ClubMahindra

August 6, 2021

MHRIL/SE/21-22/48

Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra E, Mumbai – 400 051
Scrip Code: MHRIL

Department of Corporate Services
BSE Limited
Floor 25, PJ Towers,
Dalal Street
Mumbai – 400 001
Scrip Code: 533088

Dear Sir/ Madam,

<u>Sub: Compliance under Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Annual Report and Notice of Annual General Meeting for the Financial Year 2020-21</u>

<u>Ref: Our letter No. MHRIL/SE/21-22/43 dated July 29, 2021</u>

This is in reference to our letter No. MHRIL/SE/21-22/43 dated July 29, 2021 intimating that the 25th Annual General Meeting ("AGM") of the Company will be held on Wednesday, September 1, 2021 at 9.00 a.m. (IST) through Video Conferencing/ Other Audio Visual Means.

Pursuant to Regulations 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report of the Company and Notice calling the 25th AGM for the Financial Year 2020-21. The brief details of the agenda items proposed to be transacted at the 25th AGM are given in Annexure A to this letter.

The Notice of 25th AGM and Annual Report for the Financial Year 2020-21 are also available on the website of the Company www.clubmahindra.com. These documents are being dispatched only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ KFin Technologies Private Limited (Company's Registrar and Share Transfer Agent).

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Mahindra Holidays & Resorts India Limited**

DHANRAJ NARSAPPA MULKI

Digitally signed by DHANRAJ NARSAPPA MULKI
DN: c=IN, o=Personal, title=1193, pseudonym=4827c2d2f260d0475c429c53607582d2b310a5bb3979113626bd03ddc04a390e, postalCode=400104, st=Maharashtra, serialNumber=1ac55b96ed3ba12ee51acf3f4b328ac114b6888ba4995bbafd72a2952aca7dbd, cn=DHANRAJ NARSAPPA MULKI
Date: 2021.08.06 20:22:15 +05'30'

Dhanraj Mulki
General Counsel & Company Secretary

Encl: a/a

Mahindra Holidays & Resorts India Limited

Corporate Office: Mahindra Tower, 1st Floor, "A' Wing, Dr. G.M. Bhosle Marg, P.K. Kurne Chowk, Worli, Mumbai - 400 018.
t: +91 22 3368 4722

Registered Office : Mahindra Tower, 2nd Floor, 17/18 Patullos Road, Chennai - 600 002 t +91 44 3504 1000 f +91 44 3504 7778
e: memberrelations@clubmahindra.com / www.clubmahindra.com / CIN: L55101TN1996PLC036595

ClubMahindra

Annexure A

Brief Summary of the Resolutions proposed to be transacted at the 25th AGM

Resolution No.	Details of the Resolution	Ordinary / Special Resolution
Ordinary Business:		
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Report of the Auditors thereon.	Ordinary
3.	To appoint a Director in place of Mr. Arun Nanda (DIN: 00010029), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
Special Business:		
4.	Appointment of Mr. Diwakar Gupta (DIN: 01274552), as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from December 1, 2020 to November 30, 2025.	Ordinary
5.	Appointment of Mr. Ruzbeh Irani (DIN: 01831944) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.	Ordinary
6.	Increase in Authorized Share Capital and consequent alteration to Memorandum of Association of the Company	Ordinary
7.	Issue of Bonus Shares	Ordinary

Mahindra Holidays & Resorts India Limited

(CIN: L55101TN1996PLC036595)
Registered Office: Mahindra Towers, 2nd Floor, No. 17/18, Patullos Road, Chennai – 600 002
T: +91 44 3504 1000 F: +91 44 3504 7778
W: www.clubmahindra.com • E: investors@mahindraholidays.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY-FIFTH ANNUAL GENERAL MEETING OF MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED will be held on Wednesday, September 1, 2021 at 9:00 AM (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business. The proceedings of the Annual General Meeting ("AGM") shall deemed to be conducted at the Registered Office of the Company at Mahindra Towers, 2nd Floor, No. 17/18, Patullos Road, Chennai – 600 002 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Report of the Auditors thereon.
3. To appoint a Director in place of Mr. Arun Nanda (DIN: 00010029), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Appointment of Mr. Diwakar Gupta as an Independent Director of the Company**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Diwakar Gupta (DIN: 01274552), who was appointed as an Additional Director with effect from December 1, 2020 under Section 161 of the Act and the Articles of Association of the Company and has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from December 1, 2020 to November 30, 2025."

5. **Appointment of Mr. Ruzbeh Irani as a Non-Executive Non- Independent Director of the Company**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Ruzbeh Irani (DIN: 01831944), who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 26, 2021 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

6. **Increase in Authorized Share Capital and consequent alteration to Memorandum of Association of the Company**

   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 150,00,00,000/- (Rupees One Hundred and Fifty Crore only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of ₹ 10/- each (Rupees Ten Only) to ₹ 300,00,00,000/- (Rupees Three Hundred Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of ₹ 10/- each (Rupees Ten Only) by creation of additional 15,00,00,000 (Fifteen Crore) Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

V. The Authorised Share Capital of the Company is ₹ 300,00,00,000/- (Rupees Three Hundred Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of ₹ 10/- each (Rupees Ten Only). The shares forming the capital (original, increased or reduced) may be sub divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and Regulations of the Company for the time being or otherwise.

RESOLVED FURTHER THAT the Board of Directors of the Company ("Board") and / or the Company Secretary and / or any other person authorised by the Board be and is hereby authorised to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms / documents with appropriate authorities and to execute all such documents, instruments in writing as may be deemed necessary and/or expedient to give effect to this resolution and in connection with any matter incidental thereto."

7. **Issue of Bonus Shares**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the provisions of the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, including any other applicable regulations and guidelines issued by SEBI and Reserve Bank of India ("RBI") in this regard and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee constituted by the Board or any person(s) authorized by the Board in this regard) and pursuant to the recommendation of the Board, consent of the Members of the Company be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the securities premium account of the Company for the purpose of issuance of Bonus Equity Shares of ₹ 10/- each (Rupees Ten only), credited as fully paid-up Equity Shares to the holders of the existing fully paid-up Equity Shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company's Registrar and Share Transfer Agent / List of Beneficial Owners received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board ("Record date"), in the proportion of 1 (One) Equity Share of ₹ 10/- each for every 2 (Two) existing fully paid-up Equity Shares of ₹ 10/- each held by the Members of the Company.

RESOLVED FURTHER THAT the Bonus Equity Shares so issued shall be treated for all purposes as an increase in the nominal amount in the share capital of the Company held by each such Member and not as an income or distribution in lieu of Dividend and all such Bonus Equity Shares so issued shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the Equity Shares of the Company existing on the Record Date.

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the Bonus Equity Shares and Share certificate(s) in respect of the Bonus Equity Shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, or for members who hold shares in dematerialized form, the Bonus Equity Shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s), as the case may be.

RESOLVED FURTHER THAT the allotment of Bonus Equity Shares to the extent that they relate to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors of the Company, shall be subject to the approval, if any, of the RBI or such other authority, as may be necessary or applicable.

RESOLVED FURTHER THAT no fractions arising out of the issue and allotment of Bonus Equity Shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements shall be consolidated and the Bonus Equity Shares, in lieu thereof, shall be allotted by the Board to the Nominees appointed by the Board, who shall hold the same as Trustees for the Members entitled thereto and sell the said Equity Shares so arising at the then prevailing market rate and distribute net sale proceeds thereof, after adjusting therefrom the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlement.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of Bonus Equity Shares, including but not limited to making appropriate adjustments to the stock options (whether vested or unvested, yet to be granted, including lapsed and forfeited options available for re-issuance) under the Employee Stock Option Schemes of the Company, filing of any documents with the SEBI, Stock Exchanges where the shares of the Company are listed, Depositories, RBI, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any questions, difficulty or doubt that may arise in regard thereto."

By Order of the Board

Dhanraj Mulki
General Counsel & Company Secretary
FCS - 4631

Registered Office:
Mahindra Towers, 2nd Floor, No. 17/18,
Patullos Road, Chennai – 600 002.
T: 044 3504 1000 F: 044 3504 7778
CIN: L55101TN1996PLC036595
email: investors@mahindraholidays.com

Place: Mumbai
Date: July 29, 2021

Notes:

A. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") relating to the Special Business in Item Nos. 4, 5, 6 and 7 given above to be transacted at the Annual General Meeting ("AGM") is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 4, 5, 6 and 7 above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

B. In view of the continuing COVID-19 pandemic and resultant restrictions on the movement of persons at several places in the country and in compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated May 5, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 8, 2020 (collectively referred as "MCA Circulars") and Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred as "SEBI Circulars"), the Company will be conducting this AGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

The Company has appointed KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Registrar and Share Transfer Agent of the Company, for providing the facilities of voting through remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.

C. Generally, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/ herself and such proxy need not be a Member of the Company. Since this AGM is being conducted through VC / OAVM pursuant to the applicable MCA and SEBI Circulars, physical attendance of Members at a common venue is dispensed with and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. Accordingly, the facility for appointment of Proxy by the Members is not available and hence, the Proxy Form and Attendance Slip including the Route Map of the venue of the AGM are not annexed to this Notice.

D. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or e-voting at the AGM. Corporate / Institutional Members intending to authorize their representatives to participate and vote at the AGM are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer at e-mail ID kjr@mdassociates.co.in with a copy marked to evoting@kfintech.com and to the Company at investors@mahindraholidays.com, authorising its representative(s) to attend through VC/ OAVM and vote on their behalf at the AGM, pursuant to Section 113 of the Act. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.

E. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) is KFin Technologies Private Limited ("KFintech") having its office premises at Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.

F. Pursuant to the provisions of Sections 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to IEPF Authority. Further, according to the IEPF Rules, the shares in respect of which dividend has not been paid or claimed by the Shareholders for a period of seven consecutive years are also liable to be transferred to the demat account of the IEPF Authority.

Last date of claiming unclaimed and unpaid dividend declared by the Company for the Financial Years 2013-14, 2014-15, 2015-16, 2016-17 and 2017-18 to IEPF are as under:

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid / unclaimed dividend
March 31, 2014	August 27, 2014	September 26, 2021
March 31, 2015	July 28, 2015	August 27, 2022
March 31, 2016	July 29, 2016	August 28, 2023
March 31, 2017	August 2, 2017	September 1, 2024
March 31, 2018	August 2, 2018	September 1, 2025

Members who have not encashed the dividend warrant so far in respect of the aforesaid period are requested to make their claim to KFintech well in advance of the above dates.

The Company has sent individual notice to all the Members whose shares/ dividend was due to be transferred to the IEPF Authority and has also published newspaper advertisement in this regard.

The Shareholders whose dividend/shares have been / will be transferred to the IEPF Authority, can claim the same from the IEPF Authority by following the procedure as detailed on the website of IEPF Authority http://www.iepf.gov.in/IEPF/refund.html.

G. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act and Rules thereon. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH - 13 duly filled in to KFintech at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.

Members holding shares in physical form are requested to intimate any change of bank mandate to KFintech / Investor Relations Department of the Company.

H. Members are requested to:

(a) intimate to KFintech at the above mentioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;

(b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialized form;

(c) quote their folio numbers/Client ID/DP ID in all correspondences;

(d) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;

(e) register their PAN with their Depository Participants, in case of shares held in dematerialised form and KFintech/ Company, in case of shares held in physical form, as directed by SEBI.

I. In terms of Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, all Shareholders holding shares in physical form are requested to demat their shares at the earliest.

J. Details of Scrutinizer: Mr. M. Damodaran, Managing Partner, M Damodaran & Associates LLP (Membership No: 5837, Certificate of Practice No. 5081).

K. The Scrutinizer's decision on the validity of the votes shall be final.

L. The Scrutinizer after scrutinizing the votes cast through remote e-voting and e-voting during the AGM, shall make a consolidated Scrutinizer's Report not later than 48 hours from conclusion of the AGM and submit the same to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same.

M. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company (https://www.clubmahindra.com) and on the website of KFintech (https://evoting.kfintech.com/public/Downloads.aspx). The Results shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed and shall be displayed at the Registered Office as well as Corporate Office of the Company.

N. The Resolutions set forth in this Notice shall deemed to be passed on the date of the AGM i.e. September 1, 2021, subject to receipt of the requisite number of votes in favour of the Resolutions.

O. **DISPATCH OF ANNUAL REPORT AND NOTICE OF AGM THROUGH ELECTRONIC MODE:**

In compliance with the MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ KFintech/Depository Participant(s). Members may note that the Annual Report 2020-21 and the Notice will also be available on the Company's website https://www.clubmahindra.com, websites of the Stock Exchanges, i.e., BSE Limited at https://www.bseindia.com and National Stock Exchange of India Limited at https://www.nseindia.com and also on the website of KFintech at https://evoting.kfintech.com/public/Downloads.aspx

Members are requested to support Green Initiative by registering/ updating their e-mail addresses with the Depository Participant(s) (in case of shares held in dematerialised form) or with KFintech (in case of shares held in physical form).

P. Procedure for registering e-mail addresses by the Members whose e-mail addresses are not registered with the Depository Participant(s) (in case of Members holding shares in demat form) or with KFintech (in case of Members holding shares in physical form), in order to receive all communications (including Annual Report and Notice of AGM) from the Company electronically:

I. Those Members who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure mentioned below:

a) Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant(s).

b) Members holding shares in physical form may register their e-mail address and mobile number with KFintech by sending an e-mail request at einward.ris@kfintech.com along with signed scanned copy of the request letter providing the e-mail address, mobile number, self-attested PAN Card copy and copy of share certificate for registering their e-mail address and receiving the Annual Report, Notice of AGM and the e-voting instructions.

II. Those Members who have registered their e-mail address, mobile numbers, postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant(s) in case of shares held in electronic form or by contacting KFintech in case of shares held in physical form, to enable serving of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.

III. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangements with KFintech for registration of e-mail addresses of the Members in terms of the MCA Circulars. Eligible Members who have not submitted their e-mail address to the Company or KFintech are required to provide their e-mail address to KFintech, on or before 5:00 p.m. (IST) on August 25, 2021.

The process for registration of e-mail address with KFintech for receiving the Notice of AGM and login ID and password for e-voting is as under:

i. Visit the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx

ii. Select the Company name viz. Mahindra Holidays & Resorts India Limited.

iii. Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member shall enter one of the share certificate numbers.

iv. Upload a self-attested copy of the PAN Card for authentication. If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN Card for updation.

v. Enter your e-mail address and mobile number.

vi. The system will then confirm the e-mail address for receiving this AGM Notice.

The Members may also visit the website of the Company https://www.clubmahindra.com and click on the "e-mail registration" and follow the registration process as guided thereafter. Please note that in case of shareholding in dematerialized form, the updation of e-mail address will be temporary only upto this AGM.

Q. **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:**

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting facility provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

ii. However, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their Depository Participant(s) to access e-voting facility.

iv. The remote e-voting period commences on Friday, August 27, 2021 (9:00 AM IST) and ends on Tuesday, August 31, 2021 (5:00 PM IST). During the remote e-voting period, Members of the Company, holding shares either in physical form or in dematerialised form, may cast their votes electronically. The remote e-voting module shall be disabled by KFintech for voting thereafter and thus, remote e-voting shall not be allowed beyond Tuesday, August 31, 2021 (5:00 p.m. IST). Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast vote again.

v. The voting rights of Members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, August 25, 2021.

vi. Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes a Member of the Company after dispatch of AGM Notice and holding shares as on the cut-off date for e-voting i.e. Wednesday, August 25, 2021, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-voting then he /she can use his / her existing User ID and password for casting the vote.

vii. The details of the process and manner for remote e-voting, e-voting during the AGM and attending the AGM are explained herein below:

Step 1 : Access to Depositories e-voting system in case of individual Shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-voting system in case of Shareholders holding shares in physical and non-individual Shareholders holding shares in demat mode.

Step 3 : Access to join AGM of the Company on KFintech system to participate and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-voting for Individual Shareholders holding shares in demat mode.

Type of Shareholders	Login Method
Individual Shareholders holding shares in demat mode with NSDL	1. **User already registered for IDeAS facility:** I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. IV. Post successful authentication, click on "Access to e-voting" V. Click on the Company name and you will be re-directed to e-voting page of KFintech for casting the vote during the remote e-voting period. 2. **User not registered for IDeAS e-Services** I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or directly click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1 3. **Alternatively by directly accessing the e-voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), type Password (if registered) or otherwise through OTP (in case your mobile/e-mail address is registered in your demat account) and a verification code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the Company and the e-voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.
Individual Shareholders holding shares in demat mode with CDSL	1. **Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasi/home/login or click on URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered User ID and Password. The user will see the e-voting Menu. Click on e-voting link available against the name of the Company and you will be re-directed to e-voting page of KFintech for casting the vote during the remote e-voting period. 2. **User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. **Alternatively, by directly accessing the e-voting website of CDSL** I. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered mobile number & e-mail as recorded in the demat Account. IV. After successful authentication, user will be will be redirected to KFintech e-voting page for casting your vote during the remote e-voting period.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account websites of Depository Participants registered with NSDL/CDSL for e-voting facility. II. Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. III. Click on options available against Company name or e-voting service provider – KFintech and you will be redirected to e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use "Forgot user ID" / "Forgot Password" options available on the websites of Depositories / Depository Participant(s).

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

Login type	Helpdesk details
Shares held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 1020 990** and **1800 22 44 30**
Shares held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-23058738** or **022-23058542-43**

Details on Step 2 are mentioned below:

II) **Login method for remote e-voting for Non-Individual Shareholders holding shares in demat mode and all Shareholders holding shares in physical mode.**

(A) Members whose e-mail IDs are registered with the Company/ Depository Participant(s), will receive an e-mail from KFintech which will include details of E-Voting Event Number (EVEN), User ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Mahindra Holidays & Resorts India Limited' and click on submit.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the e-voting period, Members can login any number of times till they have voted on the Resolution(s) set forth in this Notice.

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail ID kjr@mdassociates.co.in with a copy marked to evoting@kfintech.com and to the Company at investors@mahindraholidays.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVEN" It should reach the Scrutinizer and the Company by e-mail not later than Tuesday, August 31, 2021 (5:00 PM IST). In case if the authorized representative attends the AGM, the above mentioned documents shall be mailed before the commencement of AGM.

(B) Members whose e-mail IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. In aforesaid cases, Members may temporarily get their e-mail address and mobile number registered with KFintech, by accessing the link: https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx

Members are requested to follow the process as guided to capture the e-mail address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com.

ii Alternatively, Members may send a request at the e-mail ID einward.ris@kfintech.com along with the signed scanned copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

iii. After receiving the e-voting instructions, please follow all the steps specified above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) **Instructions for all the Shareholders for attending the AGM of the Company through VC/OAVM and e-voting during the AGM.**

i. Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the e-mail received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.

ii. Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of AGM by following the procedure mentioned above and this mode will be available throughout the proceedings of the AGM.

iii. Members may join the AGM through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members are encouraged to join the AGM through Laptops with latest version of Google Chrome for better experience. Further, Members will be required to grant access to the webcam to enable VC / OAVM.

iv. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, e-mail ID and mobile number at investors@mahindraholidays.com. Questions /queries received by the Company till Monday, August 30, 2021 (9:00 AM IST) shall only be considered and responded.

v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM when window for e-voting is activated upon instructions of the Chairman. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/ OAVM.

vi. A Member can opt for only single mode of voting i.e., through remote e-voting or e-voting during the AGM.

vii. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.

viii. Facility of joining the AGM through VC / OAVM shall be available for 1000 Members on first come first served basis. However, the participation of Promoters, Institutional Investors, Members holding 2% or more of the shareholding, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. is not restricted on first come first serve basis.

OTHER INSTRUCTIONS

I. **Speaker Registration:**

Members of the Company, holding shares as on the cut-off date i.e. Wednesday, August 25, 2021 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by visiting https://emeetings.kfintech.com/ and click on "Speaker Registration" during the period from Friday, August 27, 2021 (9:00 AM IST) upto Monday, August 30, 2021 (5:00 PM IST). Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the speaker session.

II. **Submission of questions / queries prior to the AGM:**

Members desiring any additional information with regards to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the

Company's e-mail ID i.e. investors@mahindraholidays.com at least 48 hours before the time fixed for the AGM i.e. by 9:00 AM (IST) on August 30, 2021 mentioning their name, demat account no./folio number, e-mail ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.

Alternatively, Members holding shares as on cut-off date i.e. Wednesday, August 25, 2021, may also visit https://emeetings.kfintech.com/ and click on the tab "Post Your Queries" to post their queries/views/questions in the window provided, by mentioning their name, Demat account number/folio number, e-mail ID and mobile number. The window shall be closed 48 hours before the time fixed for the AGM i.e. 9:00 AM (IST) on August 30, 2021.

The Company will, at the AGM, endeavour to address the queries received till 9:00 AM (IST) on August 30, 2021, from those Members who have sent queries from their registered e-mail IDs. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date i.e. Wednesday, August 25, 2021.

III. **Procedure for inspection of Documents:**

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in this Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to investors@mahindraholidays.com.

IV. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of https://evoting.kfintech.com or contact Ms. Sheetal Doba- Manager Corporate Registry, KFintech at evoting@kfintech.com or at 040-6716 1509 or call KFintech's toll free No. 18003094001 for any further clarifications.

V. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, August 25, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

VI. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

ii. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com/, the Member may click on "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

R. **KPRISM- Mobile service application by KFintech:**

Members are requested to note that KFintech has launched a new mobile application - KPRISM and website https://kprism.kfintech.com/ for online service to Shareholders.

Members can download the mobile application, register themselves (onetime) for availing host of services viz., consolidated portfolio view serviced by KFintech, Dividend status and send requests for change of Address, change / update Bank Mandate etc. Through the Mobile app, Members can download Annual Reports, standard forms and keep track of upcoming General Meetings, IPO allotment status and dividend disbursements. The mobile application is available for download from Android Play Store. Alternatively, visit the link https://kprism.kfintech.com/app/ to download the mobile application.

S. **Appointment/ Re-appointment of Directors:**

In respect of the information to be provided under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, pertaining to Directors seeking appointment/ re-appointment at the 25th AGM, Members are requested to kindly refer the Corporate Governance Report in the Annual Report 2020-21 and Annexure to this Notice.

By Order of the Board

Dhanraj Mulki
General Counsel & Company Secretary
FCS – 4631

Registered Office:
Mahindra Towers, 2nd Floor, No. 17/18,
Patullos Road, Chennai – 600 002.
T: 044 3504 1000 F: 044 3504 7778
CIN: L55101TN1996PLC036595
e-mail: investors@mahindraholidays.com

Place: Mumbai
Date: July 29, 2021

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4:

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Diwakar Gupta (DIN: 01274552), as an Additional Director in the category of Independent Director of the Company with effect from December 1, 2020, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company. Mr. Diwakar Gupta shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from December 1, 2020 to November 30, 2025.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Diwakar Gupta for the office of Independent Director of the Company.

Mr. Diwakar Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Diwakar Gupta stating that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and he is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority. In the opinion of the Board, Mr. Diwakar Gupta fulfils the conditions for appointment as an Independent Director as specified in the Act and Rules made thereunder and SEBI Listing Regulations. Mr. Diwakar Gupta is independent of the management and possesses appropriate skills, experience and knowledge that would be in the interest of the Company.

Copy of the draft letter of appointment of Mr. Diwakar Gupta setting out the terms and conditions of appointment are available for inspection by the Members through electronic mode, basis the request being sent on investors@mahindraholidays.com.

Information to be provided under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, pertaining to the appointment of Mr. Diwakar Gupta as an Independent Director is mentioned in the Corporate Governance Report in the Annual Report 2020-21 and is also annexed to this Notice.

Mr. Diwakar Gupta will be entitled to sitting fees for attending meetings of the Board and Committee(s) thereof and reimbursement of out-of-pocket expenses incurred by him in connection thereto. In addition, he would be entitled to commission out of profits, if any, of the Company as determined by the Board of Directors of the Company and within the limits already approved by the Members of the Company.

Your Directors recommend the Resolution at Item no. 4 as an Ordinary Resolution for approval of the Members.

Save and except Mr. Diwakar Gupta and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. Mr. Diwakar Gupta is not related to any other Director / KMP of the Company.

Item No. 5:

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Ruzbeh Irani (DIN: 01831944) as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company with effect from January 26, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company. Mr. Ruzbeh Irani shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as Non-Executive Non-Independent Director, liable to retire by rotation.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Ruzbeh Irani for the office of Director of the Company. Mr. Ruzbeh Irani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. Further, Mr. Ruzbeh Irani is not debarred from holding the office of Director pursuant to any Order issued by SEBI or any other authority.

Information to be provided under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard 2 issued by the Institute of Company Secretaries of India, pertaining to the appointment of Mr. Ruzbeh Irani as a Non-Executive Non-Independent Director is mentioned in the Corporate Governance Report in the Annual Report 2020-21 and is also annexed to this Notice.

The remuneration, if any, to Mr. Ruzbeh Irani shall be governed by the Remuneration Policy of the Company. The Board of Directors are of the opinion that the vast knowledge and experience of Mr. Ruzbeh Irani will be of great value to the Company.

Your Directors recommend the Resolution at Item no. 5 as an Ordinary Resolution for approval of the Members.

Save and except Mr. Ruzbeh Irani and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. Mr. Ruzbeh Irani is not related to any other Director / KMP of the Company.

Item Nos. 6 and 7:

The Equity Shares of your Company are listed and actively traded on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). With a view to reward the existing Shareholders of the Company, encourage participation of retail investors by increasing the liquidity of the equity shares and expand the retail shareholders' base, the Board of Directors at their meeting held on July 29, 2021 considered, approved and recommended (subject to approval of the Members and any other statutory and regulatory approvals as may be applicable), a Bonus Issue of 1 (One) fully paid-up Equity Share of ₹ 10/- each for every 2 (Two) fully paid-up Equity Shares held as on the "Record Date" (to be determined by the Board) by capitalizing ₹ 66,78,93,920/- (Rupees Sixty Six Crore Seventy Eight Lakh Ninety Three Thousand Nine Hundred and Twenty only) or such other amount standing to the credit of Securities Premium Account as per the Audited Financial Statements of the Company as on March 31, 2021, as may be considered appropriate by the Board.

Presently, the Authorised Share Capital of your Company is ₹ 150,00,00,000/- (Rupees One Hundred and Fifty Crore only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of ₹ 10/- each (Rupees Ten only). Accordingly, it is necessary to increase the Authorised Share Capital to facilitate issuance of Bonus Equity Shares and for future requirements, if any. Hence, it is proposed to increase the Authorised Share Capital to ₹ 300,00,00,000/- (Rupees Three Hundred Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of ₹ 10/- each (Rupees Ten only) by creation of additional 15,00,00,000 (Fifteen Crore) Equity Shares of ₹ 10/- each (Rupees Ten only).

The issue of Bonus Equity Shares, increase in authorized share capital and alteration of relevant clauses of the Memorandum of Association of the Company are subject to Members' approval in terms of Sections 13, 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals. The capitalization of the securities premium account requires Members' approval as per the Articles of Association of the Company.

The issue of Bonus Equity Shares would, inter alia, require appropriate adjustments with respect to all the stock options of the Company under the Employees' Stock Option Schemes of the Company, pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that all stock options which are available for grant and those already granted but not exercised as on Record Date shall be proportionately adjusted.

The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing Equity Shares of the Company and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new Equity Shares are allotted.

Your Directors recommend the Resolution at Item Nos. 6 and 7 as Ordinary Resolutions for approval of the Members.

None of the Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item Nos. 6 and 7 of the Notice, except to the extent of their shareholding and outstanding Employee Stock Options held by them in the Company, if any, and shares which may be allotted to them as part of this Bonus issue.

By Order of the Board

Dhanraj Mulki
General Counsel & Company Secretary
FCS - 4631

Registered Office:
Mahindra Towers, 2nd Floor, No. 17/18,
Patullos Road, Chennai – 600 002.
T: 044 3504 1000 F: 044 3504 7778
CIN: L55101TN1996PLC036595
e-mail: investors@mahindraholidays.com

Place: Mumbai
Date: July 29, 2021

A brief resume of Directors seeking appointment / re-appointment including qualifications, experience and nature of expertise in specific functional areas, recognition or awards:

Mr. Arun Nanda (DIN 00010029)

Mr. Arun Nanda (72) is a Founder Director of Mahindra Holidays & Resorts India Limited (date of inception: September 20, 1996). Mr. Nanda holds a Degree in Law from the University of Calcutta, is a fellow Member of the Institute of Chartered Accountants of India (FCA) and a fellow Member of the Institute of Company Secretaries of India (FCS). Mr. Nanda has also participated in a Senior Executive Programme at the London Business School.

He joined the Mahindra Group in 1973 and held several important positions within the Group over the 40 years he was with the Company. He was inducted to the Board of Mahindra & Mahindra Ltd. (M&M) in August 1992 and resigned as Executive Director in March 2010 to focus on the social sector and create a favourable ecosystem for senior citizens. He was a Non-Executive Director from April 2010 till August 2014.

He is currently the Chairman of Mahindra Holidays & Resorts India Limited and Mahindra Lifespace Developers Limited. He is also the Chairman of Holiday Club Resorts Oy, Finland, Director of National Skill Development Corporation, Chairman of CII National Task Force on Affirmative Action, Chairman on the Governing Board of Centre for Social and Behaviour Change Communication, Member of the Governing Body of Helpage India, and on the Advisory Board of TechnoServe India.

He is also Chairman Emeritus of the Indo-French Chamber of Commerce. He was Chairman of CII Western Region Council for the year 2010-2011, Chairman of Tourism & Hospitality Skill Council and Chairman of CII National Committee for Skill Development from April 2017 to March 2021. He was a Member of the Task Force set up by the B20 on Anti-Corruption which presented a policy paper to President Sarkozy at the G20 Summit held in Cannes in November 2011 and to President Putin in St. Petersburg in June 2013.

Mr. Nanda was honoured with an award of "Chevalier de la Legion d'Honneur (Knight of the National Order of the Legion of Honour) by the President of the French Republic, Mr. Nicolas Sarkozy in 2008.

Mr. Arun Nanda is the recipient of the following awards:

- "Real Estate Person of the Year Award from GIREM Leadership Awards in India in 2008.
- "ICSI National Award" for Excellence in Corporate Governance for Mahindra & Mahindra as the best governed company in 2008.
- "CA Business Achiever Award - Corporate" at The Institute of Chartered Accountants of India Award 2009.
- "Lifetime" Achievement Award" at the Golden Star Awards 2010 for his outstanding contribution to the Hospitality Industry and the Service Sector.
- "Aatithya Ratna Award" by the Business Hotels Network and Horwath HTL in 2014 for his contribution to the success of the Hospitality Industry.
- "Lifetime Achievement Award" at the CNBC Awaaz Real Estate Awards in December 2014 for his relentless pursuit of excellence and dynamic leadership that steered the growth of Mahindra Lifespaces.
- "Recognition of CAs in Social Service" by the Institute of Chartered Accountants of India in August 2015 for best work for Senior Citizens.
- "IFCA Award of Excellence" by Indian Federation of Culinary Association in September 2015 for outstanding contribution to the development of culinary profession and promotion of culinary art in India.
- "Lifetime Achievement Award" by National Real Estate Development Council (NAREDCO) in September 2016 for exceptional contribution to India's real estate sector.
- "Lifetime Achievement Award" by Hotelier India in December 2018 for the pioneering work and invaluable contribution to the hospitality industry.

Mr. Diwakar Gupta (DIN 01274552)

Mr. Diwakar Gupta (67) was Vice-President for Private Sector and Public-Private Partnerships at the Asian Development Bank (ADB) from August 01, 2015 to August 31, 2020. In this role, Mr. Gupta oversaw ADB's assistance to private sector projects with a clear development impact but limited access to capital, across emerging Asia and the Pacific. He also promoted the role of public-private partnerships across the region.

Earlier, Mr. Gupta was a career banker with State Bank of India. He joined the Bank in 1974 and held several positions at its various units and subsidiaries. He retired in July 2013 as Managing Director and Chief Financial Officer of State Bank of India, where he was responsible for setting strategies and direction alongside other members of the Bank's Central Management Committee. His other senior positions in the Bank include Deputy Managing Director (National and Rural Banking), State Bank of India, Mumbai (Jan 2010-Mar 2011), Chief Executive Officer, SBI Card & Payment Services (P) Ltd, Gurgaon (a joint venture with GE; June 2008-Dec 2009), Chief General Manager, State Bank of Patiala, Patiala (Nov 2006-May 2008), General Manager/Chief General Manager, State Bank of India, Mumbai Circle, Mumbai (Nov 2003-Oct 2006), and General Manager (HR & Change Management), State Bank of India, Corporate Centre, Mumbai (Apr-Nov 2003).

Before joining ADB in 2015, Mr. Gupta was Senior Advisor (Banking Project), Aditya Birla Nuvo Ltd., Mumbai. He has also worked as an Independent Director on the boards of various business councils, financial services companies and other private organizations in India.

Mr. Ruzbeh Irani (DIN: 01831944)

Mr. Ruzbeh Irani (57) is currently serving as the President - Group Human Resources & Communications of Mahindra & Mahindra Limited. He is also responsible for the Corporate Social Responsibility and Corporate Services of the Mahindra Group and serves as a member of the Mahindra Group's supervisory board called 'Group Executive Board'.

Mr. Ruzbeh Irani joined the Mahindra Group in 2007, as Executive Vice President – Corporate Strategy, heading the Group's Strategy function. He became the Chief Brand Officer of the Group, during that time, he spearheaded Mahindra's entry into racing, and led the development of the Group's brand position and core purpose, 'Rise'. He then moved to head International Operations for the Automotive and Farm Equipment Sectors of Mahindra & Mahindra Limited (M&M). Subsequentially, he led Group Corporate Brand, PR and Communications, Ethics as well as Mahindra's Racing team.

Mr. Ruzbeh Irani completed his Bachelor's degree in Commerce from Bombay University in 1983. He went on to receive his Masters in Management Studies from the Jamnalal Bajaj Institute of Management Studies, Mumbai in 1985. He is an alumnus of the Advanced Management Program at the Harvard Business School.

Mr. Ruzbeh Irani worked with Hindustan Lever and Unilever for close to 22 years, across geographies, in marketing, customer management and general management. This included stints as Marketing Manager – Home and Personal Care (with Unilever Central Asia), Regional Manager – Western India (with Hindustan Lever), Vice President – Customer Development (with Unilever's Africa Regional Group), and Customer Development Director on the Board of Unilever Maghreb.

ADDITIONAL INFORMATION WITH RESPECT TO ITEM NOS. 3 to 5

Name of the Director	**Mr. Arun Nanda**	**Mr. Diwakar Gupta**	**Mr. Ruzbeh Irani**
DIN	00010029	01274552	01831944
Age	72 years	67 years	57 years
Terms and conditions of appointment or re- appointment	Liable to retire by rotation.	As per the resolution at Item No. 4 of the Notice read with Explanatory Statement thereto.	Liable to retire by rotation.
Details of remuneration sought to be paid	The Non-Executive Directors are entitled to commission (within the limits already approved by the Shareholders of the Company), sitting fees for attending board/committee meetings, reimbursement of expenses incurred in discharge of their duties and stock options (other than Independent Directors).		Nil
Details of remuneration last drawn by such person (FY 2020-21)	Provided in the Corporate Governance Report in the Annual Report 2020-21		Nil
Date of first appointment on the Board	September 20, 1996	December 1, 2020	January 26, 2021
Shareholding in the Company (equity shares of ₹ 10 each)	12,66,945 equity shares	Nil	Nil
Relationship with other Directors and Key Managerial Personnel (KMPs)	None of the Directors and KMPs of the Company are inter-se related.		
The number of meetings of the Board attended during the financial year 2020-21	6 (out of 6 meetings held)	2 (out of 2 meetings held post his appointment in the Company)	1 (out of 1 meeting held post his appointment in the Company)
Other Directorships as on March 31, 2021 (excluding Mahindra Holidays & Resorts India Limited)	1) Mahindra Lifespace Developers Limited 2) Mahindra World City (Jaipur) Limited 3) Mahindra Holdings Limited 4) Mahindra Happinest Developers Limited 5) Mahindra World City Developers Limited 6) National Skill Development Corporation 7) Indo-French Chamber of Commerce & Industry 8) Holiday Club Resorts Oy 9) HCR Management Oy	1) Mahindra Susten Private Limited 2) Crisil Ratings Limited	1) Mahindra Electric Mobility Limited 2) Mahindra Airways Limited 3) Mahindra Defence Systems Limited 4) The Mahindra United World College of India 5) Mahindra Finance USA LLC

Name of the Director	Mr. Arun Nanda	Mr. Diwakar Gupta	Mr. Ruzbeh Irani
Membership / Chairmanship of other Board Committees as on March 31, 2021 (excluding Mahindra Holidays & Resorts India Limited)	**Mahindra Holdings Limited** (a) Loans & Investment Committee – Member **Mahindra World City (Jaipur) Limited** (a) Capital Issue Committee – Member (b) Loans & Investments Committee – Chairman **Mahindra Lifespace Developers Limited** (a) Audit Committee – Member (b) Stakeholders Relationship Committee – Chairman (c) Loans & Investment Committee – Chairman (d) Nomination & Remuneration Committee – Member (e) Share Transfer and allotment Committee – Member (f) Committee for Investment in Residential Joint Ventures / Large Format Developments – Chairman (g) Corporate Social Responsibility Committee – Chairman (h) Land Acquisition Committee – Chairman **National Skill Development Corporation** (a) Audit Committee – Member (b) Remuneration and Nomination Committee – Member (c) Skill City Committee – Member (d) Committee for Fund of Fund – Member	**CRISIL Ratings Limited** (a) Ratings Subcommittee – Chairman (b) Nomination & Remuneration Committee – Member (c) Corporate Social Responsibility Committee – Member	-

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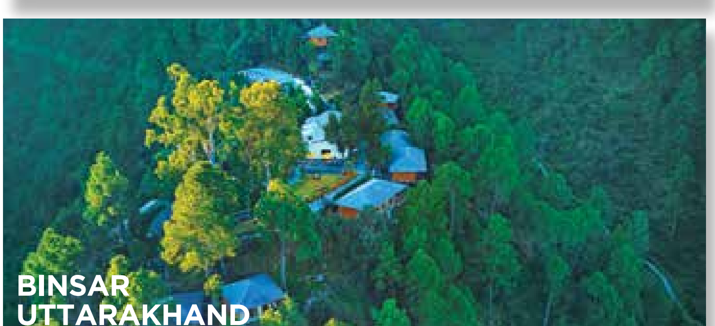
INDIA'S FAVOURITE RESORT CHAIN
HOLIDAY IQ AWARD 2017

INDIA'S MOST POPULAR RESORT CHAIN
TIMES TRAVEL AWARD 2019

ClubMahindra

WE COVER **INDIA**.
YOU DISCOVER **INDIA**.



Mahindra Holidays & Resorts India Limited | 25th Annual Report 2020-21

Contents

Corporate Information

Board of Directors

Arun Nanda, Chairman

Rohit Khattar

Sridar Iyengar

Sanjeev Aga

Sangeeta Talwar

Diwakar Gupta (appointed w.e.f. December 1, 2020)

Anish Shah (appointed w.e.f. May 9, 2020)

Ruzbeh Irani (appointed w.e.f. January 26, 2021)

Kavinder Singh, Managing Director & CEO

Chief Financial Officer

Akhila Balachandar (upto May 31, 2021)

Sujit Vaidya (appointed w.e.f. June 1, 2021)

General Counsel & Company Secretary

Dhanraj Mulki

Registered Office

Mahindra Towers, 2nd Floor, No. 17/18,
Patullos Road, Chennai – 600 002,
Tamil Nadu, India
T: +91 44 3504 1000 F: +91 44 3504 7778
E: investors@mahindraholidays.com
W: www.clubmahindra.com
CIN: L55101TN1996PLC036595

Corporate Office

Mahindra Towers, 1st Floor, 'A' Wing,
Dr. G.M. Bhosle Marg, P.K. Kurne Chowk,
Worli, Mumbai – 400 018, Maharashtra, India
T: +91 22 3368 4722 F: +91 22 3368 4721

Statutory Auditors

BSR & Co. LLP
Chartered Accountants
14th Floor, Central B Wing and North C Wing,
Nesco IT Park 4, Nesco Centre,
Western Express Highway,
Goregaon (E), Mumbai – 400 063

Secretarial Auditor

M Siroya and Company
Company Secretaries
A-103, Samved Building (Madhukunj),
Near Ekta Bhoomi Gardens,
Rajendra Nagar, Borivali (E),
Mumbai – 400 066

Committees of Board of Directors

Audit Committee

Sridar Iyengar

Rohit Khattar

Sanjeev Aga

Diwakar Gupta

Ruzbeh Irani

Nomination and Remuneration Committee

Rohit Khattar

Arun Nanda

Sridar Iyengar

Anish Shah

Risk Management Committee

Sanjeev Aga

Sridar Iyengar

Diwakar Gupta

Kavinder Singh

Corporate Social Responsibility Committee

Sangeeta Talwar

Arun Nanda

Kavinder Singh

Stakeholders Relationship Committee

Arun Nanda

Sangeeta Talwar

Kavinder Singh

Inventory Approval Committee

Arun Nanda

Rohit Khattar

Kavinder Singh

Securities Allotment Committee

Arun Nanda

Kavinder Singh

Registrar and Transfer Agent

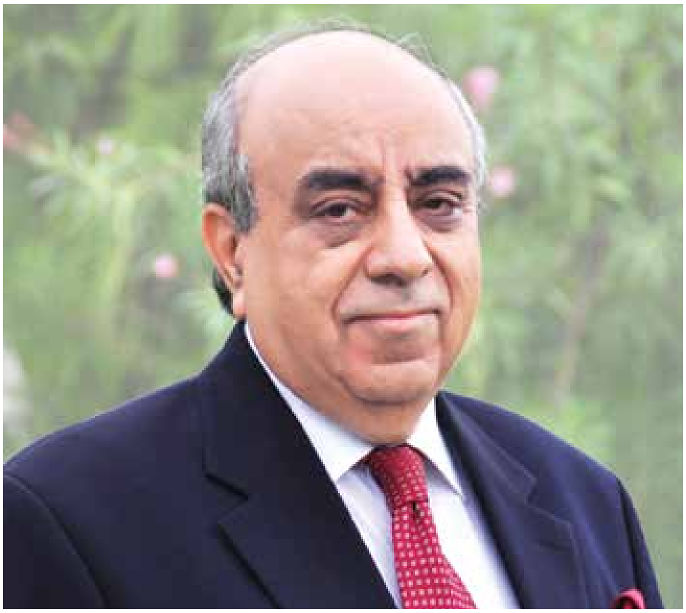
KFin Technologies Private Limited
(formerly Karvy Fintech Private Limited)
Selenium Building, Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad – 500 032
T: +91 40 6716 1500;
F: +91 40 3321 1000
Toll free No: 18003094001;
E: einward.ris@kfintech.com

Chennai Office:
F-11, First Floor, Akshaya Plaza, 1
08 Adithanar Salai,
Egmore, Chennai – 600 002
T: +91 44 2858 7781

Bankers

HDFC Bank Limited
State Bank of India
YES Bank Limited

Chairman's Message



Dear Shareholders,

As India is coming out of the pandemic after going through arguably the most difficult period that I have seen in my lifetime, I am reminded of what Gandhiji had said "It is my faith, based on experience, that if one's heart is pure, calamity brings in its train, people and measures to fight it".

Your Company did indeed bring in both the People and the Measures to fight the pandemic. The results at the end of the year exemplify the efforts made right through the year. Recognising the heightened concerns of travellers, the Company was quick to partner with Bureau Veritas to implement the highest levels of safety and hygiene at its Resorts. This gave our members and guests the confidence to holiday at the Resorts and your Company achieved Resort occupancy of 85% in the fourth quarter of F21. Despite constraints on face-to-face interaction, the sales team added 12,000+ new members. The Company also achieved the highest ever inventory addition of 465 rooms, including a 152-room greenfield resort in Assonora, Goa.

The tourism and hospitality industries have been among the worst affected by the global pandemic. Your Company too had to weather a turbulent year in India as well as overseas. Despite these unprecedented challenges, your Company's performance stood out amongst its peers. This is a testament to your Company's unique and resilient business model and the excellent work done by the Management of your Company.

The Company achieved on a standalone basis Profit before Tax of ₹ 169.46 crores (as compared to the previous year of ₹ 123.95 crores), this is in spite of significant drop in the Resort income due to the lockdown. This was possible due to cost rationalization initiatives undertaken by the Management, the annuity streams as a part of its business model, and the income recognition coming from its deferred revenue pool of ₹ 5,081 crores reflecting strong future revenue visibility, which is largely contributed by the fully paid Club Mahindra members.

In addition, your Company has a strong Balance Sheet with zero debt and a large cash pool of ₹ 940 crores.

During the year, the operations of the Company's subsidiary, Holiday Club Resorts Oy (HCR), Finland, were severely affected due to very stringent restrictions on travel imposed by the Finnish, Swedish and Spanish Governments, the three countries in which it operates. As you are aware, fixed and employee costs, in these countries are very high, but the Management of HCR was able to contain the losses through significant cost management actions across all areas.

The Finland operations which were severely affected last year are showing clear signs of revival, and HCR is witnessing a higher demand for rooms and an increase in room rates. Domestic tourism in continental Europe should grow significantly this year and the company should benefit from the same. Further, HCR is expected to open a new 190 room resort in Vierumäki, one of the most sought-after destinations for sporting holidays close to Helsinki, in July 2021.

