. 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 039569
UDIN:23039569BGURJA4696

Place: Mumbai
Date: 12 MAY 2023

TC Tours Limited
Balance Sheet as at March 31, 2023

(Rs. In Lakhs)

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Right of Use Assets	3(a)	20.9	57.0
Financial assets			
- Loans			
- Investments	5(a)	-	-
Deferred tax assets (net)	3(b)	162.2	378.7
Non current tax assets		1,100.4	288.30
Total non-current assets		**1,283.5**	**724.0**
Current assets			
Financial assets			
- Trade receivables	5(b)	8,969.3	4,924.4
- Cash and cash equivalents	5(c)	857.2	49.1
- Loans	5(d)	-	-
- Other financial assets	5(e)	1,592.0	429.6
Other current assets	6	21,436.7	6,605.2
Total current assets		**32,855.2**	**12,008.3**
TOTAL ASSETS		**34,138.7**	**12,732.3**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	7	300.0	300.0
Other equity			
-Reserve & surplus	8	2,206.3	1,218.4
Total Equity		**2,506.3**	**1,518.4**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
- Borrowing	9	6,259.0	2,664.3
- Lease liabilities		-	25.3
Employee Benefit Obligations	10	93.8	71.1
Other non-current liabilities		-	-
Total non-current liabilities		**6,352.8**	**2,760.7**
Current liabilities			
Financial liabilities			
- Borrowing	11(a)	1,000.3	569.5
- Lease liabilities		25.3	41.5
- Trade payables	11(b)		
-Dues of micro enterprises and small enterprises		0.8	-
-Dues of creditors other than micro enterprises and small enterprises		23,663.2	7,453.2
- Other financial liabilities	11(c)	0.4	-
Employee Benefit Obligations	9	76.9	76.0
Current Tax Liabilities		120.1	-
Other current liabilities	12	392.6	313.1
Total current liabilities		**25,279.6**	**8,453.2**
TOTAL LIABILITIES		**31,632.4**	**11,213.9**
TOTAL EQUITY AND LIABILITIES		**34,138.7**	**12,732.3**

The above balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

12-May-23
Place: Mumbai

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Debasis Nandy
Director
DIN: 06368365

12-May-23
Place: Mumbai

Rambhau Kenkare
Director
DIN No. 01272743

12-May-23
Place: Mumbai

TC TOURS LIMITED
Statement of Profit And Loss for the year ended March 31, 2023

(Rs. In Lakhs)

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
Income			
Revenue from operations	13	34,950.2	10,803.3
Other income	14	100.2	166.0
Total income		**35,050.4**	**10,969.2**
Expenses			
Cost of services		30,250.2	8,460.3
Employee benefits expense	15	1,318.2	1,100.6
Depreciation	3	33.7	40.3
Finance Cost	16	606.9	383.2
Other expenses	17	1,510.8	885.5
Total expenses		**33,719.8**	**10,869.8**
Profit before tax		**1,330.6**	**99.4**
Less : Tax expense	18		
Current tax		120.1	-
Deferred tax		214.8	25.0
Total tax expenses		**334.9**	**25.0**
Profit for the year (A)		**995.7**	**74.4**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		(6.2)	42.6
Income tax relating to items that will not be reclassified to profit or loss		(1.6)	10.7
Total other comprehensive income for the year, net of taxes (B)		**(7.8)**	**53.3**
Total comprehensive income for the year (A+B)		**987.9**	**127.6**
Earnings per equity share (Face value of INR 10 each)	23		
- Basic earnings per share (In INR)		33.2	2.5
- Diluted earnings per share (In INR)		33.2	2.5

The above statement of profit and loss should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 039569

12-May-23
Place: Mumbai

For and on behalf of the Board of Directors

Debasis Nandy
Director
DIN: 06368365

12-May-23
Place: Mumbai

Rambhau Kenkare
Director
DIN No. 01272743

12-May-23
Place: Mumbai

TC TOURS LIMITED
Statement of Cash Flows for the period ended March 31, 2023

(Rs. In Lakhs)

Particulars	Note	Year ended March 31, 2023	Year ended March 31, 2022
A) Cash flow from operating activities			
Profit before income tax		**1,330.6**	**99.4**
Adjustments for:			
Interest Income	14	(26.2)	(13.7)
ESOP Expense	15	-	4.4
Depreciation on ROU assets		33.7	40.3
Interest on lease liability		3.9	7.9
Provision for Doubtful Advances (Net) and Impairment charge	17	381.3	25.2
Operating profit before changes in operating assets and liabilities		**1,723.3**	**163.4**
Change in operating assets and liabilities:			
Decrease / (Increase) in Trade Receivables		(4,044.9)	956.5
Decrease / (Increase) in Other Financial Assets		(1,162.4)	(62.8)
Decrease / (Increase) in Other Current Assets		(15,212.7)	(1,816.4)
Increase in Employee Benefits Obligation		17.5	31.0
(Decrease) / Increase in Trade Payables		16,210.8	(2,091.1)
Increase in Other Financial Liabilities		0.4	-
(Decrease) / Increase in Other Liabilities		79.5	181.0
Cash generated from operations		**(2,388.5)**	**(2,638.4)**
Income taxes paid		(812.1)	(159.5)
Net cash inflow from operating activities		**(3,200.6)**	**(2,797.9)**
B) Cash flow from investing activities:			
Interest Received		26.2	13.7
Movement of ROU Assets		2.4	(2.2)
Net cash inflow / (outflow) from investing activities		**28.6**	**11.5**
C) Cash flow from financing activities:			
Repayment of lease liabilities		(41.5)	(38.6)
Secured loan taken from Bank		3,984.9	2,664.3
Interest on lease liabilty made		(3.9)	(7.9)
Increase / (Decrease) in short term borrowings		-	(350.0)
Net cash inflow / (outflow) from finnacing activities		**3,939.5**	**2,267.9**
Net increase in cash and cash equivalents		767.6	(518.4)
Add: Cash and cash equivalents at the beginning of the financial year		(520.4)	(2.0)
Cash and cash equivalents at the end of the year		**247.2**	**(520.4)**
Reconciliation of Cash Flow statements as per the cash flow statement		**Year ended**	**Year ended**
Cash Flow statement as per above comprises of the following		**March 31, 2023**	**March 31, 2022**
Cash and cash equivalents		857.2	49.1
Bank Overdrafts		(610.0)	(569.5)
Balances as per statement of cash flows		247.2	(520.4)

Notes :

1. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS-7) on Statement of Cash Flow as notified under Companies (Acounts) Rules, 2015.
2. The above statement of Cash flow should be read in conjunction with the accompanying notes.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

12-May-23
Place: Mumbai

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Debasis Nandy
Director
DIN: 06368365

12-May-23
Place: Mumbai

Rambhau Kenkare
Director
DIN No. 01272743

12-May-23
Place: Mumbai

TC TOURS LIMITED

Notes to financial statements for the year ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

STATEMENT OF CHANGES IN EQUITY

Equity share capital

Particulars	Amount
Balance as at March 31, 2021	**300.0**
changes in equity share capital during the year	-
Balance as at March 31, 2022	**300.0**
changes in equity share capital during the year	-
Balance as at March 31, 2023	**300.0**

Other Equity

	Reserves and Surplus		
Particulars	**ESOP Reserve**	**Retained Earnings**	**Total Other Equity**
Balance at the March 31, 2021	**72.6**	**1,013.8**	**1,086.3**
Profit for the year	-	74.4	74.4
Other Comprehensive Income	-	53.3	53.3
Total Comprehensive Income for the year	**-**	**127.6**	**127.6**
Transaction with owners in their capacity as owners			
Employee Stock Option Expense	4.4	-	4.4
Balance at the March 31, 2022	**77.0**	**1,141.4**	**1,218.4**
Profit for the year	-	995.7	995.7
Other Comprehensive Income	-	(7.8)	(7.8)
Total Comprehensive Income for the year	**-**	**987.9**	**987.9**
Transaction with owners in their capacity as owners			
Employee Stock Option Expense	-	-	-
Balance as at March 31, 2023	**77.0**	**2,129.3**	**2,206.3**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date.
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

Atul Shah
Partner
Membership No. 039569

12-May-23
Place: Mumbai

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

For and on behalf of the Board of Directors

Debasis Nandy
Director
DIN: 06368365

12-May-23
Place: Mumbai

Rambhau Kenkare
Director
DIN No. 01272743

12-May-23
Place: Mumbai

TC TOURS LIMITED
Notes to financial statements for the year ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

General Information

TC Tours Limited (CIN-U63040MH1989PLC054761) (the "Company") was incorporated in the state of Maharashtra on December 26, 1989 under the Companies Act, 1956. It's main object is to inter-alia to carry on the trades or business of general passengers, tourists and transport agents and contractors. The Company is a 100% subsidiary of Thomas Cook (India) Limited.

1 Significant Accounting Policies

1.1 Basis of preparation of financial statements

(a) Statement of compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with rule 4 of the Companies (Indian Accounting standards) Rules, 2015 and other relevant provisions of the Act as amended from time to time that are notified and effective as at March 31, 2023. In accordance with proviso of the Rule 4A of Companies Accounting Rules, 2014, the terms used in these financial statements are in accordance with the definitions and other requirements specified in the applicable Accounting Standards.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-non current classification of assets and liabilities.

(b) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for defined benefit plans & Investments measured at fair value.

1.2 Foreign currency translation and transactions

(a) Functional and presentation currency

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

Presentation currency is the currency in which the financial statements are presented. These financial statements are presented in Indian Rupees (INR), which is Company's functional and presentation currency.

(b) Transactions and balances

(i) Initial Recognition

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

(ii) Subsequent Recognition

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

All monetary items denominated in foreign currency are restated at Foreign Exchange Dealers Association of India (FEDAI) rates and the exchange variations arising out of settlement / conversion at the FEDAI rates are recognised in the Statement of Profit and Loss.

1.3 Revenue Recognition

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

Effective April 1, 2018 the Company has applied Ind AS 115 which replaces Ind AS 18 revenue recognition.

(a) Income from operations

The Company earns revenue from travel and related services and human resource services.

(i) Travel and related services

It comprises of leisure tours packages within India and outside India. Revenue on leisure tours/holiday packages are recognized on the completion of the performance obligation which is on the date of departure of the tour.

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

(ii) Human resource services

It comprises of training fees. These trainings are generally of short term in nature. Revenue is recognized in the period in which services are being rendered.

(b) Contract balances

(i) Contract assets

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

(ii) Contract liabilities

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

1.4 Other Income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the right to receive dividend is established.

TC TOURS LTD. *

1.5 Taxes on Income

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

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

Current Tax:

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

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

Deferred Tax:

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

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred Taxes on items classified under Other Comprehensive Income ('OCI') has been recognised in OCI.

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

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

1.6 Leases

Company has adopted Ind AS 116 "Leases" (which replaces Ind AS 17 "Leases") effective April 1, 2019 and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value.

Determining whether an arrangement contains a lease:

Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. Right-of-use asset are subsequently measured at cost less accumulated depreciation and impairment losses if any and adjusted for any remeasurement of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using the incremental borrowing rates in the country of domicile of the leases.

Lease payments included in the measurement of the lease liability comprise the following:
i) Fixed payments;
ii) Variable lease payments;
iii) Amounts expected to be payable under a residual value guarantee; and
iv) The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in terms of the contract, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

TC TOURS LTD. *

Short-term leases and leases of low-value assets

Company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of 12 months. Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Till March 31, 2019, all lease arrangements were classified as operating or finance leases. Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Lease payments under leases are charged or credited to the Statement of Profit and Loss on a straight-line basis over the term of the lease. Lease arrangements where Company has substantially all the risks and rewards of ownership were classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased asset and the present value of the minimum lease payments. The finance charge is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

As a lessee:

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

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term.

1.7 **Employee Benefits**

(a) **Long-term Employee Benefits**

(i) Defined Contribution Plans

The Company has Defined Contribution Plan for post employment benefits in the form of Provident Fund which is Government administered provident fund. Under such Defined Contribution Plan, the Company has no further obligation beyond making the contributions. The Company's contributions to Defined Contribution Plan is charged to the Statement of Profit and Loss as incurred.

(ii) Defined Benefit Plans

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Re-measurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in other comprehensive income (OCI).

(b) **Short-term Employee Benefit**

As per the leave policy of the Company, employees are entitled to avail 30 days of annual leave during a calender year. Any carry forward or encashment of the same is not allowed and all unutilised leaves necessarily lapse at the end of the calender year. Provision on actual basis is created for proportionate unutilised leaves as at year end.

1.8 **Impairment of Assets**

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

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

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

The cumulative loss that is removed from other comprehensive income and recognized in profit or loss is the difference between the acquisition cost, net of any principal repayment and amortization, and the current fair value, less any impairment loss previously recognized in statement of profit and loss. Changes in impairment provisions attributable to time value are reflected as a component of interest income.

Carrying amount of tangible assets, intangible assets and investments in subsidiaries (which are carried at cost) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.
In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.
For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or Company's assets (cash-generating units). Non- financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period

TC TOURS LTD.

1.9 Provisions and contingent liabilities

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

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

2.0 Cash and Cash Equivalents

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

2.1 Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Although the Company recognises the revenue relating to commission on net and agent basis, the trade receivables and trade payables are recognised on the gross value of services rendered and services received respectively.

2.2 Investments in Subsidiaries

A Subsidiary is an entity that is controlled by another entity. An investor controls an investee if and only if the investor has the following; (i) Power over the investee, (ii) exposure, or rights, to variable returns from its involvement with the investee and (iii) the ability to use its power over the investee to affect the amount of the investor's returns. The Company's investments in its Subsidiaries are accounted at cost.

2.3 Financial Instruments

(a) Financial assets

(i) Initial recognition and measurement

Financial assets are recognised when the entity becomes a party to the contractual provisions of the instruments. Financial assets other than trade receivables are initially recognised at fair value. Transaction costs are expensed in the Statement of Profit and Loss, expect for financial instruments carried at amortised cost, where transaction costs are adjusted in the amortised cost of the asset.

(ii) Subsequent Measurement

Financial assets, other than equity instruments, are subsequently measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') on the basis of:
(i) the entity's business model for managing the financial assets and
(ii) the contractual cash flow characteristics of the financial asset.

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

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

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

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

(iii) Derecognition

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

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(b) Financial liabilities

(i) Initial recognition and measurement:

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial liabilities are initially recognised at fair value plus transaction costs for all financial liabilities not carried at fair value through profit or loss. Financial liabilities carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the Statement of Profit and Loss.

(ii) Subsequent measurement:

Financial liabilities are subsequently measured at amortised cost using EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

(iii) Derecognition:

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

2.4 Offsetting financial instruments

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

2.5 Contributed equity

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

2.6 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.7 Earnings per share

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

2.8 Current versus non-current classification

The Company presents its assets and liabilities in the Balance Sheet based on current / non-current classification. An asset is treated as current if it is :a) expected to be realised or intended to be sold or consumed in normal operating cycle; b) held primarily for the purpose of trading; c) expected to be realised within twelve months after the reporting period; ormonths after the reporting period.All other assets are classified as non-current.A liability is current when : a) it is expected to be settled in normal operating cycle; b) it is held primarily for the purpose of trading; c) it is due to be settled within twelve months after the reporting period; or d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current on net basis. The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

2.9 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs or decimals thereof as per the requirement of schedule III (division II), unless otherwise stated.