As your Company moves towards its Silver Jubilee in September'21, I am reasonably optimistic about the future. My optimism stems from the fact that post pandemic, we are going to see a significant increase in domestic tourism, particularly families travelling together and looking for larger spaces in family-friendly Resorts, preferably within driving distance of their homes. Your Company's Resorts meet all these criteria. The "Club Mahindra Safe Stay Program" with thirty-six of our Resorts certified as "Platinum" by Bureau Veritas and the "Travel with Confidence" initiatives, have further added to our member's assurance in choosing to stay with us.

In addition to the strong financial Balance Sheet, I consider the Company's membership 'Balance Sheet' to be equally valuable and resilient. The Company offers unique holiday experiences. The Management team has worked assiduously to engender trust from its members. Over the coming months, we expect travel restrictions will ease as our country's vaccination program gathers momentum. This will not only bring additional resort revenues but also growth in membership. The Management has a strong pipeline for resort additions, which will help in meeting this additional demand.

All these factors together with the unique business model and a strong balance sheet will augur well for the future of the Company.

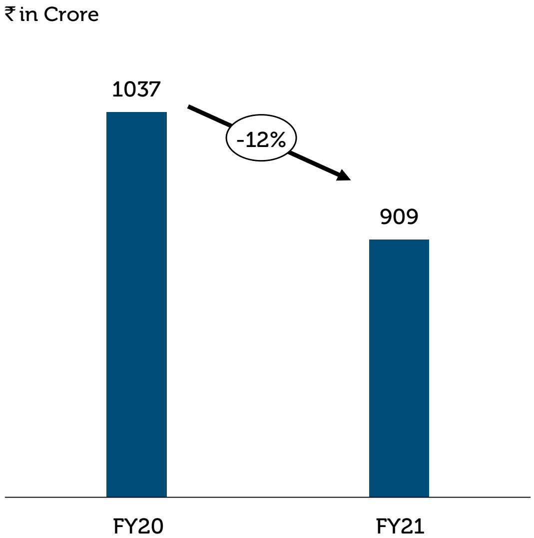
I would like to compliment the Management and thank all employees for their untiring efforts and complete dedication with which they handled the unprecedented crisis. I also want to congratulate the Company for being included in the "Top 50 Best Companies to work for" by The Great Place to Work (GPTW) Institute, India and for being chosen as the "Best place to work in Hospitality" in India.

To you, my dear Shareholders, a big Thank You for your trust, confidence and patience in supporting the Management. On a personal note, my request to you is to please continue to maintain safety protocols and I pray that your families and you continue to stay safe and healthy.

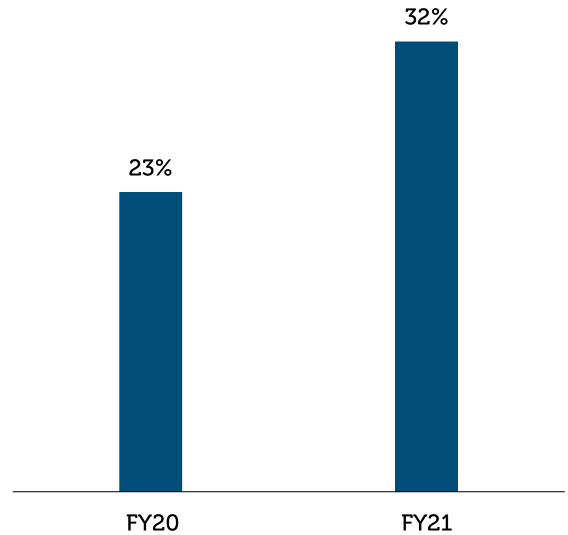
With my best wishes,

Arun Nanda
Chairman
June 30, 2021

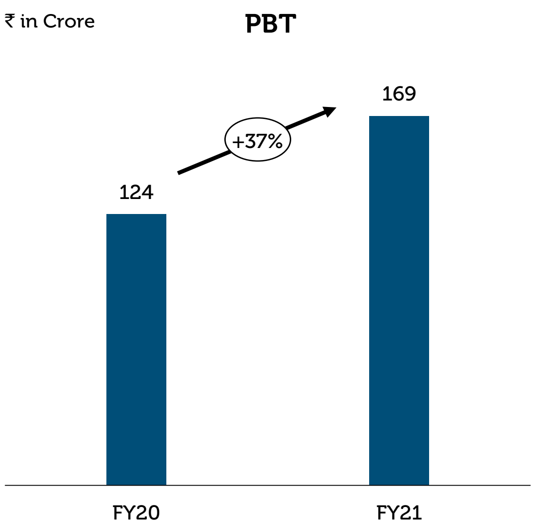
Total Income



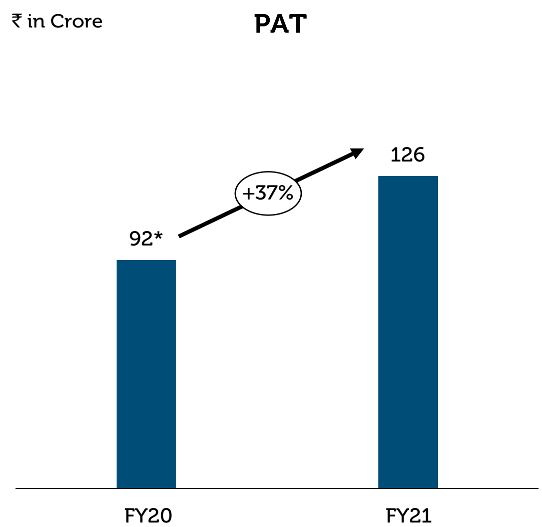
EBITDA Margin



PBT

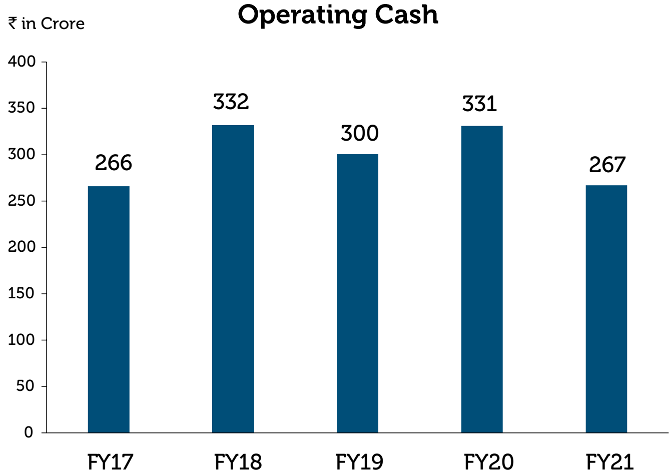


PAT

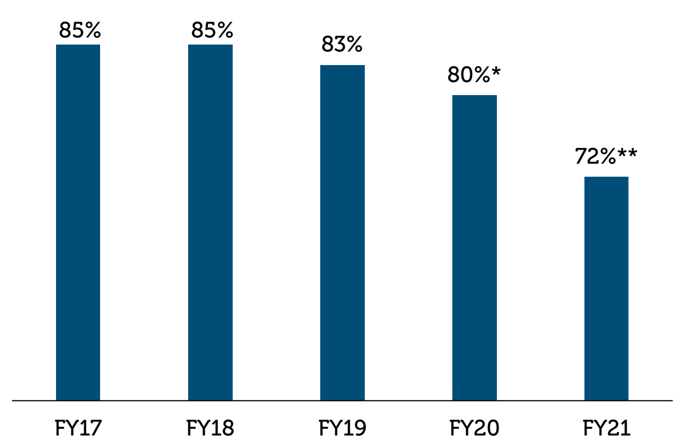


*Prior to one time Tax impact.

Operating Cash



Occupancy Trend



* occupancy adversely affected due to Covid-19 impact in March 2020 and unprecedented floods in Kerala & Coorg in August 2019

** occupancy adversely affected due to Covid-19 impact in FY21 and occupancy as a % of operational rooms.

FINANCIAL HIGHLIGHTS FOR THE LAST 5 YEARS - STANDALONE

(₹ in lakhs)

Particulars	Ind AS 115 & 116		Ind AS 115	Ind AS 18	
	2020-21	**2019-20**	2018-19	2017-18	2016-17
Revenue from operations	**82,224**	**97,701**	91,829	1,06,419	1,07,318
Total Income	**90,876**	**1,03,712**	96,344	1,09,419	1,09,039
Earnings Before Depreciation, Finance Cost and Tax Expenses (EBDIT)	**28,616**	**24,161**	15,160	26,200	26,150
Depreciation and Amortisation	**10,374**	**10,167**	5,141	5,480	6,053
Profit For the Year before one-time Tax impact	**12,576**	**9,152**	6,386	13,436	13,065
One Time Tax Impact on Tax Expense due to Rate Change.	**-**	**19,973**	-	-	-
Profit For the Year	**12,576**	**(10,821)**	6,386	13,436	13,065
Equity Dividend %	**-**	**-**	-	40	50
Equity Share Capital	**13,292**	**13,292**	13,290	13,276	8,823
Reserves and Surplus	**20,179***	**4,323***	16,392*	63,169	58,619
Net Worth	**33,471***	**17,615***	29,682*	76,445	67,442
Net Fixed Assets	**2,29,697**	**2,25,605**	2,02,146	96,774	95,635
Total Assets	**6,11,720**	**6,41,932**	6,04,958	3,28,777	2,98,642
Market Capitalisation (as on March 31)	**2,79,904**	**1,85,761**	3,19,795	3,91,324	3,84,599

* includes revaluation reserves and transition difference

KEY INDICATORS

Particulars	Ind AS 115 & 116		Ind AS 115	Ind AS 18	
	2020-21	**2019-20**	2018-19	2017-18	2016-17
Diluted Earnings Per Share - (₹)	**9.46**	**(8.14)**	4.80*	10.10#	9.85#
Book Value Per Share - (₹)	**25.18**	**13.25**	22.33	57.58	76.44
EBDIT / Total Income %	**31.49%**	**23.30%**	15.74%	23.94%	23.98%
Net Profit Margin %	**13.84%**	**8.82% ##**	6.63%	12.28%	11.98%

* The Company has issued and allotted 50,000 equity shares of ₹ 10/- each on May 25, 2018 and 60,000 equity shares of ₹ 10/- each on July 11, 2018, pursuant to exercise of stock options in accordance with the Company's Stock Option Scheme. The earnings per share (EPS) data for FY 18-19 disclosed above have been calculated after taking into account the issue of shares as per Ind AS - 33 on Earnings Per Share.

The Company has issued and allotted 55,000 equity shares of ₹ 10/- each on May 19, 2017, pursuant to exercise of stock options in accordance with the Company's Stock Option Scheme (ESOS 2014). Further on July 12, 2017, the Company issued and allotted 4,44,17,928 bonus equity shares of ₹ 10/- each, in the proportion of 1 (one) bonus share for every 2 (two) fully paid up equity shares to all the registered shareholders as on the Record Date (i.e. July 11, 2017) by capitalization of Securities premium account and consequently, the equity share paid up capital of the Company increased from ₹ 88,83,58,560/- to ₹ 1,33,25,37,840/-. Further the Company has issued and allotted 25,000 equity shares, 50,000 equity shares & 1,15,000 equity shares of ₹ 10/- each on February 14, 2018, February 27, 2018 and March 21, 2018 respectively, pursuant to exercise of stock options in accordance with the Company's Stock Option Scheme (ESOS 2014). The earnings per share (EPS) data for FY 17-18 and FY 16-17 disclosed above have been calculated after taking into account the issue of Bonus shares as per Ind AS - 33 on Earnings Per Share.

Net Profit Margin % is calculated considering Net Profit for the year before one time Tax impact.

Directors' Report

Dear Shareholders,

Your Directors are pleased to present their Twenty Fifth Report together with the Audited Financial Statements of your Company for the year ended March 31, 2021.

1. Operations and Financial Overview

The financial year 2020-21 started amidst strict lock down in India with severe restrictions on travel and economic activity to contain the health emergency posed by the Covid-19. As a result, your Company had to progressively scale down the operations at resorts, marketing events for lead generation and physical meetings with prospects. Your Company has proactively prepared for measures to ensure the safety and well-being of its employees and members at the resorts. The resort standard operating procedures (SOPs) were revised keeping in mind post-Covid norms of screening of employees and members, implementing social distancing and maintaining high levels of sanitization and hygiene standards. Innovative new concepts and avenues for member engagement were designed to provide experiential and safe holidays to the members. Your Company partnered with Bureau Veritas, a global leader in testing, inspection and certification of 'Covid Safe' protocols, which certified 36 of its resorts as 'Platinum' — its highest rating standard.

Once the Government of India issued guidelines on June 8, 2020, the process of unlock started, various travel restrictions were eased off and the path to recovery in travel and tourism industry kicked off. Since then, the operations at the resorts started resuming and your Company has seen improvements in bookings, occupancies and member additions. Your Company has also observed changes in holidaying preferences, greater interest and preference for domestic destinations, preference to travel to drivable distances and heightened expectations in terms of safety and hygiene protocols.

Despite being the most challenging year, your Company registered a creditable performance given the subdued macroeconomic environment and relatively poor consumer sentiment towards discretionary spending and the trend was evident in the last two quarters of the year under review. Your Company has taken significant cost saving measures across the organisation such as increasing share of referrals and digital which led to reduction in sales and marketing expenses, waivers on long term leases, reduction in energy and other overheads. The Cash position has further improved during the year under review primarily due to better management of receivables and various cost reduction actions undertaken by your Company. The creditable performance of your Company brings out the resilience of its business model and at the same time highlights its ability to move swiftly in tough conditions. It also underscores the trust and confidence its members repose in the Mahindra brand, which is a crucial differentiator and contributes immensely to your Company's performance in these uncertain times.

During the year under review, your Company added 12,031 new members to its vacation ownership business. Addition in the members is a result of continued success of Company's pull-based digital and referral leads as well as reaching out to prospects by way of engagement through more innovative technological platforms, alliances and corporate partnerships. In these difficult times, your Company focused on the quality aspect in customer acquisition and the virtual sales tool has also been developed by the Company for digitally connecting with the prospects/members. During the year under review, your Company has been reinventing its marketing strategy around digital formats and platforms as media consumption has shifted towards mobile devices.

During the year under review, your Company added 9 resorts and 465 room units, which includes launching of a 152-room flagship greenfield property at Assonora, Goa. The total inventory stands at 4,197 room units across its 79 resorts as of March 31, 2021. Along with its Finnish subsidiary Holiday Club Resorts Oy's (HCR) 33 resorts, your Company is offering the Club Mahindra members an access to over 110+ resorts in India, Asia, Europe and USA.

Your Company's total income (including other income) was ₹ 90,876.39 lakhs in 2020-21 compared to ₹ 1,03,711.78 lakhs in 2019-20. Profit Before Tax (PBT) grew to ₹ 16,946.49 lakhs in 2020-21 from ₹ 12,394.74 lakhs in 2019-20. Profit After Tax (PAT) grew to ₹ 12,576.49 lakhs in 2020-21 from ₹ 9,151.49 lakhs in 2019-20 (This is before one-time re-measurement impact of ₹ 19,972.94 lakhs on account of change in Corporate tax rate). Diluted earnings per share (EPS - prior to one-time Corporate tax impact) for 2020-21 stood at ₹ 9.46 compared to ₹ 6.90 in 2019-20. Diluted earnings per share (EPS – post one-time Corporate tax impact) for 2020-21 stood at ₹ 9.46 compared to (₹ 8.14) in 2019-20.

Further, your Company's Consolidated total income (including other income) was ₹ 1,84,726.37 lakhs in 2020-21 compared to ₹ 2,43,114.56 lakhs in 2019-20. Consolidated PBT was ₹ 247.44 lakhs in 2020-21 compared to ₹ 10,132.62 lakhs in 2019-20. Consolidated Loss After Tax was ₹ 1,400.44 lakhs in 2020-21 compared to Consolidated PAT of ₹ 6,546.69 lakhs in 2019-20 (This is before one-time re-measurement impact of ₹ 19,972.94 lakhs on account of change in Corporate tax rate). Consolidated Diluted EPS (prior to one-time Corporate tax impact) for 2020-21 stood at (₹ 0.98) compared to ₹ 5.10 in 2019-20. Consolidated Diluted EPS (post one-time Corporate tax impact) for 2020-21 stood at (₹ 0.98) compared to (₹ 9.94) in 2019-20.

2. Financial Highlights (Standalone)

(₹ in lakhs)

	2020 – 2021	2019 – 2020
Income:		
Income from sale of Vacation Ownership and other services	**82,224.45**	97,700.53
Other Income	**8,651.94**	6,011.25
Total Income	**90,876.39**	1,03,711.78
Expenditure:		
Less: Employee Cost & Other Expenses	**62,259.83**	79,550.94
Profit before Depreciation, Interest and Taxation	**28,616.56**	24,160.84
Less: Depreciation	**10,374.24**	10,166.79
Interest	**1,295.83**	1,599.31
Profit for the year before Tax	**16,946.49**	12,394.74
Less: Provision for Tax – Current Tax	**-**	2,520.37
– Deferred Tax (net)	**4,370.00**	722.88
Net Profit for the year after Tax excluding impact of change in tax rate	**12,576.49**	9,151.49
One-time impact on Tax Expense due to change in tax rate	**-**	19,972.94
Net Profit/ (Loss) for the year after Tax	**12,576.49**	(10,821.45)
Other Comprehensive Income / (Loss) - Net of Tax	**3,151.23**	(54.61)
Total Comprehensive Income / (Loss) for the year	**15,727.72**	(10,876.06)

3. Share Capital

The Issued, Subscribed and Paid up Share Capital of the Company as on March 31, 2021 was ₹ 133,55,37,840 (Rupees One Hundred Thirty-Three Crore Fifty-Five Lakhs Thirty-Seven Thousand Eight Hundred and Forty only) divided into 13,35,53,784 (Thirteen Crore Thirty-Five Lakhs Fifty-Three Thousand Seven Hundred and Eighty-Four) Equity Shares of ₹ 10 each (Rupees Ten only).

During the year under review, your Company did not issue shares with differential voting rights / sweat equity. Details of the Directors' shareholding as on March 31, 2021, are mentioned in the Corporate Governance Report, which forms part of this Annual Report.

4. Dividend

In compliance with Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Dividend Distribution Policy of the Company is annexed herewith as Annexure I and is also available at the Company's website at: https://www.clubmahindra.com/corporate-governance/investor-information.

The Company had changed its revenue recognition policy in accordance with Ind AS 115 during financial year 2018-19. Consequently, the Deferred Revenue and Deferred Costs had to be recomputed and has been stated as Transition Difference. The Company is profitable and has healthy cash flows and has declared dividends every year from 2006 till 2018. The Company has sought clarification from Ministry of Corporate Affairs (MCA) that, this Transition Difference need not be considered for the purpose of declaration of dividend under the provisions of Section 123(1) of the Companies Act, 2013 ("the Act"). The declaration of dividend, if any, shall be subject to receipt of clarification from MCA.

5. Transfer to Reserve

Your Directors do not propose to transfer any amount to reserves.

6. Related Party Transactions

Your Company undertakes various transactions with related parties in the ordinary course of business. All transactions entered with related parties during the year under review were on arm's length basis and in the ordinary course of business. Your Company has not entered into any contracts / arrangements / transactions with related parties which could be considered material in accordance with the policy of the Company i.e. Policy on Materiality of and Dealing with Related Party Transactions ("RPT Policy"). Accordingly, AOC-2 is not applicable to the Company. Further, transactions entered by the Company with related parties in the normal course of business were placed before the Audit Committee of the Board.

There were no materially significant related party transactions with the Promoters, Directors and Key Managerial Personnel, which may have a potential conflict with the interest of the Company at large.

The RPT Policy as approved by the Audit Committee and the Board is available on the website of the Company at:

https://www.clubmahindra.com/corporate-governance/investor-information.

Your Directors draw attention of the Members to Note No. 51 to the Standalone Financial Statements which sets out related party disclosure.

7. Particulars of Loans and Advances, Guarantees, Investments and Securities

As your Company is engaged in the activity covered under Schedule VI of the Act, the provisions of Section 186 of the Act relating to loans given, guarantees given or securities provided are not applicable to the Company. However, the details of such loans given and guarantees given to / on behalf of subsidiary companies/ JV company are provided in Note Nos. 9, 10 & 20 to the Standalone Financial Statements. These loans and guarantees for which loans are provided are proposed to be utilised by the respective recipients for their business purposes. Particulars of investments made by your Company are provided in the Standalone Financial Statements at Note Nos. 7 and 16.

During the year under review, your Company made a strategic investment amounting to ₹ 305 lakhs by acquiring 6.67% stake in Great Rocksport Private Limited (Rocksport). Rocksport is engaged inter alia, in the business of undertaking and providing outdoor entertainment, adventure programs, educational adventure tours and retailing of branded adventure products in India. The investment in Rocksport will increase customer engagement avenues for the Company, whereby the Company and Rocksport can engage in multiple formats for its members within and outside resorts of the Company.

During the year under review, your Company has provided corporate guarantee of € 53.27 million on behalf of MHR Holdings (Mauritius) Limited, Mauritius (MHR Holdings), subsidiary company of the Company, as a collateral security towards financial facility availed by MHR Holdings from ICICI Bank Limited to refinance the existing loans amounting to € 50.07 million availed by MHR Holdings from Axis Bank Limited. The loans from Axis Bank Limited were availed to make investments in HCR (wholly owned subsidiary of the Company) and the said loans were repaid during the year under review. Consequent to the repayment of loans by MHR Holdings, the corporate guarantees provided by the Company to Axis Bank Limited were released by the bank.

During the year under review, your Company has provided corporate guarantee of Thai Baht 44 million on behalf of Infinity Hospitality Group Company Limited, Thailand (Infinity), subsidiary company of the Company, as a collateral security towards working capital short term loan availed by Infinity from HSBC Bank Limited.

The details of loans and advances, which are required to be disclosed in the Annual Report of the Company pursuant to Regulation 34(3) read with Schedule V of the SEBI Listing Regulations are furnished separately as Annexure II to this report.

8. Significant and Material Orders passed by the Regulators or Courts

There are no significant and material orders passed by the Regulators/Courts/Tribunal which would impact the going concern status of the Company and its operations in the future.

9. Corporate Social Responsibility

Corporate Social Responsibility ("CSR") activities of the Company are guided by its CSR Policy, which is framed and approved by the Board. The Company's CSR Policy is available on its website at: https://www.clubmahindra.com/corporate-governance/investor-information. These are discussed in detail in the Management Discussion and Analysis Report, which forms a part of this Annual Report. The statutory disclosure with respect to CSR activities forms part of this Report and is annexed herewith as Annexure III.

10. Sustainability

In line with the philosophy of the Mahindra Group, your Company is committed to following sustainable practices in its operations. The details of the initiatives taken by your Company in this regard are discussed in the section on Sustainability in the Management Discussion and Analysis Report, which forms a part of this Annual Report.

11. Business Responsibility Report

The 'Business Responsibility Report' (BRR) of your Company for the financial year 2020-21, as required under Regulation 34(2)(f) of the SEBI Listing Regulations, forms part of this Annual Report.

Your Company believes that the sustainable development aims at achieving economic growth and improvement in well-being while preserving the natural resources and ecosystem for future generations. Your Company also recognises the importance of sustainability and is committed to conserve the ecological integrity of its locations through responsible business practices.

12. Corporate Governance Report

A Report on Corporate Governance along with a certificate from the Statutory Auditors of the Company regarding the compliance of conditions of corporate governance as stipulated under Schedule V of the SEBI Listing Regulations forms a part of this Annual Report.

13. Management Discussion and Analysis Report

A detailed analysis of the Company's operational and financial performance as well as the initiatives taken by the Company in key functional areas such as Resort Operations, Member Experience, Business Excellence, Human Resources and Technology & Digitisation are separately discussed in the Management Discussion and Analysis Report, which forms a part of this Annual Report.

14. Whistle Blower Policy & Vigil Mechanism

As per the provisions of Section 177(9) of the Act and Regulation 22 of SEBI Listing Regulations, the Company is required to establish an effective Vigil Mechanism for Directors, employees and other stakeholders to report genuine concerns. The details of the Whistle Blower Policy and Vigil Mechanism have been disclosed in the Corporate Governance Report, which forms a part of this Annual Report.

15. Employees' Stock Options

Employees' Stock Options represent a reward system based on overall performance of the individual employee and the Company. It helps the Company to attract, retain and motivate the best available talent. This also encourages employees to align individual performances with those of the Company and promotes increased participation by the employees in the growth of the Company.

Accordingly, your Company formulated the Employees' Stock Option Schemes namely - 'Mahindra Holidays & Resorts India Limited Employee Stock Option Scheme 2006' ("MHRIL ESOS 2006") and 'Mahindra Holidays & Resorts India Limited Employee Stock Option Scheme 2014' ("MHRIL ESOS 2014") after obtaining requisite approvals from the Shareholders. All the balance shares available under MHRIL ESOS 2006 together with any other shares represented by Options that may lapse for any reason thereat, was/will be considered for issuing/ granting Options to the Employees pursuant to the provisions under MHRIL ESOS 2014.

During the year under review, in order to enable its employees an opportunity to participate in the growth of the Company, besides creating long term wealth in their hands and on the basis of the approval granted by the Shareholders at the 24th Annual General Meeting ("AGM") of the Company held on August 31, 2020, your Company has formulated the 'Mahindra Holidays & Resorts India Limited Employee Stock Option Scheme 2020' ("MHRIL ESOS 2020") seeking to cover eligible employees of the Company and of its holding or subsidiary company(ies). The MHRIL ESOS 2020 is administered and implemented in accordance with the directions of the Nomination and Remuneration Committee ("NRC") and in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations").

The earlier employee stock option schemes i.e. MHRIL ESOS 2006 and MHRIL ESOS 2014 shall continue to operate. During the year under review, pursuant to the SEBI SBEB Regulations, a total of 1,00,000 new Options were granted under the MHRIL ESOS 2020 to an eligible employee.

Details required to be provided under Regulation 14 of the SEBI SBEB Regulations are available on the Company's website at: https://www.clubmahindra.com/corporate-governance/financials.

The details of Employees' Stock Options forms part of the Notes to accounts of the Financial Statements in this Annual Report.

A certificate from the Statutory Auditors of the Company confirming that the MHRIL ESOS 2006, MHRIL ESOS 2014 and MHRIL ESOS 2020, have been implemented in accordance with the SEBI SBEB Regulations and the resolutions passed by the Shareholders, will be available for inspection by Members at the ensuing AGM.

16. Subsidiaries, Joint Venture and Associate Companies

During the year under review, Holiday Club Sweden AB, Sweden a step-down subsidiary of the Company, acquired the balance 49% stake in Holiday Club Sport and Spa Hotels AB and consequently, Holiday Club Sport and Spa Hotels AB has become a wholly owned subsidiary of Holiday Club Sweden AB and in turn of the Company.

Arabian Dreams Hotel Apartments LLC, Dubai (Arabian Dreams), a Joint Venture company of the Company, is considered as a subsidiary company from Financial Year 2016-17 in accordance with the provisions of Ind AS. Accordingly, as of March 31, 2021, your Company has 34 subsidiaries (including 28 indirect subsidiaries), 1 Joint Venture company (indirect) and 1 associate company (indirect).

17. Performance of Subsidiaries

Domestic Subsidiaries

Gables Promoters Private Limited ('Gables'), is a wholly owned subsidiary of the Company. Gables operates a resort property at Naldehra, Himachal Pradesh. Your Company avails rooms in the resort property of Gables for usage of its guests and vacation ownership members.

Mahindra Hotels and Residences India Limited ('MHARIL') is a wholly owned subsidiary of the Company. MHARIL did not have any operations during the year under review.

Foreign Subsidiaries

Heritage Bird (M) Sdn. Bhd, Malaysia ('Heritage Bird') is a wholly owned subsidiary of the Company. Heritage Bird's principal activities are holding of investments and leasing of properties. Heritage Bird has rooms/units in apartment properties in a well-known location in Kuala Lumpur, Malaysia.

MH Boutique Hospitality Limited, Thailand ('MH Boutique'), in which your Company holds forty-nine per cent of equity stake, is a subsidiary of the Company by virtue of control on the composition of the Board of MH Boutique and it mainly holds investments in Infinity.

Infinity is the subsidiary company of MH Boutique and by virtue of the same is also subsidiary of the Company. Infinity owns and operates a hotel/apartment property at Bangkok, Thailand. Your Company avails rooms in the hotel property of Infinity for usage of its guests and vacation ownership members.

MHR Holdings is a wholly owned subsidiary of the Company. The principal activity of MHR Holdings is to hold investments. Currently, it holds investments in Covington S.á.r.l., Luxembourg ('Covington').

Covington is a wholly owned subsidiary of MHR Holdings and in turn a subsidiary of your Company. The principal activity of Covington is to hold investments. Currently, it holds investments in HCR and HCR Management Oy (HCRM), Finland. As on March 31, 2021, Covington holds 100% stake in HCR and HCRM.

HCR, subsidiary of Covington and in turn of the Company, is the largest operator of leisure resorts in Finland and the largest vacation ownership company in Europe. As of March 31, 2021, HCR has 33 holiday destinations of which 25 are located in Finland, 2 in Sweden and 6 in Spain. These includes 7 resorts in Finland and 1 resort in Sweden with spa hotel, indoor water activities, multiple restaurants and wide variety of leisure activities. Apart from 62,000 families and over 1,300 companies owning HCR timeshare, over 1 million guests visit Holiday Club Spa Hotels annually.

During the year under review, the Turnover of HCR was significantly impacted by Covid-19. After challenging spring months, the situation stabilized during the summer and HCR returned to profitability. The pandemic situation started to deteriorate after the summer months and had a significant adverse impact on the performance of HCR for the remainder of the financial year. During the year under review, total income of HCR stood at € 99.46 million, compared to € 157.33 million in 2019-20. Earnings before interest, tax, depreciation and amortization (EBITDA) for the year were (€ 8.88) million, down from € 6.73 million in 2019-20. Overall, HCR recorded a PBT and PAT of (€ 15.18) million and (€ 11.40) million respectively in 2020-21.

HCRM is a wholly owned subsidiary of Covington and in turn subsidiary of your Company. HCRM is primarily engaged in the sale and trade of real estates, property management, investment activities and dealing in securities. Currently, HCRM holds investment in the share capital of HCR.

Arabian Dreams, (a Joint Venture company as per the Act and Subsidiary company as per Ind AS) operates a hotel property in Dubai (UAE) taken on lease basis. Your Company avails rooms/apartments in the hotel property of Arabian Dreams for usage of its guests and vacation ownership members.

Associate Company

Kiinteistö Oy Seniori-Saimaa is an associate of HCR and consequently, associate of your Company.

Joint Venture Company

Tropiikin Rantasauna Oy is a Joint Venture company (JV) of HCR and consequently, JV of your Company.

A report on the performance and financial position of the subsidiaries, associate and joint venture company whose financial statements are considered for preparation of Consolidated Financial Statements of the Company as per the Act (in the prescribed format i.e. "Form AOC-1") is provided as Annexure to the Consolidated Financial Statements.

The Policy for Determining Material Subsidiaries as approved by the Board may be accessed on the Company's website at: https://www.clubmahindra.com/corporate-governance/investor-information.

In accordance with the third proviso to Section 136(1) of the Act, the Annual Report of the Company, containing therein its Standalone and the Consolidated Financial Statements are available on the Company's website https://www.clubmahindra.com/. Further, as per fourth proviso to the said Section, the Audited Annual Financial Statements of each of the said subsidiaries of the Company are also available on the Company's website https://www.clubmahindra.com/. Any Shareholder who may be interested in obtaining a copy of the aforesaid documents may write to the Company Secretary at the Company's Corporate Office.

18. Directors

As on the date of this report, your Company has 9 Directors, which includes 5 Independent Directors, 3 Non-Executive Non-Independent Directors (NEDs) and 1 Managing Director (ED).

Based on the recommendation of the NRC, the Board of Directors at their meeting held on May 9, 2020 have appointed Dr. Anish Shah as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, liable to retire by rotation. The Shareholders of the Company at their 24th AGM held on August 31, 2020, approved the appointment of Dr. Anish Shah as a Non-Executive Non-Independent Director of the Company.

Further, Shareholders of the Company at their 24th AGM held on August 31, 2020, have approved the appointment of

Mrs. Sangeeta Talwar as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from February 1, 2020 to January 31, 2025.

Based on the recommendation of the NRC, the Board of Directors have appointed Mr. Diwakar Gupta as an Additional Director in the category of an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from December 1, 2020 to November 30, 2025. He shall hold office as an Additional Director upto the date of the ensuing AGM. The Company has received the requisite Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Further, based on the recommendation of the NRC, the Board of Directors at their meeting held on January 25, 2021 have appointed Mr. Ruzbeh Irani as an Additional Director in the category of Non-Executive Non-Independent Director of the Company, liable to retire by rotation with effect from January 26, 2021. He shall hold office as an Additional Director upto the date of the ensuing AGM. The Company has received the requisite Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company.

As informed in the previous Annual Report, Mr. Cyrus Guzder ceased to hold office as an Independent Director of the Company with effect from August 1, 2020, upon completion of his tenure as approved by the Shareholders. Further, during the year under review, Mr. V S Parthasarathy has resigned as a Non-Executive Non-Independent Director of the Company with effect from January 25, 2021. The Board placed on record its sincere appreciation for the valuable contributions made by Mr. Cyrus Guzder and Mr. V S Parthasarathy during their association with the Company.

In terms of the Articles of Association of the Company and as per Section 152(6) of the Act, Mr. Arun Nanda, being longest in the office, is liable to retire by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

The Notice convening the forthcoming AGM will include the proposal for the appointment/re-appointment of the aforesaid Directors. A brief resume of the Directors seeking appointment at the forthcoming AGM and other details as required to be disclosed in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) forms part of the Corporate Governance Report, which forms a part of this Annual Report and will also be annexed to the Notice of AGM.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and SEBI Listing Regulations.

Further, the Independent Directors of the Company have also confirmed that they have registered themselves with the Indian Institute of Corporate Affairs, Manesar and have included their name in the databank of Independent Directors within the statutory timeline pursuant to the provisions of Rule 6(3) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

19. Key Managerial Personnel (KMPs)

As on March 31, 2021, Mr. Kavinder Singh, Managing Director & CEO, Mrs. Akhila Balachandar, Chief Financial Officer and Mr. Dhanraj Mulki, General Counsel & Company Secretary, were the KMPs as per the provisions of the Act.

The Board at its meeting held on May 25, 2021 accepted the resignation of Mrs. Akhila Balachandar as the Chief Financial Officer of the Company with effect from May 31, 2021. Consequently, Mrs. Akhila Balachandar ceased to be the KMP of the Company from the close of business hours on May 31, 2021. The Board placed on record its sincere appreciation for the valuable contributions made by Mrs. Akhila Balachandar during her association with the Company.

The Board at its meeting held on May 25, 2021, on the recommendation of the Audit Committee and NRC, approved the appointment of Mr. Sujit Vaidya as the Chief Financial Officer of the Company and designated him as the KMP of the Company with effect from June 1, 2021.

20. Statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the Independent Directors appointed during the year

During the year under review, Mr. Diwakar Gupta has been appointed as an Independent Director of the Company with effect from December 1, 2020, subject to the approval of Shareholders. The Board is satisfied with the integrity, expertise and experience (including the proficiency) of Mr. Diwakar Gupta who has been appointed as an Independent Director of the Company with effect from December 1, 2020.

Regarding the experience which includes proficiency test, Mr. Diwakar Gupta is exempted from undertaking the proficiency test in accordance with Rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

21. Policy on Directors' appointment and remuneration

The salient features of the following policies of the Company are attached herewith and marked as Annexure IV:

1. Policy on Appointment of Directors and Senior Management
2. Policy on Remuneration of Directors and

3. Policy on Remuneration of Key Managerial Personnel and Employees

The aforesaid policies are also available at the link https://www.clubmahindra.com/corporate-governance/investor-information.

The Managing Director & CEO of the Company does not receive remuneration or commission from any of its subsidiaries and draws remuneration only from the Company.

22. Board Evaluation

The Board has conducted an annual evaluation of its own performance, individual Directors, Committees of the Board and that of its Non-Executive Chairman, in terms of the relevant provisions of the Act, Rules made thereunder and SEBI Listing Regulations. The manner in which the evaluation was conducted by the Company has been explained in the Corporate Governance Report, which forms a part of this Annual Report.

23. Number of Board Meetings

During the year under review, the Board of Directors met 6 (six) times. The details of the Board Meetings and attendance of Directors are provided in the Corporate Governance Report, which forms a part of this Annual Report.

24. Composition of Audit Committee

The Audit Committee consists of Mr. Sridar Iyengar as its Chairman and Mr. Sanjeev Aga, Mr. Rohit Khattar, Mr. Diwakar Gupta and Mr. Ruzbeh Irani, as its other members. Further details are provided in the Corporate Governance Report, which forms a part of this Annual Report.

25. Directors' Responsibility Statement

Pursuant to Section 134(3)(c) of the Act, your Directors state that:

a) in the preparation of the annual accounts for the year ended March 31, 2021, the applicable Accounting Standards had been followed and there is no material departure;

b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit of the Company for the year ended on that date;

c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the annual accounts have been prepared on a going concern basis;

e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. Internal Financial Controls and their Adequacy

Your Company has an adequate internal controls system, commensurate with the size and nature of its business. The system is supported by documented policies, guidelines and procedures to monitor business and operational performance which are aimed at ensuring business integrity and promoting operational efficiency. Further details are provided in the Management Discussion and Analysis Report, which forms a part of this Annual Report.

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Act, details of which needs to be mentioned in this Report.

27. Consolidated Financial Statements

The Consolidated Financial Statements of the Company and its subsidiaries, associate and joint venture companies prepared in accordance with the Act and applicable Accounting Standards form part of this Annual Report.

For the purpose of preparation of the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2021 as per Ind AS, the latest audited financial results of all the subsidiaries, one associate company and one Joint Venture company pertaining to HCR were considered and consolidation was done as per the provisions of Section 129 of the Act.

28. Risk Management

Your Company has a well-defined risk management framework to identify and evaluate elements of business risk. The Board of Directors have constituted the Risk Management Committee pursuant to the provisions of Regulation 21 of the SEBI Listing Regulations and its prime responsibility is to oversee the implementation of the Risk Management Policy of the Company. The Audit Committee has an oversight in the area of financial risk and controls. Other details including details pertaining to various risks faced by your Company and also development and implementation of risk management framework are discussed in the Management Discussion and Analysis Report forming part of this Annual Report.

29. Disclosure requirements

- Pursuant to Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, details of transactions with persons or entities belonging to the promoter/ promoter group which holds 10% or more shareholding in the Company, are furnished under Note No. 51 to the Standalone Financial Statements which sets out related party disclosure.
- The provisions in respect of maintenance of cost records as specified under sub-section (1) of Section 148 of the Act are not applicable to your Company.
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.
- During the year under review, no revision was made in the previous financial statements of the Company.

30. Auditors

A) Statutory Auditors

The Shareholders at their 21st AGM held on August 2, 2017, approved the appointment of M/s B S R & Co., LLP, Mumbai (ICAI membership No:101248W/W-100022) as the Statutory Auditors of the Company for a period of 5 (five) years commencing from the conclusion of the 21st AGM till the conclusion of 26th AGM, subject to ratification of their appointment by the Members at every AGM of the Company.

Pursuant to Notification issued by MCA on May 7, 2018 amending Section 139 of the Act, the mandatory requirement for ratification of appointment of Auditors by the Shareholders at every AGM has been omitted. Accordingly, the Shareholders at their 22nd AGM held on August 2, 2018 approved the ratification of the appointment of M/s B S R & Co. LLP, Chartered Accountants as the Auditors of the Company, from the conclusion of the 22nd AGM to hold office until the conclusion of the 26th AGM of the Company to be held in the year 2022.

The Auditors' Report on the financial statements of the Company for the year ended March 31, 2021 is unmodified i.e. it does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements forming part of the Annual Report.

B) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and Rules thereunder, the Company has appointed M Siroya and Company, Practicing Company Secretaries, to undertake the secretarial audit of the Company. The Report of the Secretarial Auditor is annexed herewith as Annexure V.

There are no qualifications, reservations or adverse remarks made by M Siroya and Company, Practicing Company Secretaries, Secretarial Auditor of the Company in the Secretarial Audit Report.

31. Deposits

Your Company has not accepted any deposits from public or its employees and, as such no amount on account of principal or interest on deposit were outstanding as of the Balance Sheet date.

32. Credit Rating

India Ratings and Research Private Limited ("India Ratings") has re-affirmed Long-Term Issuer Rating of 'IND A' with a stable outlook to your Company. The 'IND A' rating indicates adequate degree of safety regarding timely servicing of financial obligations. India Ratings continues to take a consolidated view of the Company and its subsidiaries, including HCR, Finland, to arrive at the ratings.

33. Material Changes and Commitment Affecting Financial Position of the Company

There are no material changes and commitments, affecting financial position of the Company which have occurred between the end of the financial year of the Company i.e. March 31, 2021 and the date of the Directors' Report. The Company's response to the situation arising from the pandemic has been explained in the Management Discussion and Analysis Report forming part of this Annual Report.

34. Annual Return

Pursuant to the Notification issued by MCA with effect from August 28, 2020, the mandatory requirement of attaching an extract of the Annual Return in the prescribed form MGT-9 has been omitted.

Accordingly, as per the provisions of the amended Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return as of March 31, 2021 has been placed on the website of the Company and can be accessed at https://www.clubmahindra.com/corporate-governance/financials.

35. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Your Company continuously strives to conserve energy, adopt environment friendly practices and employ technology for more efficient operations. Some of these initiatives are discussed in the section on Sustainability in the Management Discussion and Analysis Report, which forms a part of this Annual Report.

The particulars relating to energy conservation, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Act and Rule 8(3) of the Companies (Accounts) Rules, 2014 are given in the Annexure VI to this Report.

36. Human Resources

Your Company takes pride in the commitment, competence and dedication shown by its employees in all areas of its business. It considers people as its biggest assets. It has put concerted efforts in talent management, strong performance management and learning and training initiatives to ensure that your Company consistently develops inspiring, strong and credible leadership. Apart from continued investment in skill and leadership development of its people, this year your Company has also focused on employee engagement initiatives aimed at increasing the Culture of Innovation and Collaboration across all strata of the workforce. Your Company has also been certified as one of India's Great Places to Work For and recognised amongst the Top 100 'Best companies to work for in India' by Great Place To Work (GPTW) Institute. These are discussed in detail in the Management Discussion and Analysis Report forming part of this Annual Report.

The Company has a Policy on Prohibition, Prevention and Redressal of Sexual Harassment of Women at Workplace and matters connected therewith or incidental thereto covering all the aspects as contained under The Sexual Harassment of Women at Workplace (Prohibition, Prevention and Redressal) Act, 2013 ("POSH Act"). The Company has also complied with provisions relating to the constitution of Internal Complaints Committee under the POSH Act and the Committee includes external members from NGO and / or members with relevant experience. There were no complaints pending at the beginning of the year. During the year under review, the Company received 4 complaints under the Policy which were disposed-off and appropriate actions were taken within the statutory timelines. Further, there were no complaints pending for more than 90 days during the year.

37. Particulars of Employees

The disclosure with respect to the remuneration of Directors, KMPs and employees under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules"), is attached as Annexure VII and forms a part of this report.

The Company had 9 (nine) employees who were employed throughout the year and were in receipt of remuneration of more than ₹ 102 lakhs per annum. There was no employee employed for part of the year by the Company who was in receipt of remuneration of more than ₹ 8.50 lakhs per month.

In terms of Section 136 of the Act, the copy of the Financial Statements of the Company, including the Consolidated Financial Statements, the Auditor's Reports and relevant Annexures to the said Financial Statements and Reports are being sent to the Members and other persons entitled thereto, excluding the information in respect of the said employees containing the particulars as specified in Rule 5(2) of the said Rules. If any Member is interested in obtaining a copy thereof, he may write to the Company Secretary of the Company at its Corporate Office.

The Financial Statements, Reports etc. of the Company are available on the website of the Company https://www.clubmahindra.com/.

38. Acknowledgement and Appreciation

Your Directors take this opportunity to thank the Company's Customers, Shareholders, Vendors, Bankers, Financial Institutions and the Central and State Governments for their unstinted support. The Directors would like to place on record their appreciation to employees at all levels for their hard work, dedication, commitment and valuable performance during the challenging times.

For and on behalf of the Board

Arun Nanda
Chairman
DIN: 00010029

Place: Mumbai
Date: July 10, 2021

ANNEXURE I TO THE DIRECTOR'S REPORT FOR THE YEAR ENDED MARCH 31, 2021

Dividend Distribution Policy

The Dividend Distribution Policy ("the Policy") establishes the principles to ascertain amounts that can be distributed to equity Shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company. The Policy has come into force for the accounting period beginning from 1st April, 2016.

Dividend would continue to be declared on per share basis on the Ordinary Equity Shares of the Company having face value of ₹ 10 each. The Company currently has no other class of shares. Therefore, dividend declared will be distributed amongst all Shareholders, based on their shareholding on the record date.

Dividends will generally be recommended by the Board once a year, after the announcement of the full year results and before the Annual General Meeting (AGM) of the Shareholders, out of the profits of the Company for the current year or out of profits of the Company for any previous financial years or out of both, as may be permitted under the Companies Act, 2013 ("the Act").

In the event of inadequacy or absence of profits in any year, the Board may recommend to declare dividend out of the accumulated profits earned by the Company in any previous financial years and transferred to free reserves, provided such declaration of dividend shall be in accordance with the provisions of the Act and Rules framed thereunder.

The Board may also declare interim dividend as may be permitted by the Act.

The Company's Dividend Distribution Policy aims to balance the objective of appropriately rewarding Shareholders through dividends and to support the future growth.