2 Critical Accounting Estimates and Judgements:

The preparation of Standalone Financial Information requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Standalone Financial Information. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Estimation of defined benefit obligation (Refer note 9) involves critical estimates and judgements.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

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Notes to financial statements for the year ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Note 3(a) - Right of Use Assets

Particulars	**Building**	**Total**
Gross Carrying Amount		
Opening Balance as at 1 April 2022	149.4	149.4
Transition Adjustment (as at 1 April 2019)	-	-
Additions		-
Disposals/Transfer	(6.5)	(6.5)
Closing Balance as at 31st March 2023	**142.8**	**142.8**
Accumulated Depreciation		
Opening Balance as at 1 April 2022	92.3	92.3
Transition Adjustment (as at 1 April 2019)	-	-
Depreciation	**33.7**	33.7
Disposals/Transfer	(4.1)	(4.1)
Closing Balance as at 31st March 2023	**122.0**	122.0
Net carrying amount as at 31st Mar 2023	**20.9**	**20.9**

Particulars	**Building**	**Total**
Gross Carrying Amount		
Opening Balance as at 1 April 2021	147.2	147.2
Transition Adjustment (as at 1 April 2019)	-	-
Additions	2.2	2.2
Disposals/Transfer		-
Closing Balance as at 31st March 2022	**149.4**	**149.4**
Accumulated Depreciation		
Opening Balance as at 1 April 2021	52.1	52.1
Transition Adjustment (as at 1 April 2019)	-	-
Depreciation	**40.3**	40.3
Disposals/Transfer		-
Closing Balance as at 31st March 2022	**92.3**	92.3
Net carrying amount as at 31st March 2022	**57.0**	**57.0**

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Notes to financial statements for the year ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Note 3(b): Deferred Tax Assets (Net)

The balance comprises of temporary differences attributable to:

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Assets		
Carry forward of losses	(0.1)	226.2
On provisions allowable for tax purpose when paid	59.0	53.0
On Provision for Doubtful Advances	102.2	97.0
Other items (ROU)	1.1	2.5
Net Deferred Tax Assets	**162.2**	**378.7**

Movement in Deferred Tax Assets

Particulars	On provisions allowable for tax purpose when paid	On Provision for Doubtful Advances	Other items (ROU)	Carry Forward of Losses	Total
As at March 31, 2022	**53.0**	**97.0**	**2.5**	**226.2**	**378.7**
charged/(credited)					
-to profit or loss	7.6	5.2	(1.4)	(226.3)	**(214.9)**
-to other comprehensive income	(1.6)	-	-	-	**(1.6)**
As at March 31, 2023	**59.0**	**102.2**	**1.1**	**(0.1)**	**162.2**

Note 4: Current Tax Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	288.3	128.8
Less: Current Tax payable for the year	(120.1)	-
Add: Taxes Paid	812.1	159.5
Closing Balances - Current Tax Asset/(Liabilities)	**980.3**	**288.3**

Disclosed as:

Non current tax assets (as per balance sheet)	1,100.4	288.3
Current tax liability (as per balance sheet)	120.1	-

* Amount is below the rounding off norm adopted by the Company.

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Notes to financial statements for the year ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Note 5: Financial Assets

5(a)Investments

Particulars	Non-current Mar 31, 2023	Current Mar 31, 2023	Non-current March 31, 2022	Current March 31, 2022
Unquoted - In associates at cost				
5020 (Previous year: 5020) fully paid up 0.0001%Convertible Cummulative Preference Shares of INR 100/- each of Traveljunkie Solutions Private Limited *[Refer Note 28]*	400.0	-	400.0	-
Less: Provision for Investment Impairment	(400.0)	-	(400.0)	-
Sub total	-	-	-	-
Quoted - Investment in mutual funds fair valued through Profit and Loss account				
Nil	-	-	-	-
Total	-	-	-	-
Aggregate amount of quoted investments	-	-	-	-
Aggregate amount of unquoted investments	400.0	-	400.0	-
Aggregate market value of quoted investments	-	-	-	-
Aggregate amount of impairment in the value of investments	(400.0)	-	(400.0)	-

5(b)Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables	9,222.5	5,157.0
Less: Allowance for doubtful debts	(253.2)	(232.6)
Total recievables	**8,969.3**	**4,924.4**
Break up of Security Details		
Unsecured, considered good	8,969.3	4,924.4
Unsecured, considered Doubtful	253.2	232.6
Total	**9,222.5**	**5,157.0**
Less: Allowance for doubtful debts	(253.2)	(232.6)
Total Trade Recievables	**8,969.3**	**4,924.4**

Ageing for trade receivables outstanding as at March 31, 2023 is as follows:

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	Total
(i) Undisputed Trade receivables considered good		8,751.3		134.3		83.7	8,969.3
(ii) Undisputed Trade Receivables-Which have significant increase in credit risk							-
(iii) Undisputed Trade Receivables – credit impaired							
(iv) Disputed Trade Receivables– considered good						253.2	253.2
(iv) Disputed Trade Receivables – which have significant increase in credit risk							-
(vi) Disputed Trade Receivables – credit impaired							-
(vii) Unbilled revenue							-
Total	-	**8,751.3**	-	**134.3**	-	**336.9**	**9,222.5**
Less: Allowances for Expected Credit Loss		-	-	-	-	253.2	253.2
Net Trade Receivables	-	**8,751.3**	-	**134.3**	-	**83.7**	**8,969.3**
Trade receivables - Unbilled							-
							8,969.3

Ageing for trade receivables outstanding as at March 31, 2022 is as follows:

Particulars	Not Due	Less than 6 months	6 months - 1 year	1-2 yrs.	2-3 yrs.	More than 3 yrs.	Total
(i) Undisputed Trade receivables considered good		1,162.6	1,388.2	2,083.0	100.8	189.7	4,924.4
(ii) Undisputed Trade Receivables-Which have significant increase in credit risk							-
(iii) Undisputed Trade Receivables – credit impaired							
(iv) Disputed Trade Receivables– considered good			1.9	27.3	42.7	160.8	232.6
(iv) Disputed Trade Receivables – which have significant increase in credit risk							-
(vi) Disputed Trade Receivables – credit impaired							-
(vii) Unbilled revenue							-
Total	-	**1,162.6**	**1,390.1**	**2,110.3**	**143.5**	**350.5**	**5,157.0**
Less: Allowances for Expected Credit Loss		-	1.9	27.3	42.7	160.8	232.6
Net Trade Receivables		**1,162.6**	**1,388.2**	**2,083.0**	**100.8**	**189.7**	**4,924.4**
Trade receivables - Unbilled							-
							4,924.4

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(All amounts in INR Lakhs, unless otherwise stated)

5(c) Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks:		
In current accounts	23.9	-
Fixed Deposits with original maturity of less than three months	800.0	-
Cash in hand	33.3	49.1
Total Cash and cash equivalents	**857.2**	**49.1**

5(d) Loans

Particulars	As at March 31, 2023	As at March 31, 2022
Loans to Related Parties	150.0	150.0
Less: Provision for Doubtful Loans and Advances	(150.0)	(150.0)
Total Loans	-	-

5(e) Other financial Assets

Particulars	Non-current	Current	Non-current	Current
	Mar 31, 2023	Mar 31, 2023	March 31, 2022	March 31, 2022
Accrued Revenue	-	1,590.6	-	429.6
Interest Receivables from Related Parties	-	23.5	-	22.1
Less: Provision for Doubtful Loans & Advances (Interest)	-	-22.1	-	(22.1)
Sub total	-	1.4	-	-
Other Receivables from Related Parties	-	-	-	-
Total Other Financial Assets	-	1,592.0	-	429.6

Note 6: Other Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Advance to Suppliers		
Considered good	20,096.4	5,642.3
Considered Doubtful	549.2	104.3
Less: Allowance for doubtful advances	(549.2)	(104.3)
Sub total	**20,096.4**	**5,642.3**
Advance to Employees		
Considered good	111.3	20.6
Considered Doubtful	0.3	0.3
Less: Allowance for doubtful debts	(0.3)	(0.3)
Sub total	111.3	20.6
Prepaid expenses	24.7	35.8
Balances with Government authorities	1,204.3	906.6
Total	21,436.7	6,605.2

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Note 7: Equity Share Capital

Equity Share capital

Particulars	No of Shares (In lakhs)	Amount
AUTHORISED		
As at April 1, 2021	30.0	300.0
Increase during the year	-	-
As at March 31, 2022	30.0	300.0
Increase during the year	-	-
As at March 31, 2023	30.0	300.0

(i) Movement in Equity Share Capital during the Year

Particulars	No of Shares (In lakhs)	Amount
As at April 1, 2021	30.0	300.0
Add: No of Shares issued during the year	-	-
As at March 31, 2022	30.0	300.0
Add: No of Shares issued during the year	-	-
As at March 31, 2023	30.0	300.0

(ii) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares at a par value of INR 10/- per share. Each shareholder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the equity share holders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their share holding.

(iii) Shares held by Holding Company

Particulars	As at March 31, 2023		As at March 31, 2022	
	No of Shares (In lakhs)	Amount	No of Shares (In lakhs)	Amount
Equity Shares				
Thomas cook (India) Limted and its Nominees	30.0	300.0	30.0	300.0

(iv) Shareholding Pattern (Shareholders holding 5% or more shares in the Company)

Category of Shareholder	As at March 31, 2023		As at March 31, 2022	
	No of shares (In lakhs)	% of Holding	No of shares (In lakhs)	% of Holding
Equity Shares				
Thomas cook (India) Limted and its Nominees	30.0	100.0%	30.0	100.0%

(v) Shares held by promoters at the end of the year

Name of Promoter	As at March 31, 2023		% Change during the year
	No of shares (In lakhs)	% of Holding	
Equity Shares			
Thomas cook (India) Limted and its Nominees	30.0	100.0%	-

Name of Promoter	As at March 31,2022		% Change during the year
	No of shares (In lakhs)	% of Holding	
Equity Shares			
Thomas cook (India) Limted and its Nominees	30.0	100.0%	-

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Notes to financial statements for the year ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Note 8: Reserves and surplus

Particulars	As at March 31, 2023	As at March 31, 2022
Retained Earnings	2,129.3	1,141.4
ESOP Reserve	77.0	77.0
Total reserves and surplus	**2,206.3**	**1,218.4**

Retained Earnings

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	1,141.4	1,013.8
Net Profit for the year	995.7	74.4
Items of other Comprehensive income recognised directly in retained earnings	-	-
Remeasurements of post-employement benefit obligtion, net of tax	(7.8)	53.3
Closing Balance	**2,129.3**	**1,141.4**

ESOP Reserve

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	77.0	72.6
Capital Contribution towards ESOP Expenses	-	4.4
Closing Balance	**77.0**	**77.0**

ESOP Reserve
ESOP Reserve has been created for ESOPs issued by the group company - Thomas Cook (India) Limited to the employees of the company.

Note 9: Non Current Borrowings

Particulars	Maturity Date / Terms	Coupon/ Interest Rate	As at March 31, 2023	As at March 31, 2022
ECLGS Loan*	Refer Note below	9.25%	6,259.0	2,664.3
Total Borrowing (Non-Current)			**6,259.0**	**2,664.3**

**Refer Note 11a, INR 390.25 Lakhs is current portion of total 6649.2 Lakhs ECLGS loan.*

Loan amounting to Rs. 6649.2 lakhs (net of processing fees/stamp duty) from HDFC Bank Limited is secured by way of second ranking charge over existing primary and collateral secutities including mortgages created in the favour of bank and security created over the assets of the borrower purchased out of this facility. The applicable rate of interest as on balance sheet date is 9.25% p.a. However, the applicable interest rate shall change in accordance with every reset/change of the reference rate / change of reference rate or change of spread by the bank. Duration of the loan is 72 month. There will be moratorium period of 24 month and 48 monthly instalment after moratorium period. Interest to be serviced on monthly basis.

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Notes to financial statements for the year ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Note 10: Employee Benefit Obligations

Particulars	As at March 31, 2023			As at March 31, 2022		
	Non Current	Current	Total	Non Current	Current	Total
Leave Entitlement	-	10.7	10.7	-	12.3	12.3
Gratuity	93.8	-	93.8	71.1	-	71.1
Employee Benefit Payables	-	66.2	66.2	-	63.7	63.7
Total	**93.8**	**76.9**	**170.7**	**71.1**	**76.0**	**147.1**

(i)Leave Obligations - Leave Entitlement

The leave obligations cover the Company's liability for earned leave.

The amount of the provision of INR 10.7 (31 March 2022 - INR 12.3) is presented as current, since the company does not have an unconditional right to defer settlement for any of these obligations. The following amounts reflect leave that is expected to be taken or paid within the next 12 months.

Particulars	As at March 31, 2023	As at March 31, 2022
Current leave obligations expected to be settled within next 12 months	10.7	12.3

(ii) Post Employment Obligations

Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.

(iii) Defined contribution Plans

The Company also has certain defined contribution plans. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the period towards defined contribution plan is INR 45.4 Lakhs (31 March 2022 - INR 46.2 Lakhs).

Balance Sheet Amounts - Gratuity

The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:

Particulars	Present value of obligation	Fair value of plan assets	Net amount
April 1, 2021	131.7	36.9	**94.8**
Current service cost	15.9	-	15.9
Interest expense/(income)	6.8	2.8	4.0
Total amount recognised in profit and loss	**22.6**	**2.8**	**19.9**
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	21.3	(21.3)
(Gain)/loss from change in demographic assumptions	2.5		2.5
(Gain)/loss from change in financial assumptions	(13.8)		(13.8)
Experience (gains)/losses	(9.9)	-	(9.9)
Total amount recognised in other comprehensive income	**(21.3)**	**21.3**	**(42.6)**
Employer contributions	-	1.1	(1.1)
Benefit payments	(7.6)	(7.6)	-
March 31, 2022	**125.4**	**54.4**	**71.0**

Particulars	Present value of obligation	Fair value of plan assets	Net amount
March 31, 2022	**125.4**	**54.4**	**71.0**
Current service cost	14.5	-	14.5
Interest expense/(income)	8.2	5.0	3.2
Total amount recognised in profit and loss	**22.7**	**5.0**	**17.7**
Remeasurements			
Return on plan assets, excluding amount included in interest expense/(income)	-	4.6	(4.6)
(Gain)/loss from change in demographic assumptions	-		-
(Gain)/loss from change in financial assumptions	(5.4)		(5.4)
Experience (gains)/losses	16.1	-	16.1
Total amount recognised in other comprehensive income	**10.7**	**4.6**	**6.1**
Employer contributions	-	1.1	(1.1)
Benefit payments	(18.0)	(18.0)	-
Liabilities assumed / (settled)*	(28.6)	(28.6)	-
March 31, 2023	**112.2**	**18.5**	**93.7**

*On Account of business inter group transfer

The net liability disclosed above relates to funded and unfunded plans are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of funded obligations	112.2	125.4
Fair value of plan assets	18.5	54.4
Deficit of funded plan	93.7	71.0
Unfunded plans	-	-
Deficit of gratuity plan	**93.7**	**71.0**

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(All amounts in INR Lakhs, unless otherwise stated)

Significant estimates: Actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate	7.40%	6.85%
Salary growth rate	6.00%	6.00%

(iv) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

Particulars	Change in assumptions		Impact on defined benefit obligation			
			Increase in assumptions		Decrease in assumptions	
	March 31,2023	March 31,2022	March 31,2023	March 31,2022	March 31,2023	March 31,2022
Discount rate	50 basis point	50 basis point	-4.07%	-4.23%	4.36%	4.56%
Salary growth rate	50 basis point	50 basis point	4.40%	4.57%	-4.14%	-4.28%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior year.

(v) Risk Exposure

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

a) Asset volatility- The plan liabilities are calculated using a discount rate set with reference to bond yields, if the plan assets underperform this yield, this will create a deficit. Further any Decrease in the bond yields will increase the plan liabilities.

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

(vi) Defined benefit liability and employer contributions

The weighted average duration of the defined benefit obligation is 8.42 years (2022 - 8.78 years). The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
Post Employment Obligations as at March 31, 2023	19.5	9.2	27.9	32.8	**89.4**
Post Employment Obligations as at March 31, 2022	12.8	19.3	28.7	203.0	**263.7**

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Notes to financial statements for the year ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

11(a) Current Borrowings

Particulars	Maturity Date	Terms of Payment	Coupon/ Interest Rate	As at March 31, 2023	As at March 31, 2022
Unsecured					
Bank Overdrafts	Payable on Demand		9.60%	610.0	569.5
ECLGS Loan	Refer Note below		9.25%	390.3	-
				1,000.3	**569.5**

Note 11(b): Trade Payables

Particulars	As at March 31, 2023	As at March 31, 2022
Trade Payables		
-Dues of micro enterprises and small enterprises	0.8	-
-Dues of creditors other than micro enterprises and small enterprises	23,663.2	7,453.2
Total Trade Payables	**23,664.0**	**7,453.2**

Ageing for trade payables outstanding as at March 31, 2023 is as follows:

Particulars	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs	Unbilled dues	Total
(i) MSME	0.8	-	-	-	-	0.8
(ii) Others	21,597.8	355.8	873.5	-	836.1	23,663.2
(iii) Disputed dues- MSME						-
(iv) Disputed dues- Others						-
(v) Unbilled dues						-
Total	**21,598.6**	**355.8**	**873.5**	-	**836.1**	**23,664.0**

Ageing for trade payables outstanding as at March 31, 2022 is as follows:

Particulars	Less than 1 yr.	1-2 yrs.	2-3 yrs.	More than 3 yrs	Unbilled dues	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	5,382.4	1,684.2	-	2.0	384.6	7,453.2
(iii) Disputed dues- MSME						-
(iv) Disputed dues- Others						-
(v) Unbilled dues						-
Total	**5,382.4**	**1,684.2**	-	**2.0**	**384.6**	**7,453.2**

Note: Refer Note 25 for dislosure on Micro, Small and Medium Enterprises.

Note 11(c): Other Financial Liablities

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non-Current	Current	Non-Current	Current
Other Payables to Related Parties	-	0.4	-	-
Total Other Financial Liablities	-	**0.4**	-	-

Note 12: Other Current Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Dues	392.6	313.1
Total	**392.6**	**313.1**

(All amounts in INR Lakhs, unless otherwise stated)

Note 13: Revenue from Operations

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of Services		
- Travel and Related Services	34,950.2	10,803.3
Total	**34,950.2**	**10,803.3**

Also refer note 27 for IND AS 115 disclosure

Note 14: Other Income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest Income on Bank Deposits	26.2	2.2
Interest Income on Loan Given	-	11.5
Interest on Income tax refund	-	-
Profit on disposal of asset	-	-
Claims Written back	20.0	45.4
PGSI Cashback Income	35.4	73.9
Miscellaneous Income	18.6	33.0
Total	**100.2**	**166.0**

Note 15: Employee Benefit Expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries Wages and Bonus	1,201.3	1,030.4
Contribution to Provident and Other Funds	45.4	46.2
Gratuity (Refer note 10)	18.7	19.9
ESOP Expense	-	2.5
ESOP stock option Expense	-	2.0
Staff Welfare Expenses	52.8	(0.2)
Total	**1,318.2**	**1,100.6**

Note 16: Finance Costs

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on Borrowing*	418.1	176.1
Other Finance Charges	110.9	49.4
PGSI Bank Charges	72.8	137.7
Interest on loan	1.2	12.1
Interest on Lease liabilty	3.9	7.9
Total	**606.9**	**383.2**

Notes: Interest on borrowing includes Bank Overdraft and ECLGS loan.

Note 17: Other Expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Rent (Refer note 26)	123.2	95.0
Electricity	-	(0.9)
Repairs and Maintenance	256.1	113.5
Rates and Taxes	9.6	4.0
Security Services	68.4	58.6
Travelling Expenses	12.7	2.2
Legal and Professional Charges #	530.1	476.5
Printing, Stationery and Communication Cost	35.6	22.7
Bad Debt / Advances written off	360.6	0.0
Provisions for doubtful debts and Advances (net)	20.6	25.2
Advertisment Expenses	5.9	3.3
CSR Expenses (Refer note below "b")	-	-
Provision for other than temporary diminution in long-term investments and loans (including interest)	-	-
Miscellaneous Expenses	87.8	85.4
Total	**1,510.6**	**885.5**

 # Legal and Professional charges include auditors remuneration and Group Resource Cost.

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(All amounts in INR Lakhs, unless otherwise stated)

(a): Details of payments to auditors

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Payment to auditors		
As auditor:		
-Statutory Audit	5.9	5.9
-Tax Audit	1.5	1.5
In other capacities		
-Re-imbursement of expenses	-	-
Total payments to auditors	7.4	7.4

(b): Corporate social responsibility expenditure

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Gross amount required to be spent by the Company during the year	-	-
(b) Amount spent and paid during the year on		
(1) Eradicating Hunger, Poverty & Malnutrition, Promoting Health-Care Including Preventive Health-Care And Sanitation	-	-

Note 18: Income Tax Expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Income tax expense		
Current tax		
Current tax on profits for the year	120.1	-
Adjustments for current tax of prior periods	-	-
Total current tax expense	**120.1**	-
Deferred tax		
increase in deferred tax assets	214.8	25.0
Total deferred tax credit	**214.8**	**25.0**
Income tax expense	**334.9**	**25.0**

(b) The reconciliation of tax expense and the accounting profit multiplied by India's tax rate :

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit from continuing operations before income tax expense	1,330.6	99.4
Tax at the Indian tax rate of 25.168% (PY - 25.168%)	**334.9**	**25.0**
Tax effect of amounts which are not deductible(taxable) in calculating taxable income:		
Interest on shortfall of advance tax	-	-
CSR Expenditure	-	-
Buffer tax created	-	-
Dividend income	-	-
Sec 14A Disallowance	-	-
On account of rate difference as compared to previous year	-	-
Other items	-	-
Income tax expense	**334.9**	**25.0**

Note 19: Fair value measurements

Trade receivables, cash and cash equivalents, other financial assets, trade payables and other financial liabilities have been carried at amortised cost. The carrying amounts of these financial assets and financial liabilities are considered to be the same as their fair values due to their short-term nature. Hence, no fair value disclosures / information for these financial assets and financial liabilities has been disclosed since the carrying amount is a reasonable approximation of fair value.

Note 20: Financial risk management

(i) Risk management framework

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the policies and processes. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the management is responsible for overseeing the Company's risk assessment and management policies and processes.

(ii) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for payments that are 365 days past due as it represents its estimate of expected credit loss in respect of trade and other receivables. The Company does not have any financial assets, other than receivables from group entities, that are 365 days past due but not impaired.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers including group entities is as follows:

		As at March 31, 2023	As at March 31, 2022
Past due 1–90 days		8,482.6	-146.0
Past due 91–180 days		268.7	1,308.6
Past due 180–365 days		-	1,390.1
Past due > 365 days		471.2	2,604.2
		9,222.5	5,157.0

Reconciliation of loss allowance provision – Trade receivables

Reconciliation of loss allowance	Amount
Loss allowance on March 31, 2021	**(207.4)**
Changes in loss allowance	(25.2)
Loss allowance on March 31, 2022	**(232.6)**
Changes in loss allowance	(20.6)
Loss allowance on March 31, 2023	**(253.2)**

Expected credit loss assessment for customers as at March 31, 2023 and March 31, 2022

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. As Company's customer is mainly its holding company and few corporate customers (for whom based on information available in the public domain about there credibility/financial performance no impairment indicator exist) hence impairment of trade receivables do not reflect any significant credit losses. Considering the duration of the operations and given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend to continue. Further, management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk.

Cash and cash equivalents

The Company held cash and cash equivalents with credit worthy banks and financial institutions of INR 857.2 Lacs and INR 49.1 Lacs as at March 31, 2023 and March 31, 2022 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

(iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company had working capital of INR 7,575 as at March 31, 2023 and INR 3,555 as at March 31, 2022.

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(All amounts in INR Lakhs, unless otherwise stated)

Exposure to liquidity risk

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

			Contractual cash flows			
March 31, 2023	**Carrying amount**	**Total**	**1 year**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Trade payables	23,663.2	23,663.2	23,663.2	-	-	-
Other financial liabilities	0.4	0.4	0.4	-	-	-
Total	**23,663.6**	**23,663.6**	**23,663.6**	-	-	-

			Contractual cash flows			
March 31, 2022	**Carrying amount**	**Total**	**1 year**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Trade payables	7,453.2	7,453.2	7,453.2	-	-	-
Other financial liabilities	-	-	-	-	-	-
Total	**7,453.2**	**7,453.2**	**7,453.2**	-	-	-

(iv) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates and foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debt. The Company is not exposed to any market risk-sensitive financial instruments, foreign curreny risk and interest rate risk since it does not have any investments in securities, foreign currency receivables and payables or debts.

Note 21: Capital management

The Company's objective for Capital management is to maximise shareholder's value and support the strategic objectives of the Company. The Company determines the capital requirements based on its financial performance, operating and long term investment plans. The funding requirements are met through operating cash flows.

(All amounts in INR Lakhs, unless otherwise stated)

Note 22: Related Party Transactions

(a) Parent Entities:

The Company is controlled by the following entities:

Name	Relationship	Place of Business/ Country of Incorporation	Ownership Interest (%)	
			As at March 31, 2023	As at March 31, 2022
Fairfax Financial Holdings Limited	Ultimate Holding	Canada	-	-
Thomas Cook (India) Limited, India	Parent entity	India	100%	100%

(b) Names of related parties and related party relationship:

Name of Entity	Relationship	Place of Business/ Country of Incorporation
Fairfax Financial Holdings Limited	Ultimate Holding	Canada
Thomas Cook (India) Limited	Parent entity	India
SOTC Travel Limited	Fellow Subsidiary	India
Travel Corporation (India) Limited	Fellow Subsidiary	India
Sterling Holidays Resort Group	Fellow Subsidiary	India
Brijesh Modi	KMP of Holding Company	India

(c) Key Management personnel

Particulars
Debasis Nandy
R.R. Kenkare
Abraham Alapatt

(d) Transactions with related parties

The following transactions occurred with related parties:

Nature of transaction	March 31, 2023	March 31, 2022
(i) Holding Company		
Sale of Services		
Thomas Cook (India) Limited	24,400.4	5,862.9
Air Ticket Transactions*		
Thomas Cook (India) Limited	1,55,157.5	47,509.8
Facilities and Support Services Availed		
Thomas Cook (India) Limited	404.3	346.4
ESOP Share Issue Push Down Cost/(Benefit)		
Thomas Cook (India) Limited	-	2.5
ESOP stock option Expense		
Thomas Cook (India) Limited	-	2.0
Corporate Gurantee fees		
Thomas Cook (India) Limited	2.0	1.7
Commission expense		
Thomas Cook (India) Limited	3,029.2	245.6
Loan Taken		
Thomas Cook (India) Limited	3,000.0	-
Loan Repayment by related party		
Thomas Cook (India) Limited	3,000.0	350.0
Interest received on loan given		
Thomas Cook (India) Limited	-	11.5
Interest Expense on loan taken		
Thomas Cook (India) Limited	1.2	-

*Only commission income on Air Ticket transactions is part of the Revenue from Operation.

(All amounts in INR Lakhs, unless otherwise stated)

(ii) Fellow subsidiaries		
Sale of Services		
SOTC Travel Limited	7,787.1	3,230.2
Commission expense		
SOTC Travel Limited	184.9	-
Facilities and Services Availed		
SOTC Travel Limited	-	7.1
Sterling Holidays Resort Group	35.3	27.0
Loan repaid to related party		
TC Visa Services (India) Limited	-	350.0
Interest on loan taken		
TC Visa Services (India) Limited	-	11.5
Transaction with Other Parties		
Travel Services Availed		
Brijesh Modi	3.4	-

(e) Outstanding balances arising from sale and purchase of goods and services

The following balances are outstanding at the end of the reporting period in relation to transactions with related parties:

Particulars	**March 31, 2023**	**March 31, 2022**
Trade Payables		
Thomas Cook (India) Limited	815.0	0.0
SOTC Travel Limited	163.3	44.1
Sterling Holidays Resort Group	27.7	31.2
Travel Corporation (India) Limited	36.2	0.5
Other Payables		
Thomas Cook (India) Limited	120.3	133.1
SOTC Travel Limited	13.0	-
Interest payable on Loan from Related Parties		
TC Visa Services (India) Limited	-	-2.3
Total payables to related parties	**1,175.5**	**206.5**

Particulars	**March 31, 2023**	**March 31, 2022**
Trade Receivables		
Thomas Cook (India) Limited	8,883.7	4,916.4
SOTC Travel Limited	516.9	179.6
Total receivables from related parties	**9,400.6**	**5,096.0**

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(All amounts in INR Lakhs, unless otherwise stated)

Note 23: Earnings Per Share

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Net Profit attributable to equity shareholders	995.7	74.4
Weighted average number of outstanding shares	30.0	30.0
(a) Basic earnings per share		
Attributable to the equity holder of the company	33.2	2.5
(b) Diluted earnings per share		
Attributable to the equity holder of the company	33.2	2.5

(c) Reconciliation of earnings used in calculating earnings per share

Particulars	March 31, 2023	March 31, 2022
Basic earnings per share		
Profits attributable to the equity holders of the company used in calculating basic earnings per share	995.7	74.4
Profits attributable to the equity holders of the company used in calculating diluted earnings per share	995.7	74.4

(d) Weighted average number of shares used as the denominator

Particulars	March 31, 2023	March 31, 2022
Weighted average number of equity shares used as the denominator in calculating basic earning per share	30.0	30.0
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earning per share	30.0	30.0

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Note 24: Leases

The Group has adopted Ind AS 116 "Leases" effective April 1, 2019 and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value.

Consequently, the group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate at the date of initial application and the right of use asset as an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of initial application.

On transition, the adoption of the new standard resulted in recognition of 'Right of Use' asset of INR 139.6 lacs and a lease liability of INR 139.6 lacs. Impact of first time adoption of INd AS 116 in profit and loss during the year is INR 6.78 lacs.