As in the past, subject to the provisions of the applicable laws, the Company's dividend payout will be determined based on available financial resources, investment requirements and considering optimal Shareholder return. Within these parameters, the Company would endeavor to maintain a total dividend pay-out ratio in the range of 20% to 40% of the annual standalone Profit After Tax (PAT) of the Company.

While determining the nature and quantum of the dividend payout, including amending the suggested payout range as above, the Board would consider the following factors:

- Internal Factors:
  - i. Profitable growth of the Company and specifically, profits earned during the financial year as compared with:
    - a. Previous years and
    - b. Internal budgets,
  - ii. Cash flow position of the Company,
  - iii. Accumulated reserves,
  - iv. Earnings stability,
  - v. Future cash requirements for organic growth/ expansion and/or for inorganic growth,
  - vi. Brand acquisitions,
  - vii. Current and future leverage and under exceptional circumstances, the amount of contingent liabilities,
  - viii. Deployment of funds in short term marketable investments,
  - ix. Long term investments,
  - x. Capital expenditure(s) and
  - xi. The ratio of debt to equity (at net debt and gross debt level).
- External Factors:
  - i. Business cycles,
  - ii. Economic environment,
  - iii. Cost of external financing,
  - iv. Applicable taxes including tax on dividend,
  - v. Industry outlook for the future years,
  - vi. Inflation rate and
  - vii. Changes in the Government policies, industry specific rulings & regulatory provisions.

Apart from the above, the Board also considers past dividend history and sense of Shareholders' expectations while determining the rate of dividend. The Board may additionally recommend special dividend in special circumstances.

The Board may consider not declaring dividend or may recommend a lower payout for a given financial year, after analyzing the prospective opportunities and threats or in the event of challenging circumstances such as regulatory and financial environment. In such event, the Board will provide rationale in the Annual Report.

The retained earnings of the Company may be used in any of the following ways:

i. Capital expenditure or working capital,
ii. Organic and/ or inorganic growth,
iii. Investment in new business(es) and/or additional investment in existing business(es),
iv. Declaration of dividend,
v. Capitalisation of shares,
vi. Buy back of shares,
vii. General corporate purposes, including contingencies,
viii. Correcting the capital structure,
ix. Any other permitted usage as per the Act.

Information on dividends paid in the last 5 years is provided in the Annual Report.

This Policy may be reviewed periodically by the Board.

The Policy will be available on the Company's website and the link to the Policy is https://www.clubmahindra.com/corporate-governance/investor-information.

The Policy will also be disclosed in the Company's Annual Report.

For and on behalf of the Board

Arun Nanda
Chairman
DIN: 00010029

Place: Mumbai
Date: July 10, 2021

ANNEXURE II TO THE DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2021

Loans and Advances as per Regulation 34(3) read with Part A of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"):

Particulars of loans and advances to subsidiaries, associates, etc., as required to be disclosed in the Annual Report of the Company pursuant to Regulation 34(3) read with Part A of Schedule V of the SEBI Listing Regulations:

Loans and advances in the nature of loans to subsidiary:

(₹ in lakhs)

Name of the subsidiary company	Balance as on March 31, 2021	Maximum outstanding during the year
Heritage Bird (M) Sdn Bhd., Malaysia	706	706
MH Boutique Hospitality Limited, Thailand	658	658
Arabian Dreams Hotel Apartments LLC, Dubai*	-	200
Gables Promoters Private Limited	3,450	3,450
MHR Holdings (Mauritius) Limited, Mauritius	215	215
Mahindra Hotels and Residences India Limited	14	14

* Joint Venture company of the Company, is considered as a subsidiary company in compliance with provisions of the Indian Accounting Standards.

For and on behalf of the Board

Arun Nanda
Chairman
DIN: 00010029

Place: Mumbai
Date: July 10, 2021

ANNEXURE III TO THE DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2021

Annual Report on Corporate Social Responsibility (CSR) Activities

1. Brief outline on CSR Policy of the Company.

The Company is deeply rooted in all the communities that it works with, through a variety of CSR programs and volunteering efforts by employees. The Company engages in community initiatives that are designed to 'enrich lives' and 'protect nature', through the domains of environment, education, skill building and healthcare. The Company also supports the protection of national heritage, art and culture and participates in relief operations during disasters.

In accordance with the Companies Act, 2013 ("the Act"), the Company has committed 2% of the average net profit before tax made during the 3 immediately preceding financial years annually towards CSR initiatives. The CSR Policy of your Company outlines the approach and direction given by the Board, taking into account the recommendations of its CSR Committee, and includes guiding principles for selection, implementation and monitoring of CSR activities as well as formulation of the annual CSR action plan. The CSR projects undertaken are also listed in the CSR Policy.

The CSR initiatives of the Company are driven through (i) partnerships with the Corporate Foundation namely: The K C Mahindra Education Trust which promotes girl child education through the Nanhi Kali program; (ii) partnerships with other reputed Not for Profit Organizations having an established track record of at least 3 years in carrying on the specific CSR activity, as may be permitted under the Act; and (iii) active involvement of its employees under Employees Social Options Programme (ESOP), which is the employees volunteering program in the nearby areas of Company's Resorts and locations across India.

The CSR initiatives taken up by the Company reflects Mahindra Group's 'Rise for Good' mission, with a focus on driving positive change to enable communities to Rise.

The Company's core CSR focus areas are:

- Environmental Sustainability
- Disaster Relief & Rehabilitation
- Education & Skill Development

- Healthcare
- Protection of National Heritage, Art and Culture
- Rural Development
- Water & Sanitation

2. **Composition of CSR Committee:**

Sl. No.	Name of Director	Designation /Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mrs. Sangeeta Talwar#	Independent Director and Chairperson	1	1
2.	Mr. Arun Nanda^	Non-Executive Director	2	2
3.	Mr. Cyrus Guzder*	Independent Director	1	1
4.	Mr. Kavinder Singh	Managing Director & CEO	2	2

Appointed as a Member of CSR Committee w.e.f. August 1, 2020 and Chairperson w.e.f. May 1, 2021

^ Ceased to be a Chairman of CSR Committee w.e.f. May 1, 2021

* Ceased to be a Member of CSR Committee w.e.f. August 1, 2020

3. **Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.**

   https://www.clubmahindra.com/corporate-governance/investor-information

4. **Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).**

   Not Applicable

5. **Details of the amount available for set-off in pursuance of sub-rule (3) of Rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any**

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
1	2020-21	Nil	Nil
	TOTAL	Nil	Nil

6. **Average net profit of the Company as per Section 135(5): ₹ 14,806.92 lakhs**

7. **(a) Two percent of average net profit of the Company as per Section 135(5): ₹ 296 lakhs**

   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NA

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

   (d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 296 lakhs

8. **(a) CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year (₹ in lakhs)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
301.45	NIL	NIL	NIL	NIL	NIL

(b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the project		Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
	TOTAL											

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (₹ in lakhs)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Registration Number
1	**NANHI KALI** – Educational support (academic & material) provided to underprivileged girls in India	Promoting Education	No	West Bengal	Darjeeling	147.79	No	K.C. Mahindra Education Trust	CSR00000511
2.	**Hunnar** - Supported three digital job fairs to help blue and grey collar workers find livelihood opportunities	Promoting Education	Yes	Goa, Puducherry, Himachal Pradesh	Shimla, Solan, Baddi	1.50	No	Prabha Foundation	CSR00004189
3.	**Relief & Rehabilitation** - Contribution to the Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund to help strengthen the fight against Covid	Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund	No	Pan India	-	8.26	No	PM Cares Fund	-
4.	**GRAM VIKAS** – Construction of 30 household sanitation units in rural households for tribal farmers in Raigad district.	Rural Development	Yes	Maharashtra	Raigad	8.93	No	Swades Foundation	CSR00000440
5.	**Gyandeep** - E-learning support provided to a youth centre in Puducherry	Promoting Education	Yes	Puducherry	Bahour	1.86	No	SOS Children's Villages of India	CSR00000692
6.	**Mahindra Gunsar Lok Sangeet Sansthan** - promote and revive the dying local art and culture of ethnic folk communities.	Protection of National Heritage, Art & Culture	Yes	Rajasthan	Jaisalmer	10.04	No	Gunsar Lok Sangeet Sansthan	-
7.	**Mahindra Hariyali** - Plantation of 20,000 Trees.	Environmental Sustainability	Yes	Karnataka	Chikkaballapur, Chitradurga and Kolar	20.60	No	Sankalptaru Foundation	CSR00000590
8.	**SEHAT** - Project to raise awareness and practical hands-on sessions on how to handle Sudden Cardiac Arrest emergencies	Promoting Healthcare and Preventive Healthcare	Yes	Maharashtra	Mumbai	2.00	No	The Bandra Holy Family Hospital Society	CSR00001516

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (₹ in lakhs)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Registration Number
9.	**Green Guardians** - Support provided to WWF - India's Nature Guardian Program conservation programmes	Environmental Sustainability	No	Pan India	-	1.00	No	WWF - India	CSR00000257
10.	**Green Guardians** - Water Resource Management (Rainwater Harvesting structures) for 10 schools in Udaipur District. (Project 'TER-RAIN' - "Technically Engineered Rooftop Rainwater merging Artificially into the Nature in Udaipur")	Environmental Sustainability	Yes	Rajasthan	Udaipur	12.57	No	Students Relief Society	CSR00000467
11.	**Project Udaan** - Economically empowering 75 women and making them self-reliant through livelihood enhancement initiative to ensure the well – being of women and their families	Promoting Education	Yes	Himachal Pradesh	Kandaghat	12.00	No	Centum Foundation	CSR00000520
12.	**Relief & Rehabilitation** - Initiative to strengthen the Infection Prevention Control (IPC) protocols and sanitation and hygiene infrastructure in public hospitals	Disaster Relief & Rehabilitation	Yes	Maharashtra	Mumbai	11.21	No	United Way of Mumbai	CSR00000762
13.	**Project Vaapsi** - To build the local economy and create livelihood opportunities in Rural India by supporting 200 migrants.	Disaster Relief & Rehabilitation	No	Pan India	-	12.00	No	Goonj	CSR00000291
14.	**Gyandeep** - Improvement in operational efficiency of EDI (Entrepreneurship Development Institute)	Promoting Education	Yes	Maharashtra	Mumbai	2.00	No	Manav Sadhan Vikas Sanstha	CSR00002126
15.	**Relief to marginalised communities** - provided dry ration & essential hygiene kits to communities in need.	Disaster Relief & Rehabilitation	Yes	Maharashtra; Rajasthan; Madhya Pradesh; Gujarat; Himachal Pradesh; Uttarakhand; Sikkim; Kerala; Karnataka; Goa; Puducherry	Maval Taluka; Mahabaleshwar; Lonavala; Kumbhalgarh; Jaisalmer; Kanha; Dwarka; Gir; Mussoorie; Gangtok; Binsar; Corbett; Kanatal; Kandaghat; Thekkady; Poovar; Cherai; Munnar; Coorg; Varca; Colva	26.03	Yes	-	NA
16.	**Relief & Rehabilitation** - Installation of Swab collection kiosks	Disaster Relief & Rehabilitation	Yes	Tamil Nadu; Karnataka	Ooty; Coorg	1.62	Yes	-	NA

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project		Amount spent for the project (₹ in lakhs)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
				State	District			Name	CSR Registration Number
17.	**Mahindra Hariyali** – Plantation of Trees	Environmental Sustainability	Yes	Kerala; Uttarakhand, Maharashtra; Sikkim, Rajasthan; Madhya Pradesh	Munnar; Ashtamudi; Thekkady; Poovar; Binsar; Mussoorie; Lonavala; Zuluk; Kumbhalgarh; Kanha;	9.50	Yes	-	NA
18.	**Sehat** – Through this program, Company provided support to differently abled and underprivileged individuals.	Promoting Healthcare and Preventive Healthcare	Yes	Maharashtra; Gujarat	Lonavala; Ahmedabad	0.96	Yes	-	NA
19.	**Gram Vikas** – Support provided to the rural institution in Kodagu district	Rural Development	Yes	Karnataka	Kodagu	0.55	Yes	-	NA
20.	**Swachh Bharat** – Employee Social Options Programme - Rolled out initiatives such as - clean-up drives; installation of Water Treatment Plant for safe Drinking water; segregated Bio-medical Waste storage for Primary Health Centre, clean drinking water facility at a Primary School.	Water & Sanitation	Yes	Gujarat; Maharashtra; Kerala	Dwarka; Lonavala; Munnar	4.28	Yes	-	NA
21.	**Gyandeep** – The program includes providing support to a variety of NGOs to provide education support, Infrastructure Improvement support, provision of books & stationary, renovation of school buildings.	Promoting Education	Yes	Puducherry; Gujarat; Maharashtra; Kerala; Goa	Puducherry; Dwarka; Lonavala; Thekkady; Varca	3.75	Yes	-	NA
	TOTAL					**298.45**			

(d) Amount spent in Administrative Overheads: ₹ 3 lakhs

(e) Amount spent on Impact Assessment, if applicable: Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 301.45 lakhs

(g) Excess amount for set off, if any: Not Applicable

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

9. (a) **Details of Unspent CSR amount for the preceding three financial years: Not Applicable**

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
	TOTAL						

(b) **Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the Project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project - Completed /Ongoing
	TOTAL							

10. **In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): Not Applicable**

a) Date of creation or acquisition of the capital asset(s).

b) Amount of CSR spent for creation or acquisition of capital asset.

c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

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

The Company has spent the requisite amount allocated by the Board for its CSR activities i.e. 2% of average net profit as per Section 135(5) of the Act.

Kavinder Singh
Managing Director & CEO
DIN: 06994031

Sangeeta Talwar
Chairperson - CSR Committee
DIN: 00062478

Place: Mumbai
Date: May 25, 2021

ANNEXURE IV TO THE DIRECTORS REPORT FOR THE YEAR ENDED MARCH 31, 2021

A. SALIENT FEATURES OF POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT

Appointment of Director:

- The Nomination & Remuneration Committee (NRC) reviews and assesses the Board composition and recommends the appointment of new Directors.
- NRC evaluates suitability of individual for Board appointments based on merits, skills, experience, independence and knowledge.
- NRC also considers ability of candidates to devote sufficient time in discharging his/her duties and balanced decision making.
- Based on the recommendation from NRC, the Board evaluates the individual and decide on his/her appointment as a Director of the Company.

Appointment of Senior Management:

- NRC has also laid down criteria for identification of persons who may be appointed in the Senior Management.
- The selection criteria for Senior Management includes merit, experience and knowledge of the candidate.
- Senior Management personnel are appointed or promoted and removed/relieved with the approval of Managing Director & CEO based on the business need and the suitability of the candidate.

During the year, no changes were made to the Policy.

B. SALIENT FEATURES OF POLICY FOR REMUNERATION OF THE DIRECTORS

1. **Remuneration to Non-Executive including Independent Directors:**
   - NRC shall decide the basis for determining the compensation to Non-Executive Directors, whether as commission or otherwise and submit its recommendations to the Board. The Board shall determine the compensation payable to Non-Executive Directors within the overall limits specified in the Shareholders resolution.
   - In addition to the above, the Directors are entitled to sitting fees for attending Board / Committee meetings, reimbursement of expenses incurred in discharge of their duties and stock options (other than Independent Directors).
   - The Non-Executive Non-Independent Directors who receive remuneration from the holding company or any other group company are not paid any sitting fees or any remuneration.
2. **Remuneration to Managing Director & Chief Executive Officer (MD & CEO) and Executive Directors:**
   - The remuneration to MD & CEO is recommended by NRC to the Board. While considering remuneration to MD & CEO, NRC considers industry benchmarks, merit and seniority of the person and ensures that the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
   - The remuneration consists of both fixed compensation and variable compensation and is paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as per the policy of Company, as approved by the Board and within the overall limit specified by Shareholders.
   - While the fixed compensation is determined at the time of appointment, the variable compensation is determined annually by the NRC based on the performance.

During the year, no changes were made to the Policy.

C. SALIENT FEATURES OF POLICY FOR REMUNERATION OF KEY MANAGERIAL PERSONNEL AND EMPLOYEES

- All employees, irrespective of contract, are to be remunerated fairly and the remuneration is to be externally competitive and internally equitable. The remuneration is paid in accordance with the laid down Statutes.
- Remuneration for on-roll employees will include a fixed component payable monthly and a variable component, based on performance, on annual basis.
- Variable component will be a function of individual performance as well as business performance.
- Business performance is evaluated using a Balanced Score Card (BSC) while individual performance is evaluated on Key Result Areas (KRA).
- Both BSC and KRA are evaluated at the end of the fiscal to arrive at the BSC rating of the business and Performance rating of the individual.
- An annual compensation survey is carried out to ensure that the Company's compensation is externally competitive and is around 60th percentile.
- Based on the findings of the survey and the business performance, the CEO along with the CHRO and CFO decides the increment for different performance ratings as well as grades, the increment for promotions, the total maximum increment and the maximum increase in compensation cost in % and absolute.

During the year, no changes were made to the Policy.

For and on behalf of the Board

Arun Nanda
Chairman
DIN: 00010029

Place: Mumbai
Date: July 10, 2021

ANNEXURE V TO THE DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2021

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

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

To,
The Members,
Mahindra Holidays & Resorts India Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021 according to the relevant and applicable provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder, as may be applicable;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder (Not applicable during the year);

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

  (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

  (d) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

  (e) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable during the year); and

  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies act and dealing with client.

(vi) As confirmed by the Company, it is operating in the Leisure Hospitality Industry and mainly in the business of vacation ownership and there are no laws which are specifically applicable in relation to the business of the Company.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India as amended time to time; and

2. The Equity Listing Agreements entered into by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

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

Other statutes, Acts, laws, Rules, Regulations, Guidelines and Standards etc., as applicable to the Company are given below:

1. Labour Laws and other incidental laws related to employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;

2. Acts as prescribed under Direct Tax and Indirect Tax;

3. Stamp Acts and Registration Acts of respective States;

4. Labour Welfare Act of respective States; and

5. Such other Local laws etc. as may be applicable in respect of various offices of the Company.

We further report that the Board of the Company is duly constituted with proper balance of Executive Director, Non-

Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. During the year under review,

(i) Dr. Anish Shah was appointed as an Additional Director (Non-Executive Non-Independent Director) w.e.f. May 09, 2020; and confirmed as a Director (Non-Executive Non-Independent Director) in the Annual General Meeting ("AGM") held on August 31, 2020;

(ii) Mrs. Sangeeta Talwar was appointed as an Additional (Independent) Director of the Company w.e.f. February 1, 2020 and subsequently confirmed by the shareholders at the AGM held on August 31, 2020 as an Independent Director for a term of 5 years w.e.f. February 01, 2020 to January 31, 2025;

(iii) Mr. Cyrus Guzder, Independent Director, had retired from the Directorship of the Company w.e.f. August 01, 2020 upon completion of his tenure as approved by the Shareholders;

(iv) Mr. Diwakar Gupta was appointed as an Additional (Independent) Director w.e.f. December 01, 2020;

(v) Mr. V S Parthasarathy, (Non-Executive Non-Independent Director), had resigned from the directorship of the Company w.e.f. January 25, 2021; and

(vi) Mr. Ruzbeh Irani was appointed as an Additional Director (Non-Executive Non-Independent Director) w.e.f. January 26, 2021.

Adequate notices were given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except for the Unpublished Price Sensitive Information which were, pursuant to clause no. 1.3.7 of Secretarial Standard 1 ("SS 1"), circulated separately or placed at the Meetings of the Board and the Committees, after due compliance with the SS 1 and in certain cases meetings were held at a shorter notice and the Company has complied with the applicable provisions therefor and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation & deliberations at these Meetings.

During the period under review, decisions were carried through unanimously and no dissenting views were observed, while reviewing the minutes.

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

We further report that during the audit period the Company has undertaken following significant & material corporate events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

(i) Pursuant to the approval accorded by the Board of Directors at their meeting held on February 1, 2020, the Company has, during the year, acquired 6.67% stake valued at ₹ 3.05 Crores in Great Rocksport Private Limited.

(ii) The Members of the Company at their AGM held on August 31, 2020, inter-alia, approved the following special resolutions:

    (a) Adoption of Mahindra Holidays & Resorts India Limited Employee Stock Option Scheme, 2020 and issue of securities thereunder; and

    (b) Extension of benefit of Mahindra Holidays & Resorts India Limited Employee Stock Option Scheme, 2020 to the employees of holding or subsidiary company(ies).

(iii) The Company has given a Corporate Guarantee amounting to Euro 53.27 Million for and on behalf of MHR Holdings (Mauritius) Limited, Mauritius, wholly owned subsidiary of the Company;

(iv) The Company has given a Corporate Guarantee amounting to THB 44 Million for and on behalf of Infinity Hospitality Group Company Limited, Thailand, a step-down subsidiary of the Company;

(v) The Board of Directors at their meeting held on January 25, 2021, inter-alia, approved a limit for investment of surplus funds upto ₹ 1,200 Crores.

For **M Siroya and Company**
Company Secretaries

Mukesh Siroya
Proprietor
FCS No.: 5682
CP No.: 4157
UDIN: F005682C000233228

Date: May 3, 2021
Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

'Annexure A'

To,
The Members,
Mahindra Holidays & Resorts India Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. In view of the ongoing restrictions/advisories issued by the Government of India/Maharashtra to contain the spread of Covid-19 pandemic on the movement of people, we have relied on electronic data for verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company.

For **M Siroya and Company**
Company Secretaries

Mukesh Siroya
Proprietor
FCS No.: 5682
CP No.: 4157
UDIN: F005682C000233228

Date: May 3, 2021
Place: Mumbai

ANNEXURE VI TO THE DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2021

A) Conservation of energy:

(i) The steps taken or impact on conservation of energy:

The operations of your Company are not energy intensive. However, adequate measures have been initiated to reduce energy consumption further which are listed below:

- Committed to become Carbon Neutral by 2040;
- Signed both RE100 (Renewable Energy) and EP100 (Energy Productivity), a global campaign led by The Climate Group — setting targets to run on 100% renewable energy by 2050 and to double its energy productivity by 2030;
- Committed to the Science Based Target Initiative, which requires it to reduce greenhouse gas (GHG) emissions to limit global temperature rise to below two degrees Celsius;
- Committed to EP100 cooling challenge for which it monitors the efficiency of air conditioning systems and implements energy efficient solutions;
- Installation of Solar Energy for hot water generation at resorts;
- Replacement of hot water diesel generators with installation of energy efficient heat pumps at resorts for air-conditioning and space heating;
- Provision of independent solar pathway / garden lights. Timers for external lighting and installation of energy efficient LED lighting at resorts;
- Water flow restrictors installation has helped in saving energy as lower water consumption reduces energy consumption required for pumping, heating and treatment etc.;
- Natural food waste composting bins to convert food waste to manure – eliminated use of waste composting machines which consumes power.

(ii) The steps taken by the Company for utilizing alternate sources of energy:

- Renewable energy through solar power;
- Hot water generation through heat pump instead of diesel boilers;
- Electric vehicles for internal mobility at resorts;
- Rain water harvesting.

(iii) The capital investment on energy conservation equipment: ₹ 300 lakhs.

B) Technology absorption:

i. The efforts made towards technology absorption: Not Applicable

ii. The benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Not Applicable

a) The details of technology imported;

b) The year of import;

c) Whether the technology been fully absorbed;

d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof; and

iv. The expenditure incurred on Research and Development: Not Applicable

C) Foreign Exchange earnings and outgo:

Foreign Exchange Earnings & Outgo during the year under review are as follows:

(₹ in lakhs)

Total Foreign Exchange Earnings & Outgo	For the financial year ended March 31, 2021	For the financial year ended March 31, 2020
Foreign Exchange Earnings	477.94	413.90
Foreign Exchange Outgo (including remittance of Dividend)	2,829.50	5,266.29

For and on behalf of the Board

Arun Nanda
Chairman
DIN: 00010029

Place: Mumbai
Date: July 10, 2021

ANNEXURE VII TO THE DIRECTORS' REPORT FOR THE YEAR ENDED MARCH 31, 2021

Disclosures required with respect to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. **The ratio of the remuneration of each director to the median employees' remuneration for the financial year**

Name of the Directors	Ratio to median remuneration
Non-Executive Directors*	
Mr. Arun Nanda	30:1
Mr. Cyrus Guzder^	6:1
Mr. Rohit Khattar	10:1
Mr. Sridar Iyengar	11:1
Mr. Sanjeev Aga	9:1
Mrs. Sangeeta Talwar	7:1
Mr. Diwakar Gupta#	3:1
Dr. Anish Shah&	-
Mr. V S Parthasarathy@	-
Mr. Ruzbeh Irani$	-
Executive Directors	
Mr. Kavinder Singh	160:1

* The remuneration of Non-executive directors includes sitting fees and commission.

^ Ceased to be an Independent Director of the Company w.e.f. August 1, 2020.

\# Appointed as an Independent Director of the Company w.e.f. December 1, 2020.

& Appointed as a Non-Executive Non-Independent Director of the Company w.e.f. May 9, 2020 and not drawn any remuneration from the Company.

@ Ceased to be a Non-Executive Non-Independent Director of the Company w.e.f. January 25, 2021 and not drawn any remuneration from the Company.

$ Appointed as a Non-Executive Non-Independent Director of the Company w.e.f. January 26, 2021 and not drawn any remuneration from the Company.

2. **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

Name of the Directors, Chief Financial Officer and Company Secretary	Percentage increase in remuneration
Mr. Arun Nanda	55.1%
Mr. Cyrus Guzder^	-28.4%
Mr. Sridar Iyengar	30.6%
Mr. Sanjeev Aga	19.1%
Mr. Rohit Khattar	27.4%
Mrs. Sangeeta Talwar$	445.0%
Mr. Diwakar Gupta#	N.A.
Dr. Anish Shah*	N.A.
Mr. V S Parthasarathy*	N.A.
Mr. Ruzbeh Irani*	N.A.
Mr. Kavinder Singh, Managing Director & CEO	0%
Mrs. Akhila Balachandar, Chief Financial Officer	0%
Mr. Dhanraj Mulki, General Counsel & Company Secretary	0%

^ Ceased to be an Independent Director of the Company w.e.f. August 1, 2020.

$ Appointed as an Independent Director of the Company w.e.f. February 1, 2020.

\# Appointed as an Independent Director of the Company w.e.f. December 1, 2020.

* Not drawn any remuneration from the Company.

3. **The Percentage increase in the median remuneration of employees in the financial year:**

The pandemic has confronted the hospitality industry with an unprecedented challenge during the year under review. Strategies to flatten the Covid-19 curve such as lockdowns, social distancing, stay-at-home orders, travel and mobility restrictions have resulted in temporary closure of many hospitality businesses and also decreased the demand for businesses in the first half of the year under review. In this context, with all its challenges and uncertainties and in order to conserve the costs, the management of your Company had decided to adopt the following approach:

- Despite the difficult and testing times, it was decided not to take any salary cuts during the year under review; and
- There was no salary revision for the year under review across all levels in the organization.

Further, the management of your Company, during the last quarter of the year under review, awarded the eligible employees, for their support and efforts during these trying times and as a gesture of goodwill, with payment of a one-time Ex Gratia. Given the uncertainties in the external environment due to Covid-19, the Senior Management Personnel of your Company opted not to avail the one-time Ex-Gratia.

4. **The Number of permanent Employees on the rolls of the Company:** 4,702

5. **Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration:**

Please refer the information provided in point no.3 above.

6. **Affirmation that the Remuneration is as per the Remuneration Policy of the Company.**

It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and Employees.

For and on behalf of the Board

Arun Nanda
Chairman
DIN: 00010029

Place: Mumbai
Date: July 10, 2021

Management Discussion and Analysis

Mahindra Holidays & Resorts India Limited ('Mahindra Holidays', 'MHRIL' or 'the Company') is a leading player in the leisure hospitality industry in India. Founded in 1996, the Company has established vacation ownership business in India and is a market leader in the business with over 2.54 lakhs members. Together with its Finnish subsidiary, Holiday Club Resorts ('HCR'), Mahindra Holidays has over 3.1 lakhs members and over 110 resorts in India, Asia, Europe and USA, making it the largest vacation ownership company outside USA.

In addition, Mahindra Holidays also offers its members access to over 4,300 RCI affiliate resorts worldwide, opportunity to holiday at other popular destinations in India and abroad through its holiday exchange programme and unique membership privileges — an unmatched range of travel and lifestyle experiences — which differentiates it within the leisure hospitality industry.

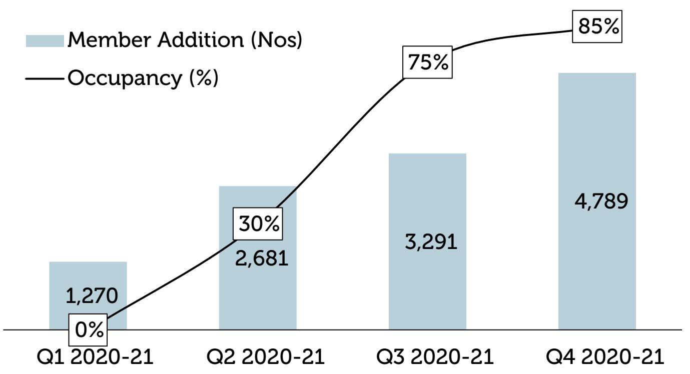
This Management Discussion and Analysis (MDA) Report presents an overview of the operational and financial performance of the Company. It also discusses the macroeconomic environment and opportunities, Mahindra Holidays' strategy and important initiatives taken by it during the year. We begin with a summary of the Company's performance in 2020-21.

Summary and Key Highlights

2020-21 started amidst strict lockdowns in India with severe restrictions on travel and economic activity to contain the health emergency posed by the Covid-19 pandemic. At that time, there was an unprecedented uncertainty regarding the impact of the pandemic and most sectors other than those providing essential services saw extremely limited activity. Given its discretionary nature, the leisure travel and hospitality industry was severely impacted. The section on 'Macroeconomic Environment and Opportunities' provides further details.

Even as the economy started to open-up towards the end of the first quarter, revival in demand for leisure travel and hospitality was slow to pick-up — primarily due to the perceived health risks and also because of varied movement restrictions and Covid protocols both within the States and across States. The consumer sentiment for leisure travel and vacation ownership gathered some momentum only during the second half of the year. This gradual ramp-up is well reflected in Mahindra Holidays' performance in 2020-21. As shown in Chart A, after a subdued start, both member additions and occupancy made significant gains in the second half of the year.

Chart A: MHRIL's Quarterly Performance



Overall, Mahindra Holidays added 12,031 members to its vacation ownership business in 2020-21, compared to 15,697 in the previous year. After accounting for one-off cancellation of overdue members and retirements, the cumulative membership base stood at 2.54 lakhs as on March 31, 2021. ***With most of the room inventory operational in the fourth quarter, the bounce back in occupancy to 85% also reflected an impressive return to normalcy for MHRIL. For the year as a whole, occupancy stood at 72%, compared to 80% in 2019-20.***

Given the difficult circumstances, this is a truly creditable performance and owes a lot to the ability of the Company to swiftly navigate the challenges posed by the Covid-19 crisis and adapt to emerging realities of operating in the new environment. Some of the key initiatives of MHRIL during 2020-21 are presented in Box 1. A more detailed discussion is presented in the sections on 'Strategic Priorities', 'Business Performance' and 'Technology and Digitisation'.

Box 1: Operating During the Covid-19 Pandemic — Focus Areas and Key Initiatives

- **Ensuring business continuity under lockdown** through appropriate technology-aided solutions for work-from-home; reassuring employees on security, reinforcing its credentials as a compassionate employer and a 'Great Place to Work' through concessions in HR processes; targeted learning interventions to implement new SOPs and enhance employee productivity; and establishing effective communication channels. Further details are provided in the section on 'Human Resources'.

- **Building capabilities and implementing creative solutions** through use of technology, digitisation and analytics to adapt to the situation and ramp-up operations once lockdown restrictions were eased. This included driving customer acquisition with a new in-house remote selling tool 'Club Connect' and focusing on high-value organic and referral leads by stepping-up digital marketing and member engagement efforts. In member services, specific initiatives included digital onboarding for new members, upgraded member servicing systems and dedicated virtual desks for assistance. Further details are provided in the sections on 'Membership' and 'Member Experience'.
- **Maintaining highest levels of safety and hygiene at resorts** to deliver safe and immersive holiday experiences through the 'Club Mahindra Safe Stay' programme: contactless hospitality and service delivery for processes such as check-in, check-out, digital menus, pre-purchase options and online payment; intensive sanitisation and disinfection protocols, SOPs for frontline employees; and reinventing resort experience — activities, restaurants and in-room dining — to ensure social distancing. ***MHRIL partnered with Bureau Veritas, a global leader in testing, inspection and certification of 'Covid Safe' protocols, which certified 36 of its resorts as 'Platinum' — its highest rating standard.*** Further details are provided in the section on 'Resort Operations'.
- **Driving occupancy** through resort campaigns; promoting drivable destinations through personalised recommendations utilising the Company's strong analytics platform. This was further reinforced by 'Travel with Confidence' — a programme for holidaying members to aid travel which included Covid test at homes, Covid and travel insurance, free seat selection and cancellation for airline bookings, car sanitisation packages, chauffer and self-driven car rental deals. Further details are provided in the sections on 'Strategic Priorities' and 'Member Experience'.

Mahindra Holidays added 465 rooms in 2020-21, taking the total room inventory to 4,197 units across 79 resorts. This is the Company's largest ever increase in inventory in any given year and includes a 152-room flagship greenfield property at Assonora, North Goa; offbeat and secluded destinations such as Andaman and Nicobar Islands, Arookutty in Kerala, Netrang in Gujarat; and drivable destinations close to cities such as Alibaug in Maharashtra — allowing the Company to address member expectations both in the longer term as well as demand in the immediate context. The section on 'Properties and New Projects' provides further details.

Despite the challenges, MHRIL delivered creditable financial results in 2020-21. Income from vacation ownership sales and ASF, which is the largest component of the Company's income, remained stable in 2020-21. Although total income came down to ₹ 908.8 crore in 2020-21 from ₹ 1,037.1 crore in the previous year, primarily due to a decline in resort incomes, the Company was able to more than make-up for this decline by its strong cost optimisation efforts. As a result, ***PBT of MHRIL as a standalone entity grew at 36.7% from ₹ 123.9 crore in 2019-20 to ₹ 169.5 crore in 2020-21. Not considering the one-time impact of tax expense (Current and Deferred) due to change in tax rate in the previous year, PAT grew at 37.4% from ₹ 91.5 crore in 2019-20 to ₹ 125.8 crore in 2020-21.*** Further details are provided in the section on 'Financials'.

Macroeconomic Environment and Opportunities

The Covid-19 pandemic significantly impacted economic performance in 2020-21. According to the International Monetary Fund (IMF), global output contracted by 3.3% in 2020 — which is unprecedented not just in terms of size of the decline, but also in its global spread.

India also registered a steep fall in output during the year — with GDP contracting by 7.3% in 2020-21, compared to 4% growth in the previous year. With economic activity under pressure due to Covid-19 induced lockdown, the first half of the year saw most of the contraction in GDP — a decline of 24.4% in the first quarter (Apr-Jun) followed by another decline of 7.3% in the second quarter (Jul-Sep). As the economy gradually opened-up and the recovery gathered momentum, the second half (Oct-Mar) of the year was better in comparison with only a marginal decline of 0.4% over the corresponding period of the previous year.

Although uncertainty around the pandemic continues — more so after the second wave that began in March 2021 — the risks seem to have receded globally with the world adapting to pandemic life and with recourse to multiple vaccines and better medical therapies. ***In its latest estimated released in April 2021, the IMF projects the global economy to grow at 6% in 2021, which is higher than its earlier estimates released in October 2020, reflecting an improvement in outlook. India, too, is headed for a sharp turnaround, with the Reserve Bank of India (RBI) projecting a GDP growth of 10.5% in 2021-22.***

Domestic tourist trips in India have seen 12% growth between 2010 to 2018. Although this growth may slow down in the near term due to Covid-19, there will be a strong pent-up demand once normalcy returns, more so as preference for international holidays is likely to see some moderation. Changes in holidaying preferences — for instance, greater preference for destinations within drivable distances and spacious resorts — alongwith heightened expectations in terms of safety and hygiene are likely to contribute further to domestic demand. These trends were already visible in the latter half of the year when holiday activity resumed after the lockdowns were lifted.

Consequently, the long-term fundamentals of the leisure travel industry in India remain strong. The vacation ownership industry, with its loyal membership base, has an even better risk profile. It is also clear that the future will hold significant opportunities for companies that can innovate and adapt to the environment and provide holiday experiences that are safe, in line with emerging trends and meet expectations of discerning consumers.

With its large network of resorts in India and an unparalleled experience ecosystem, Mahindra Holidays is well positioned to benefit from these opportunities. Its creditable performance in 2020-21 brings out the resilience of its business model and at the same time highlights its ability to move swiftly in tough conditions. It also underscores the trust and confidence its members repose in the Mahindra brand, which is a crucial differentiator and has contributed immensely to the Company's performance in these uncertain times.

Strategic Priorities

Mahindra Holidays believes that the vacation ownership industry in India presents considerable opportunities for growth. If one compares India and the USA, the scope for growth of vacation ownership in India is at least five times its current size. Similar conclusions can be drawn if one considers other surrogates such as ownership and sale of cars.

Considering the competitive landscape, major trends in the leisure travel and shifts in media consumption trends, the Company has identified three key strategic priorities to differentiate itself in the market and benefit from the opportunities. These are discussed below.

Building an 'Experience Ecosystem'

The objective is to strengthen the 'Club' value proposition of the Club Mahindra brand by building an extensive experience ecosystem offering unparalleled choice of experiences, destinations and itineraries. While providing immersive holiday experiences continues to be at the core of the Club Mahindra offering, the idea is to go beyond that and offer unique privileges and services to its members even outside the seven-day annual holiday period.

In 2020-21, most of the work involved aligning the offerings with the changes in member preferences due to the pandemic. Key developments are given in Box 2.

Box 2: The Club Mahindra 'Experience Ecosystem'

- **Choice of Resorts:** Mahindra Holidays **added 9 resorts during the year with a focus on creating new destinations and experiences and those within driving distance** from key cities — taking the total resort count to 79. Including 33 additional resorts through its Finnish Subsidiary HCR, members have **access to over 110 resorts in India, Asia, Europe and USA.**
- **Resort Experiences during Covid-19 times:** Due to outbreak of Covid-19 and as a result of concerns arising amongst the members, MHRIL came up with a comprehensive programme to give comfort around the holiday and travel by introducing various measures like contactless hospitality, service delivery, intensive sanitisation and disinfection protocols, reinventing resort experiences etc. and to cover the travel needs from door to door, MHRIL also entered into alliances with various partners for Covid tests at home, Covid and travel insurance, car sanitisation packages, chauffer and self-driven car rental deals etc.
- **Inventory Additions:** MHRIL launched its flagship greenfield property in North Goa at Assonora and for the first time introduced the concept of lazy river in the resort. It also launched fully managed resorts at Jaipur (Rajasthan), Arookutty (Kerala), Netrang (Gujarat) and Alibaug (Maharashtra) and entered into inventory arrangements at Andaman and Nicobar Islands, Ranthambore and Mount Abu (Rajasthan) and Alleppey (Kerala).
- **'Club M Select'** is an **exclusive subscription programme** which allows enrolled members access to several luxury lifestyle offerings such as dining, access to golf clubs, yoga studios, international cruises, yachts and over four lakh hotels, over 70,000 international excursions. **During the year, it added premium home delivery service, health and wellness programmes and add-on privileges on flight bookings.**
- In 2020-21, MHRIL acquired a 6.67% stake in adventure and outdoor activities provider **Great Rocksport Private Limited ('Rocksport'), to enhance outdoor experience offerings** at the resorts. Members will also have access to specially curated Rocksport programs in cities. **'Dreamscapes'** — an online platform that provides in-city experiences to members — is **now available in 60+ cities with over 2,200 experiences.**
- **Holiday Exchange programme** called "Horizon" where members can exchange their Club Mahindra room nights for stays in top-rated hotel chains and cruise experiences. This currently **covers over 200 hotels across 100 locations in India and abroad.**

Enhancing 'Member Life Time Value'

The objective is to enhance the 'Member Life Time Value' — contribution of members throughout the membership period — with a complete product portfolio as well as driving upgrades, referrals and resort incomes through thoughtfully designed services at resorts. This has been achieved through deeper member engagement both within and outside the resorts as well as use of analytics to personalise offers and experiences. Some important elements are presented in Box 3.

Box 3: Enhancing 'Member Life Time Value'

- MHRIL's product portfolio covers all life-stage segments — **GoZest for millennials, Club Mahindra (CMH25) for young families and Bliss for 50+ years.** This allows the Company to market its products to people across all age groups as well as retain members throughout their entire lifecycle.
- Completely transparent and **automated membership upgrade programme** that allows members to move to a higher membership category with information on season and rooms upgrade options as well as online payments through the website or the mobile app.
- Member engagement initiatives such as **'Heart-to-Heart'** include leisure and edutainment activities for member families were successfully converted to online format in 2020-21. The **'Happy Family Referral Programme'** which incentivises member referrals was also digitised.
- To drive resort incomes, the bouquet of services marketed under the **pre-purchase catalogue** as well as **resort activities and experiences while at the resorts** was expanded considerably during the year keeping in mind preferences of members holidaying during pandemic. These included a range of F&B options, in-room dining options, wellness sessions, outdoor holiday activities such as nature walks and trails and open-air 'connect with nature' activities for children.

Focus on 'Digital-Social-Analytics'

Another strategic priority for the Company has been to reinvent its marketing strategy around digital content in line with media consumption trends which favour social media, as well as utilise technology and analytics to improve outcomes while engaging with members and prospects. Some of the key initiatives and achievements in 2020-21 are presented in Box 4.

Box 4: Reinventing Marketing — Key Initiatives

- **Brand Campaign:** As resorts opened-up after the lockdown, Club Mahindra showcased its resorts and 2,000+ unique experiences with a **'We Cover India, You Discover India"** campaign — across social media, TV and print — to create brand affinity and enhance interest among prospects and members. In its **'Mai Phir Aunga'** campaign aimed at getting people back to holidaying, popular actor Ayushmann Khurrana invited people to share their own #MaiPhirAunga stories in the form of videos, comments, photos and songs.
- **Digital and Social Media Engagement:** The **Club Mahindra Members' Community** has become a vibrant engagement platform where members share their experiences. Several innovative consumer-connect campaigns were also carried out: **'Love India See India'** to reignite passion and zest for travel; **'Family Premier League'** contest around IPL 2020 where families could win one of the 75 holidays that were on offer; and **'Fantastic Family Show'** to engage with prospects by offering holidays and gift vouchers.
- **Resort Campaign:** In 2020-21, focus was on communicating preparedness of resorts in terms of safety and hygiene, especially when it comes to F&B and holiday activities. Apart from the Club Mahindra 'Safe Stay' and 'Travel with Confidence' programmes, **over 500 digital campaigns were carried out showcasing the resorts, theme events and promoting holiday or F&B activities.** At the same time, the resort recommendation engine was upgraded to offer personalised resort recommendations prioritising driving distance and other emerging trends.
- **Marketing Automation and Analytics:** In 2020-21, MHRIL embarked on an exciting journey to achieve better efficiency and insights through cutting-edge **digital initiatives in marketing automation and advanced data analytics.** Focus was on continuous engagement with members and prospects through omnichannel personalisation of communication to drive membership, occupancy and referrals. It also introduced a **new flagship website which provides a complete visual experience** and brings alive its offerings, member benefits and the value proposition to drive organic leads for better conversion to add new members.

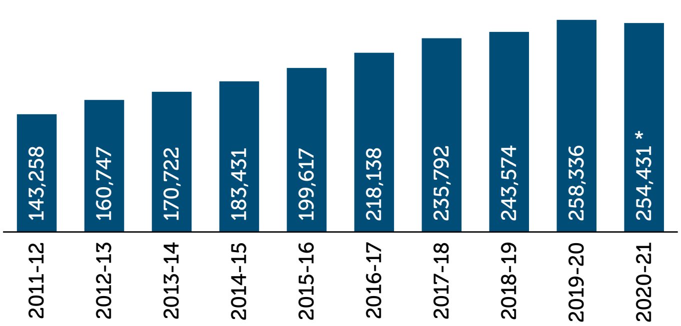
Business Performance

Membership

'Club Mahindra' or CMH25 is the Company's flagship product in the vacation ownership business, which entitles its members a week's holiday every year for a period of 25 years. CMH25 is targeted at young families in the 28-plus age group who like to take regular vacations and spend quality time with their families. It also markets **'Bliss'** — a flexible points-based product targeted at the 50-plus age group — which offers a week's holiday every year for 10 years and ***'GoZest'***, which is a three-year points-based product aimed at millennial travellers to introduce them to the Club Mahindra experience and generate interest for the core 25-year offering. With these products, the Company has a complete product portfolio across all life stages of its target audience.

Despite the pandemic, the Company added 12,031 members in 2020-21 as compared to 15,697 members in the previous year. Due to uncertainty and economic downturn, there was an increase in overdue customers on EMI plans, which ultimately resulted in one-off cancellation of 14,782 memberships by the Company. After accounting for these cancellations and retirements, total membership stood at 254,431 as on March 31, 2021. Chart B provides data on the cumulative membership for the last 10 years. It is important to note that the Company's concerted efforts to improve 'member quality' has resulted in a steep increase in fully paid members or those with high down payment and lower EMI. At the end of the year, fully paid members comprised over 208,000 which is 82% of its cumulative membership base.

Chart B: Cumulative Vacation Ownership Membership



Note: Membership includes all vacation ownership products of the Company

* Net of one-off cancellation of 14,782 members in 2020-21

This performance is remarkable given the subdued consumer sentiment towards discretionary purchases during the year, which was further exacerbated by relative lack of interest in holidays due to the perceived health risks and operational challenges posed by the Covid-19 pandemic especially during the first half of 2020-21.

The ability of the Company to register a strong performance in member additions is a result of concerted efforts on several fronts:

- First, with the mobility restrictions during lockdown and hesitancy among prospects for face-to-face meetings, the Company developed and implemented 'Club Connect' - a full-feature digital platform for online sales with video conferencing and presentation capabilities in an authenticated and secure environment.
- Second, focus on organic and referral leads. This involved a step-up in digital marketing effort to generate a pull for the brand and a complete revamp of the Company's website for organic leads. At the same time, all physical events for lead generation and referrals such as 'Heart-to-Heart' and 'Happy Family Referral Programme' were converted to digital formats.
- Third, it leveraged the strength of its product portfolio to drive sales in line with the prevailing consumer sentiment — focusing more on the low-duration and lower seasons with relatively smaller commitments in the initial part of the year and moving to higher value products in terms of seasons, down payments and duration as the year progressed and the situation improved.

The Company continues to benefit from its large geographic reach, including high-potential Tier 2 and Tier 3 cities, which have gradually been increasing their contribution to the sales mix. At the end of 2020-21, Mahindra Holidays was present in 100+ locations in India through a network of branch offices, sales offices, onsite teams and channel partners. In addition, the Company has presence in six other countries with significant Indian population to market its products.

'Club Mahindra Fundays' is a corporate product which allows enrolled organisations to offer holiday entitlements to its employees either as a part of their reward and recognition programme or as an employment perquisite. Due to Covid-19, corporates have tightened their budgets and, hence, this product did not see much traction during the year.

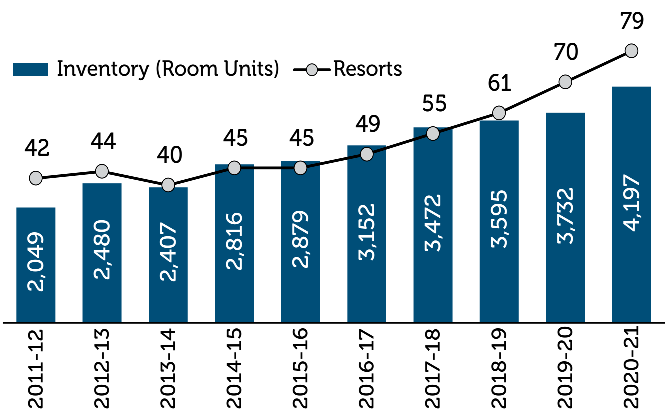
Properties and New Projects

Mahindra Holidays has a pan-India presence through its extensive network of resorts across destinations including hill stations, beaches, backwaters, wildlife sanctuaries, forts and heritage destinations. It is also present in international destinations such as Bangkok, Pattaya, Phuket, Kuala Lumpur, Singapore, Dubai, Colombo and Bhutan. In addition, Club Mahindra members have an option to visit its nine associate resorts in the US as well as HCR's 33 resorts in Finland, Sweden and Spain.

During the year, Mahindra Holidays continued to add inventory in line with its positive medium and long-term outlook for leisure travel in India. Focus was also on meeting the immediate increase in demand from current holidaying preferences such as drivable destinations close to cities as well as offbeat and secluded destinations that are now perceived to be relatively safer. ***In what was the Company's largest ever increase in inventory in any given year, Mahindra Holidays added 465 room units in 2020-21, taking the total inventory to 4,197 room units across 79 resorts by the end of the year.***

Inventory additions in 2020-21 included a 152-room flagship greenfield property at Assonora, Goa as well as long term lease arrangements including Arookutty in Kerala, Netrang in Gujarat, Jaipur in Rajasthan and Alibaug in Maharashtra and entering into inventory arrangements at Andaman and Nicobar Islands, Ranthambore and Mount Abu in Rajasthan and Alleppey in Kerala. Chart C provides data on resorts and room inventory in the last 10 years.

Chart C : Number of Resorts & Cumulative Inventory (Room Units)



In line with the Company's strategy, majority of the inventory is owned by it. In cases where resorts are under long-term lease arrangements, it manages the resorts to ensure delivery of a consistent experience with a complete range of services to its members across its properties. It also adds inventory through short-term arrangements to test new destinations and offer greater choice to its members.

Given the long-term potential for vacation ownership business in India and the Company's growth outlook, increasing room inventory continues to be a key focus area. ***Over the next couple of years, additions will happen through a combination of expansion projects at its resorts in Assonora (Goa), Ashtamudi (Kerala), Puducherry and Kandaghat (Himachal Pradesh) as well as through fresh leases and acquisitions, especially in regions where it perceives demand to be stronger over the medium term.*** In addition, it expects to start development of a new greenfield project in 2021-22 — at Undi, Ratnagiri (near Ganpatipule) in Maharashtra.

Mahindra Holidays also has land bank at several other destinations, including at some of its existing resorts, which provides further flexibility in adding inventory on an ongoing basis. The Company is actively evaluating the opportunity at some of these locations. Besides, it continues to pursue attractive acquisition opportunities where the resorts can be upgraded to meet the Club Mahindra standards and specifications.

Resort Operations

Efficient resort operations and thoughtfully designed, engaging resort amenities are central to delivering immersive holiday experiences. This encompasses three key areas: infrastructure and facilities, holiday activities and F&B.

With Covid-19 pandemic, the entire focus during the year was on improvements and innovations to make the holiday experience safe for the members. This was carried out under the banner of 'Club Mahindra Safe Stay' programme, for which the Company partnered with Bureau Veritas — a global leader in testing, inspection and certification — to ensure strict adherence to 'Covid Safe' behaviour and protocols across the entire range of resort operations.

- **Safe Rooms and Facilities:** Utilised services from top-rated facility management service provider for hospital hygiene management to implement best-in-class practices for cleaning and sanitisation; used WHO mandated chemicals and guidelines; waste segregation and management to avoid cross-contamination; social distancing protocols for room cleaning; and resting period for rooms between guest stays.

- **Safe Food and Kitchen Management:** Strict adherence to FSSAI norms and enhancing the hygiene levels at all touchpoints, sanitising all kitchen areas at periodic intervals, utensils and equipment; ensuring supplier health and quality check of ingredients; uncompromising sanitisation protocols in food preparation; restaurant seating to ensure social distancing; pre-sanitized packaging material, crockery and cutlery for F&B and encouraging in-room dining.

- **Safe Resort Activities:** Reimagined resort activities to ensure safe distancing; introduced customised health, wellness and stress management therapies; focused on outdoor activities such as nature walks and trails; open-air 'connect with nature' activities for kids. Partnership with 'Rocksport' to develop and manage soft adventure activities at resorts was piloted at 6 resorts in 2020-21. Also launched 'B:live E-Cycling', a two-hour guided tour to explore the destination which is currently active at 18 resorts.

- **Contactless Services:** Remote pre-arrival facility for sharing travel information, e-KYC and self-declaration enabling contactless check-in at resorts; digital menus with QR codes for restaurants and in-room dining; contactless information on resort activities through digital screens at resorts; F&B microsite to showcase dining options; online orders for F&B and activities through mobile app; and contactless billing, payments and check-out process.

- **Covid Safe Environment:** Strict regime of personal hygiene, social distancing, temperature check, health assurance and PPE usage for resort employees; stay-at-resort facilities for employees in the event of rising Covid-19 cases in the vicinity of resorts; empowered task force to continuously monitor the situation and take prompt and effective measures.

At the same time, the Company continued to invest in upgrading rooms, renovation of public areas and amenities such as spa and banquets across its resorts. ***The 'Host' and 'Champs' programmes, which have been instrumental in enhancing member engagement at resorts, were enhanced to focus more on assisting guests in safety and hygiene related processes. These trained resources now account for 39% of the total frontline customer-facing employees at resorts.***

The Company's success in implementing comprehensive safe and hygiene protocols during the pandemic is a testimony to its strong processes and systems-based approach. ***During the year, 36 of its resorts received the 'Platinum' — the highest level of certification from Bureau Veritas. The Company also received the 'Clean and Ready' certification for its cleaning and disinfection practices from Diversey — a leading global provider of cleaning and hygiene products.*** Other awards and certifications received by the resorts are presented in Box 5.

Box 5: Resort Awards and Certifications

Mahindra Holidays has the unique distinction of having 32 RCI Gold Crown and 3 Silver Crown resorts in India, which bears testimony to the high standards of resort facilities, amenities and services that its resorts offer. ***In 2020-21, 29 resorts and 4 restaurants won the Trip Advisor Travellers Choice Award.***

15 resorts are certified under ISO 22000, which is an international accreditation recognising enhanced food hygiene and safety. Further, 22 of the Company's resorts have FSSAI Hygiene Certificate. ***During the year, it also piloted ISO 45001 certification, the international standard for occupational health and safety, in Puducherry and expects to expand its coverage to other resorts in the future.***

Mahindra Holidays has institutionalised post-holiday feedback (PHF), which encompasses all key areas of resort operations. This serves as a measure of its success in delivering quality holiday experience as well as identifying and addressing member concerns. The Company continues to make improvements in its PHF programme on an ongoing basis.

Member Experience

At Mahindra Holidays, excellence in member services is about a customer centric mindset and achieving high levels of satisfaction in its member interactions to enhance the Club Mahindra brand experience. This is accomplished through a drive for continuous improvement, aided by appropriate tech-enabled tools, training and interventions. This assumed even greater significance during the year as the Covid-19 pandemic not only affected availability of service infrastructure due to remote working, but also resulted in a considerable increase in member queries and interactions.

Consequently, the focus in 2020-21 was on adapting our existing processes across the entire member lifecycle to the new environment through deployment of technology and digital tools to enable proactive communication and remote servicing. Some of the key developments were:

- **Member Onboarding:** For new members, the Company implemented a digital onboarding solution to automate the entire process. This increased the speed of the process and at the same time made it more transparent and efficient. The satisfaction scores for onboarding have improved significantly.
- **Member Interactions:** The Company's interaction management system was upgraded to ensure customer queries are handled seamlessly across platforms. It strengthened its digital interaction capabilities with WhatsApp and Mobile Bot resulting in queries being answered through digital channels, without having to reach an agent.
- **Member Holidays:** Getting eligible members to avail their holidays has always been an important focus area. But even as the resorts gradually opened, it remained a big challenge due to hesitancy of members to travel. Through protracted efforts to ensure safe holidays at resorts, various digital campaigns, intensive engagement and communication, the Company was able to gradually increase its occupancy from zero in the first quarter to 85% in the fourth quarter of 2020-21. For the entire year, occupancy was a creditable 72%, compared to 80% in 2019-20.
- **Member Retention and Payments:** In a difficult year when members could not holiday, there was an increase in likelihood of cancellations and defaults on payment of Annual Subscription Fees (ASF). The Company proactively addressed these issues through appropriate policy changes and incentives.

Despite the pandemic, all key operational metrics of effective member experience — be it referrals or product upgrades have shown a stable performance in 2020-21. At the same time, loyalty scores based on feedback received through both internal feedback generation mechanisms as well as external surveys continued to be strong, reflecting the success of its efforts to address member queries and concerns during these challenging times.

Business Excellence

Mahindra Holidays has adopted the principles of Total Quality Management (TQM) under the banner of 'The Mahindra Way' — the Mahindra Group's integrated approach to promote excellence in all spheres of its operations. The Company has successfully institutionalised quality systems in all critical business functions. Some of the key developments are discussed below.

Promoting a culture of continuous improvement by institutionalising Kaizens as a way of life has been at the centre of the Company's efforts towards business excellence. The impact of these projects has also been amplified by the online portal which acts as a repository and a tool for Company-wide deployment, resulting in important efficiency gains and cost savings. ***During the year, the 'i2i' mobile app for submission of ideas for innovation and sharing best practices was strengthened further and over 50,000 Kaizens were registered across the organisation.***

Continuous learning is at the centre of our journey towards excellence and the Company's e-learning platform plays an important role in this regard. ***In 2020-21, four new e-learning modules were created: CSR, Safety, Sustainability and Introduction to TMW. Overall, 2,500 participants completed 15,000 certifications during the year.***

The Company has also implemented CAPA (Corrective Actions & Preventive Actions) methodology to identify problems by monitoring daily work to arrive at solutions. This played an important role during the year as the Company reviewed all member servicing touchpoints — including onboarding and inbound support through calls, emails or at branch locations — to fix them proactively, resulting in significant decline in complaints across all channels.

Human Resources (HR)

Hospitality industry is a service-oriented business where customer experience depends directly on the interaction between the customers and employees. Given this specialised nature of the MHRIL's business and the large number of locations where it operates, attracting and nurturing the right talent is at the core of its growth strategy. The HR function at Mahindra Holidays is organised into three key areas: customer acquisition, resort operations and corporate functions.

Mahindra Holidays has always focused on building capabilities and skills through targeted learning and development (L&D) interventions. Amid the Covid-19 crisis, this assumed even greater significance as considerable changes were made across the organisation to adapt to the pandemic and ensure efficient operations. Some of the key L&D initiatives in 2020-21 were:

- **Training on Covid-19 protocols** across the organisation with zero-tolerance for deviations. For frontline employees at resorts, this involved intensive training on SOPs of ISO 22000 and Bureau Veritas as well as enabling effective use of new technology and processes created for minimal contact and handling member concerns.
- **Club Mahindra Executive Training** programme for sales which aims at building homegrown team of best-in-class sales professionals following source-hire-train model for its unique product offerings. A batch of 45 hotel management graduates are currently enrolled in this intensive 18-month programme.
- **Fast-track growth programmes** to identify and develop high potential employees for supervisory positions after a rigorous training including classroom sessions, on the job assignments and live projects. During the year, 41 high potential employees were enrolled for these programmes under the banner of 'iGrow' and 'iGrow Plus'.
- **E-learning courses** were targeted at specific roles and functions through multiple channels. The Company also organised several virtual classroom sessions for induction of new employees and training programmes in functional and general management skills.

Mahindra Holidays featured among the Top 100 'Best Companies to work for in India' by Great Place to Work Institute in 2020. Maintaining high employee engagement levels was a top priority during the year as the Covid-19 pandemic created a lot of uncertainty among employees about health risks and its impact on job security. In the initial days of the pandemic, MHRIL achieved this through awareness campaigns and effective communication — reinforcing the Company's credentials as a compassionate employer through various HR policies. It also established appropriate protocols for resort staff during lockdown.

Later, the focus moved to proactively keeping in touch with employees working remotely and organising health and wellness sessions to engage with them. The Company launched listening platforms — a WhatsApp channel and an online HR helpdesk — to support its people and for sharing ideas and concerns. It also implemented the Employee Assistance Programme (a counselling helpline) to assist employees in dealing with anxiety, stress, isolation and work from home arrangements.

As on March 31, 2021, there were 4,702 people on the rolls of the Company. Industrial and employee relations remained cordial throughout the year.

Technology and Digitisation

Mahindra Holidays believes that Information Technology (IT) plays an active role in providing a competitive edge and contributes directly to performance. The Company has invested significant resources in its IT architecture and benefits from it in all key spheres of its operations. These capabilities assumed even greater significance during the Covid-19 crisis, allowing it to quickly implement IT and digital solutions for remote operations and contactless delivery of services.

During the year, the Company implemented several applications to digitise processes in customer acquisition, resort operations and member experience which have already been discussed in the respective sections of this report. Maintaining and upgrading digital assets that enable effective member servicing is an important priority. Apart from a completely new website for prospects which was discussed earlier, significant upgrades were implemented to the mobile app for members, sales team as well as associates during the year.

Another thrust area in 2020-21 was using digitisation and analytics to drive better efficiencies. One of the more significant developments in this context was implementation of the 'nearby' logic in the 'recommendations engine' which showcased nearby resorts for holiday planning.

The Company continues to invest in its IT and applications infrastructure. During the year, as it enabled work from home for employees, appropriate protocols and controls were put in place to ensure security of information and data shared as well as the Company's IT infrastructure.

ENVIRONMENT SOCIAL GOVERNANCE (ESG)

As a part of the Mahindra Group, Mahindra Holidays is guided by the 'Rise' philosophy, with the broader goal of driving positive change for all its stakeholders — including its customers, employees, vendors, shareholders — the communities in which it operates and the larger society. Adherence to the underlying principles of ESG have always been an important part of its functioning, guiding its strategic decision making to create long-term value as well as a tool for mitigating risks.

A discussion on the Company's processes and initiatives around Governance is provided in the chapter on Corporate Governance that forms a part of this Annual Report. In what follows, we present the Company's initiatives in the areas of Environment and Sustainability and Corporate Social Responsibility (CSR).

Environment and Sustainability

Mahindra Holidays is committed to conserve the ecological integrity of its operating locations through responsible business practices and activities such as measurement of carbon footprint, conservation of biodiversity, energy conservation, use of renewable sources, water conservation and waste recycling (See Box 7). These green initiatives undertaken by the Company are aligned to its larger mission of 'Good Living, Happy Families'.

Box 6: MHRIL's Sustainability Commitments

- Mahindra Holidays has committed to become carbon neutral by 2040.
- It is India's first hospitality Company that has signed both RE100 (Renewable Energy) and EP100 (Energy Productivity), a global campaign led by The Climate Group — setting targets to run on 100% renewable energy by 2050 and to double its energy productivity by 2030.
- MHRIL has also committed itself to the Science Based Target Initiative, which requires it to reduce greenhouse gas (GHG) emissions to limit global temperature rise to below two degrees celsius.
- It is also committed to EP 100 cooling challenge for which it monitors the efficiency of air conditioning systems and implements energy efficient solutions.

In 2020-21, Mahindra Holidays undertook various initiatives in the areas of solar installations, energy saving, water conservation, waste recycling and biodiversity:

- **Solar Installations and Energy Saving:** Focus continued to be on installation of solar power and hot water generators. ***Solar power is streaming in at seven of its resorts with 22 million kWh generated during the year; another five resorts will be added in 2021-22.*** Outdoor solar lights were installed in landscaped areas. Other energy saving initiatives have been systematically implemented at resorts as a part of its 26-point programme. These included replacing diesel boilers with heat pump for hot water generation in 10 resorts resulting in 67% less diesel consumption as compared to last year; and installation of inverter ACs and energy saving BLDC fans.
- **Water Conservation:** Important initiatives include recycling of water from sewage treatment plants, rainwater harvesting, installation of water saving taps/ fixtures in rooms as well as public areas. ***Six of its resorts were 'water positive' at the end of 2020-21. Utilisation of rainwater increased considerably in 2020-21 and similar actions will be implemented in another 19 resorts by 2024.*** Water consumption has reduced by 156 million litres compared to last year and 55% of total water consumed by the resorts was recycled in 2020-21.
- **Waste recycling:** The Company embarked on the 'Zero Waste to Landfill' (ZWL) programme last year with its

Virajpet resort becoming India's first ZWL resort. ***Three more resorts at Munnar, Madikeri and Varca were certified as ZWL resorts in 2020-21.*** The Company is also focused on the installation of organic waste converters, vermicompost systems and biogas which are currently operational at many of its resorts.

- **Biodiversity:** MHRIL has organic gardens at several of its resorts: Kanha, Munnar, Corbett, Poovar, Manali, Cherai, Dharamshala, Thekkady, Kandaghat and Mahabaleshwar. It also has butterfly gardens at Puducherry and Ashtamudi. During the year, biodiversity assessments were carried out at Virajpet and Madikeri. Achievements of its tree plantation drive is presented in the section on CSR.

In recognition of these efforts, Mahindra Holidays received 'Sustainability and Business Excellence' award by CII-ITC; and a 'Biodiversity' award from CII-ITC for Madikeri during the year. The Company actively participates in the Mahindra Group's Corporate Sustainability Reporting. The 'Sustainability Report' of the Group is prepared in accordance with the internationally accepted framework specified by the Global Reporting Initiative (GRI). This framework sets out the principles and indicators that should be used to measure and report economic, environmental and social performance. **During 2020-21, 22 resorts participated in sustainability reporting of the Group.**

Corporate Social Responsibility (CSR)

Mahindra Holidays has been at the forefront of taking affirmative action and seeks to contribute to the socio-economic wellbeing of communities that it interacts with in carrying out its business. As defined in the Company's CSR Policy, its efforts cover education, skill development, healthcare and sanitation, environmental sustainability, protection of national heritage, art and culture, disaster relief & rehabilitation and rural development.

Apart from working with not-for-profit organisations and contributing resources for CSR projects, the Company also encourages community service by its employees by involving them through its 'Employee Social Options Programme'. ***During the year, 1,252 employees volunteered 7,489 person hours on CSR initiatives.***

Key CSR initiatives undertaken by the Company in 2020-21 are presented below. Activities related to disaster relief and rehabilitation during the Covid-19 pandemic is presented in Box 6.

- **Education & Skill Development:** The Company sponsored the education of 4,226 girls through the 'Nanhi Kali' project of KC Mahindra Education Trust, which provides academic and material support to underprivileged girls. Through project 'Udaan', it initiated a skill development and livelihood programme for 125 youth and 75 women; and supported three digital job fairs to help blue and grey collar workers find livelihood opportunities which achieved registration from 1,837 candidates and 194 businesses.
- **Environment:** 46,960 trees were planted in 2020-21 as a part of 'Mahindra Hariyali' — a tree plantation initiative of the Mahindra Group — taking the total trees planted to 470,286 since the beginning of the project in 2010-11. Under its 'Jal Jivan' campaign — a major initiative for water conservation and provision of safe drinking water — the Company carries out projects for rejuvenation of water bodies, rainwater harvesting, water access, chlorination and installation of RO water purifiers. In 2020-21, it installed rooftop rainwater harvesting structures in 10 schools in Udaipur district which will benefit 2,120 students.
- **Healthcare and Sanitation:** Initiatives included (i) installation of water treatment plant for drinking water near Lonavala, Maharashtra benefitting 100 families, (ii) household sanitation units to 30 families in Raigad district of Maharashtra and (iii) initiative to raise awareness and practical hands-on sessions on how to handle sudden cardiac arrest emergencies in Mumbai, Maharashtra.

Box 7: Relief & Rehabilitation Initiatives During Covid-19 Pandemic

- Mahindra Holidays reached out to communities around most of its resorts in Maharashtra, Rajasthan, Uttarakhand, Himachal Pradesh, Madhya Pradesh, Tamil Nadu, Karnataka, Goa and Kerala. This included distribution of dry ration and essential hygiene kits to the needy and poor, daily wagers, migrant labour and other groups recommended by the local authorities, benefiting over 11,000 individuals.
- MHRIL has been assisting frontline health workers, police personnel and medical staff through provisioning of sanitisers and protective equipment such as masks, personal protective equipment (PPE) kits and face shields. Its resorts in Kerala, Tamil Nadu and Puducherry also provided cooked food to the community, local police officers and medical professionals. It also installed swab collection kiosks in Coorg and Ooty for testing, enhancing safety and reducing requirement of PPEs.
- The Company contributed to PM CARES Fund to strengthen the fight against Covid-19. It carried out a rehabilitation programme called Project Vaapsi to build the local economy and create livelihood opportunities in rural India benefitting 200 families. In another major initiative, it aims to strengthen the Infection Prevention Control (IPC) protocols and sanitation and hygiene infrastructure in a hospital accessed by low-income communities in Mumbai.

Financials

Standalone Financial Results

Table 1 presents the abridged financial statements of the Company as a standalone entity.

Table 1: Financial Information (Standalone)

(₹ in crore)

	2020-21	2019-20
Income from Operations	822.2	977.0
Other Income	86.6	60.1
Total Income	**908.8**	**1,037.1**
Operating & Other Expenses	622.6	795.5
Finance cost	13.0	16.0
Depreciation	103.7	101.7
Total Expenditure	**739.3**	**913.2**
Profit Before Tax (PBT)	169.5	123.9
Tax Expenses	43.7	32.4
Profit After Tax (PAT) prior to one-time transition impact^	**125.8**	**91.5**
Tax – one-time impact	-	199.7
Profit After Tax (PAT) post one-time transition impact^	**125.8**	**(108.2)**
Diluted EPS before One Time Impact (₹)	9.46	6.9
Diluted EPS (₹)	9.46	(8.14)
Cash & Cash Equivalents	939.7	780.7
Long-term Debt	-	-
Deferred Revenues	5,081.3	5,518.7

^ MHRIL exercised the option of lower corporate tax rate which brought down the effective tax rate to 25.17% with effect from financial year 2019-20. Accordingly, it remeasured accumulated deferred tax asset and current tax, which resulted in a one-time transition impact of Rs 199.7 crore in the Profit & Loss Account for the financial year 2019-20.

- Total Income, which includes both operating and other income, was ₹ 908.8 crore in 2020-21 as compared to ₹ 1,037.1 crore in 2019-20. Most of the decline is on account of Resort Income, which came down from ₹ 228.3 crore in 2019-20 to ₹ 104.4 crore in 2020-21. In contrast, the two largest components of the Company's operating income — Income from sale of vacation ownership products and Annual Subscription Fees (ASF) — remained stable despite the pandemic. For 2020-21, Other Income also includes an income of ₹ 30.8 crore resulting from renegotiations of lease rents due to the Covid-19 pandemic which is short-term in nature.
- Total Expenditure came down by 19% from ₹ 913.2 crore in 2019-20 to ₹ 739.3 crore in 2020-21, driven by significant cost saving measures across the organisation including sales and marketing, employee expenses, rents and other expenses. While some elements of this reduction in costs such as sales and marketing, resort expenditure and rents are linked to lower activity during the year and are therefore short-term in nature, the Company expects to continue to benefit from the efficiency gains made during the year.
- As a result, Profit before taxes (PBT) grew at 36.7% from ₹ 123.9 crore in 2019-20 to ₹ 169.5 crore in 2020-21. Not considering the one-time impact of transition to lower effective tax regime on the Company's Profit After Taxes (PAT) in the previous year, PAT grew at 37.4% from ₹ 91.5 crore in 2019-20 to ₹ 125.8 crore in 2020-21. As shown in Table 2, profitability margins also improved during the year. Accordingly, diluted EPS stood at ₹ 9.46 in 2020-21.
- Cash balances improved from ₹ 780.7 crore at the end of 2019-20 to ₹ 939.7 crore at the end of 2020-21 — primarily due to better management of receivables and focus on collecting ASF payments on time. As a result, the liquidity situation of the Company remains comfortable. The Company has a Deferred Revenue pool of ₹ 5,081.3 crore as on March 31, 2021, providing visibility on future revenues and improved profitability with minimal incremental costs. The Company's strong balance sheet is further underscored by lack of any long-term debt as a standalone entity.

Table 2: Key Financial Ratios (Standalone)

	2020-21	2019-20
Debtors Turnover	0.57	0.59
Inventory Turnover^	4.02	6.82
Current ratio	2.19	2.38
Operating profit margin (%)^	35%	25%
PBT margin (%)^	21%	13%
PAT margin before One Time Tax Impact# ^ (%)	15%	9%
Return on Net Worth* (%)	13%	11%

Profit after tax (PAT) for 2019-20 has been derived after excluding One Time Impact on Tax Expense (Current and Deferred) due to change in Tax rate.

* Net worth has been derived after excluding revaluation reserve of ₹ 769.3 crore and Transition Difference of ₹ 1,402.7 crore.

^ Ratios where the change between 2019-20 and 2020-21 are significant — more than 25% as defined under the SEBI Listing Regulations

Table 2 presents key financial ratios for Mahindra Holidays as a standalone entity. As the Company does not have any debt on its standalone Balance Sheet, Debt Equity and Interest Coverage ratios are not applicable and have not been calculated. The improvement in profit margins during the year is primarily due to Company's success in optimising costs in a challenging environment. The decline in inventory turnover ratio from 6.82 in 2019-20 to 4.02 in 2020-21 is not comparable due to closure of resorts operations in the early part of the year based on the Government advisories related to restrictions on travel and economic activity to contain the health emergency posed by the Covid-19 pandemic.

Holiday Club Resorts (HCR)

HCR, Finland, is a wholly owned subsidiary of Mahindra Holidays through its step-down subsidiary Covington Sàrl, Luxembourg. Established in 1986, HCR is the largest vacation ownership company in Europe and the largest operator of leisure hotels in Finland.

As of March 31, 2021, HCR had 33 resorts of which 25 are in Finland, 2 in Sweden and 6 in Spain. Its revenues are evenly split between the timeshare-related business and the hotel business. Its current timeshare membership is about 60,000 families and 1,300 companies. Besides, HCR's Spa Hotels service over one million guest visits annually.

Table 3: Summary Financials — HCR

(million €)

	2020-21	2019-20
Total Income	99.5	157.3
EBITDA	(8.9)	6.7
Profit / (Loss) Before Tax	(15.2)	0.3
Profit / (Loss) After Tax	(11.4)	0.1

Note: As per Finnish Accounting Standard (FAS) Accounts

During the year, HCR's performance was adversely impacted due to the Covid-19 crisis, affecting both timeshare and spa hotel businesses. The year started amid travel restrictions resulting in limited activity in the first quarter. Although the situation improved in the second quarter, the second wave of Covid hit Europe in the third quarter affecting performance through the remainder of the year as Government of Finland imposed strict restrictions. Table 3 provides summary of financial performance of HCR.

- During the year under review, total income of HCR, which includes turnover and other operating income was € 99.5 million as compared to € 157.3 million in 2019-20, a decline of 37%.
- Despite a challenging environment, the company has been successful in bringing down its costs systematically, enabling it to contain its operational losses in 2020-21. Earnings before interest, tax, depreciation and amortization (EBITDA) for the year were (€ 8.9) million, down from € 6.7 million in 2019-20.
- HCR recorded a PBT and PAT of (€ 15.2) million and (€ 11.4) million respectively in 2020-21.

Finland saw onset of a third wave of infections in March 2021, which is its peak holidaying season. Although this will impact the performance of the first quarter, the Company expects the situation to normalise around July 2021. Internally, the Company is focused on implementing a comprehensive strategy for its long-term growth which relies on four key levers: introduce innovative time share products, upgrade resort concept and services to drive revenues, step-up sales and marketing effort with digital interventions and best-in-class operations. Several new people have joined the leadership team at HCR to drive this process, with visible improvements during the year. This is likely to gather further momentum and result in tangible gains once the Covid-19 situation stabilises.

Consolidated Financial Results

For the purpose of consolidation of financial results of the Company, 34 subsidiaries, one joint venture (JV) and one associate as on March 31, 2021 were considered. Table 4 presents the abridged financial statements of the Company as a consolidated entity.

Table 4: Financial Information (Consolidated)

(₹ in crore)

	2020-21	2019-20
Income from Operations	1,730.0	2,371.9
Other Income	117.3	59.3
Total Income	**1,847.3**	**2,431.2**
Operating & Other Expenses	1,498.6	2,003.2
Finance Cost	82.2	79.5
Depreciation	264.0	247.1
Total Expenditure	**1,844.8**	**2,329.8**
Profit Before Tax (PBT)	2.5	101.4
Tax Expenses	16.5	35.9
Profit after Tax (PAT) prior to one-time transition impact^	**(14.0)**	**65.5**
Tax – one-time impact	-	199.7
Profit After Tax (PAT) post one-time transition impact^	**(14.0)**	**(134.2)**
Diluted EPS before One Time Impact (₹)	(0.98)	5.1
Diluted EPS (₹)	(0.98)	(9.94)
Cash & Cash Equivalents	1,019.1	869.2
Total Debt	939.3	861.6

^ MHRIL exercised the option of lower corporate tax rate which brought down the effective tax rate to 25.17% with effect from financial year 2019-20. Accordingly, it remeasured accumulated deferred tax asset and current tax, which resulted in a one-time transition impact of Rs 199.7 crore in the Profit & Loss Account for the financial year 2019-20.

- Total Income came down from ₹ 2,431.2 crore in 2019-20 to ₹ 1,847.3 crore in 2020-21.

- Total Expenditure came down from ₹ 2,329.8 crore in 2019-20 to ₹ 1,844.8 crore in 2020-21.
- PBT after including share in profit/loss of JV and associates during the year was ₹ 2.5 crore, whereas there was a net loss of ₹ 14 crore after taxes.
- Diluted EPS was (₹ 0.98) in 2020-21, compared to (₹ 9.94) in 2019-20 after accounting for one-time impact due to adoption of lower tax. Without such one-time tax impact, the diluted EPS was ₹ 5.1 in 2019-20.
- On consolidated basis, total debt was at ₹ 939.3 crore as on March 31, 2021 as compared to ₹ 861.6 crore at the end of the previous financial year.

Internal Controls

The Company has an adequate internal control system, commensurate with the size and nature of its business. The system is supported by documented policies, guidelines and procedures to monitor business and operational performance which are aimed at ensuring business integrity and promoting operational efficiency.

The Company conducts periodic internal audits in line with an audit plan that is drawn at the beginning of the year and is approved by the Audit Committee. The scope of the exercise includes ensuring adequacy of internal control systems, adherence to management policies and compliance with the laws and regulations of the country. The Company's ERP system has appropriate controls embedded in its processes and systems to reduce the need and reliance for compensating manual controls. These have also been strengthened from time to time.

Internal audit reports are placed before the Audit Committee of the Board of Directors, which reviews the adequacy and effectiveness of the internal control systems and suggests improvements for strengthening them.

Threats, Risks and Concerns

Mahindra Holidays' risk management framework consists of identification of risks, assessment of their nature, severity and potential impact and measures to mitigate them. This framework is in place for adequate and timely reporting and monitoring. Risks are reviewed periodically and updated to reflect the business environment and change in the size and scope of the Company's operations. The Company has a Risk Management Committee consisting of four Directors.

Box 8: Covid-19 — Risks, their Mitigation and Opportunities

The Covid-19 pandemic has been extremely disruptive, exposing businesses to unprecedented levels of uncertainty, affecting day-to-day operations as well as longer term planning and strategy.

Mahindra Holidays has taken an integrated approach to mitigate these risks. The Company has implemented best-in-class technology to enable work-from-home, interact within the organisation and ensure business continuity under remote working conditions. At the same time, it has aligned business processes to service and acquire customers through digital interventions. At its resorts, comprehensive measures and certifications have enabled safe and immersive holiday experiences, which has been endorsed by the rise in occupancy to pre-Covid levels towards the end of the year. As for longer-term planning and strategy, the Company is gearing itself to possible changes in travel preferences: greater demand for domestic holidays, especially those with shorter, drivable distances or in secluded destinations.

Macroeconomic Risks

India's GDP contracted significantly during 2020-21 due to the Covid-19 crisis. If the situation does not improve in 2021-22 due to the second wave of Covid, it can impact the Company's ability to generate sales and resort income and affect its growth prospects in the near term.

Mahindra Holidays recognises these risks and has reasonable measures in place to mitigate their impact. Some of the Covid-19 related mitigation measures have already been covered in Box 8. The Company believes that its focus on customer acquisition through referrals, alliances and marketing automation will help it to partly mitigate risks from the economic downturn. Other initiatives include a complete product portfolio across all life-stage segments, building a strong ecosystem and augment member spend at resorts. The management is also proactively taking steps to rationalise costs, wherever possible. In this context, improvements in resort occupancy after the travel restrictions were eased during the year is a positive development.

Operational Risks

Operational risks mainly relate to meeting customer expectations in terms of quality of service and maintaining a balance between the inventory of resorts and growth of customers. These assume significance given the long service duration of the key products. As there are multiple choices of locations and seasons, there could be occasions where the first choice of holiday requested by the customers may not be available, which may result in dissatisfaction. Another operational risk is in the ability to consistently attract, retain and motivate managerial talent and other skilled personnel, especially in a high growth industry with unique characteristics. Further, some of the Company's resorts are in remote areas and natural calamities such as earthquake, flood, landslide etc. may affect the accessibility of the resort to members.

The Company has invested significant resources in systems and processes to mitigate these risks. Customer satisfaction continues to be favourable and on an upward trend. Regarding room inventory, the Company will continue to be judicious in the use of different options — greenfield projects, acquisitions, expanding inventory at existing locations, long term leases and inventory arrangements — to meet the expectations of its customers and at the same time maintain a balance between demand and supply. Regarding talent management and retention, management believes that its HR practices enhance employee engagement and satisfaction to effectively mitigate this risk.

Financial Risks

The Company's business involves significant investments in building resorts for its operations. These expose it to risks in terms of timely and adequate availability of funds at competitive rates to finance its growth. Besides, it offers its customers schemes to finance the purchase of the vacation ownership and similar products, which exposes it to credit risks. The Company is, therefore, exposed to potential risk of non-payment or delayed payment of membership instalments and/or the annual subscription fees by members resulting in higher outstanding receivables.

Currently, Mahindra Holidays has no long-term debt on a standalone basis and has a strong and stable capital structure to raise money for further expansion, if needed. The Company undertakes comprehensive assessment of the profile of its customers and carefully monitors its exposure to credit risk. Further, several improvements have been implemented in receivables management and collections to reduce credit risks. While there is no currency risk at the standalone entity basis, in respect of the debts in the books of foreign subsidiary companies the underlying assets are also in the same currency. Hence, the Company does not foresee any significant forex risks.

Regulatory and Legal Risks

Mahindra Holidays is exposed to regulatory and legal risks. These include cumbersome processes and risks relating to land acquisition, conversion of land for commercial usage and development of properties, environmental clearances, approvals and activities related to development of new resorts. There are also other regulatory and legal risks pertaining to tax proceedings, legal proceedings on properties, customer complaints, non-compliance of regulations including environmental regulations and those pertaining to the hospitality sector. Further, as the Company has investments and operations in different countries, it is also exposed to political and regulatory risks that emanate from its international presence.

Mahindra Holidays has adequate systems and controls in place to reasonably mitigate these risks and minimise instances of non-compliance. The Company also believes that its proactive stance on sustainability will hold it in good stead for future development and growth.

Outlook

India witnessed a significant contraction in economic activity during the year. After a recovery in the second half of the year, as restrictions on economic activity were lifted, the economic outlook for 2021-22 is positive. The RBI is projecting GDP growth of 10.5% for 2021-22, though this may be revised downwards given the second wave of Covid. Despite the downside risks from a second wave of Covid in India, the Company believes that it is unlikely to derail the recovery, especially if the vaccine roll-out gathers pace.

The travel and tourism sector in India, as in the rest of the world, was hit hard by the pandemic. Though there was improvement in performance as the year progressed, the recovery has been slow. In comparison, Mahindra Holidays has performed much better, bringing out the resilience of its business model. Its occupancy has increased significantly through the year and is now back to pre-Covid levels. At the same time, member acquisitions have also recovered sharply and the Company recorded its largest inventory addition in 2020-21.

This has been possible due to Mahindra Holidays' solid experience ecosystem, its ability to leverage technology to drive business, its committed teams and its strong service culture. But the most important factor has been the Club Mahindra brand — the trust that it enjoys — with its strong 25-year legacy, which gave its members the confidence to travel and enjoy safe and immersive holiday experiences, as the resorts opened after the lockdowns were lifted.

Mahindra Holidays expects the business environment may improve from the second quarter of 2021-22, if the vaccination roll-out gathers pace and the Company is well placed to benefit from the opportunities that it presents. The Company has a strong balance sheet with adequate resources at its disposal to tide over any short-term challenges and to benefit from emerging opportunities in the leisure travel and hospitality industry.

Cautionary Statement

Certain statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include poor macroeconomic growth and consumer confidence, inability to add resorts and increase the inventory of room, cyclical demand and pricing in the Company's principal markets, changes in tastes and preferences, government regulations, tax regimes, economic development within India and other incidental factors.

Corporate Governance Report

Corporate Governance Philosophy

Mahindra Holidays & Resorts India Limited ("Mahindra Holidays" or "the Company") upholds highest standards of integrity, transparency, professionalism, business ethics and accountability. The Company's corporate governance practices reflect its value system encompassing its culture, policies and relationships with its Stakeholders.

Mahindra Holidays strongly believes that corporate governance is an integral means for the existence of the Company. The Company ensures adherence to the moral and ethical values, legal and regulatory framework and adoption of good practices beyond the realms of law.

Mahindra Holidays continues to strengthen its governance principles to generate long term value for its Stakeholders on sustainable basis, thus ensuring ethical and responsible leadership both at the Board and at the Management level. Integrity and transparency are key to the Company's corporate governance practices to ensure that it gains and always retains the trust of its Stakeholders.

A report on compliance with the Code of Corporate Governance as prescribed by the Securities and Exchange Board of India ("SEBI") and incorporated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is given below.

Board of Directors

Board Diversity and Composition of the Board

The Company recognizes the importance of a diverse board in its success and believes that a truly diverse board will leverage differences in perspective, knowledge, skill, industry experience, age, cultural and geographical backgrounds. In line with the same, the Company continues to have a balanced and diverse Board of Directors ("the Board"), which primarily takes care of the business needs and Stakeholders' interest. The Board Diversity Policy adopted by the Board in this regard is available on Company's website at: https://www.clubmahindra.com/corporate-governance/investor-information.

The composition of the Board is in conformity with Regulation 17(1) of the SEBI Listing Regulations and with the provisions of the Companies Act, 2013 ("the Act"). The Chairman of the Board is a Non-Executive Director and more than half of the Board comprises of Independent Directors including a Woman Director.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors at their meeting held on May 9, 2020 have appointed Dr. Anish Shah as an Additional Director in the category of Non-Executive Non-Independent Director of the Company. The Shareholders of the Company at their 24th Annual General Meeting ("AGM") held on August 31, 2020, approved the appointment of Dr. Anish Shah as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Further, the Shareholders of the Company at their 24th AGM held on August 31, 2020, approved the appointment of Mrs. Sangeeta Talwar as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from February 1, 2020 to January 31, 2025.

Based on the recommendation of the NRC, the Board of Directors have appointed Mr. Diwakar Gupta as an Additional Director in the category of Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) years effective from December 1, 2020. He shall hold office as an Additional Director upto the date of the ensuing AGM and thereafter, subject to approval of the Shareholders, shall continue to hold office as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from December 1, 2020 to November 30, 2025.

Further, based on the recommendation of the NRC, the Board of Directors have appointed Mr. Ruzbeh Irani as an Additional Director in the category of Non-Executive Non-Independent Director of the Company effective from January 26, 2021. He shall hold office as an Additional Director upto the date of the ensuing AGM and thereafter, subject to approval of the Shareholders, shall hold office as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

During the year under review, Mr. Cyrus Guzder ceased to be an Independent Director of the Company with effect from August 1, 2020 upon completion of his tenure as approved by the Shareholders. Further, Mr. V S Parthasarathy has resigned as a Non-Executive Non-Independent Director of the Company with effect from January 25, 2021. The Board placed on record its sincere appreciation for the valuable contributions made by Mr. Cyrus Guzder and Mr. V S Parthasarathy during their tenure as Directors of the Company.

As on the date of this report, the Board comprised of 9 (nine) Directors. Mr. Arun Nanda is the Non-Executive Chairman of the Company. Mr. Kavinder Singh is the Managing Director & Chief Executive Officer ("CEO") of the Company. Dr. Anish Shah and Mr. Ruzbeh Irani are the Non-Executive Non-Independent Directors of the Company. Mr. Rohit Khattar, Mr. Sridar Iyengar, Mr. Sanjeev Aga, Mrs. Sangeeta Talwar and Mr. Diwakar Gupta are the Independent Directors on the Board of the Company.

The Independent Directors are from diverse fields and bring to the Company a wide range of experience, knowledge and judgement as they draw on their varied proficiencies in finance, hospitality, vacation ownership, telecom, financial services, corporate strategy, law, sales & marketing, corporate governance, forex management, administration, decision making, general corporate management and other allied fields which enable them to contribute effectively to the Company in their capacity as the Directors, while participating in its decision making process. The terms and conditions of appointment of the Independent Directors are available on the Company's website.

Dr. Anish Shah, Non-Executive Non-Independent Director of the Company, is the Managing Director and Chief Executive Officer of Mahindra and Mahindra Limited, holding company of the Company. He is also a member of the Mahindra Group's supervisory board called 'Group Executive Board'.

Mr. Ruzbeh Irani, Non-Executive Non-Independent Director of the Company, is serving as the President - Group Human Resources & Communications of Mahindra & Mahindra Limited, holding company of the Company. He is also responsible for Corporate Social Responsibility and Corporate Services of Mahindra & Mahindra Limited and serves as a member of the Mahindra Group's supervisory board called 'Group Executive Board'.

Apart from receiving remuneration from Mahindra & Mahindra Limited, holding company of the Company by Dr. Anish Shah and Mr. Ruzbeh Irani, and apart from the reimbursement of expenses incurred in discharge of their duties and the remuneration that the Non-Executive Directors and the Managing Director & CEO would be entitled to under the Act, none of the Directors have any other pecuniary relationship with the Company, its holding company, subsidiaries or associate companies or their Promoters, Directors, which in their judgement would affect their independence. The Senior Management Personnel of the Company have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the Company which could have any potential conflict of interest with the Company at large.

In the opinion of the Board and based on the disclosures received, the Independent Directors fulfill the conditions specified in the SEBI Listing Regulations and are independent of the management.

Board & General Meetings and Attendance

The Board met 6 (six) times during the financial year 2020-21, on: May 9, 2020, May 19, 2020, July 31, 2020, October 29, 2020, January 25, 2021 and February 24 & 25, 2021. The gap between two meetings did not exceed 120 (one hundred and twenty) days. The Twenty Fourth AGM of the Company was held on August 31, 2020 through Video Conferencing / Other Audio Visual Means in compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA") and the SEBI. The Chairman of the Audit Committee, the Chairman of the NRC and the Chairman of the Stakeholders Relationship Committee were present at the AGM.