The following is the movement in lease liabilities during the year ended March 31, 2023;

Particulars	Amount
Balance as at March 31, 2022	66.7
On account of Transition to Ind AS 116	-
Interest on lease liabilities	4.0
Addition during the year	
Disposal during the year	(2.4)
Payment of lease liabilities	(43.0)
Balance at the end of the year	**25.3**
Classification as	
Non current	-
Current	25.3

Below are the contractual maturities of lease liabilities as of March 31, 2023 on an undiscounted basis:

Particulars	Amount
Less than one year	25.3
One to Five years	-
More than Five year	-

Rental expense recognised for short-term leases and low value leases for the year ended March 31,2023	123.2
Interest on Lease Liability	3.9
Depreciation on ROU Assets	33.7

Note 25: Micro, Small and Medium Enterprises

	March 31, 2022	March 31, 2021
a. Principal and interest amount remaining unpaid	0.8	-
b. Interest paid by the company in terms of section 16 of the micro, small and medium enterprises development act 2006 along with the amount of the payment made to the supplier beyond the appointed day	-	-
c. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under Micro, small and medium enterprises act, 2006	-	-
d. Interest accrued and remaining unpaid	-	-
e. Interest remaining due and payable even in the suceeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-
Total outstanding dues of micro enterprises and small enterprises (as per the intimation received from vendors	**0.8**	-

Note 26: Segment Information

Based on the "management approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM), comprises of Director and Senior management, evaluates the Company's performance and reviews the segment business. The Company is primarily engaged in a single segment business of 'Travel related services'. All assets of the Company are domiciled in India and the Company earns entire revenue from its operations in India.

Note 27 - IND AS 115 'Revenue from Contracts with Customers':

As per Ind AS 115 'Revenue from Contracts with Customers' revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for services to a customer.

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

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Travel and Related Services	34,950.2	10,803.3
	34,950.2	10,803.3

ii) Disaggregate Revenue

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

Revenue based on geography

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
India	33,596.6	10,600.1
Overseas	1,353.6	203.2
	34,950.2	10,803.3

Revenue based on product and services

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Travel and Related Services	34,950.2	10,803.3
	34,950.2	10,803.3

Note 28: Investment made in Traveljunkie Solutions Private Limited:

The Company has investment of INR 400 Lakhs in Traveljunkie Solutions Private Limited ("TravelJunkie") classified as Associate. Due to adverse business conditions, the recovery of invested amount and advances provided to the associate is doubtful and this has resulted in an impairment provision of Rs. 572.1 lakhs recorded in the income statement for the year ended March 31, 2021

Note 29:

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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Notes to financial statements for the year ended March 31, 2023
(All amounts in INR Lakhs, unless otherwise stated)

Note 30: Key Financial Ratios

	Financial performance ratios	Numerator	Denominator	2022-23	2021-22	% Change
A	**Performance Ratios**					
	Net Profit ratio (in %) (i)	Profit after tax	Revenue from operations	2.8%	0.7%	313%
	Net Capital Turnover Ratio (in times) (i)	Revenue from operations	Closing working capital	4.6	2.8	65%
	Return on Capital Employed (in %) (i)	Profit before interest and tax	Closing capital employed	22.4%	12.5%	80%
	Return on Equity ratio (in %) (i)	Profit after tax	Closing shareholder's equity	39.7%	4.9%	711%
	Return on Investment	Income Generated from invested funds	Average invested funds in market	NA	NA	
	Debt Service Coverage ratio (in times) (ii)	Profit before interest, tax and , Depreciation and amortisation	Closing Debt Service	0.3	0.2	71%
B	**Leverage Ratios**					
	Debt- Equity Ratio (in Times) (iii)	Debt consists of borrowings and lease liabilities	Total Equity	2.9	2.2	34%
C	**Liquidity Ratios**					
	Current ratio (in times)	Total Current Assets	Total Current Liabilities	1.3	1.5	-11%
D	**Activity Ratio**					
	Inventory Turnover ratio	Cost of goods sold	Closing inventory	NA	NA	NA
	Trade Receivable Turnover Ratio (iv)	Revenue from operations	Average current trade receivables	5.0	2.0	152%
	Trade Payable Turnover Ratio (v)	Cost of goods sold	Average trade payable	1.9	1.0	95%

Reason for Variance

i Due to improvement in the business operation resulted in increase in profits post compared to last year.
ii Debt Service Coverage ratio has improved to 0.3 from 0.2 due to increase in EBITDA.
iii Debt Equity Ratio increased due to additional ECLGS loan taken during the year.
iv Increased in Revenue resulted increase in Trade Receivable Turnover Ratio from 2.0 to 5.0.
v Increase in Trade Payable turnover ratio on account of Increase in business volume.

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(All amounts in INR Lakhs, unless otherwise stated)

Note : 31 Contingent liabilities

The Company does not have any Contingent Liabilities to disclose as on the date of 31st March 2023.

Note : 32 Capital Commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	March 31, 2023	March 31, 2022
Estimated value of contracts on capital account remaining to be executed	-	-

Note : 33 Impact of COVID-19 (Global pandemic)

After WHO declared Covid 19 as a pandemic on 11 March 2020 various authorities had imposed measures to contain the spread of the pandemic including "lockdowns". These lockdowns had severely impacted the business and operations of the Company while they were in force. These restrictions are now lifted largly and both the travel industry in general and operations of the Company have resumed back to normal. Based on aforesaid assessment, management believes that as per estimates made conservatively, the Company will continue as a going concern. The Company continues to monitor any material changes to its COVID-19 impact assessment, resulting from the future economic conditions and future uncertainty, if any.

Note 34: Additional Regulatory Information detailed in clause 6Y of General Instructions given in Part I of Division II of the Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.

Note 35: Previous year's figures has been regrouped/rearranged wherever necessary to confirm with current year's figure.
Signatures to Notes 1 to 35 form an integral part of the financial statements.

As per our report of even date
For G. M. Kapadia & Co.
Chartered Accountants
Firm Registration Number 104767W

G. M. KAPADIA & CO. MUMBAI Chartered Accountants

Atul Shah
Partner
Membership No. 039569

12-May-23
Place: Mumbai

For and on behalf of the Board of Directors

Debasis Nandy
Director
DIN: 06368365

12-May-23
Place: Mumbai

Rambhau Kenkare
Director
DIN No. 01272743

12-May-23
Place: Mumbai

Thomas Cook (Mauritius) Holding Company Limited

FINANCIAL STATEMENTS
YEAR ENDED
31 March 2023

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Contents **Pages**

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Corporate data

			Date appointed
Directors	:	Mr Madhavan Menon	19 November 2001
		Mr Mahesh Chandran Iyer	04 January 2013
		Mr Mohinder Dyall	04 September 2013
		Mr Debasis Nandy	20 August 2018
		Mrs Lovina Devina Ouma Pertab	01 April 2019
		Mrs Vidisha Devi Ramlugun	29 November 2021
		Mrs Selvida Naiken	29 March 2022

Administrator and Secretary : Executive Services Limited
2nd Floor, Les Jamalacs Building
Vieux Conseil Street
Port Louis
Republic of Mauritius

Registered office : C/o Executive Services Limited
2nd Floor, Les Jamalacs Building
Vieux Conseil Street
Port Louis
Republic of Mauritius

Auditor : Baker Tilly
Level 4, Building A5
15 Wall street
Ebene 72201
Mauritius

Banker : The Mauritius Commercial Bank Ltd
Sir William Newton Street
Port Louis
Republic of Mauritius

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Annual report

The directors present their annual report together with the audited financial statements of Thomas Cook (Mauritius) Holding Company Limited, the "Company", for the year ended 31 March 2023.

Principal activity

The principal activity of the Company is to hold investments.

Results and dividends

The results for the year are as shown on page 10.

The directors did not recommend the payment of a dividend for the year under review (2022: Nil).

Directors

The present membership of the Board is set out on page 2.

Statement of directors' responsibilities in respect of the financial statements

Company law requires the directors to prepare financial statements for each financial year which present fairly the financial position, financial performance and cash flows of the Company. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether International Financial Reporting Standards ("IFRS") have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors have confirmed that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Mauritius Companies Act 2001 and the International Financial Reporting Standards. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors' interests

The directors do not hold any interests in the ordinary shares of the Company.

Significant contracts

No contracts of significance exist between the Company and its directors.

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Annual report (Cont'd)

Donations

The Company has not made any donations during the year under review (2022: Nil).

Directors' remuneration

	2023 USD	2022 USD
Directors' remuneration including sitting fees	**6,331**	632

Auditor

The auditor, **Baker Tilly**, has indicated its willingness to continue in office and a resolution concerning its re-appointment will be proposed at the Annual Meeting. The fees of **USD 1,642** (2022: USD 1,899) (including VAT) payable to the auditors are exclusively for audit services.

Director

Director

Date: 08 MAY 2023

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Certificate from the Secretary to the member of Thomas Cook (Mauritius) Holding Company Limited

We certify, to the best of our knowledge and belief, that we have filed with the Registrar of Companies all such returns as are required of **Thomas Cook (Mauritius) Holding Company Limited,** under the Mauritius Companies Act 2001, in terms of Section 166 (d), during the financial year ended 31 March 2023.

Executive Services Limited
Per Didier Angseesing

for Executive Services Limited
Company Secretary

Registered office:

C/o Executive Services Limited
2nd Floor, Les Jamalacs Building
Vieux Conseil Street
Port Louis
Republic of Mauritius

Date: 08 MAY 2023

bakertilly
4th Floor Eagle House
Ebène 72201, Mauritius

T: +230 460 8800
BRN: F07000610
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www.bakertilly.mu

INDEPENDENT AUDITOR'S REPORT
To the Shareholder of Thomas Cook (Mauritius) Holding Company Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of *Thomas Cook (Mauritius) Holding Company Limited* (the "Company"), which comprise the statement of financial position as at 31 March 2023, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements on pages 9 to 26 give a true and fair view of the financial position of the Company as at 31 March 2023, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), and in compliance with the requirements of the Mauritius Companies Act 2001.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements section* of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants ("IESBA Code")* together with the ethical requirements that are relevant to our audit of the financial statements in Mauritius, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. Our opinion is not modified in this respect.

Responsibilities of Directors and Those Charged with Governance for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs and that comply with the requirements of the Mauritius Companies Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

This opinion has been prepared for and only for the Company's shareholders, as a body, in accordance with Section 205 of the Mauritius Companies Act 2001 and for no other purposes.

INDEPENDENT AUDITOR'S REPORT
To the Shareholder of Thomas Cook (Mauritius) Holding Company Limited

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether 1509a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Other information

The directors are responsible for the other information. The other information comprises the corporate data, annual report, and certificate from the secretary.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT
To the Shareholder of Thomas Cook (Mauritius) Holding Company Limited

Report on Other Legal and Regulatory Requirements

Mauritius Companies Act 2001

We have no relationship with or interests in the Company other than in our capacity as auditor and tax advisor.

We have obtained all the information and explanations we have required.

In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

Baker Tilly

Baker Tilly

Date: 08 MAY 2023

Sin C. LI, CPA, CGMA

Licensed by FRC

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Statement of financial position as at 31 March 2023

	Notes	2023 USD	2022 USD
Assets			
Non-current assets			
Investments in subsidiaries	7	**716,790**	716,790
Financial assets at fair value through profit or loss	8	**6**	6
Total non-current assets		**716,796**	716,796
Current			
Loan receivable	9	**590,000**	950,000
Receivables	10	**488,195**	55,163
Cash and cash equivalents	11	**522**	9,116
Total current assets		**1,078,717**	1,014,279
Total assets		**1,795,513**	1,731,075
Equity and liabilities			
Equity			
Stated capital	12	**1,655,500**	1,655,500
Retained earnings		**115,043**	71,936
Total equity		**1,770,543**	1,727,436
Liabilities			
Current			
Accruals	13	**20,471**	3,639
Current tax liability	15	**4,499**	-
Total liabilities		**24,970**	3,639
Total equity and liabilities		**1,795,513**	1,731,075

Approved by the Board of Directors on 08 MAY 2023 and signed on its behalf by:

Director

Director

The notes on pages 13 to 26 form an integral part of these financial statements.

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Statement of comprehensive income for the year ended 31 March 2023

	Notes	2023 USD	2022 USD
INCOME			
Interest income	9	**53,032**	37,426
Other income	14	**12,000**	12,000
Total income		**65,032**	49,426
EXPENDITURE			
Secretarial fees		**908**	790
Directors' fees		**6,331**	632
Audit fees		**1,642**	1,899
Taxation fees		**658**	600
Bank charges		**136**	221
Penalty fees		**6**	21
Insurance		**-**	1,566
Other expenses		**545**	13
Accounting services		**7,200**	7,200
Total expenditure		**17,426**	12,942
Profit before tax		**47,606**	36,484
Tax expense	15	**(4,499)**	-
Profit for the year		**43,107**	36,484
Other comprehensive income for the year, net of tax		**-**	-
Total comprehensive income the year		**43,107**	36,484

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Statement of changes in equity for the year ended 31 March 2023

	Stated capital USD	Retained earnings USD	Total USD
At 01 April 2022	**1,655,500**	**71,936**	**1,727,436**
Profit for the year	**-**	**43,107**	**43,107**
Total comprehensive income for the year	**-**	**43,107**	**43,107**
At 31 March 2023	**1,655,500**	**115,043**	**1,770,543**
At 01 April 2021	1,655,500	35,452	1,690,952
Profit for the year	-	36,484	36,484
Total comprehensive income for the year	-	36,484	36,484
At 31 March 2022	1,655,500	71,936	1,727,436

The notes on pages 13 to 26 form an integral part of these financial statements.

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Statement of cash flows for the year ended 31 March 2023

	Note	2023 USD	2022 USD
Operating activities			
Profit before tax		**47,606**	36,484
Net changes in working capital:			
Change in receivables	10	**(433,032)**	(22,895)
Change in accruals	13	**16,832**	(5,276)
Total changes in working capital		**(416,200)**	(28,171)
Net cash (used in)/generated from operating activities		**(368,594)**	8,313
Investing activity			
Loan receivables	9	**360,000**	-
Net cash generated from investing activity		**360,000**	-
Net change in cash and cash equivalents		**(8,594)**	8,313
Cash and cash equivalents, beginning of the year		**9,116**	803
Cash and cash equivalents, end of the year		522	9,116
Cash and cash equivalents made up of:			
Cash at bank	11	**522**	9,116

Notes to the financial statements

For the year ended 31 March 2023

1. General information and statement of compliance with International Financial Reporting Standards ("IFRS")

Thomas Cook (Mauritius) Holding Company Limited, the "Company", was incorporated in the Republic of Mauritius under the Mauritius Companies Act 2001 on 20 December 1994 as a private company with liability limited by shares. The Company's registered office is C/o Executive Services Limited, 2nd Floor, Les Jamalacs Building, Vieux Conseil Street, Port Louis, Republic of Mauritius.