The composition of the Board along with the details of the Board meetings and last AGM held and attended during the period April 1, 2020 to March 31, 2021 is as under:

Name of the Director	DIN	Category	Number of Board Meetings		Attendance at the last AGM (August 31, 2020)
			Held	Attended	
Mr. Arun Nanda	00010029	Non-Executive Chairman	6	6	Y
Mr. Cyrus Guzder*	00080358	Independent Director	3	3	NA
Mr. Rohit Khattar	00244040	Independent Director	6	6	Y
Mr. Sridar Iyengar	00278512	Independent Director	6	6	Y
Mr. Sanjeev Aga	00022065	Independent Director	6	6	Y
Mrs. Sangeeta Talwar	00062478	Independent Director	6	6	Y
Mr. Diwakar Gupta#	01274552	Independent Director	2	2	NA
Mr. V S Parthasarathy@	00125299	Non-Executive Non-Independent Director	5	5	Y
Dr. Anish Shah&	02719429	Non-Executive Non-Independent Director	6	6	Y
Mr. Ruzbeh Irani^	01831944	Non-Executive Non-Independent Director	1	1	NA
Mr. Kavinder Singh	06994031	Managing Director & CEO	6	6	Y

* Ceased to be an Independent Director of the Company w.e.f August 1, 2020.

Appointed as an Independent Director of the Company w.e.f December 1, 2020.

@ Ceased to be a Non-Executive Non-Independent Director of the Company w.e.f January 25, 2021.

& Appointed as a Non-Executive Non-Independent Director of the Company w.e.f. May 9, 2020.

^ Appointed as a Non-Executive Non-Independent Director of the Company w.e.f January 26, 2021.

Details of other directorship(s) and committee membership(s) held:

The number of Directorships and Committee positions held by the Directors in companies as on March 31, 2021 are given below. None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees across all the companies in which they are Directors. Further, none of the Directors on the Board is an Independent Director in more than 7 listed companies. In addition, the Whole Time Director of the Company or a Director who is a whole-time director in other listed company, are not Independent Directors in more than 3 listed companies. None of the Directors of the Company are inter se related to each other.

The number of Board or Board Committees of which a Director is a Member or Chairperson is as under:

Name of the Director	As on March 31, 2021*			
	Indian Listed Companies#	Total Directorship(s)#	Committee Membership(s)^	Committee Chairmanship(s)^
Mr. Arun Nanda	2	6	3	2
Mr. Rohit Khattar	1	2	1	Nil
Mr. Sridar Iyengar	3	4	3	3
Mr. Sanjeev Aga	5	5	5	2
Mrs. Sangeeta Talwar	4	7	8	2
Mr. Diwakar Gupta	1	3	1	Nil
Dr. Anish Shah	5	5	1	Nil
Mr. Ruzbeh Irani	1	4	1	Nil
Mr. Kavinder Singh	1	2	1	Nil

* Excludes private limited companies, foreign companies and companies registered under Section 8 of the Act (erstwhile Section 25 of the Companies Act, 1956).

Excludes Alternate Directorships but includes Additional Directorships and Directorship in Mahindra Holidays.

^ Committees considered are Audit Committee and Stakeholders Relationship Committee, including that of Mahindra Holidays.

The details of directorship of listed entities held by the Directors as on March 31, 2021 are as under:

Name of the Director	Name of the Listed Companies	Category
Mr. Arun Nanda	Mahindra Lifespace Developers Limited	Chairman & Non-Executive Director
Mr. Rohit Khattar	-	-
Mr. Sridar Iyengar	1) Dr. Reddy's Laboratories Limited	Independent Director
	2) Aster DM Healthcare Limited	Independent Director
Mr. Sanjeev Aga	1) Larsen & Toubro Limited	Independent Director
	2) Larsen & Toubro Infotech Limited	Independent Director
	3) UFO Moviez India Limited	Chairman & Independent Director
	4) Pidilite Industries Limited	Independent Director
Mrs. Sangeeta Talwar	1) Castrol India Limited	Independent Director
	2) TCNS Clothing Co. Limited	Independent Director
	3) HCL Infosystems Limited	Independent Director
Mr. Diwakar Gupta	-	-
Dr. Anish Shah	1) Mahindra & Mahindra Limited	Deputy Managing Director and Group Chief Financial Officer (Managing Director and Chief Executive Officer w.e.f. April 2, 2021)
	2) Mahindra Lifespace Developers Limited	Non-Executive Director
	3) Tech Mahindra Limited	Non-Executive Director
	4) Mahindra & Mahindra Financial Services Limited	Non-Executive Director
Mr. Ruzbeh Irani	-	-
Mr. Kavinder Singh	-	-

Shares and Convertible Instruments, if any, held by the Directors

Details of ownership of any shares in the Company by the Directors either on their own or for any other person on a beneficial basis and stock options granted to Directors are given below:

Name of the Director	Shares held as on March 31, 2021	No. of Options*	Date of Grant	Exercise Price (₹)	Vesting Period (Note No. 1)
Mr. Arun Nanda	12,66,945	1,50,000	18.02.2016	246.67	Four equal installments in February 2017, 2018, 2019 and 2020
Mr. Rohit Khattar	40,050	-	-	-	-
Mr. Sridar Iyengar	10,313	20,624	21.02.2012	215.33	Four equal installments in January 2013, 2014, 2015 and 2016
Mr. Sanjeev Aga	-	-	-	-	-
Mrs. Sangeeta Talwar	-	-	-	-	-
Mr. Diwakar Gupta	-	-	-	-	-
Dr. Anish Shah	-	-	-	-	-
Mr. Ruzbeh Irani	-	-	-	-	-
Mr. Kavinder Singh	-	6,00,000	22.01.2015	176.00	Four equal installments in January 2016, 2017, 2018 and 2019
		1,00,000	29.10.2020	10.00	Three equal installments in October 2021, 2022 and 2023

* The Options granted and outstanding as on March 31, 2021

Notes:

1) Exercise Period: On the date of vesting or within five years from the date of vesting or such extended period as may be determined by the NRC.

2) In addition, 1,53,075 Equity Shares are held by relatives of Mr. Arun Nanda.

Skills/Expertise/Competencies of the Board of Directors

The Board comprises of qualified members who bring in the required skills, competence and expertise that enable them to make effective contributions to the Company's working. The Board members have expertise and extensive experience in finance, hospitality, vacation ownership, telecom, financial services, corporate strategy, law, sales & marketing, corporate governance, forex management, administration, decision making and general corporate management. They uphold ethical standards of integrity and probity and exercise their responsibility in the best interest of the Company and all Stakeholders.

The Board comprises of members of varied age groups who demonstrate competence and experience required for the Company. Their diversity of experiences has a positive impact on deliberations on various matters placed before the Board setting right direction for future strategy and plans. Sufficient time is devoted by them for informed and balanced decision-making.

The Managing Director & CEO of the Company has long term experience in FMCG sector, start up and building businesses and leading transformational corporate strategy initiatives. All Directors are familiar with the Company's business, policies, culture (including the Mission, Vision and Values) and industry in which the Company operates.

In the opinion of the Board, the following is a list of core skills/expertise/competencies required in the context of the Company's business and which the individual Directors on the Board of the Company possess:

Core skills / expertise / competencies	Names of the Directors								
	Arun Nanda	Sridar Iyengar	Sanjeev Aga	Rohit Khattar	Sangeeta Talwar	Diwakar Gupta	Anish Shah	Ruzbeh Irani	Kavinder Singh
A. Industry knowledge / experience									
1) Experience of the vacation ownership business, hospitality and the Market dynamics	√	√	√	√	-	√	-	-	√
2) Awareness of the applicable laws	√	√	√	√	√	√	-	-	√
3) International experience in managing businesses	√	√	-	√	√	√	√	√	√
4) Experience in managing risks associated with the business	√	√	√	√	√	√	√	√	√
B. Governance Skills:									
1) Practical experience in best practices pertaining to transparency, accountability and corporate governance	√	√	√	√	√	√	√	√	√
C. Technical skills/ expertise:									
1) Specialized knowledge in an area or subject such as accounts, finance, auditing, sales & marketing, legal, strategy, etc	√	√	√	√	√	√	√	√	√
2) Knowledge of the relevant Technology and Innovations	√	√	√	√	√	√	√	-	√
D. Behavioural Competencies:									
1) Values, mentoring abilities, ability to positively influence people and situations, leadership skills, communication and interpersonal skills, decision making abilities, conflict resolution, adaptability, etc.	√	√	√	√	√	√	√	√	√

Appointment/ Re-appointment of Directors

Mr. Arun Nanda, Non-Executive Chairman of the Company, being longest in the office, retires by rotation at the forthcoming AGM and being eligible, has offered himself for re-appointment.

Further, the Board of Directors have appointed Mr. Diwakar Gupta as an Additional Director in the category of Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years from December 1, 2020. He shall hold office as an Additional Director upto the date of the ensuing AGM. The Company has received the requisite Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company.

The Board of Directors have also appointed Mr. Ruzbeh Irani as an Additional Director in the category of Non-Executive Non-Independent Director of the Company effective from January 26, 2021. He shall hold office as an Additional Director upto the date of the ensuing AGM and is eligible to be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation. The Company has received the requisite Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Brief resume of Mr. Arun Nanda, Mr. Diwakar Gupta and Mr. Ruzbeh Irani are given below:

Mr. Arun Nanda (DIN 00010029)

Mr. Arun Nanda (72) is a Founder Director of Mahindra Holidays & Resorts India Limited (date of inception: September 20, 1996). Mr. Nanda holds a Degree in Law from the University of Calcutta, is a fellow member of the Institute of Chartered Accountants of India (FCA) and a fellow member of the Institute of Company Secretaries of India (FCS). Mr. Nanda has also participated in a Senior Executive Programme at the London Business School.

He joined the Mahindra Group in 1973 and held several important positions within the Group over the 40 years he was with the Company. He was inducted to the Board of Mahindra & Mahindra Ltd. (M&M) in August 1992 and resigned as Executive Director in March 2010 to focus on the social sector and create a favourable ecosystem for senior citizens. He was a Non-Executive Director from April 2010 till August 2014.

He is currently the Chairman of Mahindra Holidays & Resorts India Limited and Mahindra Lifespace Developers Limited. He is also the Chairman of Holiday Club Resorts Oy, Finland, Director of National Skill Development Corporation, Chairman of CII National Task Force on Affirmative Action, Chairman on the Governing Board of Centre for Social and Behaviour Change Communication, Member of the Governing Body of Helpage India and on the Advisory Board of TechnoServe India.

He is also Chairman Emeritus of the Indo-French Chamber of Commerce. He was Chairman of CII Western Region Council for the year 2010-2011, Chairman of Tourism & Hospitality Skill Council and Chairman of CII National Committee for Skill Development from April 2017 to March 2021. He was a Member of the Task Force set up by the B20 on Anti-Corruption which presented a policy paper to President Sarkozy at the G20 Summit held in Cannes in November 2011 and to President Putin in St. Petersburg in June 2013.

Mr. Nanda was honoured with an award of "Chevalier de la Legion d'Honneur (Knight of the National Order of the Legion of Honour) by the President of the French Republic, Mr. Nicolas Sarkozy in 2008.

Mr. Arun Nanda is the recipient of the following awards:

- "Real Estate Person of the Year Award from GIREM Leadership Awards in India in 2008.
- "ICSI National Award" for Excellence in Corporate Governance for Mahindra & Mahindra as the best governed company in 2008.
- "CA Business Achiever Award - Corporate" at The Institute of Chartered Accountants of India Award 2009.
- "Lifetime Achievement Award" at the Golden Star Awards 2010 for his outstanding contribution to the Hospitality Industry and the Service Sector.
- "Aatithya Ratna Award" by the Business Hotels Network and Horwath HTL in 2014 for his contribution to the success of the Hospitality Industry.
- "Lifetime Achievement Award" at the CNBC Awaaz Real Estate Awards in December 2014 for his relentless pursuit of excellence and dynamic leadership that steered the growth of Mahindra Lifespaces.
- "Recognition of CAs in Social Service" by the Institute of Chartered Accountants of India in August 2015 for best work for Senior Citizens.
- "IFCA Award of Excellence" by Indian Federation of Culinary Association in September 2015 for outstanding contribution to the development of culinary profession and promotion of culinary art in India.
- "Lifetime Achievement Award" by National Real Estate Development Council (NAREDCO) in September 2016 for exceptional contribution to India's real estate sector.
- "Lifetime Achievement Award" by Hotelier India in December 2018 for the pioneering work and invaluable contribution to the hospitality industry.

Mr. Arun Nanda held Directorship (including membership of the Committees of the Board) of the following companies as on March 31, 2021:

Name of the Company	Name of the Committee	Member / Chairman
Mahindra Holidays & Resorts India Limited	Stakeholders Relationship Committee	Chairman
	Corporate Social Responsibility Committee	Chairman
	Nomination and Remuneration Committee	Member
	Inventory Approval Committee	Chairman
	Securities Allotment Committee	Member
Mahindra Lifespace Developers Limited	Stakeholders Relationship Committee	Chairman
	Audit Committee	Member
	Corporate Social Responsibility Committee	Chairman
	Loans & Investment Committee	Chairman
	Land Acquisition Committee	Chairman
	Nomination and Remuneration Committee	Member
	Share Transfer and allotment Committee	Member
	Committee for Investment in Residential Joint Ventures / Large Format Developments	Chairman
Mahindra Holdings Limited	Loans & Investment Committee	Member
Mahindra World City (Jaipur) Limited	Loans & Investment Committee	Chairman
	Capital Issue Committee	Member
National Skill Development Corporation	Audit Committee	Member
	Remuneration and Nomination Committee	Member
	Skill City Committee	Member
	Committee for Fund of Fund	Member
Mahindra World City Developers Limited	-	-
Mahindra Happinest Developers Limited	-	-
Holiday Club Resorts Oy, Finland	-	-
HCR Management Oy, Finland	-	-
Indo-French Chamber of Commerce & Industry	-	-

Mr. Diwakar Gupta (DIN 01274552)

Mr. Diwakar Gupta (67) was Vice-President for Private Sector and Public-Private Partnerships at the Asian Development Bank (ADB) from August 01, 2015 to August 31, 2020. In this role, Mr. Gupta oversaw ADB's assistance to private sector projects with a clear development impact but limited access to capital, across emerging Asia and the Pacific. He also promoted the role of public-private partnerships across the region.

Earlier, Mr. Gupta was a career banker with State Bank of India. He joined the Bank in 1974 and held several positions at its various units and subsidiaries. He retired in July 2013 as Managing Director and Chief Financial Officer of State Bank of India, where he was responsible for setting strategies and direction alongside other members of the Bank's Central Management Committee. His other senior positions in the Bank include Deputy Managing Director (National and Rural Banking), State Bank of India, Mumbai (Jan 2010-Mar 2011), Chief Executive Officer, SBI Card & Payment Services (P) Ltd, Gurgaon (a joint venture with GE; June 2008-Dec 2009), Chief General Manager, State Bank of Patiala, Patiala (Nov 2006-May 2008), General Manager/Chief General Manager, State Bank of India, Mumbai Circle, Mumbai (Nov 2003-Oct 2006) and General Manager (HR & Change Management), State Bank of India, Corporate Centre, Mumbai (Apr-Nov 2003).

Before joining ADB in 2015, Mr. Gupta was Senior Advisor (Banking Project), Aditya Birla Nuvo Ltd., Mumbai. He has also worked as an Independent Director on the boards of various business councils, financial services companies and other private organizations in India.

Mr. Diwakar Gupta held Directorship (including membership of the Committees of the Board) of the following companies as on March 31, 2021:

Name of the Company	Name of the Committee	Member / Chairman
Mahindra Holidays & Resorts India Limited	Audit Committee	Member
	Risk Management Committee	Member
Mahindra Susten Private Limited	-	-
CRISIL Ratings Limited	Ratings Subcommittee	Chairman
	Nomination & Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member

Mr. Ruzbeh Irani (DIN: 01831944)

Mr. Ruzbeh Irani (57) is serving as the President - Group Human Resources & Communications of the Mahindra Group. He is also responsible for Corporate Social Responsibility and Corporate Services of Mahindra & Mahindra Limited and serves as a member of the Mahindra Group's supervisory board called 'Group Executive Board'.

Mr. Ruzbeh Irani joined the Mahindra Group in 2007, as Executive Vice President – Corporate Strategy, heading the Group's Strategy function. He became the Chief Brand Officer of the Group, during that time, he spearheaded Mahindra's entry into racing and led the development of the Group's brand position and core purpose, 'Rise'. He then moved to head International Operations for the Automotive and Farm Equipment Sectors of Mahindra & Mahindra Limited. Subsequentially he led Group Corporate Brand, PR and Communications, Ethics as well as Mahindra's Racing team.

Mr. Ruzbeh Irani completed his Bachelor's degree in Commerce from Bombay University in 1983. He went on to receive his Masters in Management Studies from the Jamnalal Bajaj Institute of Management Studies, Mumbai in 1985. He is an alumnus of the Advanced Management Program at the Harvard Business School.

Mr. Ruzbeh Irani worked with Hindustan Lever and Unilever for close to 22 years, across geographies, in marketing, customer management and general management. This included stints as Marketing Manager – Home and Personal Care (with Unilever Central Asia), Regional Manager – Western India (with Hindustan Lever), Vice President – Customer Development (with Unilever's Africa Regional Group) and Customer Development Director on the Board of Unilever Maghreb.

Mr. Ruzbeh Irani held Directorship (including membership of the Committees of the Board) of the following companies as on March 31, 2021:

Name of the Company	Name of the Committee	Member / Chairman
Mahindra Holidays & Resorts India Limited	Audit Committee	Member
Mahindra Electric Mobility Limited	-	-
Mahindra Defence Systems Limited	-	-
Mahindra Airways Limited	-	-
Mahindra Finance USA LLC	-	-
The Mahindra United World College of India	-	-

Board Procedure

The Chairman of the Board and the Company Secretary, in consultation with other concerned members of the senior management, finalize the agenda for the Board and Committee meetings. A detailed agenda, setting out the business to be transacted at the meeting supported by detailed notes are sent to each Director at least seven days before the date of the Board and Committee meetings, except for the Unpublished Price Sensitive Information which are circulated separately or placed at the meetings of the Board and the Committees. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meetings. Where it is not practicable to attach any documents of the agenda, it is tabled before the meeting with specific reference to this effect in the agenda. To enable the Board to discharge its responsibilities effectively, the Board is apprised at every meeting of the overall performance of the Company. A detailed report on the operations of the Company and quarterly compliance report are also presented at the Board meetings.

The Board meets at least once in a quarter to review financial results and other items on agenda. Additional meetings are held when necessary. The Board also, inter-alia, periodically reviews the strategy and business plans, annual operating and capital expenditure budgets, investment and exposure limits, compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any, minutes of the Board Meetings of your Company's subsidiary companies, significant transactions and arrangements entered into by the unlisted subsidiary companies, significant labour issues, if any, transactions pertaining to purchase / disposal of property, if any, major accounting provisions and write-offs, corporate restructuring, if any, quarterly details of material foreign exchange exposures, Minutes of meetings of the Audit Committee and other Committees of the Board, information on recruitment and remuneration of senior officers just below the Board level including appointment or removal of Chief Financial Officer and Company Secretary, CSR spends, plan and its review, borrowings, investments and issue of securities.

The Board reviews the compliance certificate issued by the Managing Director & CEO regarding compliance with the requirements of various Statutes, Regulations and Rules as may be applicable to the business of the Company.

Meetings of Independent Directors

The Company's Independent Directors meet at least once every year without the presence of Executive Director or management personnel. Such meetings are conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views. Further, the Independent Directors also review the performance of the Non-Independent Directors, Chairman (after taking into account the views of the Executive and Non-Executive Directors) and the Board as a whole, assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. During the year under review, 4 (four) meetings of the Independent Directors were held on May 8, 2020, July 31, 2020, October 29, 2020 and January 25, 2021 and the same were attended by all the Independent Directors.

Familiarisation Programme for Independent Directors

Regulation 25(7) of the SEBI Listing Regulations requires the Company to familiarise its Independent Directors through various programmes about the Company, including the nature of industry in which the Company operates, business model of the Company, roles, rights and responsibilities of Independent Directors and any other relevant information.

In terms of the above, the Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices.

The details of familiarisation programme imparted to the Independent Directors is posted on the website of the Company and can be accessed at: https://www.clubmahindra.com/corporate-governance/investor-information

Board and Director Evaluation and Criteria for Evaluation

The Board carried out an Annual Evaluation of its own performance and the performance of individual Directors, as well as evaluation of Committees of the Board.

The NRC has defined the evaluation criteria and procedure for the Performance Evaluation process for the Board, its Committees and Directors including Independent Directors. The criteria for Board Evaluation include inter-alia, composition and structure, effectiveness of board processes, information and functioning of the Board etc. The criteria for evaluation of the Committees of the Board include mandate of the Committee and composition and effectiveness of the Committee, etc. The criteria for evaluation of individual Directors include aspects such as professional qualifications, prior experience, integrity, independence and contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the performance of the Chairman is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer meetings, impartiality, ability to keep Shareholders' interests in mind and effectiveness as Chairman. The above criteria are based on the Guidance Note on Board Evaluation issued by the SEBI on January 5, 2017.

The procedure followed for the performance evaluation of the Board, Committees and Directors is detailed in later part of this Report.

Board Committees

Audit Committee

The Audit Committee's composition meets with the requirements of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. As on March 31, 2021, the Committee comprised of 5 (five) Directors: Mr. Sridar Iyengar (Chairman of the Committee), Mr. Rohit Khattar, Mr. Sanjeev Aga, Mr. Diwakar Gupta and Mr. Ruzbeh Irani.

Mr. Cyrus Guzder ceased to be a member of the Audit Committee with effect from August 1, 2020 upon completion of his term as an Independent Director of the Company as approved by the Shareholders. Also, Mr. V S Parthasarathy ceased to be a member of the Audit Committee with effect from January 25, 2021 upon his resignation as a Non-Executive Non-Independent Director of the Company. The Board at its meeting held on January 25, 2021 had appointed Mr. Diwakar Gupta and Mr. Ruzbeh Irani as the members of the Audit Committee with effect from January 26, 2021.

Mr. Sridar Iyengar, Mr. Rohit Khattar, Mr. Sanjeev Aga and Mr. Diwakar Gupta are Independent Directors. All members of the Committee are financially literate and the Chairman possesses financial management/accounting expertise. The Company Secretary has acted as the Secretary to the Committee.

The terms of reference of the Committee are in accordance with the requirements of Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Act.

A. Role of the Audit Committee, inter alia, includes the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - o matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
  - o changes, if any, in accounting policies and practices and reasons for the same;
  - o major accounting entries involving estimates based on the exercise of judgment by management;
  - o significant adjustments made in the financial statements arising out of audit findings;
  - o compliance with listing and other legal requirements relating to financial statements;
  - o disclosure of any related party transactions;
  - o modified opinion(s) in the draft audit report
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;
- reviewing financial statements, in particular the investments made by the company's unlisted subsidiaries;
- valuation of undertakings or assets of the company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- formulating the scope, functioning, periodicity and methodology for conducting the internal audit;

- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders;
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate.

The Committee met 5 (five) times during the year under review and the gap between two meetings did not exceed 120 (one hundred and twenty) days. During the financial year 2020-21, the Committee met on: May 9, 2020, May 19, 2020, July 31, 2020, October 29, 2020 and January 25, 2021. Attendance of members of the Committee at the meetings held during the financial year 2020-21 is as below:

Name of the Director	Number of Audit Committee Meetings	
	Held	Attended
Mr. Sridar Iyengar	5	5
Mr. Cyrus Guzder*	3	3
Mr. Rohit Khattar	5	5
Mr. Sanjeev Aga	5	5
Mr. V S Parthasarathy^	5	5
Mr. Diwakar Gupta#	0	0
Mr. Ruzbeh Irani#	0	0

* Ceased to be a Member w.e.f. August 1, 2020

^ Ceased to be a Member w.e.f. January 25, 2021

Appointed as Members w.e.f. January 26, 2021

Invitees to the meetings of the Audit Committee include the Chairman of the Board, the Managing Director & CEO, the Chief Financial Officer, the Statutory Auditors and the Internal Auditors. The Board accepted all recommendations made by the Audit Committee.

Nomination and Remuneration Committee (NRC)

The broad terms of reference of the NRC are to recommend to the Board about the Company's policy on appointment and remuneration package for Directors, Key Managerial Personnel and Senior Management and to advise the Board in framing the remuneration policy of the Company from time to time, to formulate the criteria for evaluation of performance of Independent Directors and the Board of Directors, to give directions for administration of the ESOP schemes and to attend to any other responsibility as may be entrusted by the Board within the terms of reference.

As on March 31, 2021, the NRC comprised of 4 (four) Directors: Mr. Rohit Khattar (Chairman of the Committee), Mr. Arun Nanda, Mr. Sridar Iyengar and Dr. Anish Shah. Mr. Cyrus Guzder was Chairman of the NRC till July 31, 2020 and he ceased to be a member of NRC with effect from August 1, 2020 upon completion of his term as an Independent Director of the Company as approved by the Shareholders. The NRC at its meeting held on July 31, 2020 elected Mr. Rohit Khattar, Independent Director, as the Chairman of the NRC with effect from August 1, 2020. Further, the Board at its meeting held on July 31, 2020 had appointed Dr. Anish Shah, Non-Executive Non-Independent Director, as a member of the NRC with effect from August 1, 2020.

Terms of Reference of the NRC, inter alia, includes the following:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees;
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To review whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- To devise a policy on Board diversity;

- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;
- To recommend to the Board, all remuneration, in whatever form, payable to senior management;
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme;
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

The NRC's constitution and terms of reference are in compliance with provisions of the Act, the SEBI Listing Regulations and the SEBI (Share Based Employee Benefits) Regulations, 2014.

The NRC met 6 (six) times during the year under review on: May 9, 2020, May 19, 2020, July 31, 2020, October 29, 2020, November 6, 2020 and January 25, 2021. Attendance of members of the NRC at the meetings held during the financial year 2020-21 is as below:

Name of the Director	Number of NRC Meetings	
	Held	Attended
Mr. Cyrus Guzder*	3	3
Mr. Rohit Khattar	6	6
Mr. Arun Nanda	6	6
Mr. Sridar Iyengar	6	6
Dr. Anish Shah^	3	3

* Ceased to be a Member w.e.f. August 1, 2020

^ Appointed as a Member w.e.f. August 1, 2020

The Board accepted all the recommendations made by the NRC.

Performance Evaluation of the Board

The Act and the SEBI Listing Regulations stipulates the performance evaluation of the Directors including Chairman, Board and its Committees. Considering the said provisions, the Company has devised a process and the criteria for the performance evaluation which has been recommended by the NRC. The NRC evaluated the performance of individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Company was also carried out by the Independent Directors taking into account the views of the Executive Director and Non-Executive Directors. Performance Evaluation of Independent Directors was carried out by the entire Board excluding the Director being evaluated. The Annual Performance Evaluation was carried out by the Board in respect of its own performance as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders' Relationship and Corporate Social Responsibility Committees. A structured questionnaire was prepared and circulated amongst the Directors, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committee thereof with regards to skill, experience, independence, diversity, attendance and adequacy of time given by the Directors to discharge their duties, preparedness on the issues to be discussed, meaningful and constructive contributions, inputs at the meetings, Corporate Governance practices etc. The Directors expressed their satisfaction with the evaluation process.

Remuneration to Directors

Remuneration Policy

The Company has formulated a policy on remuneration of Directors and Senior Management Employees. While deciding on the remuneration for Directors, the Board and the NRC considers the performance of the Company, the current trends in the industry, the qualifications of the appointee(s), their experience, past performance and other relevant factors. The Board and the NRC regularly tracks the market trend in terms of compensation levels and practices in relevant industries through participation in structured surveys. This information is used to review the Company's remuneration policies.

Policy on appointment of Directors and Senior Management, Policy on Remuneration of Directors and Policy on Remuneration of Key Managerial Personnel and Employees are available at the link https://www.clubmahindra.com/corporate-governance/investor-information.

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice.

Remuneration of Non-Executive Directors

The Non-Executive Directors are entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder. No sitting fee is payable in respect to Corporate Social Responsibility (CSR) Committee meetings as the same was waived by the CSR Committee members.

The Non-Executive Directors are also entitled to receive commission on an annual basis of such sum as may be approved by the Board. The total commission payable to the Directors shall not exceed 1 (one) per cent of the net profit of the Company, calculated as per provisions of the Act.

The Independent Directors of the Company are not entitled to participate in Stock Option Schemes of the Company.

The remuneration paid to the Whole-time Director was fixed by the NRC which was subsequently approved by the Board of Directors. The Shareholders have approved the remuneration paid to the Managing Director & CEO.

During the year under review, the Non-Executive Directors were paid a commission of ₹ 129 lakhs (as provided in the accounts of the year ended March 31, 2020).

A commission of ₹ 174 lakhs is payable to the Non-Executive Directors and is provided in the accounts for the year under review and to be distributed amongst themselves as shown in the table below.

Detailed information of Directors' remuneration paid/payable during the year 2020-21 is given below:

(₹ in lakhs)

Name of the Director	Category of Director	Sitting Fees (Note 1)	Commission#	Salary, Performance pay and Perquisites	Superannuation and Provident Fund (Note 2)	Total
Mr. Arun Nanda	Non-Executive Chairman	8.40	79.70	-	-	88.10
Mr. Cyrus Guzder*	Independent	5.10	11.30	-	-	16.40
Mr. Rohit Khattar	Independent	9.30	20.50	-	-	29.80
Mr. Sridar Iyengar	Independent	9.60	22.00	-	-	31.60
Mr. Sanjeev Aga	Independent	7.80	19.00	-	-	26.80
Mrs. Sangeeta Talwar	Independent	6.30	15.50	-	-	21.80
Mr. Diwakar Gupta#	Independent	2.30	6.00	-	-	8.30
Mr. V S Parthasarathy^	Non-Executive Non-Independent	-	-	-	-	-
Dr. Anish Shah$	Non-Executive Non-Independent	-	-	-	-	-
Mr. Ruzbeh Irani@	Non-Executive Non-Independent	-	-	-	-	-
Mr. Kavinder Singh	MD & CEO	-	-	450.03	25.25	475.28
TOTAL		**48.80**	**174.00**	**450.03**	**25.25**	**698.08**

^ The Commission for the financial year ended March 31, 2021 will be paid to the Non-Executive Directors, subject to deduction of tax, after adoption of financial statements by the Members at the ensuing AGM.

* Ceased to be an Independent Director w.e.f. August 1, 2020

Appointed as an Independent Director w.e.f. December 1, 2020

^ Ceased to be a Non-Executive Non-Independent Director w.e.f. January 25, 2021

$ Appointed as a Non-Executive Non-Independent Director w.e.f. May 9, 2020

@ Appointed as a Non-Executive Non-Independent Director w.e.f. January 26, 2021

Notes:

1. Non-Executive Directors and Independent Directors are paid sitting fees for attending meetings of the Board / Committees of the Board of Directors of the Company. The sitting fee has been fixed at ₹ 1,00,000/- for attending meetings of the Board and for all other Committee Meetings the same has been fixed at ₹ 30,000/-.

2. Aggregate of the Company's contribution to Superannuation Fund and Provident Fund.

3. Salary to Mr. Kavinder Singh

(₹ in lakhs)

Particulars	Kavinder Singh
Salary and Allowances	316.29
Perquisites	14.09
Performance Pay	144.90

4. The Company has not advanced loans to any Director during the year.

5. The nature of employment of the Managing Director & CEO with the Company is contractual and can be terminated by giving 3 months' notice from either party. Mr. Kavinder Singh's appointment is for a period of 5 years. The contract does not provide for any severance fees. Remuneration paid to Mr. Kavinder Singh was approved by the Shareholders at the AGM held on July 31, 2019.

6. Performance pay to the Whole-Time Directors is determined by the NRC and then approved by the Board on the basis of pre-determined performance parameters..

Stakeholders Relationship Committee (SRC)

As on March 31, 2021, the Company's SRC comprised of 3 (three) Directors: Mr. Arun Nanda (Chairman of the Committee), Mrs. Sangeeta Talwar and Mr. Kavinder Singh. Mr. Cyrus Guzder ceased to be a member of the SRC with effect from August 1, 2020 upon completion of his term as an Independent Director of the Company as approved by the Shareholders. Also, Mr. V S Parthasarathy ceased to be a member of the SRC with effect from January 25, 2021 upon his resignation as the Non-Executive Non-Independent Director of the Company. The Board at its meeting held on July 31, 2020 appointed Mrs. Sangeeta Talwar, Independent Director as a member of SRC with effect from August 1, 2020.

Mr. Dhanraj Mulki, General Counsel & Company Secretary, is the Compliance Officer of the Company.

Terms of Reference of the SRC, inter alia, includes the following:

- to approve and register transfer and/or transmission of all classes of shares;
- to sub-divide, consolidate and issue duplicate share certificates on behalf of the Company;
- resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- review of measures taken for effective exercise of voting rights by shareholders;
- review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- to do all such acts, things and deeds as may be necessary or incidental to the exercise of the above powers;
- to do such acts, things and deeds as may be prescribed by statutory and regulatory authorities from time to time.

The SRC met 2 (two) times during the financial year 2020-21 on May 9, 2020 and January 22, 2021. Attendance of members of the SRC at the meetings held during the financial year 2020-21 is as below:

Name of the Director	Number of SRC Meetings	
	Held	Attended
Mr. Arun Nanda	2	2
Mr. Cyrus Guzder*	1	1
Mrs. Sangeeta Talwar@	1	1
Mr. V S Parthasarathy^	2	2
Mr. Kavinder Singh	2	2

*Ceased to be Member w.e.f. August 1, 2020

@ Appointed as a Member w.e.f. August 1, 2020

^ Ceased to be Member w.e.f. January 25, 2021

During the financial year under review, no complaints were received from Shareholders of the Company.

Corporate Social Responsibility Committee

The role of the Corporate Social Responsibility (CSR) Committee is inter-alia to approve the CSR activities of the Company in terms of compliance under provisions of the Act. As on March 31, 2021, the CSR Committee comprised of 3 (three) Directors: Mr. Arun Nanda (Chairman of the Committee), Mrs. Sangeeta Talwar and Mr. Kavinder Singh. Mr. Cyrus Guzder ceased to be a member of the CSR Committee with effect from August 1, 2020 upon completion of his term as an Independent Director of the Company as approved by the Shareholders. Also, Mr. V S Parthasarathy ceased to be a member of the CSR Committee with effect from January 25, 2021 upon his resignation as the Non-Executive Non-Independent Director of the Company. The Board at its meeting held on July 31, 2020 appointed Mrs. Sangeeta Talwar, Independent Director as a member of CSR Committee with effect from August 1, 2020. Further, Mrs. Sangeeta Talwar has been appointed as the Chairperson of the CSR Committee with effect from May 1, 2021 in place of Mr. Arun Nanda, who shall continue to be a Member of the CSR Committee.

The CSR Committee met 2 (two) times during the financial year 2020-21 on May 9, 2020 and January 22, 2021. Attendance of members of the CSR Committee at the meetings held during the financial year 2020-21 is as below:

Name of the Director	Number of CSR Meetings	
	Held	Attended
Mr. Arun Nanda	2	2
Mr. Cyrus Guzder*	1	1
Mrs. Sangeeta Talwar@	1	1
Mr. V S Parthasarathy^	2	2
Mr. Kavinder Singh	2	2

*Ceased to be Member w.e.f. August 1, 2020

@ Appointed as a Member w.e.f. August 1, 2020

^ Ceased to be Member w.e.f. January 25, 2021

Inventory Approval Committee

The Board at its meeting held on January 25, 2021 approved the revision in the role of the Inventory Approval Committee as under:

- To consider, evaluate and approve property acquisition(s) by way of long term lease proposals and short term inventory arrangements for the Company, subject to an overall limit not exceeding ₹ 30 crores (Rupees Thirty Crores Only).
- To consider, evaluate and approve property acquisition(s) by way of outright purchase proposals for the Company, subject to an overall limit not exceeding ₹ 100 crores (Rupees One Hundred Crores Only).

As on March 31, 2021, the Inventory Approval Committee comprised of 3 (three) Directors: Mr. Arun Nanda (Chairman of the Committee), Mr. Rohit Khattar and Mr. Kavinder Singh. Mr. Cyrus Guzder ceased to be a member of the Inventory Approval Committee with effect from August 1, 2020 upon completion of his term as an Independent Director of the Company as approved by the Shareholders. Further, the Board at its meeting held on January 25, 2021 appointed Mr. Rohit Khattar, Independent Director as a member of Inventory Approval Committee with effect from January 26, 2021.

No meeting of the Committee was held during the financial year 2020-21. During the year under review, the Committee approved certain transactions by passing resolutions by way of circulation.

Strategy and Review Committee

The Strategy and Review Committee was constituted by the Board to evaluate and review the business plan and make necessary recommendations and also review the performance of the Company. However, as the business plans, strategies and operations of the Company are already being reviewed and approved by the Board at its meetings, the Strategy and Review Committee of the Company was dissolved with effect from January 25, 2021.

Risk Management Committee

The provisions of Regulation 21 of the SEBI Listing Regulations with reference to Risk Management Committee are applicable to your Company with effect from April 1, 2019, being one of the top 500 listed entities, determined on the basis of market capitalisation as on March 31, 2019.

As on March 31, 2021, the Risk Management Committee comprised of 4 (four) Directors: Mr. Sanjeev Aga (Chairman of the Committee), Mr. Sridar Iyengar, Mr. Diwakar Gupta and Mr. Kavinder Singh. Mr. Cyrus Guzder was Chairman of the Risk Management Committee upto July 31, 2020 and he ceased to be a member of the Committee with effect from August 1, 2020 upon completion of his term as an Independent Director of the Company as approved by the Shareholders. The Board of Directors at their meeting held on January 25, 2021 appointed Mr. Diwakar Gupta, Independent Director as a member of the Risk Management Committee with effect from January 26, 2021. The Risk Management Committee at its meeting held on March 27, 2021 elected Mr. Sanjeev Aga as the Chairman of the Committee.

The Risk Management Committee's prime responsibility is to oversee the implementation of the risk management policy of the Company.

Terms of Reference of the Risk Management Committee, inter alia, includes the following:

- to lay down procedures to inform the Board members about the risk assessment and minimization procedures.
- to recommend the Board in framing, implementing and monitoring the risk management plan for the company.
- monitoring and reviewing of the risk management plan and such other functions as it may deem fit and such function shall specifically cover cyber security.

The Risk Management Committee met once during the financial year 2020-21 on March 27, 2021. All the members of the Risk Management Committee were present at the aforesaid meeting. Your Company has appropriate risk management systems in place for identification and assessment of risks, measures to mitigate them and mechanisms for their proper and timely monitoring and reporting. The risk management framework has been discussed in greater detail in the Management Discussion and Analysis Report, which forms a part of this Annual Report.

Securities Allotment Committee

The Securities Allotment Committee was formed by the Board of Directors, for allotment of Bonus Equity Shares, allotment of the Company's securities pursuant to the exercise of options under Company's Employees' Stock Option Schemes and allotment of securities as may be delegated by the Board / approved by the Shareholders of the Company from time to time.

As on March 31, 2021, the Committee comprised of 2 (two) members: Mr. Arun Nanda and Mr. Kavinder Singh. Mr. V S Parthasarathy ceased to be a member of the Securities Allotment Committee with effect from January 25, 2021 upon his resignation as the Non-Executive Non-Independent Director of the Company.

No meeting of the Committee was held during the financial year 2020-21.

Other Disclosures

Code of Conduct

The Board has laid down two separate Codes of Conduct ("Codes"), one for Board Members and other for Senior

Management and Employees of the Company. These Codes have been posted on the Company's website at https://www.clubmahindra.com/corporate-governance/investor-information. All the Board Members and Senior Management personnel of the Company have affirmed compliance with these Codes. A declaration to this effect, signed by the Managing Director & CEO is attached at the end of this report.

Disclosure of Accounting Treatment

The standalone and consolidated financial statements for the financial year 2020-21 have been prepared in accordance with applicable Indian Accounting Standards (Ind AS) issued by the Institute of Chartered Accountants of India and the provisions of the Act and the Rules framed thereunder.

CEO and CFO Certification

Certificate issued by Mr. Kavinder Singh, Managing Director & Chief Executive Officer (MD & CEO) and Mrs. Akhila Balachandar, Chief Financial Officer (CFO) of the Company, for the financial year under review, was placed before the Board of Directors at its meeting held on May 3, 2021, in terms of Regulation 17(8) of the SEBI Listing Regulations. The MD & CEO and CFO have also provided quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of the SEBI Listing Regulations.

Compliance Certificate of the Auditors

Certificate from the Company's Auditors, M/s B S R & Co. LLP, confirming compliance with the conditions of Corporate Governance as stipulated under Clause E of Schedule V of the SEBI Listing Regulations, is attached to this Report.

Certificate from Practicing Company Secretary

All the Directors of the Company have submitted a declaration stating that they are not debarred or disqualified by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Directors of the Company.

Further, a certificate from M/s M. Damodaran & Associates LLP, Practicing Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by SEBI/Ministry of Corporate Affairs or any such statutory authority, is attached to this Report.

Details of remuneration to Statutory Auditors

Total fees for all services paid by the Company and its subsidiaries, on consolidated basis, to the Statutory Auditor and all entities in the network firm / network entity of which the statutory auditor is a part is given below:

(₹ in lakhs)

Payment to statutory auditors	FY 2020-21
Audit Fees	58.00
Other services	68.57
Reimbursement of expenses	1.24
Total	**127.81**

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are provided in the Directors' Report which forms a part of the Annual Report.

Subsidiary companies

All subsidiary companies are Board managed with their Boards having the rights and obligations to manage such companies in the best interest of their Stakeholders. Mr. Sridar Iyengar, Independent Director of the Company, acts as a Director on the Board of Holiday Club Resorts Oy, Finland, material unlisted subsidiary of the Company as on March 31, 2021. The Policy for Determining Material Subsidiaries as approved by the Board may be accessed on the Company's website at: https://www.clubmahindra.com/corporate-governance/investor-information

The Company monitors performance of subsidiary companies, inter alia, through Financial Statements, in particular investments made by unlisted subsidiary companies, are reviewed by the Company's Audit Committee. Minutes of Board Meetings of unlisted subsidiary companies are placed before the Company's Board. A statement containing all significant transactions and arrangements, if any, entered into by unlisted subsidiary companies is placed before the Company's Board.

Related Party Transactions

During the financial year 2020-21, there were no material significant transactions entered into between the Company and its Promoters, Directors or the management, holding company, subsidiaries or relatives that may have potential conflict with the interests of the Company at large, except those mentioned in the Directors Report. Further, the details of related party transactions form part of notes to the standalone accounts of the Annual Report.

The Policy on Materiality of and Dealing With The Related Party Transactions as approved by the Audit Committee and the Board is available on the website of the Company at: https://www.clubmahindra.com/corporate-governance/investor-information

Details of non-compliance relating to Capital Markets

The Company has complied with all the requirements of regulatory authorities with respect to capital markets. There were no instances of non-compliances by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to the capital markets during the year under review.

Code for Prevention of Insider Trading Practices

The Company has adopted a comprehensive Code of Conduct for Prevention of Insider Trading in Securities of Mahindra Holidays & Resorts India Limited ('Insider Trading Code'). The Insider Trading Code lays down guidelines, through which it advises the designated persons or directors on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the consequences of violations. In accordance with the amended SEBI (Prohibition of Insider Trading) Regulations, 2015, which were effective from July 17, 2020, the Company has revised its Insider Trading Code, Policy on Insider Trading, Policy and Procedure for inquiry in case of leak / suspected leak of Unpublished Price Sensitive Information (UPSI) and Policy for disclosure of UPSI for Legitimate purpose.

Further, in accordance with the amended SEBI (Prohibition of Insider Trading) Regulations, 2015, which were effective from April 1, 2019, the Company has revised its "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" ('Code of Fair Disclosure').

Dividend Distribution Policy

The Company has adopted Dividend Distribution Policy in terms of requirements of the SEBI Listing Regulations and the same is available under Company's website at: https://www.clubmahindra.com/corporate-governance/investor-information

Proceeds from Public Issues

During the year under review, the Company has not raised any funds from public issue, rights issue or preferential issue.

Details of Establishment of Vigil Mechanism, Whistle Blower Policy etc.

The Company has established a vigil mechanism by adopting Whistle Blower Policy pursuant to which whistle blowers can raise concerns in a prescribed manner. Further, the mechanism adopted by the Company encourages a whistle blower to report genuine concerns or grievances and provides for adequate safeguards against victimisation of the whistle blower who avails of such mechanism as well as direct access to the Chairman of the Audit Committee. The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time. None of the whistle blowers have been denied access to the Audit Committee of the Board. The Whistle Blower Policy is available on the website of the Company at: https://www.clubmahindra.com/corporate-governance/investor-information

Commodity Price Risk and Commodity hedging activity

The Company does not have any significant exposure to commodity price risk. Its exposure in the individual commodities which are sourced for use as inputs in its businesses, is not material in the context of its overall operations and accordingly, the disclosure requirements prescribed under the SEBI Circular dated November 15, 2018 are not applicable to the Company.

Foreign Exchange Risk and hedging activity

The Company proactively manages foreign exchange risk to protect value of exposures, if any, with an objective to manage financial statement volatility. Currently, the Company is only an importer and has in place appropriate risk hedging strategy. Foreign exchange exposures are periodically reviewed and if necessary, hedged while avoiding trading and speculative positions. The Board periodically reviews foreign exchange exposure, if any and hedges undertaken by the Company. There were no materially uncovered exchange rate risks in the context of the Company's Foreign Exchange exposures.