The principal activity of the Company is to hold investments. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The Company holds investments in subsidiaries, 100% in Thomas Cook (Mauritius) Operations Company Limited and 100% in Thomas Cook (Mauritius) Holidays Ltd and has taken advantage of paragraph 4 of International Reporting Standard ("IFRS"), Consolidated Financial Statements, which dispenses it from the need to present consolidated financial statements. Its immediate holding company prepares consolidated financial statements in accordance with Ind AS Local GAAP. Management believes that there are no material differences between Ind AS GAAP and IFRS, hence has taken the advantage of paragraph 4 of International Reporting Standard ("IFRS"), which dispenses it from the need to present consolidated financial statements.

2. Application of new and revised IFRS

2.1 Application of new and revised International Financial Reporting Standards ("IFRS")

Up to the date of issue of these financial statements, the IASB has issued the following amendments which are effective for annual periods beginning on or after 01 April 2022:

• Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets– Onerous Contracts – Cost of Fulfilling a Contract.
• Annual Improvements to IFRS Accounting Standards 2018-2020.

These amendments to various IFRS standards are mandatorily effective for reporting periods beginning on or after 1 April 2022.

<u>Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets– Onerous Contracts – Cost of Fulfilling a Contract</u>

IAS 37 Provisions, Contingent Liabilities and Contingent Assets defines an onerous contract as a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

The amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets clarify that the cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract consist of both the incremental costs of fulfilling that contract (examples would be direct labour or materials) and an allocation of other costs directly related to contracts activities (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

Before recognising a separate provision for an onerous contract, the entity recognises any impairment loss that has occurred on assets used in fulfilling the contract.

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Notes to the financial statements

For the year ended 31 March 2023

2.1 Application of new and revised International Financial Reporting Standards ("IFRS") (Continued)

Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets– Onerous Contracts – Cost of Fulfilling a Contract (Continued)

The amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets apply for annual periods beginning on or after 1 April 2022 to contracts existing at the date when the amendments are first applied. At the date of initial application, the cumulative effect of applying the amendments is recognised as an opening balance adjustment to retained earnings or other component of equity, as appropriate. The comparatives are not restated.

Annual Improvements to IFRS Accounting Standards 2018-2020

The Annual Improvements to IFRS Accounting Standards 2018-2020 include amendments to four standards:

(a) IFRS 1 First-time Adoption of International Financial Reporting Standards

The amendment provides additional relief to a subsidiary which becomes a first-time adopter later than its parent in respect of accounting for cumulative translation differences. As a result of the amendment, a subsidiary that uses the exemption in IFRS 1:D16(a) can now also elect to measure cumulative translation differences for all foreign operations at the carrying amount that would be included in the parent's consolidated financial statements, based on the parent's date of transition to IFRS Accounting Standards, if no adjustments were made for consolidation procedures and for the effects of the business combination in which the parent acquired the subsidiary. A similar election is available to an associate or joint venture that uses the exemption in IFRS 1:D16(a).

(b) IFRS 9 Financial Instruments

The amendment clarifies that in applying the '10 per cent' test to assess whether to derecognise a financial liability, an entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf. The amendment is applied prospectively to modifications and exchanges that occur on or after the date the entity first applies the amendment.

(c) IFRS 16 Leases

The amendment removes the illustration of the reimbursement of leasehold improvements. As the amendment to IFRS 16 only regards an illustrative example (non-obligatory part of IFRS), so no effective date is stated.

(d) IAS 41 Agriculture

The amendment removes the requirement in IAS 41 for entities to exclude cash flows for taxation when measuring fair value. This aligns the fair value measurement in IAS 41 with the requirements of IFRS 13 Fair Value Measurement to use internally consistent cash flows and discount rates and enables preparers to determine whether to use pre-tax or post-tax cash flows and discount rates for the most appropriate fair value measurement. The amendment is applied prospectively, i.e. for fair value measurements on or after the date an entity initially applies the amendment.

The above-mentioned amendments did not have any major impact on the Company's financial statements for the year ended 31 March 2023 .

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Notes to the financial statements

For the year ended 31 March 2023

2.2 Standards and amendments to existing standards that are not yet effective and have not been adopted early by the Company

The following standards, amendments to existing standards and interpretations were in issue but not yet effective. They are mandatory for accounting periods beginning on the specified dates, but the Company has not early adopted them. The directors have assessed that the below standards would not have an impact on the financial statements.

Amendments	Effective for accounting period beginning on or after
IAS 37 Provisions, Contingent Liabilities and Contingent Assets (Amendment – Onerous Contracts – Cost of Fulfilling a Contract)	01 January 2022
Annual Improvements to IFRS Standards 2018-2020	01 January 2022
IAS 1 Presentation of Financial Statements (Amendment – Classification of Liabilities as Current or Non-current)	01 January 2023
IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 (Amendment – Disclosure of Accounting Policies)	01 January 2023
IAS 8 Accounting policies, Changes in Accounting Estimates and Errors (Amendment - Definition of Accounting Estimates)	01 January 2023
IAS 12 Income Taxes (Amendment – Deferred Tax related to Assets and Liabilities arising from a Single Transaction)	01 January 2023

The Company is in the process of making an assessment of the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application. The amendments are not expected to have any major impact on the Company's financial statement.

3. Summary of accounting policies

3.1 Overall considerations

The financial statements have been prepared using the significant accounting policies and measurement bases summarised below.

3.2 Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Financial assets and financial liabilities are measured initially at fair value plus transactions costs, where appropriate.

Classification and initial measurement of financial assets

All financial assets are initially measured at fair value adjusted for transaction costs, where appropriate.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- Amortised cost;
- Fair value through profit or loss (FVTPL); and
- Fair value through other comprehensive income (FVOCI).

In the current year, the Company does not have any financial assets categorised as FVTPL and FVOCI.

The classification is determined by both:

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

All income and expenses relating to financial assets that are recognised in the statement of comprehensive income are presented within finance income or finance costs, except for impairment losses which are presented within other expenses.

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Notes to the financial statements

For the year ended 31 March 2023

3. Summary of accounting policies (Continued)

3.2 Financial instruments (Continued)

Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash equivalents, loan to related party and most of its receivables fall into this category of financial instruments.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all receivables.

Classification and subsequent measurement of financial liabilities

The Company's financial liabilities include accruals.

Financial liabilities are measured subsequently at amortised cost using the effective interest method.

Financial assets at fair value through profit or loss

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model, financial assets where contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The Company holds investment in Travel Circle International (Mauritius) Ltd, an unquoted company and the objective of holding this investment is not for returns from capital appreciation or investment income. Hence the directors consider the cost of this investment to be a fair reflection of the fair value.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Notes to the financial statements

For the year ended 31 March 2023

3. Summary of accounting policies (Continued)

3.3 Investments in subsidiaries

A subsidiary is an entity over which the Company has control. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has ability to affect those returns through its power over the entity.

Investments in subsidiaries are stated at cost less impairment. Where an indication of impairment exists, the recoverable amounts of the investments are assessed. Where the carrying amounts of the investments are greater than its estimated recoverable amount, it is written down immediately to its recoverable amount and the difference is charged to statement of comprehensive income. On disposal of the investments, the difference between the net disposal proceeds and the carrying amount is charged or credited to the statement of comprehensive income.

The Company does not present consolidated financial statements as it is wholly-owned by a parent company (see note 7).

3.4 Income tax

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting years, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting date.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases.

3.5 Cash and cash equivalents

Cash and cash equivalents comprise of cash on hand and demand deposits together with other short-term, highly liquid investments maturing within 90 days from the date of acquisition that are readily convertible into known amounts of cash and which are subject to an insignificant risk of change in value.

3.6 Equity and reserves

Stated capital is determined using the nominal value of shares that have been issued.

Retained earnings/accumulated losses include all current and prior years' results.

3.7 Foreign currency

Functional and presentation currency

The financial statements are presented in currency United State Dollar ("USD"), which is also the functional currency of the Company.

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Notes to the financial statements

For the year ended 31 March 2023

3. Summary of accounting policies (Continued)

3.7 Foreign currency (Continued)

Foreign currency translations and balances

Foreign currency transactions are translated into the functional currency of the Company, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in the statement of comprehensive income.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

3.8 Revenue

Interest income is accounted on an accrual basis unless collectability is in doubt.

Dividend income is recognised when the right to receive payment is established.

To determine whether to recognise revenue, the Company ensures that the following 5 conditions are satisfied:

1. Identifying the contract with a customer.
2. Identifying the performance obligations.
3. Determining the transaction price.
4. Allocating the transaction price to the performance obligations.
5. Recognising revenue when/as performance obligation(s) are satisfied.

The Company also earns service fees from the provision of accounting services to a sister company which are recognised over time, that is when the Company satisfies performance obligations by transferring the promised services to its client.

3.9 Impairment of assets

At each reporting date, management at group level reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered any impairment loss. When an indication of impairment loss exists, the carrying amount of the asset is assessed and written down to its recoverable amount.

3.10 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required from the Company and a reliable estimate of the amount can be made. At time of effective payment, the provision is deducted from the corresponding expenses. All known risks at the reporting date are reviewed in detail and provision is made where necessary.

3.11 Related parties

A related party is a person or company where that person or company has control or joint control of the reporting company; has significant influence over the reporting company; or is a member of the key management personnel of the reporting company or of a parent of the reporting company.

3. Summary of accounting policies (Continued)

3.12 Expense recognition

All expenses are accounted for on the accrual basis.

3.13 Significant management judgements in applying accounting policies and estimation uncertainty

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Significant management judgement

Significant management judgement in applying the accounting policies of the Company that has the most significant effect on the financial statements is set out below.

Determination of functional currency

The determination of the functional currency of the Company is critical since recording of transactions and exchange differences arising therefrom are dependent on the functional currency selected. The directors have considered those factors and have determined that the functional currency of the Company is the USD.

Recognition of deferred tax assets

The extent to which the deferred tax assets can be recognised is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilised.

Impairment of investments in subsidiaries

The determination of impairment of investments in subsidiaries requires significant judgement. In making this judgement, management at group level evaluates, among other factors, the duration and extent to which the fair value of an investments is less than its cost; and the financial health of and short-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flows.

Impact of COVID 19

In January 2020, the World Health Organization has declared the outbreak of a novel coronavirus (COVID-19) as a "Public Health Emergency of International Concern," which continues to spread throughout the world and has adversely impacted global commercial activity and contributed to significant declines and volatility in financial markets.

The directors have considered the potential adverse impact of COVID 19 on the Company's investment activity and have exercised significant judgement in assessing that the preparation of these financial statements on a going concern basis is appropriate. In making this assessment, the directors have considered the financial performance and future plan of the investee companies, the financial support from the holding company, the group short term and long term strategies and the global economic conditions.

3.13 Significant management judgements in applying accounting policies and estimation uncertainty (Continued)

Estimation uncertainty

At 31 March 2023, there were no estimates and assumptions that would have a significant effect on the recognition and measurement of assets, liabilities, income and expenses.

4. Financial instrument risk

Risk management objectives and policies

The Company's activity exposes it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Company's risk management is carried out under policies approved by the Board of Directors and focuses on securing the Company's short to medium term cash flows by minimising the exposure to financial risks.

The most significant financial risks to which the Company is exposed are described below:

4.1 Market risk analysis

Foreign exchange sensitivity

The Company is not exposed to foreign currency risk at the reporting date as all transactions are carried out in USD.

Interest rate sensitivity

The exposure to interest rates for the Company's bank balance is considered immaterial.

4.2 Credit risk analysis

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Company. The financial assets that potentially expose the Company to credit risk consist of cash and cash equivalents, loan receivable and receivables. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

	2023 USD	2022 USD
Current assets		
Loan receivable	**590,000**	950,000
Receivables	**488,195**	55,163
Cash and cash equivalents	**522**	9,116
	1,078,717	1,014,279

The credit risk for the bank balance is considered negligible since the Company transacts with a reputable bank. The directors do not expect any default on the loan advanced to the related party as it operates under a single treasury management where the credit risk is considered low.

4. Financial instrument risk (Continued)

Risk management objectives and policies (Continued)

4.3 Liquidity risk analysis

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as and when they fall due. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. Ultimate responsibility for liquidity risk management rests with the Board of Directors who also monitors the Company's short, medium and long-term funding and liquidity management requirements.

The following are the contractual maturities of financial liabilities.

31 March 2023	Carrying amount USD	Contractual cash flows USD	Less than one year USD	1-5 years USD
Accruals	**20,471**	**20,471**	**20,471**	-

31 March 2022	Carrying amount USD	Contractual cash flows USD	Less than one year USD	1-5 Years USD
Accruals	3,639	3,639	3,639	-

5. Capital management policies and procedures

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns to its member and other stakeholders.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid, buy back shares or issue new shares.

The Company monitors capital on the basis of the gearing ratio. The Company was not geared at the reporting date.

6 Fair value measurement

6.1 Fair value measurement of financial instruments

Financial assets measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. This grouping is determined based on the level of significance inputs used in fair value measurement, as follows:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
Level 3 - unobservable inputs for the asset or liability.

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Notes to the financial statements

For the year ended 31 March 2023

6 Fair value measurement (Continued)

6.1 Fair value measurement of financial instruments (Continued)

The Company's financial assets at fair value through profit or loss are classified under Level 3.

The hierarchy of the fair value measurement of the Company's financial assets are as follows:

31 March 2023	Level 1 USD	Level 2 USD	Level 3 USD	Total USD
Financial assets at fair value through profit or loss				
Investment in an unquoted company	-	-	6	6

The directors consider the cost of the investment to be a reflection of the fair value.

6.2 Fair value measurement of non-financial assets and non-financial liabilities

The Company did not have any non-financial instruments at the reporting date.

7. Investments in subsidiaries

(i) Unquoted and at cost:

	2023 USD	2022 USD
At 01 April	**716,790**	716,790
Movement	**-**	-
At 31 March	**716,790**	716,790

(ii) Details of the investments are as follows:

Name of investee company	Country of incorporation	Type of investment	% Holding
Thomas Cook (Mauritius) Operations Company Limited	Republic of Mauritius	Ordinary shares	100
Thomas Cook (Mauritius) Holidays Ltd	Republic of Mauritius	Ordinary shares	100

(iii) No consolidated financial statements are presented as the Company's immediate holding company, Thomas Cook (India) Limited, will present consolidated financial statements under Ind AS local GAAP. The registered office of Thomas Cook (India) Limited, is A Wing, 11th Floor, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai, 400 013. Management believes that there are no material differences between Ind AS GAAP and IFRS, hence has taken the advantage of paragraph 4 of International Reporting Standard ("IFRS"), which dispenses it from the need to present consolidated financial statements.

Notes to the financial statements

For the year ended 31 March 2023

7. Investments in subsidiaries (Continued)

(vi) The cost of the investments is regarded as a reflection of the fair values. As the Company forms part of a group, all impairment assessment is done at the holding company's level.

8. Financial assets at fair value through profit or loss

Name of investee company	Country of incorporation	Type of investment	% Holding	2023 Cost and fair value USD
Travel Circle International (Mauritius) Ltd	Republic of Mauritius	Ordinary shares	0.00002	6

(i) The Company held 1 share in Travel Circle International (Mauritius) Ltd, a related company incorporated in Mauritius, as at 31 March 2023.

(ii) The cost of the investments is regarded as a reflection of the fair values. As the Company forms part of a group, all impairment assessment is done at the holding company's level.

9. Loan receivable

The loan to Travel Circle International (Mauritius) Ltd bears an interest rate of 3.94% or the benchmarked rate per annum, is unsecured and receivable on demand based on group treasury management. Interest income for the year amounted to USD 53,032.

10. Receivables

	2023 USD	2022 USD
Receivable from related party - Thomas Cook Holidays Co Ltd	**398,500**	30,500
Receivable from related party - Travel Circle International (Mauritius) Ltd	**89,695**	24,663
	488,195	55,163

The receivable from related parties are unsecured, interest-free and repayable on demand.

11. Cash and cash equivalents

	2023 USD	2022 USD
Cash at bank	**522**	9,116

12. Stated capital

	2023 USD	2022 USD
1,655,500 ordinary shares of USD 1 each	**1,655,500**	1,655,500

13. Accruals

	2023 USD	2022 USD
Accrued expenses	**20,471**	3,639

14. Other income

	2023 USD	2022 USD
Management services fees	**12,000**	12,000

15. Taxation

(i) Income tax

The Company is liable to income tax at the rate of 15% and at 31 March 2023 it had income tax liability of **USD 4,499** (2022: nil).

(ii) Income tax reconciliation

The income tax on the Company's profit before tax differs from the theoretical amount that would arise using the effective tax rate is as follows:

	2023 USD	2022 USD
Profit before tax	**47,606**	36,484
Tax at effective rate of 15%	**7,141**	5,473
Non-allowable expenses	**1,706**	1,177
Exempt income	**(6,363)**	(4,491)
Deferred tax asset not recognised	**2,015**	(2,159)
Tax expense	**4,499**	-

(iii) Deferred taxation

Deferred income taxes are calculated on all temporary differences under the liability method at the rate of 15%. No provision for deferred tax asset has been recognised as no taxable income is probable in the foreseeable future.

THOMAS COOK (MAURITIUS) HOLDING COMPANY LIMITED

Notes to the financial statements

For the year ended 31 March 2023

16. Related party transactions

For the year ended 31 March 2023, the Company had transactions with its related parties. The nature, volume of transactions and the balances are as follows:

Nature of relationship	Nature of transactions	Volume of transactions USD	Credit balance at 31 March 2023 USD	Credit balance at 31 March 2022 USD
Investee company	Loan receivable	**(360,000)**	**590,000**	950,000
Subsidiary companies	Amount receivable	**433,032**	**488,195**	55,163
Key management personnel	Director fees	**5,699**	**6,331**	632
Investee company	Other income	**-**	**12,000**	12,000

All related party transactions are done at arm's length.

17. Holding companies

The directors consider Thomas Cook (India) Limited, a company listed on the Bombay Stock Exchange, India, as the immediate holding company and Fairfax Financial Holdings Limited, a company listed on the Toronto Stock Exchange, Canada, as the ultimate holding company.

Thomas Cook (India) Limited holds 100% of the shares of Thomas Cook (Mauritius) Holding Company Limited.

Fairbridge Capital (Mauritius) Limited ("Fairbridge"), a subsidiary of Fairfax Financial Holdings Limited (the "ultimate parent"), Canada and its affiliates, held 340,258,798 equity shares of INR 1 each corresponding to 72.34% stake in Thomas Cook (India) Limited as on 31 March 2019. As at the financial year ended 31 March 2023, the Fairbridge held 340,258,798 equity shares if INR 1 each corresponding to 72.34% stake in Thomas Cook (India) Limited.

18. Contingencies and capital commitments

The Company does not have any contingent liability and capital commitment at year.

19. Events after the reporting date

There has been no significant event after the reporting date which requires disclosures or amendments to the financial statements.

Directors' Report
Audited Financial Statements
Travel Circle International Limited
31 December 2022

Directors' Report

The directors submit herewith their report and audited financial statements of Travel Circle International Limited (the "Company") for the year ended 31 December 2022.

Principal activities
The principal activities of the Company are to act as a travel agent and tour operator.

Results and dividends
The results of the Company for the year ended 31 December 2022 are set out in the statement of comprehensive income on page 6.

The directors do not recommend the payment of a dividend.

Directors
The directors who held office during the year or during the period from the end of the year to the date of this report were:

MYY Ng
MK Menon
JF Paton
Nandy Debasis

There being no provision in the Company's Articles of Association for retirement of directors, all directors shall continue in office.

Arrangements for acquisition of shares or debentures
At no time during the year was the Company, its holding company or fellow subsidiary a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other company.

Material interests in transactions, arrangements or contracts
The directors are of the opinion that no transactions, arrangements and contracts of significance in relation to the Company's business to which the Company's holding company or fellow subsidiary was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Management contracts
No contracts concerning the management and administration of the whole or any substantial part of any business of the Company were entered into or existed during the year.

Equity-linked agreements
No equity-linked agreements into which the Company entered subsisted at any time during the year.

Permitted indemnity provisions
No permitted indemnity provision was in force during the year, or is in force at the date of this report, for the benefit of a then director or a director of the Company (whether made by the Company or otherwise) or a then director or a director of its holding company or fellow subsidiary (if made by the Company).

Auditor
A resolution will be submitted to the annual general meeting to re-appoint Mazars CPA Limited, *Certified Public Accountants*, as the auditor of the Company.

Approved by the Board of Directors and signed on its behalf by

MK Menon
Director

27 APR 2023

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Independent Auditor's Report

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To the members of
Travel Circle International Limited
(incorporated in Hong Kong with limited liability)

Opinion
We have audited the financial statements of Travel Circle International Limited (the "Company") set out on pages 6 to 34, which comprise the statement of financial position as at 31 December 2022, and the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 December 2022, and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the Companies Ordinance.

Basis for opinion
We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the "*Auditor's responsibilities for the audit of the financial statements*" section of our report. We are independent of the Company in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information
The directors of the Company are responsible for the other information. The other information comprises the directors' report.

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

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

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Independent Auditor's Report

To the members of
Travel Circle International Limited
(incorporated in Hong Kong with limited liability)

Responsibilities of directors for the financial statements
The directors of the Company are responsible for the preparation of the financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

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Independent Auditor's Report

To the members of
Travel Circle International Limited
(incorporated in Hong Kong with limited liability)

Auditor's responsibilities for the audit of the financial statements (Continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Certified Public Accountants
Hong Kong, 27 April 2023

The engagement director on the audit resulting in this independent auditor's report is:
Eunice Y M Kwok
Practising Certificate number: P04604

Statement of Comprehensive Income
Year ended 31 December 2022

	Note	2022 HK$	2021 HK$
Revenue	2	**17,418,465**	1,292,154
Cost of sales		**(13,407,229)**	(391,690)
Gross profit		**4,011,236**	900,464
Other revenue	3	**2,264**	6,069
Other net gain	3	**3,300,815**	1,880,738
Administrative expenses		**(22,629,238)**	(21,777,453)
Other operating expenses		**(10,415,551)**	(10,196,818)
Loss from operations		**(25,730,474)**	(29,187,000)
Finance costs	4	**(7,834,799)**	(5,311,203)
Loss before tax	4	**(33,565,273)**	(34,498,203)
Income tax credit	5	**4,891,000**	6,474,696
Loss for the year		**(28,674,273)**	(28,023,507)
Other comprehensive income:			
Item that will not be reclassified to profit or loss:			
Remeasurement of net defined benefit obligation		-	50,042
Other comprehensive income for the year		-	50,042
Total comprehensive loss for the year		**(28,674,273)**	(27,973,465)

Travel Circle International Limited

Statement of Financial Position
At 31 December 2022

	Note	2022 HK$	2021 HK$
Non-current assets			
Property, plant and equipment	6	**3,164,575**	954,842
Right-of-use assets	7	**7,962,875**	8,315,935
Goodwill	8	**202,493,573**	202,493,573
Deferred tax assets	9	**15,186,385**	10,295,385
		228,807,408	222,059,735
Current assets			
Trade and other receivables	10	**11,316,237**	10,200,216
Bank balances and cash		**6,357,746**	2,068,361
		17,673,983	12,268,577
Current liabilities			
Trade and other payables	11	**41,939,415**	39,192,999
Contract liabilities	12	**17,915,457**	1,398,075
Lease liabilities		**2,461,316**	8,843,289
Loans from immediate holding company	13	**127,435,496**	103,252,007
Taxation		**-**	712,470
		189,751,684	153,398,840
Net current liabilities		**(172,077,701)**	(141,130,263)
Total assets less current liabilities		**56,729,707**	80,929,472
Non-current liabilities			
Provision	14	**2,373,854**	3,376,059
Lease liabilities		**5,476,713**	-
		7,850,567	3,376,059
NET ASSETS		**48,879,140**	77,553,413
Capital and reserve			
Share capital	15	**59,523,801**	59,523,801
Reserves		**(10,644,661)**	18,029,612
TOTAL EQUITY		**48,879,140**	77,553,413

These financial statements on pages 6 to 34 were approved and authorised for issue by the Board of Directors on 27 APR 2023 *and signed on its behalf by*

MK Menon
Director

MYY Ng
Director

Travel Circle International Limited

Statement of Changes in Equity
Year ended 31 December 2022

	Share capital HK$	Retained profits (Accumulated losses) HK$	Total HK$
At 1 January 2021	59,523,801	46,003,077	105,526,878
Loss for the year	-	(28,023,507)	(28,023,507)
Other comprehensive income:			
Remeasurement of net defined benefit obligation	-	50,042	50,042
Total comprehensive loss for the year	-	(27,973,465)	(27,973,465)
At 31 December 2021 and 1 January 2022	59,523,801	18,029,612	77,553,413
Loss and total comprehensive loss for the year	-	(28,674,273)	(28,674,273)
At 31 December 2022	**59,523,801**	**(10,644,661)**	**48,879,140**

Statement of Cash Flows

Year ended 31 December 2022

	Note	2022 HK$	2021 HK$
OPERATING ACTIVITIES			
Cash used in operations	16(a)	**(7,939,438)**	(19,653,108)
Income tax paid		**(712,470)**	(400,000)
Net cash used in operating activities		**(8,651,908)**	(20,053,108)
INVESTING ACTIVITIES			
Purchase of property, plant and equipment	6	**(3,221,084)**	-
Interest received		**2,264**	6,069
Net cash (used in) from investing activities		**(3,218,820)**	6,069
FINANCING ACTIVITIES			
Repayment of bank loan		**-**	(26,000,000)
Repayment of lease liabilities	16(b)	**(8,750,313)**	(8,762,653)
Interest paid		**(273,063)**	(1,011,255)
Lease incentive received from landlord		**1,000,000**	-
Loans from immediate holding company	16(b)	**24,183,489**	51,620,757
Net cash from financing activities		**16,160,113**	15,846,849
Net increase (decrease) in cash and cash equivalents		**4,289,385**	(4,200,190)
Cash and cash equivalents at beginning of reporting period		**2,068,361**	6,268,551
Cash and cash equivalents at end of reporting period, represented by bank balances and cash		**6,357,746**	2,068,361

CORPORATE INFORMATION

Travel Circle International Limited is a limited liability company incorporated in Hong Kong. The Company's registered office is located at 2001, 20/F., BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Hong Kong. The immediate holding company of the Company is Thomas Cook (India) Limited, a company incorporated in India. In the opinion of the directors, the ultimate holding company of the Company is Fairfax Financial Holdings Limited, which is incorporated in Canada with its shares listed on the Toronto Stock Exchange. The principal activities of the Company are to act as a travel agent and tour operator.

1. PRINCIPAL ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the Companies Ordinance.

These financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2021 financial statements. The adoption of the new / revised HKFRSs that are relevant to the Company and effective from the current year had no significant effects on the results and financial position of the Company for the current year and prior years. A summary of the principal accounting policies adopted by the Company is set out below.

Going concern

The financial statements have been prepared in conformity with the principles applicable to a going concern basis. The applicability of these principles is dependent upon continued availability of adequate finance or attaining profitable operations in the future in view of the net current liabilities. There is a material uncertainty related to this condition that may cast significant doubt on the Company's ability to continue as a going concern and, therefore, the Company may be unable to realise its assets and discharge its liabilities in the normal course of business. The immediate holding company has confirmed its intention to make available adequate funds to the Company as and when required to maintain the Company as a going concern.

Basis of measurement

The measurement basis used in the preparation of the financial statements is historical cost, except stated otherwise in the accounting policies set out below.

Goodwill

Goodwill arising on an acquisition of a business is measured at the excess of the consideration transferred, and the fair value of any previously held equity interest in the acquiree over the acquisition date amounts of the identifiable assets acquired and the liabilities assumed of the acquired business.

Goodwill on acquisition of business is recognised as a separate asset and is carried at cost less accumulated impairment losses, which is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For the purpose of impairment test and determination of gain or loss on disposal, goodwill is allocated to cash-generating units. An impairment loss on goodwill is not reversed.

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment
Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the year in which they are incurred.

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment over their estimated useful lives as set out below from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method. Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis and depreciated separately:

Leasehold improvements	5 years or, if shorter, over the unexpired term of lease
Motor vehicles	4 to 5 years
Computer equipment	3 to 5 years
Furniture, fixtures and office equipment	5 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year in which the item is derecognised.

Impairment of non-financial assets, other than goodwill
At the end of each reporting period, the Company reviews internal and external sources of information to determine whether its property, plant and equipment and right-of-use assts may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs to sell and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment loss is recognised as income immediately.

The accounting policy for recognition of the impairment loss for goodwill is stated in the accounting policy for goodwill in the earlier part of this note.

Financial instruments
Financial assets
Recognition and derecognition
Financial assets and financial liabilities are recognised when and only when the Company becomes a party to the contractual provisions of the instruments and on a trade date basis.

A financial asset is derecognised when and only when (i) the Company's contractual rights to future cash flows from the financial asset expire or (ii) the Company transfers the financial asset and either (a) it transfers substantially all the risks and rewards of ownership of the financial asset, or (b) it neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but it does not retain control of the financial asset.

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)
Financial assets (Continued)
Classification and measurement
The classification of financial assets at initial recognition depends on the Company's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at fair value through profit or loss ("FVPL"):

(i) it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
(ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at amortised cost
Financial assets at amortised cost are subsequently measured using the effective interest rate method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

The Company's financial assets at amortised cost include bank balances and cash and other receivables.

Financial liabilities
Recognition and derecognition
Financial liabilities are recognised when and only when the Company becomes a party to the contractual provisions of the instruments and on a trade date basis.

A financial liability is derecognised when and only when the liability is extinguished, that is, when the obligation specified in the relevant contract is discharged, cancelled or expires.

Classification and measurement
Financial liabilities are initially recognised at their fair value plus, in the case of financial liabilities not carried at FVPL, transaction costs that are directly attributable to the issue of the financial liabilities.

The Company's financial liabilities include trade and other payables and loans from immediate holding company. All financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

Impairment of financial assets and other items
The Company recognises loss allowances for expected credit losses ("ECL") on financial assets that are measured at amortised cost. Except for the specific treatments as detailed below, at each reporting date, the Company measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)
Impairment of financial assets and other items (Continued)
Measurement of ECL
ECL is a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument. A cash shortfall is the difference between the cash flows that are due to an entity in accordance with the contract and the cash flows that the entity expects to receive.