Details of Unclaimed Shares

In compliance with the provisions of Regulation 39 of the SEBI Listing Regulations, the Company has a Demat account titled "Mahindra Holidays & Resorts India Limited - Unclaimed Shares Demat Suspense Account" ("Demat Suspense Account") for holding the unclaimed shares which were allotted pursuant to Initial Public Offer (IPO) of the Company.

As on March 31, 2021, the Company has 4 Shareholders with 125 unclaimed shares lying in the Demat Suspense Account. The voting shall remain frozen till the rightful owner of such shares claims the shares. The details as required to be disclosed in the Annual Report are given below:

Particulars	No. of cases	No. of shares
Aggregate number of Shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. April 1, 2020	4	125
Number of Shareholders who approached Issuer / Registrar and Transfer Agent for transfer of shares from suspense account during the year 2020-21	Nil	Nil
Number of Shareholders to whom shares were transferred from suspense account during the year 2020-21	NIL	NIL
Number of shares transferred to Investor Education and Protection Fund during the year 2020-21	NIL	NIL
Aggregate number of Shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. March 31, 2021	4	125

Investor Education and Protection Fund (IEPF)

Pursuant to Section 124 and 125 of the Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to IEPF Authority. Further, according to the IEPF Rules, the shares in respect of which dividend has not been paid or claimed by the Shareholders for a period of seven consecutive years are also liable to be transferred to the demat account of the IEPF Authority.

In accordance with the IEPF Rules and the interest of the Shareholders, the Company has sent notices to all the Shareholders, whose shares were due to be transferred to the IEPF Authority, to claim their dividend in order to avoid transfer of dividend/ shares to IEPF Authority and notice in this regard was also published in the newspapers.

In view of the above, unpaid dividend amounting to ₹ 1,02,276/- for the financial year 2012-13 and 167 equity shares were transferred to the IEPF Authority during the financial year 2020-21.

The members who have a claim on above dividend and shares may claim the same from the IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website http://www.iepf.gov.in/ and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/ shares so transferred.

The Company has uploaded the details of unclaimed dividend amounts lying with the Company as on August 31, 2020 (date of last AGM) and Shareholders whose shares are liable to be transferred to the IEPF Authority on the Company's website at https://www.clubmahindra.com/corporate-governance/investor-information

The Company has appointed a Nodal Officer under the provisions of the IEPF Rules and the details of which are available on the Company's website at https://www.clubmahindra.com/corporate-governance/investor-information

Management Discussion and Analysis Report

Management Discussion and Analysis Report (MDA) has been attached as a separate section and forms part of this Annual Report.

Compliance with Regulations pertaining to Corporate Governance

The Company has complied with all the mandatory requirements of the SEBI Listing Regulations relating to Corporate Governance.

As regards the discretionary requirements, there is no modified audit opinion in the Company's Financial Statements. The Company continues to adopt best practices to ensure that its Financial Statements remained with unmodified audit opinion. The Company is maintaining separation in the post of the Chairperson and the Chief Executive Officer. Further, the Internal Auditors do report to the Audit Committee of the Board of Directors of the Company.

General Body Meetings

Details of AGMs held during the past three years and Special Resolution(s) passed

Year	Date	Time	Venue	Special Resolution(s) Passed
2018	August 2, 2018	3.00 PM	Vani Mahal (Mahaswami Hall), 103, G. N. Chetty Road, T. Nagar, Chennai -600 017	No special resolution was passed.
2019	July 31, 2019	3.00 PM	Vani Mahal (Mahaswami Hall), 103, G. N. Chetty Road, T. Nagar, Chennai -600 017	i. Re-appointment of Mr. Rohit Khattar and Mr. Sanjeev Aga, as Independent Directors of the Company, not liable to retire by rotation, to hold office for a second term of five years each commencing from August 27, 2019 to August 26, 2024. ii. Re-appointment of Mr. Sridar Iyengar, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from August 27, 2019 to July 31, 2022. iii. Re-appointment of Mr. Cyrus Guzder, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from August 27, 2019 to July 31, 2020. iv. Re-appointment of Mr. Kavinder Singh as the Managing Director & Chief Executive Officer of the Company for a period of five years with effect from November 3, 2019 to November 2, 2024.
2020	August 31, 2020	11.00 AM	Mahindra Towers, 2nd Floor, No. 17/18, Patullos Road, Chennai – 600 002 (Deemed Venue)	i. Approval and adoption of Mahindra Holidays & Resorts India Limited Employees Stock Option Scheme, 2020 and issue of securities. ii. Approval for the extension of benefits of Mahindra Holidays & Resorts India Limited Employees Stock Option Scheme, 2020 to the employees of holding or subsidiary company(ies).

No Special Resolution has been passed in the last year through Postal Ballot.

During the year under review, no Extra-ordinary General Meeting was held. No Special Resolution is proposed to be passed through Postal Ballot.

General Shareholder Information: Twenty Fifth AGM – Financial Year 2020-21

Day / Date: Wednesday, September 1, 2021

Time: 09:00 A.M. (IST)

Venue: Since the AGM is held through Video Conferencing / Other Audio Visual Means, Registered Office of the Company will be the deemed venue for the AGM.

Financial Year

The financial year covers the period from April 1 to March 31

Financial Reporting for 2021-22

First Quarter Results – June 30, 2021	By last week of July, 2021
Half Yearly Results – September 30, 2021	By third week of October, 2021
Third Quarter Results – December 31, 2021	By first week of February, 2022
Approval of Annual Accounts – March 31, 2022	By last week of April, 2022

Note: The above dates are indicative.

Means of Communication

The quarterly, half-yearly and yearly financial results are normally published in Business Standard (English editions) and Makkal Kural (Tamil edition). These are not sent individually to the Shareholders.

The Company's financial results and official news releases are displayed on the Company's website at https://www.clubmahindra.com/ and also available on the website of National Stock Exchange of India Ltd. (https://www.nseindia.com/) and BSE Ltd (https://www.bseindia.com/).

Presentations are also made to international and national institutional investors and analysts, which are also put up on the website of the Company.

Credit Ratings

Details of credit ratings obtained by the Company have been provided in the Directors' Report which forms a part of this Annual Report.

Listing on Stock Exchanges

The Equity Shares of the Company are listed on the following Stock Exchanges

Name and address of Stock Exchanges	Stock Code / Symbol
(1) National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400 051	MHRIL
(2) BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	533088 / MHRIL

The requisite listing fees have been paid in full to the Stock Exchanges where the Company's shares are listed.

Demat International Security Identification Number (ISIN) in NSDL and CDSL for equity shares

ISIN: INE998I01010

Stock Performance

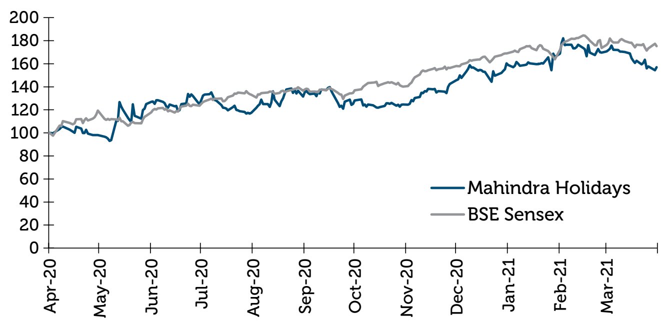
BSE and NSE – Monthly High / Low and Volumes

	National Stock Exchange of India Limited			BSE Limited		
	High (₹)	Low (₹)	Monthly Volume	High (₹)	Low (₹)	Monthly Volume
April, 2020	148.55	129.35	6,40,684	145.00	129.25	40,457
May, 2020	177.90	121.80	24,19,581	177.90	122.00	1,61,078
June, 2020	199.45	156.80	12,64,020	198.00	156.30	77,962
July, 2020	186.70	152.50	10,50,552	195.00	151.75	5,14,785
August, 2020	194.65	157.70	26,89,921	194.75	157.40	6,66,738
September, 2020	193.40	160.85	20,86,297	193.40	161.25	1,56,825
October, 2020	176.00	160.50	9,59,624	176.00	160.00	86,022
November, 2020	194.85	166.00	49,17,692	193.00	164.30	1,64,233
December, 2020	217.50	186.00	36,50,182	217.00	186.90	3,91,366
January, 2021	230.00	201.35	30,99,459	231.80	203.00	1,86,980
February, 2021	249.50	218.40	17,60,767	248.90	220.00	2,03,397
March, 2021	239.95	203.25	10,44,189	241.75	204.00	1,09,280

Performance in comparison to BSE – Sensex, NSE Nifty and BSE 500 Index

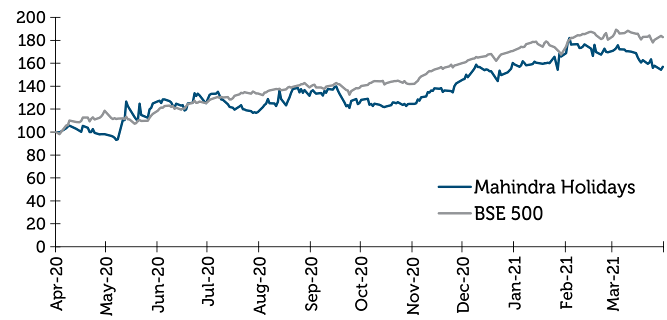
Month	MHRIL's Closing Price on NSE on the last trading day of month (₹)	BSE Sensex at the Close of last trading day of the month	NSE Nifty at the Close of last trading day of the month	BSE 500 Index at the Close of last trading day of the month
April, 2020	131.60	33,717.62	9,859.90	12,721.00
May, 2020	167.70	32,424.10	9,580.30	12,414.85
June, 2020	167.85	34,915.80	10,302.10	13,438.14
July, 2020	157.70	37,606.89	11,073.45	14,346.18
August, 2020	176.00	38,628.29	11,387.50	14,890.06
September, 2020	168.25	38,067.93	11,247.55	14,851.00
October, 2020	167.15	39,614.07	11,642.40	15,215.01
November, 2020	191.20	44,149.72	12,968.95	16,995.01
December, 2020	215.25	47,751.33	13,981.75	18,300.10
January, 2021	222.85	46,285.77	13,634.60	17,975.30
February, 2021	226.10	49,099.99	14,529.15	19,371.25
March, 2021	210.40	49,509.15	14,690.70	19,601.95

Mahindra Holidays' Share Performance versus BSE Sensex



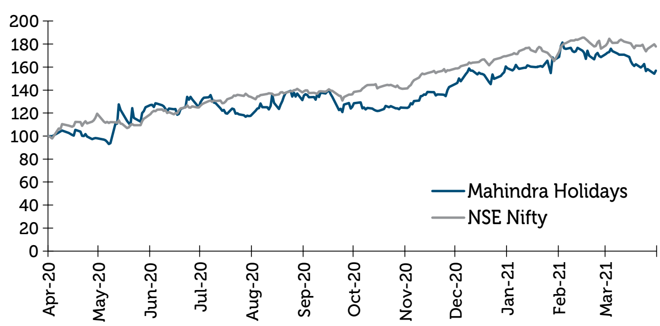
Note: Share price of Mahindra Holidays and BSE Sensex have been indexed to 100 on April 1, 2020.

Mahindra Holidays' Share Performance versus NSE NIFTY



Note: Share price of Mahindra Holidays and NSE NIFTY have been indexed to 100 on April 1, 2020.

Mahindra Holidays' Share Performance versus BSE 500



Note: Share price of Mahindra Holidays and BSE 500 have been indexed to 100 on April 1, 2020.

Share Transfer System

Trading in Equity Shares of the Company through recognised Stock Exchanges is permitted only in dematerialised form. Shares sent for transfer in physical form are registered and returned within a period of fifteen days from the date of receipt of the documents, provided the documents are valid and complete in all respect.

The Stakeholders Relationship Committee meets as and when required to, inter alia, consider the transfer proposals and attend to Shareholders' grievances. As of March 31, 2021, there are no pending share transfers pertaining to the year under review.

SEBI vide its notification dated June 8, 2018 amended Regulation 40 of the SEBI Listing Regulations and mandated that the transfer of securities would be carried out in dematerialized form only i.e., investors mandatorily need to dematerialize their securities for any further transfer.

Distribution of Shareholding as on March 31, 2021

Category (Shares)	Number of Shareholders	% to Shareholders	Number of Shares	% to shares
1 - 100	25,055	66.37	8,76,504	0.66
101 - 500	8,111	21.49	19,86,762	1.49
501 - 1000	2,110	5.59	15,98,366	1.20
1001 - 5000	2,020	5.35	41,07,028	3.06
5001 - 10000	216	0.57	15,69,343	1.18
10001 - 50000	171	0.45	34,44,011	2.58
50001 - 100000	29	0.08	19,44,727	1.46
100001 & above	37	0.10	11,80,27,043	88.37
Total:	**37,749**	**100.00**	**13,35,53,784**	**100.00**

Shareholding Pattern as on March 31, 2021

Category of Shareholders	Total Holdings	Holdings in Percentage
Promoters holdings	8,98,90,615	67.31
Foreign Portfolio Investors	59,18,213	4.43
Mutual Funds	1,63,95,596	12.28
Alternate Investment Funds	10,65,404	0.80
Qualified Institutional Buyer	67,794	0.05
Banks, Financial Institutions & others	1,736	0.00
Bodies Corporate	17,04,362	1.28
NRIs/OCBs/Foreign Nationals	9,01,593	0.68
ESOP Trust	6,30,040	0.47
IEPF	647	0.00
Clearing Members	63,695	0.05
Indian Public	1,69,14,089	12.65
Total	**13,35,53,784**	**100.00**

Dematerialisation of Shares

The process of conversion of shares from physical form to electronic form is known as dematerialization. For dematerializing the shares, the Shareholder has to open a demat account with a Depository Participant (DP). The Shareholder is required to fill in a Demat Request Form and submit the same along with the Share Certificate(s) to the DP. The DP will allocate a demat request number and shall forward the request physically and electronically, through National Securities Depository Limited / Central Depository Services (India) Limited to the Registrar & Transfer Agent. On receipt of the demat request, both physically and electronically and after verification, the Shares are dematerialized and an electronic credit of shares is given in the account of the Shareholder.

As on March 31, 2021, 99.99 per cent of the paid-up Equity Share Capital is held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited. The market lot is one share, as trading in the Equity Shares of the Company on exchanges is permitted only in dematerialised form. Non-Promoters' holding is 32.69 per cent.

Outstanding ADRs/GDRs/ Warrants or any Convertible Instruments, conversion date and likely impact on Equity

The Company has not issued any ADRs/GDRs/Warrants or any convertible instruments.

Offices of the Company:

Registered Office:

Mahindra Towers, 2nd Floor,
No. 17/18, Patullos Road,
Chennai - 600 002
Tamil Nadu, India
T: +91 44 3504 1000; F: +91 44 3504 7778
E: investors@mahindraholidays.com
W: www.clubmahindra.com

Corporate Office:

Mahindra Towers, 1st Floor,
'A' Wing, Dr. G.M. Bhosle Marg,
P.K. Kurne Chowk,
Worli, Mumbai – 400 018
Maharashtra, India
T: +91 22 3368 4722; F:+91 22 3368 4721
E: investors@mahindraholidays.com
W: www.clubmahindra.com

Apart from the registered & corporate office, the Company has an extensive network of branch offices, including site offices at the resorts to carry out the business of the Company. Details of these offices can be found at the Company's website at: https://www.clubmahindra.com/.

Registrar and Transfer Agent
M/s. KFin Technologies Private Limited
(formerly Karvy Fintech Private Limited)
Unit: Mahindra Holidays & Resorts India Limited
Selenium Tower B, Plot No.31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032,
Telangana, India
Toll Free: 18003094001
E: einward.ris@kfintech.com

Address for Correspondence

Shareholders may correspond with the Company at its Corporate Office or with the Registrar and Transfer Agent M/s. KFin Technologies Private Limited at the above mentioned address in respect of all matters relating to transfer / dematerialisation of shares, payment of dividend and any other query relating to Equity Shares of the Company.

Company Secretary & Compliance Officer
Mahindra Towers, 1st Floor,
'A' Wing, Dr. G. M. Bhosle Marg,
P.K. Kurne Chowk,
Worli, Mumbai – 400 018
Maharashtra, India
T: +91 22 3368 4722
F: +91 22 3368 4721
E: investors@mahindraholidays.com

Company's Investor E-mail ID

The Company has a designated e-mail ID investors@mahindraholidays.com for Shareholders for the purpose of registering complaints. This has also been displayed on the Company's website.

Company's website

www.clubmahindra.com

Declaration on Code of Conduct

To

The Members of Mahindra Holidays & Resorts India Limited,

I, Kavinder Singh, Managing Director & CEO of Mahindra Holidays & Resorts India Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2021.

Kavinder Singh
Managing Director & CEO
DIN: 06994031

Place: Mumbai
Date: May 25, 2021

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of Mahindra Holidays & Resorts India Limited

No. 17 & 18, 2nd Floor,

Mahindra Towers, Patullos Road,

Chennai – 600 002.

I, M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Mahindra Holidays & Resorts India Limited having CIN - L55101TN1996PLC036595 and having registered office at No. 17 & 18, 2nd Floor, Mahindra Towers, Patullos Road, Chennai – 600002 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Arun Nanda	00010029	28/01/1998
2.	Mr. Kavinder Singh	06994031	03/11/2014
3.	Mr. Sanjeev Aga	00022065	18/04/2013
4.	Mr. Rohit Khattar	00244040	12/01/2004
5.	Mr. Sridar Iyengar	00278512	30/04/2008
6.	Mrs. Sangeeta Talwar	00062478	01/02/2020
7.	Mr. Diwakar Gupta	01274552	01/12/2020
8.	Dr. Anish Shah	02719429	09/05/2020
9.	Mr. Ruzbeh Irani	01831944	26/01/2021

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

For **M. Damodaran & Associates**

M. Damodaran
Managing Partner
Membership No. 5837
(C.P. No: 5081)
ICSI UDIN No: F005837C000251027

Place: Chennai
Date: May 6, 2021

Independent Auditors' Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Members of
Mahindra Holidays & Resorts India Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 13 October 2017 and addendum to the engagement letter dated 16 October 2018 and 10 March 2021.

2. We have examined the compliance of conditions of Corporate Governance by Mahindra Holidays & Resorts India Limited ("the Company"), for the year ended 31 March 2021, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with the National Stock Exchange of India Limited and BSE Limited (collectively referred to as the 'Stock Exchanges').

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the Listing Regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2021.

6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance, both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

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

Koosai Lehery
Partner
Membership No: 112399
UDIN: 21112399AAAABM7993

Mumbai
25 May 2021

BUSINESS RESPONSIBILITY REPORT FOR THE FINANCIAL YEAR 2020-21

[Pursuant to the regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Section A: General Information about the Company

Sr. No.	Particulars	Company Information
1.	Corporate Identity Number (CIN) of the Company	L55101TN1996PLC036595
2.	Name of the Company	MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED
3.	Registered address	Mahindra Towers, 2nd Floor, 17/18, Patullos Road, Chennai – 600002
4.	Website	https://www.clubmahindra.com/
5.	E-mail id	investors@mahindraholidays.com
6.	Financial Year reported	April 1, 2020 – March 31, 2021
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	Codes 55 – Accommodation 56 – Food & Beverages service activities
8.	List three key products/services that the Company manufactures/provides (as in balance sheet)	(i) Sale of vacation ownership membership (ii) Sale of Food and Beverages
9.	Total number of locations where business activity is undertaken by the Company	
	A. Number of International Locations (details of major 5)	The Company is having marketing offices in Dubai, Kenya and Qatar. Further, the Company manages and operates hotel properties in Kuala Lumpur (Malaysia), Bangkok (Thailand) and Dubai. The Company also have inventory arrangements or tie-ups in the USA, Sri Lanka, Bhutan, Singapore, Phuket and Pattaya. Holiday Club Resorts Oy, Finland, subsidiary of the Company, is the largest vacation ownership company in Europe, having resorts in Finland, Sweden and Spain.
	B. Number of National Locations	The Company has its business activities and operations spread across the country which includes 69 domestic resorts and 100+ branches, sales offices and channel partners.
10.	Markets served by the Company – Local/State/National/International	The Company mainly serves the Indian markets in addition to marketing of vacation ownership membership in Qatar, Kenya and United Arab Emirates (through its office located at Dubai).

Section B: Financial Details of the Company

(₹ in lakhs)

No.	Particulars	Amount
1.	Paid up Capital	13,355.38
2.	Total Turnover*	82,224.45
3.	Total profit after taxes*	12,576.49
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (2%)	301.45
5.	List of activities in which expenditure in 4 above has been incurred:- CSR expenditure has been incurred mainly in the activities related to (a) Promoting education and skill development, (b) Environmental Sustainability, (c) Healthcare and sanitation, (d) protection of National Heritage, Art & Culture, (e) Relief and Rehabilitation and (f) Rural Development. Further details on CSR Activities are available in Annexure III to the Directors' Report which forms part of the Annual Report.	

* As per Standalone Financial Statements for the financial year 2020-21

Section C: Other details

1. Does the Company have any Subsidiary Company/ Companies?

   Yes. The Company has 34 subsidiary companies (including 32 foreign subsidiaries) as on March 31, 2021.

2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)

   The operations and initiatives of the Company have been included in the annual Mahindra Group Sustainability Report since 2007-08. In addition, every year the Company releases a standalone Business Responsibility Report in accordance with the GRI framework. The report explores how the Company fulfils stakeholders and environment responsibilities through combination of long-term strategy, robust processes and motivated people. The Company has a Code of Conduct for Employees and Directors as well as set of Governance policies. These Code and policies are also followed by the domestic subsidiary companies with modifications depending on their business requirements. The foreign subsidiaries of the Company are also encouraged to follow the Company's policies.

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

   No

Section D: Business Responsibility (BR) Information

1. Details of Director/Directors responsible for BR

a. Details of the Director/Directors responsible for implementation of the BR policy/policies

No	Particulars	Details
1	DIN Number	06994031
2	Name	Mr. Kavinder Singh
3	Designation	Managing Director & CEO

b. Details of the BR head

No.	Particulars	Details
1	DIN Number (if applicable)	Not Applicable
2	Name	Mrs. Priyanka Gidwani
3	Designation	Chief Human Resources Officer
4	Telephone number	+91 22 3368 4722
5	Email ID	Priyanka.Gidwani@mahindraholidays.com

2. Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N)

The Business Responsibility Policy ("BR Policy") addressing the following 9 principles as per the National Voluntary Guidelines on Social, Environmental & Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs, duly approved by the Board of Directors of the Company has been adopted by the Company. The BR Policy is operationalised and supported by various other policies, guidelines & manuals.

NVG Principle

P1 Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

P2 Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

P3 Business should promote the well-being of all employees.

P4 Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.

P5 Business should respect and promote Human Rights.

P6 Business should respect, protect and make efforts to restore the environment.

P7 Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner.

P8 Businesses should support inclusive growth and equitable development.

P9 Businesses should engage with and provide value to their customers and consumers in a responsible manner.

The response regarding the above 9 principles (P1 to P9) is given below:

No.	Questions	Ethics and Transparency	Products Responsibility	Wellbeing of employee	Responsiveness to Stakeholders	Respect Human Rights	Environmental Responsibility	Public advocacy	Support Inclusive Growth	Engagement with Customers
		P1	P2	P3	P4	P5	P6	P7	P8	P9
1.	Do you have policy/policies for:	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with relevant stakeholders	Y	Y	Y	Y	Y	Y	Y	Y (Note 1)	Y
3.	Does the policy conform to any national/ international standards? If yes specify(50 words)	Y	Y	Y	Y	Y	Y	NA	Y	Y
4.	Has the policy been approved by the Board? If yes, has it been signed by MD/owner/CEO/ appropriate Board Director	Y (Note 2)	Y (Note 2)	Y (Note 2)	Y (Note 2)	Y (Note 2)	Y (Note 2)	Y (Note 2)	Y (Note 2)	Y (Note 2)
5.	Does the Company have a specified committee of the Board/Director/Official to oversee the implementation of the Policy	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online	Y (Note 3)	Y (Note 3)	Y (Note 3)	Y (Note 3)	Y (Note 3)	Y (Note 3)	Y (Note 3)	Y (Note 3)	Y (Note 3)
7.	Has the policy been formally communicated to all relevant internal and external stakeholders	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the Company have in-house structure to implement the policy/policies	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholder's grievances to the Policy/ policies	Y	Y	Y	Y	Y	Y	NA	Y	Y
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

Note 1 – While there is no formal consultation with all stakeholders, the relevant policies have been evolved over a period by taking inputs and feedbacks from the relevant stakeholders.

Note 2 – The Code of Conduct for Directors, the Code of Conduct for Senior Management and Employees, Whistle Blower Policy, Sustainability Policy, Business Responsibility Policy and Corporate Social Responsibility Policy are approved by the Board.

Note 3 – It has been Company's practice to upload all policies on the intranet site for the information and implementation by the internal stakeholders. The Code of Conduct for Directors, the Code of Conduct for Senior Management and Employees, Whistle Blower Policy, Sustainability Policy, Business Responsibility Policy and Corporate Social Responsibility Policy are available on the Company's website i.e. https://www.clubmahindra.com/.

3. Governance related to BR

Information with reference to BR framework:

(1) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, annually, more than 1 year:

The CSR and sustainability performance of the Company is presented at the Board and CSR Committee meetings. Mr. Kavinder Singh, Managing Director & CEO of the Company, who is on the Board and also a member of the CSR Committee, assesses the BR performance every quarter.

(2) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The Company has been publishing the BR Reports on an annual basis since financial year 2016-17 and the same are available on the website of the Company at https://www.clubmahindra.com/. While no standalone sustainability report is published by the Company, Mahindra Group Sustainability Report (of which the Company is also a part of) as per the GRI framework is published annually.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1 Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs / Others?

   The Company has defined a Code of Conduct for Directors as well as all employees of the Company that covers issues, inter alia, related to ethics, bribery and corruption. It also covers all dealings with suppliers, customers, business partners and other stakeholders. The Code of Conduct for Senior Management and Employees forms an integral part of the induction of new employees.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

   The Company has different mechanisms for receiving and dealing with complaints from various stakeholders like Investors, Customers, Employees, Suppliers, etc.

   During the financial year 2020-21, 4 (four) complaints were received under the Prevention of Sexual Harassment mechanism and the same were attended to and resolved as per due procedures prescribed thereunder. Further, the Company has not received any complaint from the Shareholders or under the Whistle Blower mechanism during the financial year 2020-21.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

   The Company endeavours to embed the principles of sustainability, as far as practicable, into the various stages of product or service life-cycle, including procurement of raw material, manufacturing of food products in the resorts or delivery of service and disposal by consumers.

   The Company also ensures environmental sustainability by building green spaces, responsible use and measures to rejuvenate natural resources and responsible waste management.

   The Company promotes renewable energy and has undertaken many energy saving initiatives. These includes streaming of solar power for generation of renewable energy at the resorts, installation of heat pumps for hot water generation, installation of brush less DC Fans, Invertors, Air Conditioners, etc., use of electric vehicles for internal mobility and replacement of diesel boilers in all the resorts with heat pumps. The Company also undertakes rainwater harvesting system to ensure responsible use of natural resources while conducting business activities. The Company has also committed itself to the Science Based Target Initiative for reducing the carbon footprints at all its resorts.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

   (a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

   (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

   The Company focusses on identifying the significant environment aspects arising from the activities and adopt mitigation plan to minimise the impact to the extent possible. These include adoption of different initiatives such as measurement of carbon footprint, conservation of biodiversity, energy conservation and use of renewable sources, water conservation and waste recycling.

The Company has taken steps for conservation of energy by the use of Solar Power at seven of its resorts located at Tungi, Kanha, Kumbhalgarh, Jaisalmer, Puducherry, Udaipur and Hatgad which has resulted into generation of 22 million kwh of power during the year. The Kanha resort located at Madhya Pradesh has been identified as India's first 100% solar powered resort. The use of heat pump for hot water generation and replacement of diesel boilers with heat pumps at all the resorts have resulted into achieving 67% lesser diesel consumption as compared to the previous year.

The Company's efforts are focused towards building green spaces that ensure the well-being of Club Mahindra vacation ownership members. All ongoing projects undergo pre-certification under the Indian Green Building Council (IGBC) rating system. The appearance of a Green Building will be similar to any other building. However, the difference is in the approach, which revolves round a concern for extending the life span of natural resources, provide human comfort, safety and productivity. This approach results in reduction in operating costs like energy and water, besides several intangible benefits.

The Company has undertaken initiatives that aims at saving and improving the efficiency of water utilization across its resorts by following the principles of Reduce, Reuse, Recycle and Rainwater Harvesting. The adoption of rainwater harvesting system has eliminated the dependency on outside water tankers/municipal water supply in few of the resorts and about 275 million litres of harvested rainwater has been utilized across the resorts. The installation of water flow restrictors in plumbing fixtures has enabled reduction in consumption of water. About 55% of the total water consumed was recycled. This year the Company has achieved more than 156 million litres of water savings as compared to the previous year.

The Company has also taken initiatives to include the usage of natural food waste composting bins to convert food waste to manure and thereby eliminating use of waste composting machines which consumes power. The Company has taken measures to further conserve energy and water by installation of energy efficient machines and deployment of biogas plants and compost machines for recycling dry and wet garbage respectively.

The Company has initiated the use of electric vehicles for internal and external movement at its resorts. The Company has also invested in equipment upgrades like LED lighting, highly-efficient heat pumps, installation of IOT based energy management system and Sewage Treatment Plant (STP) water quality monitoring and improvement system and variable frequency drives at its various resorts.

The Company has also committed itself to the Science Based Target Initiative, which requires it to reduce greenhouse gas emissions in line with targets necessary to limit global temperature rise to below two degrees celsius. The Company is committed to reduce its emission of greenhouse gas by 88.3% per room of its resorts by the year 2031. This shall enable the Company to monitor and reduce its carbon footprint at all its resorts located across the country. Another important initiative undertaken by the Company includes Biodiversity assessments being carried out at its resorts and measures taken for the protection of nature.

The biodiversity measures undertaken by the Company at its Madikeri resort located in Karnataka has earned the "Bio diversity award from the Centre of Excellence for Sustainable Development (CII-ITC).

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

   (a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The Company strives in adopting sustainable practices in all its operations including sustainable sourcing of inputs. The Company has adopted the procedures for ensuring sustainable activities which are also available on the Company's website. All items purchased are done only if it meets the required sustainable parameters. The Company ensures that whatever products purchased are environment friendly products. All the items used in the rooms at every resort are plastic free and biodegradable products.

The solar power plants have been installed at several resorts to generate electricity and replaced CFL and Fluorescent tube to LED bulb. Use of plastic products like laundry bag, garbage bag, plastic straw has been replaced by biodegradable products. In room amenities products like tooth paste kit, dental kit etc., which used to come in card board box are now put in corn starch biodegradable pouch.

The Company has crafted extensive strategies to ensure sustainable consumption of energy, water and other resources in its business. The focus has been on to reduce the specific energy consumption, increasing share of renewable energy sources in total energy consumption, water conservation, recycling and reusing waste generated.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

    (a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company's Triple Bottom Line commitment to concurrently build economic, social and environmental capital has spurred innovation to address some of the most challenging societal issues including widespread poverty and environmental degradation. The concerted efforts of the Company over the years have led to the creation of sustainable livelihoods for local people in the vicinity of its resorts, many of whom represent the most disadvantaged in society.

The Company always give preference to local and small vendors including communities surrounding the resorts, in sourcing and procurement for materials required at the resorts. The perishable items like fruits, vegetables, egg, meat, fish & poultry etc., are sourced from the local and marginalized vendors. Further, lot of items like sugarcane, jaggery, etc. are also procured from the local farmers. The Company also aims to help suppliers in understanding the importance of sustainable development as well as create a platform for them to discuss their concerns and challenges.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

The Company endeavours to integrate sustainability in the procurement process for its products and services across its business. It encourages resource efficiency in the supply chain and provides guidance to supply chain members and partners to adopt sustainable practices.

The Company had initiated to embark upon the 'Zero Waste to Landfill' program with a pilot project at its Virajpet resort in Coorg, Karnataka which became the India's first Zero Waste to Landfill (ZWL) resort in the year 2019. Also, during the financial year under review, the Munnar resort in Kerala, Madikeri resort in Coorg, Karnataka and Varca Beach resort in Goa were certified as ZWL resorts. Further, the Company strives to achieve ZWL certification across all its resorts in a span of three years.

Further, resource efficiency is integrated into product and process design and is a critical component in the creation of physical infrastructure, operations phase, logistics, water management, energy management and waste management. The Company has recycled/ reused more than 60% of the waste by means of direct/ indirect recycling through approved third party channel partners. The Company has created vermicompost pits across its resorts located at Cherai, Thekkady, Munnar, Kanha, Kandaghat, Binsar and Ashtamudi for processing wet garbage as well as garden waste. This has resulted into production of 3600 kgs of compost per month at these locations and which are used for the purpose of gardening. The Company has recycled about 55% of the total water consumed at the resorts. STP water is used for gardening and flushing after treatment. During the year under review, the Company was awarded with the "Sustainability and Business Excellence Award by the Centre of Excellence for Sustainable Development (CII-ITC).

Principle 3: Businesses should promote the wellbeing of all employees –

1. Please indicate the Total number of employees.: 4,702
2. Please indicate the Total number of employees hired on temporary / contractual / casual basis: 768
3. Please indicate the Number of permanent women employees: 860
4. Please indicate the Number of permanent employees with disabilities: 46
5. Do you have an employee association that is recognized by management: NA
6. What percentage of your permanent employees are members of this recognized employee association? NA
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

S. No:	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	Nil	Nil
2	Sexual harassment	4	Nil
3	Discriminatory employment	Nil	Nil

What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?

(1) Permanent Employees: 100%

(2) Permanent Women Employees: 100%

(3) Casual / Temporary / Contractual Employees: 100%

(4) Employees with disability: 100%

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. Has the company mapped its internal and external stakeholders? Yes/No:

   Yes, the Company has mapped its internal and external stakeholders.

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders:

   Yes, the Company has identified vulnerable and disadvantaged section through its CSR programs. These include disaster affected victims, rural communities, less-privileged, marginalized youth and women, cancer-affected individuals, socially and economically backward groups from target geographies identified from time to time.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

   The Company focuses on creating long-term benefits to the society through various initiatives by identifying disadvantaged / underprivileged sections of the demography residing in the peripheral areas of the Company by conducting on-ground need assessments from time to time. The CSR Policy of the Company makes it a point to focus attention on the disadvantaged segments of the society and directs CSR efforts to uplift them.

   The Company has also implemented mechanisms to facilitate effective dialogues with all stakeholders across businesses, identify material concerns and provide resolution in an equitable and transparent manner. Engagement responsibility for each stakeholder group is entrusted with specific teams in the Company.

   The Company also recruits differently abled employees across locations from Government and private training centres, thus helping them with livelihood and including them in mainstream.

   Further details of special initiatives taken by the Company for the disadvantaged / underprivileged sections, are provided under Principle 8 in this Report.

Principle 5: Businesses should respect and promote human rights

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

   The BR Policy of the Company covers the Human Rights aspects. Human Rights aspects are a part of the supplier selection process and are also included in the contracts drawn up with them. Code of Conduct, Prevention of Sexual Harassment and the Whistle Blower Policies along with the BR Policy cover all aspects on Human Rights for the Company and extend to all stakeholders of the Company. The various aspects of Human Rights are followed in the same spirit within as well as outside the organisation when engaging with different stakeholders. The Company plays a positive role in building awareness on human rights for its stakeholders and encourages respect for human rights of the local communities with specific focus on vulnerable and marginalised groups.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

   During the financial year 2020-21, 4 (four) complaints were received under the Prevention of Sexual Harassment mechanism and the same were attended to and resolved as per due procedures prescribed thereunder. Further, the Company has not received any complaint from the Shareholders or under the Whistle Blower mechanism during the financial year 2020-21.

Principle 6: Business should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others.

   The threat imposed by the increasing population and scarcity of natural resources has necessitated the use of natural resources carefully, recycling of resources, minimize damage to the environment and ensure that the resources are available for future generations. The Company has various policies related to environmental protection. The Environment, Health and Safety Policy and Responsible Sourcing Policy provides the necessary direction towards climate change mitigation and adaptation efforts as well as natural resource replenishment initiatives. The Company's policies are in sync with the Mahindra Group environmental policies. The ideology for Environmental Sustainability is reflected in the rigor and strategic thinking across the organization. The policy covers all stakeholders and the Company has also engaged with a third-party consultant 'Sustain Plus' to assist in this initiative through Science Based Targets initiative (SBTi).

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.

   The Company recognises the importance of sustainability and is committed to conserve the ecology surrounding the locations through responsible business practices, accountability and transparency. The Company has direct measures across the resorts to ensure waste minimisation, segregation at source and solid waste recycling. Some of the key areas that have been identified for implementing sustainable practices include tree plantation, carbon footprint measurement, conservation of biodiversity & assessment, use of recyclable products, minimization of construction waste and demolition debris through reuse and recycling, minimization of sanitary waste through reuse of graywater and water-saving devices and increase in use of renewable energy. Rainwater is harvested for internal usage. Water is conserved through various techniques adopted during resort operations. STP are set up for treatment of waste water and the treated water is reused for gardening and flushing purpose. The Company has crafted extensive strategies to achieve 100% renewable energy (RE100) for all the resorts by the year 2050, doubling the energy productivity – EP100 by the year 2030, achieve Carbon neutrality by 2040 and has adopted Science based targets initiative (SBTi) for mapping and reducing the emission of greenhouse gas in line with targets necessary to limit global temperature rise to below two degrees celsius.

3. Does the company identify and assess potential environmental risks? Y/N

   Yes. The Company has identified 22 resorts under the scope of Global Reporting Initiatives.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

   The Company continually strives to conserve energy and improve the efficiency of water utilization across the resorts by following 5 R principle (Reduce, Reuse, Recycle, Recharge and Rain water harvesting). Solar plants, LED Lights, IOT based energy management system, water meters, using aerators and prismatic taps water efficient showerheads have been installed at most of the resorts to address responsible energy and water consumption. New bath fittings/flush tanks have been installed to reduce water usage. IOT based real time monitoring system has been installed for monitoring STP water quality and improvement. Signage boards have been put up in guest rooms and common area to create awareness amongst staff and guests to use water responsibly. Auto sensors are installed in public area toilets across all resorts.

   The Company is India's first hospitality company that has signed on both RE100 (Renewable Energy) and EP100 (Energy Productivity), a global campaign led by The Climate Group. In doing so, the Company has reinforced its commitment to achieve the renewable energy and energy productivity targets i.e. run on 100% renewable energy by 2050 and to double the energy productivity by 2030. The Company has also committed itself to the Science Based Target Initiative, which requires it to reduce greenhouse gas emissions in line with targets necessary to limit global temperature rise to below two degrees celsius. The Company has also entered into an arrangement with Eco E Market for E-waste and general waste recycling.

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

   Yes. Same is stated under Sr No. 2 & 4 above mentioned under Principle 6.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

   Yes.

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year:

   None

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

   Yes. They are:

   (a) All India Resort Development Association (AIRDA)

   (b) Bombay Chamber of Commerce and Industry

   (c) The Federation of Hotels and Restaurants Association of India

   (d) Confederation of Indian Industry

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

   The Company participates as a stakeholder of AIRDA on policies relating to vacation ownership (timeshare industry). Further, the Company also participates in other industry associations related to economic reforms, skill developments and tourism promotion policies etc.

Principle 8: Businesses should support inclusive growth and equitable development

1. Does the company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

   The Company's CSR programmes are guided by the Board approved CSR Policy that outlines the Company's approach towards social agendas. The Company is committed towards the development of the community and society at large in the CSR operational areas surrounding its periphery, to create an inclusive and equitable society. The Company's social development projects are aimed at empowering the underprivileged sections of the society such as children, women, daily wage workers, etc. The programmes implemented are aimed at improving living standards of the community and generating employment and livelihood opportunities. The Company's CSR team is responsible for administering the CSR programmes implemented through NGO's with domain expertise in the area of intervention and location geography.

   The main focus areas of the Company's CSR initiatives include: (a) Promoting education and skill development, (b) Environmental Sustainability, (c) Healthcare and sanitation, (d) protection of National Heritage, Art & Culture, (e) Relief and Rehabilitation and (f) Rural Development.

Relief and Rehabilitation initiatives

The strict lockdowns in India with severe restrictions on travel and economic activity to contain the health emergency posed by the Covid-19 pandemic resulted in unintended consequences - economic hardship and loss of livelihood to the poor and marginalized sections. In response to the unprecedented health crisis, the Company reached out to communities around most of its resorts across India. This included distribution of dry ration and essential hygiene kits to the needy and poor, daily wagers, migrant labour and other groups recommended by the local authorities. Through these relief efforts, the Company reached out to over 11,000 individuals.

The resorts, across their locations, have assisted frontline health workers, police personnel and medical staff through provisioning of sanitizers and protective equipment such as masks, personal protective equipment (PPE) kits and face shields. The resorts in Kerala, Tamil Nadu & Puducherry also provided cooked food to the community, local Police Officers and Medical Professionals on duty.

Through its CSR intervention, the Company also installed Swab collection kiosks in Coorg and Ooty for the benefit of the community. The facility has reduced the requirement of PPEs for individual healthcare workers and are completely sealed, reducing the contact between patient and paramedics/doctors.

The Company has also contributed to PM Cares Fund to help strengthen the fight against Covid.

Rehabilitation initiatives (Project Vaapsi)

The long-term implications of the pandemic have the potential to cripple affected communities. Once the need for social distancing subsides, there will be need for mid-term and long-term interventions to rehabilitate communities and build resilience. The Company has partnered with the organisation Goonj to create meaningful and sustainable local livelihood opportunities in village ecosystems based on their skills by providing 200 occupational kits such as AgriTools, Barber kits, etc. to daily wage workers. This initiative has helped in addressing the key issues of unemployment and lack of willingness of migrants to go back to destination states.

Through this project the Company's aim is to enhance local talent, create livelihood options within the villages thus, impacting migration and earning opportunities. It is a self-sustainable model, fostering sustained employability and entrepreneurship.

Initiative to strengthen the Infection Prevention Control (IPC) protocols and sanitation and hygiene infrastructure in public hospitals:

- For this project, the Company collaborated with United Way of Mumbai to strengthen the IPC protocols and sanitation and hygiene infrastructure in hospitals accessed by low income communities in Mumbai. This was done through capacity building of the hospital staff including the support staff on IPC protocols to ensure prevention of infections within hospital premises.

- The key interventions of this project were to facilitate implementation of infection control measures and recommendations for all components of the healthcare delivery at the hospital. Develop and strengthen the standard operating processes for infection prevention during patient care at the hospital. Ensure timely recommendation and regular follow-ups with the Hospital Infection Control Committee to ensure the safety of health staff and patients adhering to National Guidelines for Infection Prevention and Control in Healthcare Facilities. Monitoring and audit of IPC practices along with capacity building through regular meetings and CME to replicate and share learnings.

Environmental Sustainability:

The Company worked with the NGO Students Relief Society, to identify 10 schools in Udaipur to set up Rooftop Rainwater Harvesting structures. The aim is to make the schools self-sufficient and to inculcate sustainable water management practices through school-based IEC (Information, Education and Communication) approach. This project is benefiting 2,120 students through facilitation, awareness and construction of rainwater harvesting structures for fulfilling the daily requirement of potable drinking water.

Under the Mahindra Hariyali initiative, the Company has planted 46,960 trees during the year under review, which contributed to improving green cover and protecting biodiversity in the country. Besides greening the environment, the Company's aim is to provide livelihood support to rural communities. The Company partnered with the NGO Sankalptaru Foundation that identified regions of plantation in Karnataka where there are pressing agricultural and water issues. Through the Rural Livelihood Program which is designed to improve villager's livelihood and provide a sustainable income for their families, the Company planted 20,000 fruit bearing trees to bring economic sustainability in order to empower them. By taking up plantation in those regions, the Company has taken a step towards the betterment of farmer community and reviving farm practices. This program not only aimed to plant but also created a wide socio-environmental impact – women empowerment, poverty alleviation, biodiversity promotion and greening of degraded land.

The Company also implemented the plantation of 8,000 local tree species in Sikkim and Tamil Nadu, through Grow-Trees. Through this project, the Company is ensuring environmental sustainability through the enhancement and improvement in tree cover. The project involves plantation of 6,000 local trees in the temperate habitat of Zuluk area at the fringes of Pangolakha Wildlife Sanctuary, East Sikkim and the plantation of 2,000 local mixed saplings on the Kazhuveli Bioregion, Villupuram district of Tamil Nadu.

Zuluk, situated in the Eastern part of Sikkim attracts a large number of tourists because of its picturesque beauty and scenic locations. The Project - Trees for Ecotourism in the Zuluk region of Sikkim strives to promote sustainable ecotourism by improving the ecological health of this area. The project will employ local communities in every step of the plantation process as they are well-versed with their forests and land. The 6,000 trees planted in this region will help to conserve the local flora and fauna, increase the groundwater table, improve wildlife habitats (including the endangered and endemic species and the state animal, Red Panda) and create approximately 500 workdays for local communities. Mature trees are also expected to offset approximately 40,000 kg of atmospheric carbon every year.

Plantation activities undertaken as a part of the Project-Trees for Tribals in Viluppuram, Tamil Nadu, with an aim to involve the Irular tribal communities in on-ground activities while converting wasted and degraded land into forests. Sustainable resource management and addressing land degradation are the main objectives of this planting program. The plantation of 2,000 local tree species in this region will not only help to address the socio-environmental challenges but also enhance the living conditions of the locals who are dependent on forests for food and livelihood. The project will play a key role in supporting the Irular's vulnerable economy by generating approximately 150 days of employment. This activity will improve the water table, check top-soil erosion and enhance ecosystem services.