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument while 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

Where ECL is measured on a collective basis, the financial instruments are grouped based on one or more shared credit risk characteristics, such as past due information, nature of instrument and industry of debtors.

Definition of default
The Company considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that the Company may not receive the outstanding contractual amounts in full if the financial instrument meets any of the following criteria:

(i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Company, in full (without taking into account any collaterals held by the Company); or
(ii) there is a breach of financial covenants by the counterparty.

Irrespective of the above analysis, the Company considers that default has occurred when a financial asset is more than 90 days past due unless the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Assessment of significant increase in credit risk
In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Irrespective of the outcome of the above assessment, the Company presumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due.

Notwithstanding the foregoing, the Company assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)
Impairment of financial assets and other items (Continued)
Low credit risk
A financial instrument is determined to have low credit risk if:

(i) it has a low risk of default;
(ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
(iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

Simplified approach of ECL
For trade receivables and contract assets without significant financing components or otherwise for which the Company applies the practical expedient not to account for the significant financing components, the Company applies a simplified approach in calculating ECL. The Company recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Credit-impaired financial asset
A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired include observable data about the following events:

(a) significant financial difficulty of the issuer or the borrower.
(b) a breach of contract, such as a default or past due event.
(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.
(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.
(e) the disappearance of an active market for that financial asset because of financial difficulties.
(f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Write-off
The Company writes off a financial asset when the Company has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Company has a policy of writing off the gross carrying amount when the financial asset is 1 year past due based on historical experience of recoveries of similar assets. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Company's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

Cash equivalents
For the purpose of the statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, net of bank overdrafts.

Borrowing costs
All borrowing costs are recognised as an expense in the period in which they are incurred.

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Provisions
Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount of obligation can be made. Expenditures for which a provision has been recognised are charged against the related provision in the year in which the expenditures are incurred. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount provided is the present value of the expenditures expected to be required to settle the obligation. Where the Company expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

Revenue recognition
<u>*Revenue from contracts with customers within HKFRS 15*</u>
Nature of services
The nature of the services provided by the Company is sale of tours and provision of travel agency services.

Identification of performance obligations
At contract inception, the Company assesses the services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

(a) a service (or a bundle of services) that is distinct; or
(b) a series of distinct services that are substantially the same and that have the same pattern of transfer to the customer.

A service that is promised to a customer is distinct if both of the following criteria are met:

(a) the customer can benefit from the service either on its own or together with other resources that are readily available to the customer (i.e. the service is capable of being distinct); and
(b) the Company's promise to transfer the service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the service is distinct within the context of the contract).

Timing of revenue recognition
Revenue is recognised when (or as) the Company satisfies a performance obligation by transferring a promised service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Company transfers control of a service over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

(a) the customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs;
(b) the Company's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or
(c) the Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

If a performance obligation is not satisfied over time, the Company satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Company considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (Continued)
Revenue from contracts with customers within HKFRS 15 (Continued)
Timing of revenue recognition (Continued)
Service income from sale of tours is recognised over time as the customer simultaneously receives and consumes all of the benefits provided by the Company's performance as the Company performs. This means that if another travel agent was to take over providing the remaining performance obligation to the customer, it would not have to substantially re-perform the work already completed by the Company.

Commission income from travel-related services is recognised at a point in time when the related services are rendered to and have been accepted by the customers.

Interest income
Interest income from financial assets is recognised using the effective interest method. For financial assets measured at amortised cost that are not credited-impaired, the effective interest rate is applied to the gross carrying amount of the assets while it is applied to the amortised cost (i.e. the gross carrying amount net of loss allowance) in case of credit-impaired financial assets.

Contract assets and contract liabilities
If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the contract is presented as a contract asset, excluding any amounts presented as a receivable. Conversely, if a customer pays consideration, or the Company has a right to an amount of consideration that is unconditional, before the Company transfers a good or service to the customer, the contract is presented as a contract liability when the payment is made or the payment is due (whichever is earlier). A receivable is the Company's right to consideration that is unconditional or only the passage of time is required before payment of that consideration is due.

For a single contract or a single set of related contracts, either a net contract asset or a net contract liability is presented. Contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

For sale of tours, it is common for the Company to receive from the customer the whole or some of the contractual payments before the services are completed (i.e. the timing of revenue recognition for such transactions). The Company recognises a contract liability until it is recognised as revenue. During that period, any significant financing components, if applicable, will be included in the contract liability and will be expensed as accrued unless the interest expense is eligible for capitalisation.

On the other hand, for the agency business of sale of air tickets, hotel accommodation packages and other travel-related products, the Company receives payments from the customer which are largely in line with the timing of revenue recognition and no significant contract assets or contract liabilities are recognised.

Government grants
Government grants are recognised at their fair value when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the years necessary to match the grant on a systematic basis to the costs that it is intended to compensate.

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Leases
The Company assesses whether a contract is, or contains, a lease at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As lessee
The Company applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Company accounts for each lease component within a lease contract as a lease separately. The Company allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component.

Amounts payable by the Company that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Company recognises a right-of-use asset and a lease liability at the commencement date of the lease.

The right-of-use asset is initially measured at cost, which comprises

(a) the amount of the initial measurement of the lease liability;
(b) any lease payments made at or before the commencement date, less any lease incentives received;
(c) any initial direct costs incurred by the Company; and
(d) an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful lives of the right-of-use asset (unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or if the cost of the right-of-use asset reflects that the Company will exercise a purchase option – in which case depreciation is provided over the estimated useful life of the underlying asset) as follows:

Office premises	2-3 years

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)
As lessee (Continued)
The lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

(a) fixed payments (including in-substance fixed payments), less any lease incentives receivable;
(b) variable lease payments that depend on an index or a rate;
(c) amounts expected to be payable under residual value guarantees;
(d) exercise price of a purchase option if the Company is reasonably certain to exercise that option; and
(e) payments of penalties for terminating the lease, if the lease term reflects the Company exercising an option to terminate the lease.

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Company will be reasonably certain to exercise a purchase option.

The lease liability is remeasured by using the original discount rate when there is a change in the residual value guarantee, the in-substance fixed lease payments or the future lease payments resulting from a change in an index or a rate (other than floating interest rate). In case of a change in future lease payments resulting from a change in floating interest rates, the Company remeasures the lease liability using a revised discount rate.

The Company recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the remeasurement in profit or loss.

A lease modification is accounted for as a separate lease if
(a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
(b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,
(a) the Company allocates the consideration in the modified contract on the basis of relative stand-alone price as described above.
(b) the Company determines the lease term of the modified contract.
(c) the Company remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term.
(d) for lease modifications that decrease the scope of the lease, the Company accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss.
(e) for all other lease modifications, the Company accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)
As lessee (Continued)
The Company has applied the practical expedient provided in Amendments to HKFRS 16: *Covid-19-Related Rent Concessions beyond 30 June 2021* and does not assess whether eligible rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modification. The Company accounts for any change in lease payments resulting from the rent concession the same way it would account for the change applying HKFRS 16 as if the change were not a lease modification.

The practical expedient applies only to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met:

(a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
(b) any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
(c) there is no substantive change to other terms and conditions of the lease.

The Company has applied the practical expedient consistently to all eligible rent concessions with similar characteristics and in similar circumstances.

Foreign currency translation
Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the Company operates ("functional currency").

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Employee benefits
Short-term employee benefits
Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

Defined contribution plan
The obligations for contributions to defined contribution retirement scheme are recognised as an expense in profit or loss as incurred. The assets of the scheme are held separately from those of the Company in an independently administered fund.

Termination benefits
Termination benefits are recognised when, and only when, the Company demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Taxation

The charge for current income tax is based on the results for the year as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, any deferred tax arising from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

The deferred tax liabilities and assets are measured at the tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

Related parties

A related party is a person or entity that is related to the Company.

(a) A person or a close member of that person's family is related to the Company if that person:
- (i) has control or joint control over the Company;
- (ii) has significant influence over the Company; or
- (iii) is a member of the key management personnel of the Company or of the parent of the Company.

(b) An entity is related to the Company if any of the following conditions applies:
- (i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) both entities are joint ventures of the same third party.
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
- (vi) the entity is controlled or jointly controlled by a person identified in (a).
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

(a) that person's children and spouse or domestic partner;
(b) children of that person's spouse or domestic partner; and
(c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

1. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Critical accounting judgement and key sources of estimation uncertainty
Estimates and assumptions concerning the future and judgements are made by the management in the preparation of the financial statements. They affect the application of the Company's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

Sale of tours and commission income
The Company evaluates its responsibilities for the delivery of services and other relevant facts and circumstances, and determines that it is acting as a principal of sale of tours and agent of commission earned. Accordingly, revenue arising from the sale of tours is stated at its gross amounts receivable for the tour operator and travel services rendered by the Company and is measured before deducting related costs in accordance with the accounting policy set out above. Commission income is stated at its net amounts receivable in relation to the tickets sold or hotels booked in accordance with the accounting policy set out above.

Assessment of impairment of goodwill
The Company has performed an impairment test for goodwill in accordance with the accounting policy stated above. For the purposes of impairment testing, goodwill acquired is reviewed for impairment based on forecast operating performance and cash flows. Cash flow projections are prepared on the basis of reasonable assumptions reflective of prevailing and future market conditions and are discounted appropriately.

Discount rates for calculating lease liabilities – as lessee
The Company uses the lessee's incremental borrowing rates to discount future lease payments since interest rates implicit in the leases are not readily determinable. In determining the discount rates for its leases, the Company refers to a rate that is readily observable as the starting point and then applies judgement and adjusts such observable rate to determine the incremental borrowing rate.

Deferred tax assets
As at the end of the reporting period, a deferred tax asset of HK$15,186,385 *(2021: HK$10,295,385)* in relation to unused tax losses has been recognised in the statement of financial position. The recognition of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss in the period in which such a reversal takes place.

Future changes in HKFRS
At the date of authorisation of these financial statements, the HKICPA has issued a number of new / revised HKFRSs that are relevant to the Company but not yet effective for the current year, which the Company has not early adopted.

The directors are in the process of assessing the possible impact on the future adoption of the new / revised HKFRSs, but are not yet in a position to reasonably estimate their impact on the Company's financial statements.

2. REVENUE

	2022 HK$	2021 HK$
Revenue from contracts with customers within HKFRS 15		
Sale of tours	**16,411,733**	791,160
Commission income	**1,006,732**	500,994
Total revenue	**17,418,465**	1,292,154

3. OTHER REVENUE AND OTHER NET GAIN

	2022 HK$	2021 HK$
(a) Other revenue		
Interest income	**2,264**	6,069
(b) Other net gain		
Exchange gain (loss), net	**292,018**	(427,871)
Government subsidies *(Note)*	**3,004,000**	2,280,000
Others	**4,797**	28,609
	3,300,815	1,880,738

Note: The government subsidies for the years ended 31 December 2022 and 2021 represented grants received from the Employment Support Scheme and the Travel Agents and Practitioners Support Scheme under the Anti-epidemic Fund of the Government of the HKSAR which aim to retain employment and combat COVID-19.

4. LOSS BEFORE TAX

This is stated after charging (crediting):	2022 HK$	2021 HK$
Finance costs		
Amortisation of arrangement fee	-	571,311
Interest on bank loan	-	423,436
Interest on lease liabilities	**273,063**	587,819
Interest on loan from immediate holding company	**7,561,736**	3,728,637
	7,834,799	5,311,203

4. LOSS BEFORE TAX (CONTINUED)

	Note	2022 HK$	2021 HK$
Other items			
Staff costs (including directors' remuneration)			
Salaries, wages and other benefits		**15,753,426**	15,340,236
Contributions to defined contribution plan		**830,199**	842,667
		16,583,625	16,182,903
Auditor's remuneration		**444,000**	402,000
Depreciation on property, plant and equipment	*6*	**1,000,090**	1,098,436
Depreciation on right-of-use assets	*7*	**8,758,317**	8,715,531
Exchange (gain) loss, net		**(292,018)**	427,871

5. INCOME TAX EXPENSE

Hong Kong Profits Tax has not been provided as the Company incurred a loss for taxation purpose for current and prior years.

	2022 HK$	2021 HK$
Current tax		
Hong Kong Profits Tax		
Others	**-**	38,689
	-	38,689
Deferred tax		
Tax losses *(Note 9)*	**(4,891,000)**	(6,513,385)
	(4,891,000)	(6,474,696)

Reconciliation of tax expense	2022 HK$	2021 HK$
Loss before tax	**(33,565,273)**	(34,498,203)
Income tax at Hong Kong Profits Tax rates of 16.5% *(2021: 16.5%)*	**(5,538,270)**	(5,692,203)
Non-deductible expenses	**1,254,245**	785,465
Tax exempt revenue	**(745,286)**	(515,882)
Unrecognised temporary differences	**75,167**	144,415
Unrecognised tax losses	**63,144**	90,205
Others	**-**	38,689
Recognition of previously unrecognised tax losses	**-**	(1,325,385)
Tax credit for the year	**(4,891,000)**	(6,474,696)

6. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements *HK$*	Motor vehicles *HK$*	Computer equipment *HK$*	Furniture, fixtures and equipment *HK$*	Total *HK$*
Reconciliation of carrying amount – year ended 31 December 2021					
At beginning of the reporting period	46,242	-	1,907,762	99,274	2,053,278
Depreciation	(46,242)	-	(1,033,620)	(18,574)	(1,098,436)
At end of the reporting period	-	-	874,142	80,700	954,842
Reconciliation of carrying amount – year ended 31 December 2022					
At beginning of the reporting period	-	-	**874,142**	**80,700**	**954,842**
Additions	**2,861,144**	-	-	**359,940**	**3,221,084**
Disposals	-	-	-	**(11,261)**	**(11,261)**
Depreciation	**(77,328)**	-	**(872,802)**	**(49,960)**	**(1,000,090)**
At end of the reporting period	**2,783,816**	-	**1,340**	**379,419**	**3,164,575**
At 31 December 2021					
Cost	3,635,137	274,304	5,341,138	1,223,673	10,474,252
Accumulated depreciation	(3,635,137)	(274,304)	(4,466,996)	(1,142,973)	(9,519,410)
Net carrying amount	-	-	874,142	80,700	954,842
At 31 December 2022					
Cost	**6,394,835**	**274,304**	**5,341,138**	**1,572,352**	**13,582,629**
Accumulated depreciation	**(3,611,019)**	**(274,304)**	**(5,339,798)**	**(1,192,933)**	**(10,418,054)**
Net carrying amount	**2,783,816**	-	**1,340**	**379,419**	**3,164,575**

7. RIGHT-OF-USE ASSETS

	Office premises *HK$*	Reinstatement costs *HK$*	Total *HK$*
Reconciliation of carrying amount - year ended 31 December 2021			
At beginning of the reporting period	17,031,466	-	17,031,466
Depreciation	(8,715,531)	-	(8,715,531)
At end of the reporting period	8,315,935	-	8,315,935
Reconciliation of carrying amount - year ended 31 December 2022			
At beginning of the reporting period	8,315,935	-	8,315,935
Additions	6,845,053	1,560,204	8,405,257
Depreciation	(8,676,201)	(82,116)	(8,758,317)
At end of the reporting period	**6,484,787**	**1,478,088**	**7,962,875**
At 31 December 2021			
Cost	25,127,861	-	25,127,861
Accumulated depreciation	(16,811,926)	-	(16,811,926)
Net carrying amount	8,315,935	-	8,315,935
At 31 December 2022			
Cost	13,935,994	1,560,204	15,496,198
Accumulated depreciation	(7,451,207)	(82,116)	(7,533,323)
Net carrying amount	**6,484,787**	**1,478,088**	**7,962,875**

The Company obtains right to control the use of office premises for a period of time through lease arrangements. Lease arrangements are negotiated on an individual basis and contain different terms and conditions including lease payments and lease term of 2 to 3 years. Except for lease covenants mainly related to the maintenance and use of the leased assets that are commonly found in lease arrangements, there are no other covenants or restrictions imposed by the lease arrangements.

Total cash outflow for leases for the year amounted to HK$9,023,376 *(2021: HK$9,350,472)*.

8. GOODWILL

Goodwill arose from the acquisition of Travel Circle International Services Limited on 9 November 2015. At 31 December 2022, management determined that there was no impairment of the goodwill.

Impairment tests for goodwill
The recoverable amount of the goodwill is determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated rate below. The growth rates used do not exceed the long-term average growth rates for the business in which the cash generating unit operates.

Key assumptions used for value-in-use calculations:

	2022	2021
- Long-term growth rate	**2.50%**	2.40%
- Discount rate	**17.86%**	15.76%

Management determined the estimated long-term growth rate based on past performance and its expectations for market development. The discount rate used is pre-tax and reflects specific risks relating to the business.

9. DEFERRED TAX ASSETS

The movement in the Company's deferred tax assets is as follows:

	Tax losses	
	2022	2021
	HK$	*HK$*
At 1 January	**10,295,385**	3,782,000
Credited to profit or loss *(Note 5)*	**4,891,000**	6,513,385
At 31 December	**15,186,385**	10,295,385

As at 31 December 2022, the Company had unrecognised tax losses of HK$382,691 *(2021: HK$546,097)* to carry forward against future taxable income. These tax losses have no expiry date under current tax legislation.

10. TRADE AND OTHER RECEIVABLES

	2022	2021
	HK$	*HK$*
Trade receivables	**-**	325
Other receivables		
Prepayments	**2,417,472**	2,289,452
Deposits	**2,418,376**	5,309,397
Other receivables	**1,681,248**	650,559
Payment in advance to suppliers	**4,799,141**	1,950,483
	11,316,237	10,199,891
	11,316,237	10,200,216

Except for refundable deposits of HK$2,418,376 *(2021: HK$5,309,397)* that are expected to be recovered after more than one year, all of the trade and other receivables are expected to be recovered or recognised as expense within twelve months of the end of the reporting period.

Information about the Company's exposure to credit risks and loss allowance for trade and other receivables is included in note 18(a).

11. TRADE AND OTHER PAYABLES

	2022	2021
	HK$	*HK$*
Creditors and accruals	**20,132,085**	23,661,644
Amount due to immediate holding company	**13,516,129**	5,490,946
Amounts due to fellow subsidiaries	**16,788**	13,315
Receipts in advance	**8,274,413**	10,027,094
	41,939,415	39,192,999

The amounts due to immediate holding company and fellow subsidiaries are unsecured, interest-free and repayable on demand.

12. CONTRACT LIABILITIES

The movements (excluding those arising from increases and decreases both occurred within the same year) of contract liabilities from contracts with customers within HKFRS 15 during the year are as follows:

	2022	2021
	HK$	*HK$*
At 1 January	**1,398,075**	1,518,220
Refund due to cancellation of tours	**-**	(229,321)
Recognised as revenue	**(72,900)**	(66,800)
Receipt of advances or recognition of receivables	**16,590,282**	175,976
At 31 December	**17,915,457**	1,398,075

Unsatisfied or partially unsatisfied performance obligations
All the performance obligations that are unsatisfied (or partially unsatisfied) at 31 December 2022 and 31 December 2021 are part of contracts that have an original expected duration of one year or less. Given that the Company applies the practical expedient in paragraph 121(a) of HKFRS 15, the transaction price allocated to these performance obligations is not disclosed.

13. LOANS FROM IMMEDIATE HOLDING COMPANY

	2022	2021
	HK$	*HK$*
Current portion	**127,435,496**	103,252,007

The amounts due are unsecured, interest-bearing at 6.11% to 7.18% *(2021: 3.83% to 6.65%)* per annum and repayable within the next twelve months of the end of the reporting period.

14. PROVISION

	2022	2021
	HK$	*HK$*
Reinstatement costs		
At 1 January	**3,376,059**	3,376,059
Addition of provision for reinstatement costs	**1,560,204**	-
Utilisation of reinstatement costs	**(2,562,409)**	-
At 31 December	**2,373,854**	3,376,059

Provision for reinstatement costs represents the management's best estimate of the Company's liabilities under the tenancy agreements in restoring the premises to their original status, which is expected to be utilised after more than twelve months.

15. SHARE CAPITAL

	2022		2021	
	No. of shares	***HK$***	No. of shares	*HK$*
Issued and fully paid:				
At beginning and **end of the reporting period**	**59,523,801**	**59,523,801**	59,523,801	59,523,801

In accordance with section 135 of the Companies Ordinance, the ordinary shares of the Company do not have a par value.

The holder of ordinary shares is entitled to receive dividends as declared from time to time and is entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

16. OTHER CASH FLOW INFORMATION

16(a) Cash used in operations

	2022 ***HK$***	2021 *HK$*
Loss before tax	**(33,565,273)**	(34,498,203)
Interest income	**(2,264)**	(6,069)
Depreciation	**9,758,407**	9,813,967
Loss on disposal of fixed assets	**11,261**	-
Interest expenses	**7,834,799**	5,311,203
Net decrease in provision for reinstatement costs	**(2,562,409)**	-
Changes in working capital:		
Trade and other receivables	**(1,116,021)**	6,285,449
Trade and other payables	**(4,815,320)**	(6,439,310)
Contract liabilities	**16,517,382**	(120,145)
Cash used in operations	**(7,939,438)**	(19,653,108)

16(b) Changes in liabilities arising from financing activities

Details of the changes in the Company's liabilities from financing activities are as follows:

2022

	Lease liabilities ***HK$***	**Bank loan** ***HK$***	**Loans from immediate holding company** ***HK$***	**Total** ***HK$***
At 1 January 2022	8,843,289	-	103,252,007	112,095,296
Net cash flows	(8,750,313)	-	24,183,489	15,433,176
New lease	7,845,053	-	-	7,845,053
At 31 December 2022	7,938,029	-	127,435,496	135,373,525

16. OTHER CASH FLOW INFORMATION (CONTINUED)

16(b) Changes in liabilities arising from financing activities (Continued)

2021

	Lease liabilities HK$	Bank loan HK$	Loans from immediate holding company HK$	Total HK$
At 1 January 2021	17,605,942	25,428,689	51,631,250	94,665,881
Amortisation of arrangement fee	-	571,311	-	571,311
Net cash flows	(8,762,653)	(26,000,000)	51,620,757	16,858,104
At 31 December 2021	8,843,289	-	103,252,007	112,095,296

17. RELATED PARTIES TRANSACTIONS

In addition to the transactions / information disclosed elsewhere in these financial statements, during the year, the Company had the following transactions with related parties:

	2022 *HK$*	2021 *HK$*
Management fee to immediate holding company	**973,223**	1,209,813
Management fee to fellow subsidiaries	**44,159**	20,249
Loans interest to immediate holding company	**7,561,736**	3,728,637

All members of key management personnel are directors of the Company, and their remunerations are disclosed in note 20 to the financial statements.

18. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICES

The Company's principal financial instruments comprise mainly cash and bank balances and loans from immediate holding company. The main purpose of theses financial instruments is to raise and maintain finance for the Company's operations. The Company has various other financial instruments such as other receivables and trade and other payables which arise directly from its business activities.

The main risks arising from the Company's financial instruments are credit risk, foreign currency risk and liquidity risk. The Company does not have any written risk management policies and guidelines. However, the board of directors generally adopts conservative strategies on its risk management and limits the Company's exposure to these risks to a minimum as follows:

18. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICES (CONTINUED)

a) Credit risk

The Company's credit risk is primarily attributable to other receivables and deposits with banks. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of other receivables, individual credit evaluations are performed on all debtors requiring credit over a certain amount. These evaluations take into account the counterparty's past payment history, financial position and other factors. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each counterparty.

Deposits with financial institutions are made with those with sound credit ratings to minimise the credit exposure.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position after deducting any impairment allowance.

b) Foreign currency risk

The Company's functional currency is Hong Kong dollars ("HKD"). The Company is exposed to currency risk primarily through sales and purchases giving rise to trade and other receivables, cash and bank balances, creditors and accruals that are denominated in other currencies, being primarily United States dollars ("USD"), Australian dollars ("AUD"), Euros ("EUR"), Renminbi ("RMB"), Swiss franc ("CHF"), New Zealand dollars ("NZD") and India Rupee ("INR").

As the HKD is pegged to the USD, the Company considers the risk of movements in exchange rates between the HKD and the USD to be insignificant. In respect of balances denominated in AUD, EUR, RMB, CHF, NZD and INR, the Company ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates or entering into short-term foreign currency forward contracts where necessary to address short-term imbalances.

The following table details the Company's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the Company's functional currency of HKD. For presentation purposes, the amounts of the exposure are shown in HKD, translated using the spot rate at the year-end date.

	2022 Exposure to foreign currencies						
	USD *HK$*	AUD *HK$*	EUR *HK$*	RMB *HK$*	CHF *HK$*	NZD *HK$*	INR *HK$*
Bank balances and cash	128,770	25,159	22,789	1,310	9,402	14,333	1,324
Loans from immediate holding company	(127,435,496)	-	-	-	-	-	-
Trade and other payables	(533,217)	(16,153)	(1,095,420)	(51,209)	(252,586)	(274,234)	(1,855,776)
Net exposure to currency risk	(127,839,943)	9,006	(1,073,631)	(49,899)	(243,184)	(259,901)	(1,854,452)

18. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICES (CONTINUED)

b) Foreign currency risk (Continued)

	2021 Exposure to foreign currencies						
	USD HK$	AUD HK$	EUR HK$	RMB HK$	CHF HK$	NZD HK$	INR HK$
Trade and other receivables	1,712	-	62	-	-	-	-
Bank balances and cash	143,189	26,881	32,266	1,423	10,296	15,775	1,471
Loans from immediate holding company	(103,252,007)	-	-	-	-	-	-
Trade and other payables	(4,493,427)	(3,678)	(433,052)	(55,645)	-	-	(1,152,141)
Net exposure to currency risk	(107,600,533)	23,203	(400,724)	(54,222)	10,296	15,775	(1,150,670)

Sensitivity analysis
The following table indicates the instantaneous change on the Company's profit before tax that would arise if foreign exchange rates to which the Company has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. No other components of equity would be affected by changes in foreign exchange rates. In this respect, it is assumed that the pegged rate between the HKD and the USD would be materially unaffected by any changes in movement in value of the USD against other currencies.

	2022		2021	
	Increase (Decrease) in foreign exchange rates	**(Decrease) Increase in loss before tax *HK$***	Increase (Decrease) in foreign exchange rates	(Decrease) Increase in loss before tax *HK$*
AUD	**5%**	**(450)**	1%	(232)
	(5%)	**450**	(1%)	232
EUR	**5%**	**53,682**	1%	4,007
	(5%)	**(53,682)**	(1%)	(4,007)
RMB	**5%**	**2,495**	1%	542
	(5%)	**(2,495)**	(1%)	(542)
CHF	**5%**	**12,159**	1%	(103)
	(5%)	**(12,159)**	(1%)	103
NZD	**5%**	**12,995**	1%	(158)
	(5%)	**(12,995)**	(1%)	158
INR	**5%**	**92,723**	1%	11,507
	(5%)	**(92,723)**	(1%)	(11,507)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on loss before tax measured in the respective functional currencies, translated into HKD at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Company which expose the Company to currency risk at the end of the reporting period.

18. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICES (CONTINUED)

c) Liquidity risk

Management of the Company closely monitors the current and expected liquidity requirements to ensure sufficient reserve of cash is available for the Company's business operation in short and longer term. The maturity profile of the Company's financial liabilities at the end of the reporting period based on contractual undiscounted payments are summarised below:

	Within 1 year or on demand *HK$*	**Over 1 year** *HK$*	**Total contractual undiscounted cash flows** *HK$*	**Total carrying amount** *HK$*
2022				
Trade and other payables	**33,665,002**	**-**	**33,665,002**	**33,665,002**
Lease liabilities	**2,927,862**	**5,855,724**	**8,783,586**	**7,938,029**
Loans from immediate holding company	**134,997,233**	**-**	**134,997,233**	**127,435,496**
	171,590,097	**5,855,724**	**177,445,821**	**169,038,527**

	Within 1 year or on demand *HK$*	Over 1 year *HK$*	Total contractual undiscounted cash flows *HK$*	Total carrying amount *HK$*
2021				
Trade and other payables	29,165,905	-	29,165,905	29,165,905
Lease liabilities	9,023,375	-	9,023,375	8,843,289
Loans from immediate holding company	107,365,197	-	107,365,197	103,252,007
	145,554,477	-	145,554,477	141,261,201

d) Fair value

All financial instruments are carried at amounts not materially different from their fair value as at 31 December 2022 and 2021.

e) Capital management

The objectives of the Company's capital management are to safeguard the entity's ability to continue as a going concern and to provide returns for shareholders. The Company manages its capital structure and makes adjustments, including payment of dividend to shareholders, return of capital to shareholders or issue of new shares or sale of assets to reduce debts. No changes were made in the objectives, policies or processes during the years ended 31 December 2022 and 2021.

19. BANK FACILITIES

In addition to the bank facilities disclosed elsewhere in these financial statements, the Company has been granted bank facilities including guarantee line limited to HK$100,000 *(2021: HK$100,000)* and corporate card with limit of HK$30,000 *(2021: HK$30,000)*. These facilities are secured by corporate guarantee from its immediate holding company.

20. INFORMATION ABOUT THE BENEFITS OF DIRECTORS

The following disclosures are presented pursuant to section 383 of the Companies Ordinance.

(a) Directors' remuneration
Directors' remuneration disclosed pursuant to section 383 of the Companies Ordinance is as follows:

	2022	2021
	HK$	*HK$*
Director fees	**45,000**	60,000
Other services in connection with management of the affairs:		
Salaries, allowances and benefits in kind	**1,382,278**	886,054
Retirement scheme contributions	**118,973**	118,973
	1,546,251	1,065,027

(b) Loans, quasi-loans and other dealings in favour of directors
There were no loans, quasi-loans or other dealings in favour of the directors of the Company or its holding company that were entered into or subsisted during the years ended 31 December 2022 and 2021.

(c) Directors' material interests in transactions, arrangement or contracts
The directors are of the opinion that no transactions, arrangements and contracts of significance in relation of the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the years or at any time during the years ended 31 December 2022 and 2021.