Till date, the Company has planted a total of 4,70,286 trees since the inception of the Mahindra Hariyali initiative in 2010-11.

Girl Child Education (Project Nanhi Kali) & Skill Development

Project Nanhi Kali supports the education of underprivileged girl children, under the joint management of K.C. Mahindra Education Trust and Naandi Foundation. The Company encourages girl child education for which the Company has been regular donors to K.C. Mahindra Trust wherein it allocates 50% of the Company's CSR budget for the Nanhi Kali project. Through project Nanhi Kali, the Company helps educate underprivileged girl children from socially and economically marginalized families living in urban, rural and tribal parts of India. This is a national sponsorship program which provides academic and material support to disadvantaged girls so that they can complete their education with dignity. Academic Support is provided in terms of an extra study class which is conducted either before or after school hours in the school itself through the Academic Support Centre. These classes help to bridge the gaps in learning achievements and enable children to reach their grade specific competency level. The classes are conducted by "Community Associates" selected from within the community with the vision that they would be the local resource to act as friends and mentors to the children and at the same time stroking community interest and proactive action for quality education. Material support consists of an education kit comprising of school bag, stationery, books, notebooks, undergarments, shoes and hygiene materials which is ceremonially handed over to every individual Nanhi Kali at a colourful function. It also serves as a platform to sensitize the community on the importance of girl's education. The Company's contribution has helped the NGO to support the education of 4,226 Nanhi Kalis in Darjeeling.

The Company also undertakes initiatives in various communities across its locations involving provisioning and upgrading of infrastructure and amenities at government schools across various locations.

The Company has also rolled out various skill development initiatives under Project Udaan along with the implementing agencies, Prabha Foundation, Centum Foundation and Tata Community Initiatives Trust (TCIT). Through Prabha Foundation, the Company supported three digital job fairs to help blue and grey collar workers find livelihood opportunities. This initiative focused on getting opportunities in the form of direct employment and entrepreneurship, for those who have been displaced or lost their jobs or micro-businesses. In partnership with Centum Foundation, the Company's endeavour is to economically empower 75 women and make them self-reliant through the livelihood enhancement initiative. 75 women candidates have been provided training in Hospitality in Kandaghat, Himachal Pradesh. Along with TCIT, the Company's aim was to enhance the livelihood opportunities of 125 youth by providing them with the right skills and training to augment their earning potentials.

Healthcare initiatives:

The Company worked with The Bandra Holy Family Hospital Society to raise awareness and impart practical hands-on sessions on how to handle Sudden Cardiac Arrest emergencies in Mumbai. Through this initiative the Company's objective was to educate people on how to help resuscitate a person who is suffering a Sudden Cardiac Arrest by conducting training sessions for people from all walks of life. Apart from this, the NGO would also be installing AED (Automated External Defibrillators) machines throughout the city, which would also take place in phases along with the training.

Mahindra Gunsar Lok Sangeet Sansthan: Protection of Art, Heritage and Culture

The Company adopted a music school in Jaisalmer, Rajasthan to train children in local folk music. This is done in partnership with the organisation Gunsar Lok Sangeet Sansthan. Its aim is to promote and revive dying local art and culture of ethnic folk communities. The Company provided financial aid to the organisation to procure musical instruments and also supported the day to day functionalities of the school. Through this programme, 25 children and 10 staff members were supported on a monthly basis. The Company aims to generate livelihood opportunities and improve the overall socio-economic condition of community artists through their traditional art and culture in order to improve their quality of life.

Rural development

The Company aims at promoting health and well-being through strengthening access to sanitation facilities and educating communities on good hygiene practices. Through Swades Foundation, the Company provided household sanitation units to 30 families in Raigad District, Maharashtra. The primary motive is to enable maximum households to have access to and use toilets to fulfil their basic right to sanitation. Since the inception of this project in FY2019, the Company has provided 90 families with household sanitation units in Raigad.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

   The Company's CSR programmes / projects are implemented directly by the Company through its Employee Social Options Programme (ESOP) structure where the CSR team and employees across resorts directly implement the programme or through implementing partners which include NGOs having an established track record of at least 3 years in carrying on the specific activity.

3. Have you done any impact assessment of your initiative?

   The Company's direct involvement at the site level enables it to constantly assess and monitor its initiatives. The assessments are done internally through the in-house team and the implementing agency with whom the Company has partnered with.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.

   The Company's contribution to community development projects amounts to ₹ 301.45 lakhs during the financial year 2020-21. Details of the major projects undertaken under CSR Activities of the Company are available in Annexure III to Directors Report which forms part of this Annual Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

   The Company engages with all appropriate stakeholders, right from the problem identification and inception of the project, for the successful implementation of community programmes/initiatives. Sustainability through engaging with the Government at the local level and the community as well is an essential built in feature of the projects. The extensive engagement with the community helps in establishing a joint ownership of the initiatives. Internal tracking mechanisms, reports and follow-up field visits, telephonic and email communications are regularly carried out. The Company has engaged representatives and employee volunteers who drive and monitor the CSR activities to ensure they are successfully adopted by the community.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

   Over the years, the Company has focused on making it convenient for its customers to voice out their concerns and accordingly, a well-established escalation matrix has been published on its website. The Company has a robust mechanism of tracking customer complaints and tracks negative feedback across all possible touch points including voice, email, digital and direct walk-ins. The Company has provided a servicing platform on its mobile app through which customers can raise their service requests and concerns. The Company also tracks social media and customer complaints on any platform and the same are picked up instantly. All customer complaints are attended to with utmost sincerity and the Company focusses on addressing and reducing the complaints. Of the total customer complaints, 1.47% were pending at the end of the financial year 2020-21.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? (Yes/No/N.A. /Remarks additional information)

   Since the Company is not into manufacturing of products, the requirement of displaying product labeling is not applicable to its service offerings directly to its vacation ownership members/guests. However, the information relating to the entitlement, benefits, usage terms etc. of the vacation ownership membership are detailed in the Membership Rules stated in the Member Application Forms. In addition to that, the Company's resorts have various activities listed at the resorts, which can be enjoyed after complying with appropriate safety measures.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

   None

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

   Being a long-term relationship & experiential product, the Company monitors vacation ownership members' loyalty by adopting a 360-degree approach towards member surveys/feedbacks. Feedbacks are collected across all key lifecycle touch points, post every transaction of the member with the brand. Every feedback also has supplementary questions that guide the Company to understand positive & negative experiences and act accordingly. The Company also captures sentiments behind the members' comments on the various feedback forms and acts on it regularly.

STANDALONE FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Mahindra Holidays & Resorts India Limited ("the Company"), which comprise the standalone balance sheet as at March 31, 2021, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the 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 standalone 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 March 31, 2021, and 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 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 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 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.

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.

Description of Key Audit Matters'

I) Revenue from Contracts with Customers under Ind AS 115 **See note no. 36 and 52 to the standalone financial statements**	
The key audit matter	**How the matter was addressed in our audit**
The Company has a unique business model and its revenue comprises of numerous individual transactions and also multiple streams of revenue with its members. In accordance Ind AS 115 (a) the membership fees and (b) incremental costs to obtain a contract with a customer, are recognized over the effective membership period. The application of the accounting standard on revenue recognition, involves certain judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations and the appropriateness of the basis used to recognize revenue over a period. Incremental costs are those that would not have been incurred if the contract was not obtained. The Company has applied significant judgement in identifying the expenses which can be treated as incremental cost of acquiring new members.	Our procedures included the following: - Evaluating the appropriate accounting policy in accordance with Ind AS 115 for membership contracts entered with customers. - Evaluating and testing the identification of expenses incurred by the Company, which can get classified as incremental costs of acquisition. - Evaluating the process followed by the Company and evaluating the data used for the purpose of identifying and determining the effective membership period after considering breakage i.e customer's unexercised rights and comparing the basis with historical experience of utilization of memberships. - Evaluating the process followed by the Company and evaluating the data used for the purpose of deferral of revenue due to uncertainty of collection based on historical trends and considering factors impacting future collections. - Testing the processes and controls instituted for recognition of revenue and incremental costs of acquisition, over the effective membership period. Involving our IT specialists to test the controls in the IT system for recording revenue as per Ind AS 115. - Assessing the adequacy of the Company's disclosures in accordance with the requirements of Ind AS 115.

II) Contingent liabilities See note no. 43 to the standalone financial statements	
The key audit matter	**How the matter was addressed in our audit**
The Company has significant tax litigations for both direct and indirect taxes. There is a high level of judgement required in estimating the level of provisioning and appropriateness of disclosure of those litigations in the financial statements. The value of the litigations together with the level of judgement involved make it a significant matter for our audit.	Our audit procedures included the following: - Examining the list of outstanding litigation against the Company. - Inquiring and obtaining explanation for movement during the year. - Reading the latest correspondence between the Company and the regulatory authorities for significant matters. - Discussing the status of significant litigation with the Company's senior management personnel and assessing their responses. - Examining opinions obtained by the Company from external advisors. - Involving our tax specialists, and discussing with the Company's tax officers, their views and strategies on significant cases, as well as the related technical grounds relating to their conclusions based on applicable tax laws. - Assessing the decisions and rationale for provisions made or for decisions not to record provisions or make disclosures.

III) Leases in accordance with Ind AS 116 See note no. 3, 5 and 53 to the standalone financial statements	
The key audit matter	**How the matter was addressed in our audit**
The Company has a large number of leasing arrangements. The application of the accounting standard on leases, involves certain judgements relating to determination of incremental borrowing rate, determination of leases to which Ind AS 116 applies and determination of lease period. During the current year, Company has also negotiated lease concessions with lessors based on mutually agreed terms.	Our audit procedures included the following: - Assessing and testing processes and controls in respect of Ind AS 116 - Assessing the Company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business. - Evaluating the reasonableness of Company's key judgements and estimates made in determining the amounts at which ROU assets and lease liabilities are accounted. - Evaluating the completeness, accuracy and relevance of data used in preparing the lease adjustments. - Assessing management's calculation on remeasurement of lease liabilities. - On a statistical sample, assessing the key terms and conditions of each lease with the underlying lease contracts, including lease rent concessions received; and - On a statistical sample, evaluating computation of lease liabilities and challenging the key estimates such as, discount rates and the lease term. - Assessing the computation of lease incentives with the aforesaid lease rent concession terms agreed with lessors - Assessing and testing the presentation and disclosures relating to Ind AS 116

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 annual report, but does not include the financial statements and our auditors' 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.

Management's and Board of Directors' Responsibility 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 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 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, 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 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 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 in the standalone financial statements 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 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.

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 auditors' 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 (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government 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 standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone 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 specified under section 133 of the Act.
    e) On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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 Auditors' 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 March 31, 2021 on its financial position in its standalone financial statements - Refer Note no. 43 to the standalone 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
    d) The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in these financial statements since they do not pertain to the financial year ended March 31, 2021.

   (C) With respect to the matter to be included in the Auditors' Report under section 197(16):

   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) which are required to be commented upon by us.

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

Koosai Lehery
Partner
Membership No. 112399
UDIN: 21112399AAAAAV5582

Mumbai, May 3, 2021

Annexure A to the Independent Auditors' Report - March 31, 2021

(Referred to in our report of even date)

i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets were physically verified by the management during the year. In our opinion, and according to information and explanations given to us, no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the registered sale deeds and Court orders approving schemes of arrangements/amalgamations provided to us by the Company, the title deeds of immovable properties are held in the name of the Company except for the following which are not held in the name of the Company:

Sr. No.	Total no. of cases	Type of Assets	Gross Block as at March 31, 2021	Net Block as at March 31, 2021	Remarks
1	2	Freehold land	302,600,000	302,600,000	Received on merger of the erstwhile Companies. Company is in the process of transferring the title deeds.
2	2	Building	184,034.373	143,581,443	Received on merger of the erstwhile Companies. Company is in the process of transferring the title deeds

ii. The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material.

iii. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3(iii) of the Order is not applicable to the Company.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to the loans given, investments made, guarantees given and security provided.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year in terms of the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

vi. In our opinion and according to the information and explanations given to us, having regard to the nature of the Company's business/activities, paragraph 3(vi) of the Order is not applicable to the Company.

vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and services tax, Provident fund, Employees' state insurance, Income-tax, Sales-tax, Luxury tax, Value added tax, Duty of customs, Cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of Duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of Goods and services tax, Provident fund, Employees' state insurance, Income-tax, Sales-tax, Luxury tax, Value added tax, Duty of customs, Cess and other material statutory dues were in arrears as at March 31, 2021 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 based on our examination of the records of the Company, there are no dues of Goods and services tax, Sales tax, Value added tax and Duty of customs which have not been deposited on account of any dispute. The following disputed dues in respect of Income-tax, Luxury tax and Service tax have not been deposited by the Company with the appropriate authorities:

Name of the Statute	Nature of the Dues	Forum where dispute is pending	Period to which amount relates	Amount* (₹ in Lakhs)
Income Tax Act, 1961	Income tax, Interest and Penalty	High Court	AY 1999 to 2011	31,251
Income Tax Act, 1961	Income tax, Interest and Penalty	ITAT	AY 2010 AY 2012 to 2016	42,212
Income Tax Act, 1961	Income tax, Interest and Penalty	Commissioner of Income Tax- Appeals	AY 2017	9,929
Finance Act, 1994	Service Tax, Interest and Penalty	Appellate Authorities	FY 2007 to 2016	3,926
Tamil Nadu Luxury Tax Act	Luxury Tax	Deputy Commissioner	FY 2003 to 2006	64
		Commissioner-Appeals	FY 2011 to 2012	17
Kerala Luxury Tax Act	Luxury Tax	Intelligence officer-Debikulam	FY 2009 to 2011	659
		Appeallate Commissioner	FY 2010 to 2016	3,270
		High Court	FY 2012 to 2015	1,706
Uttarakhand Luxury Tax Act	Luxury Tax	Appeallate Commissioner	FY 2013	34
Maharashtra Luxury Tax Act	Luxury Tax	Commissioner of Commercial taxes	FY 2013 to 2014	42
Rajasthan Luxury Tax Act	Luxury Tax	High Court	FY 2011 to 2017	1,763
Rajasthan Value Added Tax Act	Value Added Tax	High Court	FY 2015 to 2017	15
Kerala Value Added Tax Act	Value Added Tax	Assistant Commissioner	FY 2015 to 2017	23

* net of amounts paid under protest.

viii. According to the information and explanations given to us, and based on the records of the Company, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company did not have any outstanding loans or borrowing from financial institutions or government or debenture holders during the year.

ix. According to the information and explanations given to us, the Company did not raise money by way of initial public offer or further public offer (including debt instruments) or term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.

x. According to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone Ind AS financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and based on 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, paragraph 3(xiv) of the Order is not applicable to the Company.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

xvi. According to information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

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

Koosai Lehery
Partner
Membership No. 112399
UDIN: 21112399AAAAAV5582

Mumbai, May 3, 2021

Annexure B to the Independent Auditors' report on the standalone financial statements of Mahindra Holidays & Resorts India Limited for the year ended March 31, 2021

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(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 Mahindra Holidays & Resorts India Limited ("the Company") as of March 31, 2021 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, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2021, 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 Responsibility 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 Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' 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 whether 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 such internal financial controls, 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 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 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 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

Koosai Lehery
Partner
Membership No. 112399
UDIN: 21112399AAAAAV5582

Mumbai, May 3, 2021

STANDALONE BALANCE SHEET AS AT MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Particulars	Note No.	As At March 31, 2021	As At March 31, 2020
ASSETS			
Non-current assets			
Property, Plant and Equipment	4	**201,572.43**	183,451.81
Right of Use Asset	5	**15,412.03**	17,426.53
Capital work-in-progress		**11,182.29**	23,606.27
Other intangible assets	6	**588.31**	394.95
Intangible assets under development		**941.90**	725.21
Financial Assets			
Investments			
Investments in subsidiaries	7	**9,532.75**	9,532.75
Other Investments	7	**702.09**	388.96
Trade receivables	8	**29,008.39**	49,438.05
Loans	9	**4,383.80**	4,415.41
Other financial assets	10	**8,733.04**	9,089.73
Deferred Tax Assets (Net)	11	**42,872.74**	47,237.69
Other non-current tax assets (Net)	12	**18,656.37**	18,227.70
Deferred Acquisition Cost	13	**65,379.84**	66,516.39
Other non-current assets	14	**3,271.31**	3,286.19
		412,237.29	433,737.64
Current assets			
Inventories	15	**453.75**	472.29
Financial Assets			
Investments	16	**5,942.51**	39,294.82
Trade receivables	17	**91,470.80**	118,750.18
Cash and cash equivalents	18	**1,962.78**	1,463.48
Other bank balances	19	**32,318.59**	19,168.12
Loans	20	**5,083.78**	4,478.67
Other financial assets	21	**52,626.20**	14,400.57
Deferred Acquisition Cost	22	**5,001.16**	4,831.47
Other current assets	23	**4,623.23**	5,334.38
		199,482.80	208,193.98
		611,720.09	641,931.62
EQUITY AND LIABILITIES			
Equity			
Equity share capital	24	**13,292.38**	13,292.38
Other equity	25		
Reserves & Surplus		**83,688.45**	70,983.97
Revaluation Reserve		**76,925.70**	73,759.44
Other Comprehensive Income		**(162.92)**	(147.89)
Transition Difference		**(140,272.59)**	(140,272.59)
		20,178.64	4,322.93
		33,471.02	17,615.31
LIABILITIES			
Non-current liabilities			
Financial Liabilities			
Borrowings- Lease liabilities	26	**11,779.15**	13,545.23
Other financial liabilities	27	**787.16**	547.68
Provisions	28	**795.46**	694.07
Deferred Tax Liabilities	11	**19,235.44**	22,401.70
Other non-current liabilities			
Contract Liability-Deferred Revenue	29	**454,752.79**	499,640.79
		487,350.00	536,829.47
Current liabilities			
Financial Liabilities			
Trade payables	30		
Total outstanding dues of micro enterprises and small enterprises; and		**154.23**	124.92
Total outstanding dues of creditors other than micro enterprises and small enterprises		**19,342.32**	17,669.57
Lease Liabilities	31	**4,690.28**	5,180.94
Other financial liabilities	32	**10,161.19**	9,276.46
Provisions	33	**697.61**	606.90
Other current liabilities			
Contract Liability-Deferred Revenue	34	**53,373.85**	52,232.87
Others	35	**2,479.59**	2,395.18
		90,899.07	87,486.84
		611,720.09	641,931.62

See accompanying notes to the financial statements
In terms of our report attached

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

Koosai Lehery
Partner
Membership Number: 112399
Place: Mumbai
Date: May 3, 2021

For and on behalf of the Board of Directors

Arun Nanda
Chairman
DIN: 00010029

Kavinder Singh
Managing Director & CEO
DIN: 06994031

Akhila Balachandar
Chief Financial Officer

Dhanraj Mulki
Company Secretary

Place: Mumbai
Date: May 3, 2021

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Particulars	Note No.	Year ended March 31, 2021	Year ended March 31, 2020
Revenue			
Revenue from operations	36	**82,224.45**	97,700.53
Other income	37	**8,651.94**	6,011.25
Total Revenue		**90,876.39**	103,711.78
Expenses			
Employee benefits expense	38	**24,300.84**	27,268.65
Finance costs	39	**1,295.83**	1,599.31
Depreciation and amortisation expense	4, 5 & 6	**10,374.24**	10,166.79
Other expenses	40	**37,958.99**	52,282.29
Total Expenses		**73,929.90**	91,317.04
Profit before tax		**16,946.49**	12,394.74
Tax expense excluding impact of change in tax rate			
Current tax	41	**-**	2,520.37
Deferred tax	41	**4,370.00**	722.88
Total tax expense		**4,370.00**	3,243.25
Profit after tax for the year excluding impact of change in tax rate		**12,576.49**	9,151.49
One time impact on Tax expense (Current and Deferred) due to change in tax rate	41	**-**	19,972.94
Profit / (Loss) after tax for the year		**12,576.49**	(10,821.45)
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurements of the defined benefit (asset)/liability		**(20.08)**	(72.98)
Income taxes related to items that will not be reclassified to profit or loss		**3,171.31**	18.37
Net other comprehensive income not to be reclassified subsequently to profit or loss		**3,151.23**	(54.61)
Total comprehensive income for the year		**15,727.72**	(10,876.06)
Earnings per equity share :			
(face value of ₹ 10 per share)			
Basic	42	**9.46**	(8.14)
Diluted	42	**9.46**	(8.14)

See accompanying notes to the financial statements
In terms of our report attached

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

Koosai Lehery
Partner
Membership Number: 112399
Place: Mumbai
Date: May 3, 2021

For and on behalf of the Board of Directors

Arun Nanda
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DIN: 00010029

Kavinder Singh
Managing Director & CEO
DIN: 06994031

Akhila Balachandar
Chief Financial Officer

Dhanraj Mulki
Company Secretary

Place: Mumbai
Date: May 3, 2021

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Statement of Changes in Equity

All amounts are in ₹ Lakhs unless otherwise stated

Particulars	Share Capital	Other Equity									Total
		Reserves & Surplus						Revaluation Reserve	Other Comprehensive Income Actuarial Gain / (Loss)	Transition Difference	
	Equity Share Capital	Capital Reserve	Securities Premium	General Reserve	Share Options Outstanding Account	Capital Redemption Reserve	Retained Earnings				
Balance at the beginning of the reporting year - April 1, 2020	**13,292.38**	**44.75**	**10,361.67**	**10,381.68**	**1,475.48**	**145.80**	**48,574.59**	**73,759.44**	**(147.89)**	**(140,272.59)**	**17,615.31**
Profit for the year	-	-	-	-	-	-	12,576.49	-	-	-	12,576.49
Effect of change in tax base	-	-	-	-	-	-	-	3,166.26	-	-	3,166.26
Additions during the year	-	-	-	-	127.99	-	-	-	-	-	127.99
OCI component of actuarial gains/ (losses) (Net of taxes)	-	-	-	-	-	-	-	-	(15.03)	-	(15.03)
Balance at the end of the reporting period - March 31, 2021	**13,292.38**	**44.75**	**10,361.67**	**10,381.68**	**1,603.47**	**145.80**	**61,151.08**	**76,925.70**	**(162.92)**	**(140,272.59)**	**33,471.02**

Particulars	Share Capital	Other Equity									Total
		Reserves & Surplus						Revaluation Reserve	Other Comprehensive Income Actuarial Gain / (Loss)	Transition Difference	
	Equity Share Capital	Capital Reserve	Securities Premium Reserve	General Reserve	Share Options Outstanding Account	Capital Redemption Reserve	Retained Earnings				
Balance at the beginning of the reporting year - April 1, 2019	13,289.98	44.75	10,312.39	10,381.68	1,265.90	145.80	41,620.10	73,759.44	(93.28)	(121,044.68)	29,682.08
Profit for the year	-	-	-	-	-	-	9,151.49	-	-	-	9,151.49
Effect of change in tax rate	-	-	-	-	-	-	(2,197.00)	-	-	(17,775.94)	(19,972.94)
Effect of change in tax rate on Ind AS 116 impact	-	-	-	-	-	-	-	-	-	218.18	218.18
Additions during the year	-	-	-	-	209.58	-	-	-	-	-	209.58
Issue of shares by ESOP Trust	2.40	-	49.28	-	-	-	-	-	-	-	51.68
Impact on account of transition to Ind AS 116 (refer note no. 3)	-	-	-	-	-	-	-	-	-	(1,670.15)	(1,670.15)
OCI component of actuarial gains/ (losses) (Net of taxes)	-	-	-	-	-	-	-	-	(54.61)	-	(54.61)
Balance at the end of the reporting year - March 31, 2020	13,292.38	44.75	10,361.67	10,381.68	1,475.48	145.80	48,574.59	73,759.44	(147.89)	(140,272.59)	17,615.31

See accompanying notes to the financial statements
In terms of our report attached

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

Koosai Lehery
Partner
Membership Number: 112399
Place: Mumbai
Date: May 3, 2021

For and on behalf of the Board of Directors

Arun Nanda
Chairman
DIN: 00010029

Kavinder Singh
Managing Director & CEO
DIN: 06994031

Akhila Balachandar
Chief Financial Officer

Dhanraj Mulki
Company Secretary

Place: Mumbai
Date: May 3, 2021

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before tax for the year	**16,946.49**	12,394.74
Adjustments for:		
Finance costs	**1,295.83**	1,599.31
Interest income	**(5,038.59)**	(3,042.91)
Depreciation and amortisation of non-current assets	**10,374.24**	10,166.79
Net Loss on disposal of property, plant and equipment	**122.68**	108.80
Gain due to change in lease arrangements	**(3,156.05)**	(43.27)
Net foreign exchange (gain)/loss	**8.50**	(94.06)
Net Gain on sale of investment	**(89.44)**	(239.05)
Net Gain on Investments carried at FVTPL	**(61.54)**	(2,398.42)
Equity-settled share-based payments	**127.99**	209.58
	3,583.62	6,266.77
Operating profit before working capital changes	**20,530.11**	18,661.51
Movements in working capital:		
Decrease / (Increase) in trade and other receivables	**47,575.62**	(9,582.97)
Decrease in inventories	**18.54**	90.44
Increase in trade payables	**1,676.44**	1,400.79
Increase in provisions	**172.02**	99.90
(Decrease) / Increase in contract liability-deferred revenue	**(43,747.02)**	27,941.89
Increase in other liabilities	**878.37**	709.50
	6,573.97	20,659.55
Cash generated from operations	**27,104.08**	39,321.06
Income taxes paid	**(428.67)**	(6,221.05)
NET CASH GENERATED FROM OPERATING ACTIVITIES	**26,675.41**	33,100.01
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Interest received	**4,053.76**	2,336.29
ICD given to related parties	**(818.50)**	(1,040.00)
ICD repayments by related parties	**244.33**	190.26
Placement of fixed deposits and other deposits	**(130,189.71)**	(38,809.45)
Proceeds from maturity of fixed deposits and other deposits	**80,943.44**	26,040.00
Payments for property, plant and equipment and intangibles	**(10,159.18)**	(10,998.66)
Proceeds from disposal of property, plant and equipment	**146.65**	8.03
Proceeds from disposal of investment	**64,095.16**	45,700.00
Equity Investment in other entities	**(305.00)**	-
Purchase of investment	**(30,600.00)**	(51,180.00)
NET CASH USED IN INVESTING ACTIVITIES	**(22,589.06)**	(27,753.53)

All amounts are in ₹ Lakhs unless otherwise stated

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from borrowings	**79.94**	1,527.98
Repayment of borrowings	**(79.94)**	(1,527.98)
Payment of lease liabilities	**(2,291.22)**	(4,908.91)
Interest paid on borrowings	**(0.04)**	(1.22)
Interest paid on lease liabilities	**(1,295.79)**	(1,598.09)
NET CASH USED IN FINANCING ACTIVITIES	**(3,587.05)**	(6,508.22)
NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	**499.30**	(1,161.74)
Cash and cash equivalents at the beginning of the year	**1,463.48**	2,625.22
Cash and cash equivalents at the end of the year (Refer note no. 18)	**1,962.78**	1,463.48

See accompanying notes to the financial statements

In terms of our report attached

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

Koosai Lehery
Partner
Membership Number: 112399
Place: Mumbai
Date: May 3, 2021

For and on behalf of the Board of Directors

Arun Nanda
Chairman
DIN: 00010029

Kavinder Singh
Managing Director & CEO
DIN: 06994031

Akhila Balachandar
Chief Financial Officer

Dhanraj Mulki
Company Secretary

Place: Mumbai
Date: May 3, 2021

1 Corporate Information

The Company was incorporated on September 20, 1996, and is in the business of selling vacation ownership and providing holiday facilities.

2(a) Significant accounting policies

(i) Statement of compliance

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

(ii) Basis of preparation and presentation

The financial statements of the Company have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

All amounts have been rounded off to the nearest lakhs, unless stated otherwise.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

(iii) Revenue recognition

a. Revenue from sale of Vacation Ownership

The Company's business is to sell vacation ownership 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.

Revenue from Membership fees

The Company recognises the membership fees over the tenure of membership as the performance obligation is fulfilled over the tenure of membership (33 years/25 years/10 years or any other tenure applicable to the respective member). The Company will recognise revenue on a straight line basis over the tenure of membership after considering the expected customer unexercised rights from date of admission of each member. The revenue which will be recognised in future periods are disclosed under other liabilities – contract liability - deferred revenue - vacation ownership. Revenue from consumer offers and other benefits provided on membership are recognized as and when such benefits are provided to members at its respective fair value.

Discounts and other incentives provided to the customer's are reduced from the overall contract value. Incremental costs of acquisition of the members are deferred over the period of effective membership in line with revenue deferral. Incremental costs are those that would not have been incurred if the contract was not obtained. Such cost which will be amortised in the future period are disclosed under deferred acquisition cost.

Revenue from Annual subscription fees

Annual subscription fee dues from members are recognized as income on accrual basis and fees pertaining to the period beyond the date of the Balance Sheet is grouped under Other liabilities - Deferred revenue – Annual subscription fee.

Interest income on deferred payment plans

Interest revenue is recognised only to the extent that a contract asset (or receivable) or a contract liability is recognised in accounting for a contract with the customer. Also refer accounting policy for financial instruments (note no. xv)

Revenue is recognized only when it is probable that the economic benefits associated with the transaction will flow to the Company. Revenue with respect to instalments/contracts where there is an uncertainty about collectability, is deferred (even though the membership is not cancelled). The estimation of such revenues where there is uncertainity in collection has been made by the Company based on past trends of year-wise cancellation of memberships and considering factors impacting future collections.

b. Income from resorts include income from room rentals, food and beverages, etc. and is recognized when services are rendered.

(iv) Leases

The Company has adopted Ind AS 116, Leases (which replaces earlier standard Ind AS 17) using the modified retrospective method, the effect of which is recognised at the date of initial application (i.e. April 1, 2019) and has been reported under transition difference in Other Equity.

The Company's lease asset classes primarily consist of leases for land and buildings. 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: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) 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 asset ("ROU") 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 right-of-use assets are initially recognized at cost, which comprises the present value of future lease liability. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the period of lease term. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

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 incremental borrowing rates in the country of domicile of these leases.

(v) Foreign currencies

The financial statements of the Company are presented in Indian Rupees (₹), which is the Company's functional currency. In preparing the financial statements of the Company, transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Under previous GAAP, paragraph 46A of AS 11, The Effects of Changes in Foreign Exchange Rates, provided an accounting treatment to Companies with respect to exchange differences arising on restatement of long-term foreign currency monetary items. Exchange differences in respect of items other than those related to acquisition of depreciable assets, could be accumulated in a foreign currency monetary item translation difference account ('FCMITDR'), and amortised over the balance period of such long term monetary item. Ind AS provides an option to Company to continue the above accounting treatment in respect of long term foreign currency items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS reporting period. The Company has elected this option.

(vi) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in the statement of profit and loss in the period in which they are incurred.

(vii) Employee benefits

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund and compensated absences.

Defined contribution plans

The Company's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are recognized as an expense when employees have rendered service entitling them to the contributions.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out by an independent actuary at the end of each reporting period. Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments; settlements);
- Net interest expense or income; and
- Re-measurement

The Company presents the first two components of defined benefit costs in statement of profit and loss in the line item 'Employee benefits expense'. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit and loss. Curtailment gains and losses are accounted for as past service costs. Past service cost is recognized in statement of profit and loss in the period of a plan amendment.

The obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Short-term and other long-term employee benefits

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflow expected to be made by the Company in respect of services provided by employees upto the reporting date.

(viii) Share based payment arrangements

Equity-settled share based payments to employees are measured at the fair value of the equity instruments at the grant date.

Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note no. 24.

The fair value determined at the grant date of the equity-settled share based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to Share options outstanding account in Reserves & Surplus.

(ix) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

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

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred taxes are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on the tax rates and the tax laws enacted or substantively enacted as at the reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

(x) Property, plant and equipment (PPE)

Buildings held for use in the supply or production of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses.

Freehold land is valued at Fair value based on valuations by external independent valuers at sufficient regularity. Any revaluation surplus is recognised in other comprehensive income and accumulated in equity under revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in statement of profit and loss, in which case the increase is recognised in statement of profit and loss. A revaluation deficit is recognised in statement of profit and loss, except to the extent that it offsets an existing surplus on the same asset carried in the revaluation reserve.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

PPE in the course of construction for supply, production or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees, other directly attributable expenses and, for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Category of Asset	Estimated useful lives
Leasehold Building	Period of lease
Buildings (other than those mentioned below)	30 - 60 years
Floating cottages (grouped under buildings)	25 years
Plant & equipment	5 - 15 years
Furniture and Fixtures (other than those mentioned below)	5 - 10 years
Furniture and Fixtures (in Club Mahindra Holiday World)	3 years
Vehicles (other than those mentioned below)	8 years
Motor vehicles/other assets provided to employees	4-5 years
Office equipment	5 years

Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognized 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 the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the statement of profit and loss.

(xi) Intangible assets

Intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Category of Asset	Estimated useful lives
Computer Software and website development cost	3 years

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in statement of profit and loss when the asset is derecognized.

(xii) Impairment of tangible and intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or 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. An impairment loss is recognized immediately in statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in statement of profit and loss.

(xiii) Inventories

Inventories are carried at the lower of cost and net realizable value. Costs of inventories are determined on moving weighted average basis. Cost includes the purchase price, non-refundable taxes and delivery handling cost. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

(xiv) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(xv) 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 and 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 and 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.

(xvi) Financial assets

A financial asset is any asset that is:

(a) cash;

(b) an equity instrument of another entity;

(c) a contractual right:

  (i) to receive cash or another financial asset from another entity; or

  (ii) to exchange financial assets or financial liabilities with another entity under conditions that are potentially favorable to the Company; or

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

  (i) 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

  (ii) 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.

Classification of financial assets

Debt

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at "fair value through profit and loss (FVTPL)" on initial recognition):

the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments (except for debt instruments that are designated as at FVTPL on initial recognition) that meet the following conditions are subsequently measured at "fair value through other comprehensive income (FVTOCI)":

the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and

the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Interest income is recognized in statement of profit and loss for FVTOCI debt instruments. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortized cost are recognized in statement of profit and loss and other changes in the fair value of FVTOCI financial assets are recognized in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to statement of profit and loss.

A debt instrument that meets the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Debt instruments classified as FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in statement of profit and loss. The Company has not designated any debt instrument as at FVTPL.

Equity

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Equity instruments at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in statement of profit and loss. The net gain or loss recognized in statement of profit and loss incorporates any dividend earned on the financial asset and is included under 'Other income'. Dividend on financial assets at FVTPL is recognized when the Company's right to receive the dividends is established and the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Investments in equity instruments of subsidiaries, joint ventures and associates are measured at cost.

Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, and other contractual rights to receive cash or other financial asset not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses considering the nature of industry and the deferred payment schemes operated.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Company uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, 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 and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Company has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

Derecognition of financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in statement of profit and loss if such gain or loss would have otherwise been recognized in statement of profit and loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognized and the sum of the consideration received for the part no longer recognized and any cumulative gain or loss allocated to it that had been recognized in other comprehensive income is recognized in statement of profit and loss if such gain or loss would have otherwise been recognized in statement of profit and loss on disposal of that financial asset. A cumulative gain or loss that had been recognized in other comprehensive income is allocated between the part that continues to be recognized and the part that is no longer recognized on the basis of the relative fair values of those parts.

Foreign exchange gains and losses on financial assets

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognized in statement of profit and loss.

Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognized in other comprehensive income.

For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortized cost are recognized in statement of profit and loss and other changes in the fair value of FVTOCI financial assets are recognized in other comprehensive income.

(xvii) Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in statement of profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

A financial liability is any liability that is:

(a) a contractual obligation :

- (i) to deliver cash or another financial asset to another entity; or
- (ii) 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:

- (i) 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
- (ii) 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.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognized by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

a) it has been incurred principally for the purpose of repurchasing it in the near term; or

b) on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or

c) it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration recognized by the Company as an acquirer in a business combination to which Ind AS 103 applies, may be designated as at FVTPL upon initial recognition if:

a) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;

b) the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the Company is provided internally on that basis; or

c) it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognized in statement of profit and loss. The net gain or loss recognized in statement of profit and loss incorporates any interest paid on the financial liability and is included in the 'Other income' / 'Other expenses' line item as appropriate.

Gains or losses on financial guarantee contracts and loan commitments issued by the Company that are designated by the Company as at fair value through profit and loss are recognized in statement of profit and loss.

Financial liabilities subsequently measured at amortised cost

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'.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognized less, when appropriate, the cumulative amount of income recognized.

Foreign exchange gains and losses on financial liabilities

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains are determined based on the amortised cost of the instruments and are recognized in "Other income" and losses are recognised in "Finance Cost" to the extent it is related to borrowings.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognized in statement of profit and loss.

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.

(xviii) Cash flow statements

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Cash flows from operating activities are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the Company are segregated based on the available information.

(xix) Earnings per share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

(xx) Insurance Claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

(xxi) Operating cycle

Based on the nature of services / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2(b) Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described above, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The 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 if the revision affects only the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below :

a. Share based payments

The entity initially measures the cost of equity settled transactions with employees using the Black Scholes model to determine the fair value of the options granted. Estimating the fair value of the share options granted require determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating the fair value for the share based payment transactions are disclosed in Note no. 24.

b. **Defined benefit plans (gratuity)**

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Further details about the gratuity obligation are disclosed in Note no. 44.

c. **Intangible assets under development**

The Company capitalizes intangibles under development in accordance with the accounting policy. Initial capitalization of costs is based on management's judgement that technological and economic feasibility is confirmed.

d. **Life time Expected credit losses**

Life time expected credit loss allowance is computed based on historical credit loss experience and adjusted for forward-looking information on collection.

e. **Estimation towards revenue deferred due to uncertainity of collection**

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.

f. **Significant financing component**

Given the nature of vacation ownership business, the Company has determined that membership fee does not include a significant financing component. Where the payment is received in installments, the Company charges appropriate interest to the members.

g. **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.

h. **Litigation for taxation matters**

The company is subject to tax litigation, the outcome of which is subject to many uncertainities inherent in litigation such as interpretation of legislation, outcome of appeals etc. Litigation provisions are reviewed at each accounting period and revisions made for the change in facts and circumstances.

i. **Fair valuation of Freehold land**

Freehold land is measured at Fair value based on valuations by external independent valuers using the market approach at sufficient regularity.

j. **Leases**

The Company makes an assessment on the expected lease term on a lease-by lease basis as per the contract period. Further, discount rate is based on the incremental borrowing rate of the company at the time of commencement of lease.

3 Changes in significant accounting policies

Leases (Change in previous year)

The Company has applied the modified retrospective approach as per para C5(b) of IND AS 116 to existing Leases as on April 1, 2019 and the cumulative effect of applying this standard is recognised at the date of initial application i.e. April 1, 2019 in accordance with para C7 of IND AS 116 as an adjustment to the Transition Difference under other equity. This has resulted in recognising a right-of-use asset of ₹ 19,736.60 lakhs and a corresponding lease liability of ₹ 21,183.10 lakhs by adjusting Transition Difference (other equity) net of taxes of ₹ 1,670.15 lakhs as at April 1, 2019 (This is further adjusted for the effect of change in tax rate). Due to the application of Ind AS 116, a lessee recognises a right-of-use ("ROU") asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The nature of expenses related to these leases has changed as Ind AS 116 replaced the operating lease expense (i.e. rent) with depreciation charge for ROU assets and interest expense on lease liabilities.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 4 - Property, Plant and Equipment

Description of Assets	Land - Freehold	Buildings - Freehold	Buildings - Leasehold	Plant and Equipment	Office Equipment	Furniture and Fixtures	Vehicles	Total
I. Gross Block								
Balance as at April 1, 2020	112,902.97	70,245.13	156.09	24,807.17	2,381.18	16,148.83	1,265.28	227,906.65
Additions	1,581.52	11,311.58	-	5,520.48	370.96	4,375.61	131.96	23,292.11
Disposals	-	(239.11)	-	(211.16)	(3.31)	(10.06)	(48.36)	(512.00)
Balance as at March 31, 2021	**114,484.49**	**81,317.60**	**156.09**	**30,116.49**	**2,748.83**	**20,514.38**	**1,348.88**	**250,686.76**
II. Accumulated depreciation								
Balance as at April 1, 2020	-	11,486.60	156.09	16,503.91	2,110.92	13,404.34	792.98	44,454.84
Depreciation for the year	-	1,295.74	-	2,194.36	180.43	1,105.31	126.41	4,902.25
Eliminated on disposal of assets	-	(82.99)	-	(108.17)	(3.22)	(9.11)	(39.27)	(242.76)
Balance as at March 31, 2021	**-**	**12,699.35**	**156.09**	**18,590.10**	**2,288.13**	**14,500.54**	**880.12**	**49,114.33**
Net block (I-II)								
Balance as at March 31, 2021	**114,484.49**	**68,618.25**	**-**	**11,526.39**	**460.70**	**6,013.84**	**468.76**	**201,572.43**
Balance as at March 31, 2020	112,902.97	58,758.53	-	8,303.26	270.26	2,744.49	472.30	183,451.81

Description of Assets	Land - Freehold	Buildings - Freehold	Buildings - Leasehold	Plant and Equipment	Office Equipment	Furniture and Fixtures	Vehicles	Total
I. Gross Block								
Balance as at April 1, 2019	112,875.63	64,862.54	156.09	22,669.44	2,262.66	15,348.11	1,246.80	219,421.27
Additions	27.34	5,397.53	-	2,377.50	143.96	853.44	63.63	8,863.40
Disposals	-	(14.94)	-	(238.99)	(26.22)	(52.72)	(45.15)	(378.02)
Others (reclassification)	-	-	-	(0.78)	0.78	-	-	-
Balance as at March 31, 2020	112,902.97	70,245.13	156.09	24,807.17	2,381.18	16,148.83	1,265.28	227,906.65
II. Accumulated depreciation								
Balance as at April 1, 2019	-	10,244.99	156.09	14,531.25	1,998.71	12,479.21	688.61	40,098.86
Depreciation for the year	-	1,246.18	-	2,129.03	133.86	971.38	136.76	4,617.21
Eliminated on disposal of assets	-	(4.57)	-	(155.62)	(22.40)	(46.25)	(32.39)	(261.23)
Others (reclassification)	-	-	-	(0.75)	0.75	-	-	-
Balance as at March 31, 2020	-	11,486.60	156.09	16,503.91	2,110.92	13,404.34	792.98	44,454.84
Net block (I-II)								
Balance as at March 31, 2020	112,902.97	58,758.53	-	8,303.26	270.26	2,744.49	472.30	183,451.81
Balance as at March 31, 2019	112,875.63	54,617.55	-	8,138.19	263.95	2,868.90	558.19	179,322.41

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 5 - Right of Use Asset

Description of Assets	Right of Use Asset
I. Gross Block	
Balance as at April 1, 2020	22,543.05
Additions	3,967.62
Deletions	770.61
Balance as at March 31, 2021*	**25,740.06**
II. Accumulated depreciation	
Balance as at April 1, 2020	5,116.52
Amortisation expense for the year	5,211.51
Balance as at March 31, 2021	**10,328.03**
Net block (I-II)	
Balance as at March 31, 2021 (refer note no. 53)	**15,412.03**
Balance as at March 31, 2020	17,426.53

Description of Assets	Right of Use Asset
I. Gross Block	
Balance as at April 1, 2019 (On Transition to Ind AS 116)*	19,736.60
Additions	3,259.91
Deletions	(453.46)
Balance as at March 31, 2020	22,543.05
II. Accumulated depreciation	
Amortisation expense for the year	5,116.52
Balance as at March 31, 2020	5,116.52
Net block (I-II)	
Balance as at March 31, 2020 (refer note no. 3 and 53)	17,426.53
Balance as at March 31, 2019	-

* Pertains to lease of resorts and office properties

Note No. 6 - Other Intangible Assets

Description of Assets	Computer Software & Website development cost
I. Gross Block	
Balance as at April 1, 2020	7,466.26
Additions	453.84
Balance as at March 31, 2021	**7,920.10**
II. Accumulated amortization	
Balance as at April 1, 2020	7,071.31
Amortisation expense for the year	260.48
Balance as at March 31, 2021	**7,331.79**
Net block (I-II)	
Balance as at March 31, 2021	**588.31**
Balance as at March 31, 2020	394.95

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 6 - Other Intangible Assets (Contd.)

Description of Assets	Computer Software & Website development cost
I. Gross Block	
Balance as at April 1, 2019	7,243.90
Additions	222.36
Balance as at March 31, 2020	7,466.26
II. Accumulated amortization	
Balance as at April 1, 2019	6,638.25
Amortisation expense for the year	433.06
Balance as at March 31, 2020	7,071.31
Net block (I-II)	
Balance as at March 31, 2020	394.95
Balance as at March 31, 2019	605.65

Note No. 7 - Non-Current Investments

Particulars	Face value	Currency	As at March 31, 2021		As at March 31, 2020	
			Quantity	**Amount**	Quantity	Amount
Unquoted Investments at Cost (fully paid)						
In Equity Instruments of Subsidiaries						
Heritage Bird (M) Sdn. Bhd.	1	MYR	**300,002**	**40.27**	300,002	40.27
Mahindra Hotels and Residences India Ltd.	10	₹	**49,994**	**5.00**	49,994	5.00
Gables Promoters Private Limited	10	₹	**65,000,000**	**6,543.78**	65,000,000	6,543.78
MH Boutique Hospitality Limited	100	THB	**49,000**	**95.38**	49,000	95.38
Infinity Hospitality Group Company Limited	100	THB	**734,850**	**2,681.11**	734,850	2,681.11
MHR Holdings (Mauritius) Limited	1	EUR	**145,000**	**115.10**	145,000	115.10
Arabian Dreams Hotel Apartments LLC	100	AED	**147**	**52.11**	147	52.11
				9,532.75		9,532.75
Unquoted Investments at FVTPL (fully paid)						
In Equity Instruments of other entities						
Mahindra World City Developers Ltd.	10	₹	**1**	**0.00**	1	0.00
Mahindra Hotels and Resorts Limited (cost of investment ₹ 1/-)	10	₹	**20,011**	**0.00**	20,011	0.00
Nreach Online Services Private Limited	10	₹	**5,738**	**300.00**	5,738	300.00
Great Rocksport Private Limited	1	₹	**148,942**	**305.00**	-	-
In Preference Instruments of other entities						
Guestline Hospitality Management and Developement Services Limited (25,000 7% non-cumulative redeemable participating optionally convertible preference shares of ₹ 10/- each)	10	₹	**25,000**	**97.09**	25,000	88.96
				702.09		388.96
Aggregate Book Value of Unquoted Investments				**10,234.84**		9,921.71

Notes:

The preference shares of Guestline Hospitality Management and Developement Services Limited can be redeemed at par at the option of the investee at any time after five years but before twenty years from the date of allotment viz. December 06, 2002 or at the option of the holder be convertible into fully paid equity shares of the face value of ₹ 10 each anytime after thirty six months from the date of allotment.

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 8 - Non-Current Trade Receivables

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good*	**29,008.39**	49,438.05
	29,008.39	49,438.05

*The balance of Trade Receivables has been reduced to the effect of cancellation of membership carried out during the year

Note No. 9 - Non-Current Loans (Unsecured, Considered good)

Particulars	As at March 31, 2021	As at March 31, 2020
Security Deposits	**4,383.80**	4,408.01
Loans to related parties (refer note no. 51)	**-**	7.40
	4,383.80	4,415.41

Note No. 10 - Other Financial Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Financial assets at amortised cost		
Guarantee commission receivable from related parties (refer note no. 51)	**2,620.16**	1,589.73
Bank deposit with more than 12 months maturity	**6,112.88**	-
Other Deposits*	**-**	7,500.00
	8,733.04	9,089.73

* In previous year out of the total amount, ₹ 6,500 lakhs pertains to deposit with related party

Note No. 11(a) - Deferred Tax Assets (Net)

Particulars	As at March 31, 2021	As at March 31, 2020
Tax effect of items constituting deferred tax liabilities		
Property, Plant and Equipment (excluding land)	**6,623.44**	6,183.88
Deferred Acquisition Cost	**17,713.49**	17,956.83
Fair valuation of financial assets	**1,442.30**	1,426.82
Tax effect of items constituting deferred tax assets		
Employee Benefits	**311.07**	308.00
Deferred Revenue	**65,335.87**	71,164.05
Receivables / Revenue derecognition	**645.20**	645.20
Lease Arrangements	**1,374.67**	633.34
Income tax loss	**961.19**	-
Provisions	**47.73**	41.78
Fair valuation of financial assets	**(23.76)**	12.85
Net Deferred Tax Assets	**42,872.74**	47,237.69

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 11 (b) - Deferred Tax Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Fair valuation of Land	**19,235.44**	22,401.70
	19,235.44	22,401.70

Note No. 12 - Other Non-Current Tax Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Other Non-Current Tax Assets (Net of provisions up to the reporting date)	**18,656.37**	18,227.70
	18,656.37	18,227.70

Note No. 13 - Deferred Acquisition Cost

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred Acquisition Cost (refer note no. 2(a)(iii))	**65,379.84**	66,516.39
	65,379.84	66,516.39

Note No. 14 - Other Non-Current Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Capital Advances	**1,835.84**	2,885.14
Prepayments	**443.18**	137.12
Duty paid under protests	**263.93**	263.93
With Government authorities (excluding income taxes)	**728.36**	-
	3,271.31	3,286.19

Note No. 15 - Inventories (At lower of cost and net realisable value)

Particulars	As at March 31, 2021	As at March 31, 2020
Food and beverages	**127.65**	111.82
Operating supplies	**326.10**	360.47
	453.75	472.29
Cost of food and beverages recognised as an expense during the year (refer note no. 40)	**1,860.26**	3,531.43

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 16 - Current Investments

Particulars	As At March 31, 2021		As At March 31, 2020	
	Units	Amount	Units	Amount
Unquoted Investments at FVTPL (all fully paid)				
Investments in Mutual Funds				
HDFC Banking and PSU Debt Fund Direct Growth	-	-	8,368,759	1,408.09
HDFC Banking and PSU Debt Fund Regular Growth	-	-	8,407,362	1,388.99
IDFC Corporate Bond Fund Regular Plan Growth	-	-	14,043,341	1,935.35
IDFC Corporate Bond Fund Direct Plan Growth	-	-	34,982,465	4,884.46
Birla Sun Life Floating Rate Fund-Long Term Plan Growth	-	-	966,662	2,399.08
Birla Sun Life Floating Rate Fund-Long Term Plan Growth Direct	-	-	948,356	2,392.66
HDFC Floating Rate Income Fund Short Term Plan Wholesale Growth	-	-	6,936,919	2,435.73
HDFC Floating Rate Income Fund Short Term Plan Wholesale Direct Plan Growth	-	-	6,696,488	2,369.38
ICICI Prudential Flexible Income Growth	-	-	269,270	1,043.02
Axis Banking & PSU Debt Fund -Direct - Growth	**57,200**	**1,199.94**	-	-
ICICI Prudential Flexible Income Direct Plan Growth	-	-	609,780	2,380.40
Mahindra Liquid Fund - Dir - Growth	**354,668**	**4,742.57**	505,763	6,517.67
Kotak Liquid Direct Plan Growth	-	-	108,150	4,848.40
Kotak Treasury Advantage Fund Regular Plan Growth	-	-	7,506,213	2,409.01
Kotak Treasury Advantage Fund Regular Direct Plan Growth	-	-	7,202,341	2,366.24
Mahindra Ultra Short Term Yojana – Direct Growth	-	-	50,000	516.34
Aggregate book value of unquoted investments	**411,868**	**5,942.51**	97,601,870	39,294.82

Note No. 17 - Current Trade Receivables

Particulars	As at March 31, 2021	As at March 31, 2020
Unsecured, considered good*	**91,470.80**	118,750.18
Unsecured, credit impaired	-	113.97
Less: Impairment loss allowance	-	(113.97)
	91,470.80	118,750.18

*The balance of Trade Receivables has been reduced to the effect of cancellation of membership carried out during the year

Note No. 18 - Cash and Cash Equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with banks	**1,899.36**	1,423.60
Cash on hand	**63.42**	39.88
	1,962.78	1,463.48

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 19 - Other Bank Balances

Particulars	As at March 31, 2021	As at March 31, 2020
Earmarked balances with banks (Unpaid Dividend)	**6.76**	8.30
Bank Deposits with original maturity greater than three months and less than twelve months	**32,311.83**	19,159.82
	32,318.59	19,168.12

Note No. 20 - Loans (Unsecured, Considered good)

Particulars	As at March 31, 2021	As at March 31, 2020
Loans to related parties (refer note no. 51)	**5,042.92**	4,453.54
Loans and advances to employees	**40.86**	25.13
	5,083.78	4,478.67

Note No. 21 - Other Financial Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Financial assets at amortised cost		
Other receivables from related parties (refer note no. 51)	**12.47**	3.41
Interest accrued but not due	**3,013.73**	1,507.16
Other Deposits*	**49,600.00**	12,890.00
	52,626.20	14,400.57

* Out of the total amount ₹ 40,000 lakhs pertains to deposit with related parties (Previous year is ₹ 1,590 lakhs)

Note No. 22 - Deferred Acquisition Cost

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred Acquisition Cost (refer note no. 2(a)(iii))	**5,001.16**	4,831.47
	5,001.16	4,831.47

Note No. 23 - Other Current Assets

Particulars	As at March 31, 2021	As at March 31, 2020
With Government authorities (excluding income taxes)	**3,525.77**	3,869.54
Prepayments	**227.97**	357.07
Advance to suppliers:		
Considered good *	**869.49**	1,107.77
Considered doubtful *	**250.00**	250.00
Less: Provision for doubtful advances	**(250.00)**	(250.00)
	4,623.23	5,334.38

* Both include advances given to related parties - ₹ 250 lakhs

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 24 - Equity Share Capital

Particulars	As At March 31, 2021		As At March 31, 2020	
	No. of Shares	Amount	No. of Shares	Amount
Authorised:				
Equity shares of ₹ 10 each with voting rights	**150,000,000**	**15,000.00**	150,000,000	15,000.00
Issued, Subscribed and Fully Paid:				
Equity shares of ₹ 10 each with voting rights	**133,553,784**	**13,355.38**	133,553,784	13,355.38
Treasury Shares (par value)	**(630,040)**	**(63.00)**	(630,040)	(63.00)
	132,923,744	**13,292.38**	132,923,744	13,292.38

Treasury shares represents equity shares of ₹ 10/- each fully paid up, allotted to Mahindra Holidays & Resorts India Limited Employees' Stock Option Trust ('ESOP Trust') but not exercised by employees.

24 a) Terms / rights attached to equity shares:

i) The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity share is entitled to one vote per share.

ii) Repayment of capital will be in proportion to the number of equity shares held.

iii) The dividends proposed by the Board of Directors is subject to approval of the shareholders in the Annual General Meeting.

iv) With the adoption of new revenue recognition policy in accordance with Ind AS 115, the Company had to change its revenue recognition policy. Consequently, the Deferred Revenue and Deferred Costs had to be recomputed and that resulted in a Transition Difference. The Company is profitable and has healthy cash flows and has declared dividends every year since 2006. The Company is seeking a clarification from Ministry of Corporate Affairs (MCA) that this Transition Difference ought not to be considered for the purpose of calculation of dividend, under section 123(1) of the Companies Act, 2013. The declaration of dividend, if any shall be subject to clarification from MCA.

24 b) Shares in the Company held by Holding Company

Name of shareholder	No. of shares	% held as at March 31, 2021	No. of shares	% held as at March 31, 2020
Mahindra & Mahindra Limited (Holding Company)	**89,890,615**	**67.31%**	89,890,615	67.31%

24 c) Details of shares held by each shareholder holding more than 5% shares:

Name of shareholder	No. of shares	% held as at March 31, 2021	No. of shares	% held as at March 31, 2020
Mahindra & Mahindra Limited	**89,890,615**	**67.31%**	89,890,615	67.31%
HDFC Trustee Company Limited	**12,051,889**	**9.02%**	11,461,397	8.58%

24 d) The reconciliation of the number of shares outstanding as at March 31, 2021 and March 31, 2020 is set out below:-

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	In ₹ Lakhs	No. of Shares	In ₹ Lakhs
Number of shares at the beginning	**132,923,744**	**13,292.38**	132,899,744	13,289.98
Add: Shares issued on exercise of employee stock options	**-**	**-**	24,000	2.40
Number of shares at the end	**132,923,744**	**13,292.38**	132,923,744	13,292.38

The Board of Directors at its meeting held on May 19, 2017 had approved issue of bonus shares in the proportion of 1:2, i.e. 1(one) bonus equity share of ₹ 10/- each for 2(two) fully paid up equity shares which was allotted on July 12, 2017 on approval being received in the shareholder's meeting.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 24 - Equity Share Capital (Contd.)

24 e) i) Under the Employee Stock Option Scheme ("ESOS 2006") equity shares are allotted to the ESOP Trust set up by the Company. The ESOP Trust holds these shares for the benefit of the eligible employees/directors as defined under the scheme and transfers these shares to them as per the recommendation of the remuneration committee.

ii) The Company formulated the Employee Stock Option Scheme ("ESOS 2014"), under which the Company has the option to issue and allot the shares either directly to the eligible employees/directors or through the ESOP Trust. To the extent allotted, ESOP Trust would hold these shares for the benefit of the eligible Employees/Directors as defined under the scheme and would transfer the shares to them as per the recommendation of the remuneration committee.

iii) The Company formulated the Employee Stock Option Scheme ("ESOS 2020"), under which the Company has the option to issue and allot the shares directly to the eligible employees/directors as per the recommendation of the remuneration committee.

iv) The details of the Employees' Stock Option Schemes are as under:

Type of Arrangement	ESOS 2006 - Equity settled option plan administered through Employee Stock Option Trust. ESOS 2014 - Equity settled option plan issued directly/administered through Employee Stock Option Trust. ESOS 2020 - Equity settled option plan issued directly
Method of Settlement	By issue of shares at Exercise Price.

Particulars	Date of Grant	Original Exercise price (in ₹)	Adjusted Exercise Price upon issue of Bonus shares	Average Exercise Price (in ₹)	Vesting period (in Yrs)	No. of options granted	Contractual life	Vesting condition	No. of options exercisable in each tranche
Grant I (ESOS 2006)	15/07/2006	16.00	N.A.	6.00	5	759,325	6 yrs from the date of grant	refer note (a) below	Minimum of 25 and a maximum of all the options vested but not exercised till that date.
Grant II (ESOS 2006)	30/03/2007	52.00	N.A.	19.50	4	122,235	5 yrs from the date of each vesting	25% each on expiry of 12,24,36 and 48 months from the date of grant.	
Grant III (ESOS 2006)	11/01/2007	52.00	N.A.	19.50	4	56,700			
Grant V (ESOS 2006)	11/01/2008	52.00	34.67	52.00	4	261,590			
Grant VI (ESOS 2006)	21/02/2012	370.00	N.A.	370.00	4	400,000			
Grant VII (ESOS 2006)	21/02/2012	323.00	215.33	215.33	4	186,500			
Grant VIII (ESOS 2006)	31/01/2013	323.00	215.33	215.33	4	130,000			
Grant IX (ESOS 2006)	29/01/2014	253.00	N.A.	253.00	4	35,000			
Grant I (ESOS 2014)	22/01/2015	264.00	176.00	176.00	4	620,000			refer note (b) below
Grant II (ESOS 2014)	27/10/2015	365.00	243.33	243.33	4	110,000			
Grant III (ESOS 2014)	18/02/2016	370.00	246.67	246.67	4	200,000			
Grant IV (ESOS 2014)	31/01/2017	406.00	270.67	270.67	4	80,000			
Grant V (ESOS 2014)	02/08/2017	410.00	N.A.	410.00	4	60,000			
Grant VI (ESOS 2014)	15/05/2019	234.00	N.A.	234.00	4	145,000			
Grant VII (ESOS 2014)	31/07/2019	226.00	N.A.	226.00	4	45,000			
Grant VIII (ESOS 2014)	04/11/2019	215.00	N.A.	215.00	4	60,000			
Grant IX (ESOS 2014)	04/11/2019	215.00	N.A.	215.00	4	300,000			
Grant X (ESOS 2014)	01/02/2020	238.00	N.A.	238.00	4	300,000			
Grant I (ESOS 2020)	29/10/2020	10.00	N.A.	10.00	3	100,000		33% each on expiry of 12,24 and 36 months from the date of grant.	

Note (a) 35%,30%,15%,10% and 10% on expiry of 12,24,36,48 and 60 months from the date of grant respectively.

Note (b) Minimum of 100 and a maximum of all the options vested but not exercised till that date.

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 24 - Equity Share Capital (Contd.)

iv) Summary of Stock options (including bonus shares)

Particulars	Date of Grant	Options outstanding as on April 1, 2020	Options granted during the year	Options augmented upon issue of Bonus shares	Options vested during the year	Options exercised during the year	Options lapsed during the year	Options outstanding as on March 31, 2021	Options vested but not exercised
Grant I (ESOS 2006)	15/07/2006	Closed							
Grant II (ESOS 2006)	30/03/2007	Closed							
Grant III (ESOS 2006)	11/01/2007	Closed							
Grant V (ESOS 2006)	11/01/2008	Closed							
Grant VI (ESOS 2006)	21/02/2012	Closed							
Grant VII (ESOS 2006)	21/02/2012	20,624	-	-	-	-	-	20,624	20,624
Grant VIII (ESOS 2006)	31/01/2013	108,750	-	-	-	-	15,000	93,750	93,750
Grant IX (ESOS 2006)	29/01/2014	Closed							
Grant I (ESOS 2014)	22/01/2015	600,000	-	-		-	-	600,000	600,000
Grant II (ESOS 2014)	27/10/2015	120,000	-	-	-	-	-	120,000	120,000
Grant III (ESOS 2014)	18/02/2016	150,000	-	-	-	-	-	150,000	150,000
Grant IV (ESOS 2014)	31/01/2017	60,000	-	-	15,000	-	-	60,000	60,000
Grant V (ESOS 2014)	02/08/2017	30,000	-	-	7,500	-	-	30,000	22,500
Grant VI (ESOS 2014)	15/05/2019	145,000	-	-	36,250	-	-	145,000	36,250
Grant VII (ESOS 2014)	31/07/2019	Closed							
Grant VIII (ESOS 2014)	04/11/2019	60,000	-	-	15,000	-	-	60,000	15,000
Grant IX (ESOS 2014)	04/11/2019	300,000	-	-	-	-	300,000	-	-
Grant X (ESOS 2014)	01/02/2020	300,000	-	-	50,000	-	100,000	200,000	50,000
Grant I (ESOS 2020)	29/10/2020	-	100,000	-	-	-	-	100,000	-
Total		**1,894,374**	**100,000**	**-**	**123,750**	**-**	**415,000**	**1,579,374**	**1,168,124**

The fair value of options as certified by independent valuer as of the respective dates of grant i.e. February 21, 2012 is ₹ 129.93 for Grant VII (ESOS 2006), January 31, 2013 is ₹ 94.43 for Grant VIII (ESOS 2006), January 22, 2015 is ₹ 97.24 for Grant I (ESOS 2014), October 27, 2015 is ₹ 158.85 for Grant II (ESOS 2014), February 18, 2016 is ₹ 126.91 for Grant III (ESOS 2014), January 31, 2017 is ₹ 150.35 for Grant IV (ESOS 2014), August 2, 2017 is ₹ 161.83 for Grant V (ESOS 2014), May 15, 2019 is ₹ 82.36 for Grant VI (ESOS 2014), July 31, 2019 is ₹ 84.92 for Grant VII (ESOS 2014), November 4, 2019 is ₹ 85.97 for Grant VIII (ESOS 2014), November 4, 2019 is ₹ 85.97 for Grant IX (ESOS 2014), February 1, 2020 is ₹ 85.97 for Grant X (ESOS 2014) and October 29, 2020 is ₹ 157.53 for Grant I (ESOS 2020).

The fair value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Grant details	Grant Date	Risk free interest rate	Expected life	Expected volatility	Expected dividend yield
Grant VI & VII (ESOS 2006)	21/02/2012	8.00%	6.00	33%	₹ 4.00
Grant VIII (ESOS 2006)	31/01/2013	7.78%	3.50	31%	1.38%
Grant IX (ESOS 2006)	29/01/2014	8.81%	3.50	29%	1.66%
Grant I (ESOS 2014)	22/01/2015	7.74%	3.50	29%	1.48%
Grant II (ESOS 2014)	27/10/2015	7.52%	3.50	30%	1.01%
Grant III (ESOS 2014)	18/02/2016	7.51%	3.50	34%	1.15%
Grant IV (ESOS 2014)	31/01/2017	6.40%	3.50	35%	1.22%
Grant V (ESOS 2014)	02/08/2017	6.31%	3.00	45%	0.42%
Grant VI (ESOS 2014)	15/05/2019	6.83%	3.00	38%	0.00%
Grant VII (ESOS 2014)	31/07/2019	6.05%	3.00	38%	0.00%
Grant VIII (ESOS 2014)	04/11/2019	5.74%	3.00	38%	0.00%
Grant IX (ESOS 2014)	04/11/2019	5.74%	3.00	38%	0.00%
Grant X (ESOS 2014)	01/02/2020	5.74%	3.00	38%	0.00%
Grant I (ESOS 2020)	29/10/2020	4.63%	3.00	38%	0.00%

No options were exercised during the year. The weighted average share price at the date of exercise for options for March 31, 2020 was ₹ 237.69 per share and weighted average remaining contractual life for the share options outstanding as at March 31, 2021 was 4.65 years (March 31, 2020 5.94 years).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 25 - Other Equity

Particulars	As at March 31, 2021	As at March 31, 2020
General reserve	**10,381.68**	10,381.68
Securities premium	**10,361.67**	10,361.67
Share options outstanding account	**1,603.47**	1,475.48
Retained earnings	**61,151.08**	48,574.59
Capital reserve	**44.75**	44.75
Capital redemption reserve	**145.80**	145.80
Reserves & Surplus	**83,688.45**	70,983.97
Revaluation Reserve	**76,925.70**	73,759.44
Other Comprehensive Income-Actuarial Loss	**(162.92)**	(147.89)
Transition Difference	**(140,272.59)**	(140,272.59)
	20,178.64	4,322.93

Notes :

a) **General reserve:** The general reserve is used from time to time to transfer net profits from retained earnings for appropriation purposes.

b) **Securities Premium:** Securities premium is credited when shares are issued at premium. It is utilised in accordance with the provisions of the Act, to issue bonus shares, write-off equity related expenses like share issue expenses, etc.

c) **Share Option Outstanding Account:** The Company has share option schemes under which options to subscribe the shares of the Company have been granted to certain eligible employees. The share-based payment reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration.

d) **Capital Reserve:** Capital Reserves are mainly the reserves created during business combination for the gain on bargain purchase and common control mergers. It is not available for distribution as dividend.

e) **Capital Redemption Reserve:** The capital redemption reserve is used towards issue of fully paid bonus shares of the Company.

f) **Revaluation Reserve:** The revaluation reserve is credited on account of revaluation of freehold land. It is not available for distribution as dividend.

g) **Transition Difference:** The Cumulative effect of applying Ind AS 115 Revenue from Contract with Customers, Ind AS 116 Leases and change in income tax rate resulting in re-measurement of accumulated deferred tax balances on the effect of applying Ind AS 115 and Ind AS 116 is recognised as an adjustment to other equity, by separately disclosing it in Transition Difference. Subsequent impact of unwinding of transition adjustments of Ind AS 115 and Ind AS 116 is included in retained earnings.

Note No. 26 - Borrowings- Lease Liabilities (At amortised cost)

Particulars	As at March 31, 2021	As at March 31, 2020
Lease Liabilities	**11,779.15**	13,545.23
	11,779.15	13,545.23

Note No. 27 - Other Financial Liabilities (At amortised cost)

Particulars	As at March 31, 2021	As at March 31, 2020
Retention Money	**787.16**	547.68
	787.16	547.68

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 28 - Non-Current Provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for employee benefits - Compensated absences	**795.46**	694.07
	795.46	694.07

Note No. 29 - Other Non-Current Liabilities - Contract Liability - Deferred Revenue

Particulars	As at March 31, 2021	As at March 31, 2020
Contract Liability - Deferred Revenue - Vacation ownership*	**454,752.79**	499,640.79
	454,752.79	499,640.79

*The balance of Contract Liability – Deferred Revenue has been reduced to the effect of cancellation of membership carried out during the year

Note No. 30 - Trade Payables

Particulars	As at March 31, 2021	As at March 31, 2020
Total outstanding dues of micro enterprises and small enterprises (Refer Note No. 49)	**154.23**	124.92
Total outstanding dues of creditors other than micro enterprises and small enterprises	**19,342.32**	17,669.57
	19,496.55	17,794.49

Micro and small enterprises have been identified by the Company on the basis of the information available with the Company.

Note No. 31 - Lease Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Lease liabilities	**4,690.28**	5,180.94
	4,690.28	5,180.94

Note No. 32 - Other Financial Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Creditors for capital supplies/services	**1,044.52**	953.73
Guarantee liability	**764.63**	143.92
Commission payable to non-whole time directors	**174.00**	129.00
Unpaid Dividends *	**6.76**	8.30
Employee benefits payable	**4,899.45**	4,734.48
Other payables	**3,271.83**	3,307.03
	10,161.19	9,276.46

* There are no amounts due and outstanding to be transferred to Investor Education and Protection Fund as at March 31, 2021

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 33 - Provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for employee benefits		
- Gratuity (refer note no. 44)	257.01	77.18
- Compensated absences	440.60	529.72
	697.61	606.90

Note No. 34 - Other Current Liabilities - Contract Liability - Deferred Revenue

Particulars	As at March 31, 2021	As at March 31, 2020
Contract Liability - Deferred Revenue - Vacation Ownership *	38,180.36	37,496.69
Contract Liability - Deferred Revenue - Annual subscription fee *	15,193.49	14,736.18
	53,373.85	52,232.87

*The balance of Contract Liability – Deferred Revenue has been reduced to the effect of cancellation of membership carried out during the year

Note No. 35 - Other Current Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Taxes (excluding income taxes) and other statutory dues	2,479.59	2,395.18
	2,479.59	2,395.18

Note No. 36 - Revenue from Operations

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Revenue from contract with customers		
Vacation Ownership Income	34,507.16	34,670.75
Income from resorts :		
Room rentals	1,804.62	4,801.89
Food and beverages	7,070.18	13,578.32
Wine and liquor	201.12	431.64
Others	1,361.64	4,016.09
Annual subscription fee	29,303.94	29,130.08
	74,248.66	86,628.77
Other operating revenue		
Interest income on instalment sales	7,727.35	10,098.94
Miscellaneous income	248.44	972.82
	7,975.79	11,071.76
	82,224.45	97,700.53

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 37 - Other Income

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Interest Income on Financial Assets at Amortised Cost		
On deposits with bank	**1,695.16**	860.19
On other deposits * (refer note no. 51)	**2,786.50**	1,802.33
On loans/deposits with related parties (refer note no. 51)	**338.93**	321.45
Others	**218.00**	58.94
Net gain arising on financial assets designated as at FVTPL	**150.98**	2,637.47
Gain due to change in lease arrangements	**3,156.05**	43.27
Guarantee Commission from related parties (refer note no. 51)	**306.32**	287.60
	8,651.94	6,011.25

* Out of the total amount ₹ 2,269.02 lakhs pertains to Other Deposit Income with related parties (Previous year is ₹ 70.21 lakhs)

Note No. 38 - Employee Benefits Expense

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Salaries and wages, including bonus	**21,901.36**	23,891.03
Contribution to Provident and other funds	**1,442.75**	1,668.29
Equity-settled share-based payments	**127.99**	209.58
Staff welfare expenses	**828.74**	1,499.75
	24,300.84	27,268.65

Note No. 39 - Finance Costs

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Interest on Lease Liabilities	**1,295.79**	1,598.09
Interest on short-term borrowings	**0.04**	1.22
	1,295.83	1,599.31

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 40 - Other Expenses

Particulars	Year ended March 31, 2021		Year ended March 31, 2020	
Cost of food and beverages consumed				
Opening stock	**111.82**		90.06	
Add: Purchases	**1,876.09**		3,553.19	
Less: Closing stock	**127.65**		111.82	
		1,860.26		3,531.43
Operating supplies		**2,250.95**		3,761.09
Power & Fuel		**2,061.85**		3,611.51
Rent including lease rentals		**4,612.72**		6,750.76
Rates and taxes		**1,153.89**		771.81
Insurance		**516.45**		488.53
Repairs and maintenance				
Buildings		**1,240.29**		1,647.90
Plant & equipment		**386.48**		477.42
Others		**1,153.04**		1,452.18
Advertisement		**146.24**		753.22
Sales promotion		**9,325.81**		14,562.65
Travelling and Conveyance		**1,314.75**		2,547.03
Commission and other customer offers		**5,073.67**		3,489.02
Net loss on foreign currency transactions		**25.62**		4.28
Auditor's remuneration and out-of-pocket expenses				
For Statutory audit		**58.00**		58.00
For Other services		**68.57**		44.28
For reimbursement of expenses		**1.25**		2.96
Directors' fees		**48.80**		39.70
Commission to non whole time directors		**174.00**		129.00
Legal and other professional costs		**2,060.61**		2,538.78
Communication		**633.62**		1,055.91
Software charges		**148.05**		179.65
Service charges		**1,017.65**		1,324.92
Bank charges		**832.86**		544.37
Corporate Social Responsibility (CSR) expenditure (refer note no. 47)		**301.45**		365.15
Loss on sale of property, plant and equipment (net)		**122.68**		108.80
Miscellaneous expenses		**1,369.43**		2,041.94
		37,958.99		52,282.29

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 41 - Current Tax and Deferred Tax

(a) Income Tax recognised in profit or loss

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Current Tax:		
In respect of current year	-	2,520.37
Deferred Tax:		
In respect of current year origination and reversal of temporary differences	**4,370.00**	722.88
One time impact on Tax expense (Deferred & Current) due to change in tax rate	-	19,972.94
Total income tax expense	**4,370.00**	23,216.19

The Special Bench of the Income Tax Appellate Tribunal (ITAT) has, after considering the relevant facts pertaining to the Company, by its order dated May 26, 2010 upheld the contention of the Company that in the Company's case 60% of the membership fees should be considered chargeable to tax in the year of enrolment of a member whereas the balance 40% should be charged on pro rata basis over the period of membership. The Department's appeal against the said order is pending before Madras High Court. Consequently, the Company has continued to provide for income tax by computing income by applying the order of the ITAT.

The Company has been advised that after the introduction of Section 43CB with effect from April 1, 2017 the revenue from membership fees is chargeable as per ICDS IV. The Company is further advised that as per the said ICDS the revenue from membership fees is chargeable to tax by spreading the entire fees over the membership period. The Company has, accordingly, filed its Return of Income from Assessment Year 2017-18 as per ICDS and proposes to make a similar claim in the Return of Income for the Financial Year 2020-21. However in the books of accounts, the Company has continued to make its provision for tax on the basis of the order of the ITAT. If the tax liability is computed applying ICDS IV the liability for current tax and corresponding payment for advance tax will be significantly lower.

Due to the adoption of concessional tax rate, the Company has remeasured the carrying balance of MAT credit entitlement and accumulated deferred tax asset which has resulted in a one-time additional charge of ₹ 19,972.94 Lakhs in standalone books of accounts for the year ended March 31, 2020.

(b) Income tax recognised in other Comprehensive income

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Current/Deferred Tax		
Remeasurement of defined benefit obligations and freehold land revaluation	**3,171.31**	18.37
	3,171.31	18.37
Classification of income tax recognised in other comprehensive income		
Income taxes related to items that will not be reclassified to profit or loss	**(3,171.31)**	(18.37)
	(3,171.31)	(18.37)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 41 - Current Tax and Deferred Tax (Contd.)

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Profit before tax	**16,946.49**	12,394.74
Income tax expense calculated at 25.168%	**4,265.09**	3,119.51
Effect of change in tax rate	**-**	19,972.94
Effect of expenses that is non-deductible in determining taxable profit	**104.91**	123.74
Income tax expense recognised in statement of profit and loss	**4,370.00**	23,216.19

The tax rate used for the March 31, 2021 and March 31, 2020 reconciliations above is at the corporate tax rate plus surcharges and cess at applicable rate of 25.168% payable by company on taxable profits under Indian Income Tax Laws.

(i) Movement in deferred tax balances

Particulars	For the Year ended March 31, 2021					
	Opening Balance	Effect of Transition to IND AS 116	Change in Tax Rate	Recognised in Profit and Loss	Recognised in OCI	Closing Balance
Tax effect of items constituting deferred tax liabilities						
Property, Plant and Equipment	(28,585.58)	-	-	(439.56)	3,166.26	(25,858.88)
Deferred Cost	(17,956.83)	-	-	243.34	-	(17,713.49)
Fair valuation of financial assets	(1,426.81)	-	-	(15.49)	-	(1,442.30)
	(47,969.22)	-	-	(211.71)	3,166.26	(45,014.67)
Tax effect of items constituting deferred tax assets						
Employee Benefits	308.00	-	-	(1.98)	5.05	311.07
Receivables / Revenue derecognition	645.20	-	-	-	-	645.20
Deferred Revenue	71,164.05	-	-	(5,828.18)	-	65,335.87
Income tax loss	-	-	-	961.19	-	961.19
Provisions	41.78	-	-	5.95	-	47.73
Fair valuation of financial assets	12.85	-	-	(36.61)	-	(23.76)
Leases	633.33	-	-	741.34	-	1,374.67
	72,805.21	-	-	(4,158.29)	5.05	68,651.97
Net Tax Assets / (Liabilities)	**24,835.99**	**-**	**-**	**(4,370.00)**	**3,171.31**	**23,637.30**

Pursuant to the amendment in Finance Act 2021, during the current period, the company has changed the estimation relating to availment of indexation benefits under Section 48 of Income Tax Act, 1961. The impact of such change in estimate on the deferred tax liability has been given in the other comprehensive income amounting to ₹ 3,166.26 Lakhs.

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 41 - Current Tax and Deferred Tax (Contd.)

Particulars	For the Year ended March 31, 2020					
	Opening Balance	Effect of Transition to IND AS 116	Change in Tax Rate	Recognised in Profit and Loss	Recognised in OCI	Closing Balance
Tax effect of items constituting deferred tax liabilities						
Property, Plant and Equipment	(30,552.05)	-	2,280.16	(313.69)	-	(28,585.58)
Deferred Cost	(24,698.64)	-	6,909.74	(167.93)	-	(17,956.83)
Fair valuation of financial assets	(1,142.93)	-	319.75	(603.63)	-	(1,426.81)
	(56,393.62)	-	9,509.65	(1,085.25)	-	(47,969.22)
Tax effect of items constituting deferred tax assets						
Employee Benefits	360.05	-	(100.73)	48.68	-	308.00
Receivables / Revenue derecognition	895.81	-	(250.61)	-	-	645.20
Deferred Revenue	94,651.83	-	(26,479.99)	2,992.21	-	71,164.05
Income tax loss	760.95	-	(212.88)	(548.07)	-	-
MAT Credit Entitlement	2,197.00	-	-	(2,197.00)	-	-
Provisions	58.01	-	(16.23)	-	-	41.78
Fair valuation of financial assets	24.91	-	(6.97)	(5.09)	-	12.85
Leases	-	779.87	(218.18)	71.64	-	633.33
	98,948.56	779.87	(27,285.59)	362.37	-	72,805.21
Net Tax Assets / (Liabilities)	42,554.94	779.87	(17,775.94)	(722.88)	-	24,835.99

On September 20, 2019, the Government of India, vide the Taxation laws (Amendment) Ordinance 2019, inserted Section 115BAA in the Income Tax Act, 1961, which provides domestic Companies an option to pay Corporate Tax at reduced rate effective April 1, 2019 subject to certain conditions. During the previous year, the Company has decided to exercise the option of lower tax rate available under Section 115BAA of the Income Tax Act, 1961, as introduced by Taxation Laws (Amendment) Ordinance, 2019, with effect from FY 2019-2020. Accordingly, the Company has recognised the provision for income tax for year ended March 31, 2020 and remeasured the accumulated deferred tax asset at March 31, 2020 based on the rate prescribed under Section 115BAA. The resultant impact has been taken through the statement of profit and loss. The re-measurement of accumulated deferred tax has resulted in a one-time additional deferred tax asset remeasurement charge of ₹ 17,775.94 Lakhs and current tax asset charge (MAT Credit Entitlement) of ₹ 2,197 Lakhs in the books of accounts totalling the one-time impact as ₹ 19,972.94 Lakhs.

Note No. 42 - Earnings per Share

Basic earnings per share

Particulars	**Year ended March 31, 2021**	Year ended March 31, 2020
Profit / (Loss) for the year after tax	**12,576.49**	(10,821.45)
Weighted average number of equity shares (in lakhs)	**1,329.24**	1,329.04
Earnings per share - Basic in ₹ per share	**9.46**	(8.14)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 42 - Earnings per Share (Contd.)

Diluted earnings per share

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Profit / (Loss) for the year after tax	**12,576.49**	(10,821.45)
Weighted average number of equity shares (in lakhs)	**1,330.20**	1,330.11
Earnings per share - Diluted in ₹ per share	**9.46**	(8.14)

The weighted average number of ordinary shares for the purpose of diluted earnings per share reconciles to the weighted average number of ordinary shares used in the calculation of basic earnings per share as follows:

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Weighted average number of equity shares used in the calculation of Basic EPS (in lakhs)	**1,329.24**	1,329.04
Add: Effect of ESOPs (in lakhs)	**0.96**	1.07
Weighted average number of equity shares used in the calculation of Diluted EPS (in lakhs)	**1,330.20**	1,330.11

Note No. 43 - Contingent liabilities and commitments

Contingent liabilities (to the extent not provided for)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Income Tax matters:		
Claims against the Company not acknowledged as debt (for matters disputed by the Company)		
pertaining to Revenue Recognition (timing differences *), pending before the CIT(A)/ITAT (Company appeal)	**52,652.65**	52,652.65
interest included in the above till the date of order	**13,584.11**	13,584.11
pertaining to other matters (mainly timing differences *), pending before the CIT(A)/ITAT (Company appeal)	**5,153.63**	5,153.63
interest included in the above till the date of order	**1,086.96**	1,086.96
Matters decided in favour of the Company, (but under appeal by the Department)		
pertaining to Revenue Recognition (timing differences *) pending before the Madras High Court (Department appeal) excluding interest	**27,140.61**	27,140.61
(b) Service Tax matters:		
claimed on interest on installments and other items (inclusive of penalty where quantified in demand)*	**3,080.32**	3,367.53

* For matters pertaining to timing differences, if liability were to crystallise, there would be future tax benefits, except to the extent of tax rate differences and interest, if any.

Notes:

1) In respect of above matters, it is not practicable for the Company to estimate the closure of these issues and the consequential timing of cash flows if any.
   - (i) The Company has received show cause notices from service tax authorities of ₹ 21,991.33 lakhs (Previous year ₹ 21,991.33 lakhs). Company has filed its detailed reply and is confident that no payment is expected to be made for this notices.
   - (ii) The Company has accounted for service tax receivable of ₹ 728.36 lakhs in relation to the service tax paid on ASF and Membership fee invoices for contracts which have been cancelled post GST implementation. The Company has received an unfavorable order against the refund claim and has filed an appeal against the order.
2) The above amounts are based on demands raised, which the Company is contesting with the concerned authorities. Outflows, if any, arising out of these claims would depend on the outcome of the decision of the appellate authorities and the Company's rights for future appeals. No reimbursements are expected.

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 43 - Contingent liabilities and commitments (Contd.)

Particulars	As at March 31, 2021	As at March 31, 2020
(c) Luxury Tax matters:		
In respect of certain States, the Company has received demands for payment of luxury tax for member stay at resorts as summarised below:		
Demands raised (inclusive of penalty)	**6,895.37**	6,735.55
The Company has challenged the above demands before various appellate authorities / High Court, the outcome of which is pending. For all such matters, the Company has made cumulative provisions for ₹ 698.72 lakhs (Previous year ₹ 675.10 lakhs) on a best estimate basis.		
(d) Guarantees given for its subsidaries:		
Amount of guarantees given (Euro)	**778.70**	637.50
Outstanding amount against guarantees (Euro)	**750.64**	578.70
Amount of guarantees given (THB)	**2,060.00**	1,620.00
Outstanding amount against guarantees (THB)	**1,780.00**	1,410.00
Amount of guarantees given (₹)	**71,910.43**	56,737.58
Outstanding amount against guarantees (₹)	**68,835.25**	51,364.43

(e) Other matters under appeal (Property related):

(i) The Government of Kerala through the Sub Collector, District of Devikulam issued an Order dated July 3, 2007 cancelling the assignment of land underlying the Munnar resort and directed repossession of land on the ground that it is agricultural land and cannot be used for commercial purposes. The Company had filed an appeal before the Commissioner of Land Revenue, Trivandrum against the said Order stating that the Patta issued does not specify that the land should be used only for agricultural purpose. The Commissioner of Land Revenue, Trivandrum vide his Order dated November 22, 2007 dismissed the appeal filed by the Company and cancelled the assignment of land underlying the Munnar Resort and further directed repossession of land on the ground that it is agricultural land and cannot be used for commercial purposes. The Company had filed a writ petition before the Kerala High Court against the said Order. The writ Petition has been disposed of by an Order dated May 21, 2019. Against the said Order, the company has filed a Writ Appeal and by an order dated June 19, 2019, the Court granted an interim stay of all further proceedings. The matter is currently pending before Kerala High Court.

(ii) With respect to certain claims of neighbouring property owners, the Company filed a suit in the Civil Court, Pune seeking inter-alia permanent injunction against them disturbing the possession of the Company's resort property at Lonavala, Maharashtra and obtained an interim stay. In another development, notwithstanding these proceedings, the neighbouring property owner obtained an order from the local Mamlatdar's Court for alleged access to his property through the resort property. The Company obtained a stay against the said order of the Mamlatdar. All matters with respect to the neighbouring property owner are currently pending before the Civil Court, Pune. Further, on account of the cancellation of the Non-Agricultural land conversion order by the Collector, Pune on the basis of complaint made by the said neighbouring owner and subsequently confirmed by the Additional Divisional Commissioner, Pune, the Company has also filed another Civil Suit at Civil Court, Pune against State of Maharashtra and Others, inter alia, seeking declaration that the proceedings and Orders in respect of cancellation of the NA status of the land underlying the resort property at Lonavala are not enforceable and also sought other reliefs. Ad-interim stay has been granted against State of Maharashtra and the Collector, Pune not to give effect to the Orders of NA cancellation and the matter is pending for further hearing.

(f) Other matters:

The Company engaged a building contractor for construction of a resort. As the construction did not proceed as per agreed timelines the Company terminated the contract. The contractor has claimed ₹ 1,256.15 lakhs as damages for termination of the Contract. The Company has made a counter claim of ₹ 2,003.56 lakhs towards liquidated damages and other losses. The matter has been heard by the Arbitrator and is reserved for Orders.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 43 - Contingent liabilities and commitments (Contd.)

(g) With respect to member complaints pending before various consumer forum and other matters:

Estimated amount of claims ₹ 489.85 lakhs (As at March 31, 2020: ₹ 466.98 lakhs). In addition, there are claims by some members seeking certain reliefs which are not agreed by the company, the financial impact of these claims are currently not ascertainable and hence not captured in above.

(h) Capital commitment:

Particulars	As at March 31, 2021	As at March 31, 2020
Estimated amount of contracts remaining to be executed on Property, Plant & Equipment and not provided for (net of advances)	**4,236.93**	4,628.56

(i) Employees' Provident Funds and Miscellaneous Provisions Act, 1952:

In February 2019, the Supreme Court of India in its judgement clarified the applicability of allowances that should be considered to measure obligations under Employees Provident Fund Act, 1952. The Company has been legally advised that there are interpretative challenges on the application of judgement retrospectively and as such does not consider there is any probable obligation for past periods. Accordingly, based on legal advice the Company had made a provision for provident fund contribution from the date of the Supreme Court order.

Note No. 44 - Employee benefits

(a) Defined Contribution Plan:

The Company's contribution to Provident Fund and Superannuation Fund aggregating ₹ 1,148.73 lakhs (2020: ₹ 1,327.12 lakhs) has been recognised in the Statement of Profit and Loss under the head Employee Benefits Expense.

(b) Defined Benefit Plans (Gratuity):

The Company has a funded Gratuity Scheme for its employees and gratuity liability has been provided based on the actuarial valuation done at the year end. The Gratuity scheme of the Company is funded with the Life Insurance Corporation of India.

Defined benefit plans – as per actuarial valuation on March 31, 2021 and March 31, 2020:

	Particulars	Funded Plan Gratuity	
		2021	2020
Ia.	**Expense recognised in the Statement of Profit and Loss for the year ended 31st March:**		
	Current service cost	**164.62**	146.51
	Net Interest cost	**3.97**	6.46
	Components of defined benefit costs recognised in profit & loss	**168.59**	152.97
Ib.	**Included in other Comprehensive Income:**		
	Difference between actual and expected return on plan assets	**14.52**	6.77
	Actuarial (Gain)/Loss on account of :		
	Demographic Assumptions	**6.04**	(0.02)
	Financial Assumptions	**14.03**	38.29
	Experience Adjustments	**(14.51)**	27.94
	Components of defined benefit costs recognised in other comprehensive income	**20.08**	72.98
I.	**Net Liability recognised in the Balance Sheet as at 31st March:**		
	Present value of defined benefit obligation as at 31st March	**1,020.04**	882.21
	Fair value of plan assets as at 31st March	**763.03**	805.03
	Deficit	**(257.01)**	(77.18)

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 44 - Employee benefits (Contd.)

	Particulars	Funded Plan Gratuity 2021	Funded Plan Gratuity 2020
II.	**Change in the obligation during the year ended 31st March:**		
	Present value of defined benefit obligation at the beginning of the year	**882.21**	723.74
	Expenses Recognised in the Statement of Profit and Loss		
	- Current Service Cost	**164.62**	146.51
	- Interest Expense	**45.40**	47.87
	Recognised in Other Comprehensive Income		
	Actuarial Gain/(Loss) arising from:		
	Change in Demographic Assumptions	**6.04**	(0.02)
	Financial Assumptions	**14.03**	38.29
	Experience Adjustments	**(14.51)**	27.94
	Benefit payments	**(77.75)**	(102.12)
	Present value of defined benefit obligation at the end of the year	**1,020.04**	882.21
III.	**Change in fair value of assets during the year ended 31st March:**		
	Fair value of plan assets at the beginning of the year	**805.03**	626.02
	Expenses Recognised in the Statement of Profit and Loss		
	Expected return on plan assets	**41.41**	41.40
	Recognised in Other Comprehensive Income		
	Remeasurement gains / (losses)		
	Difference between actual and expected return on plan assets	**(14.52)**	(6.77)
	Contributions by employer (including benefit payments recoverable)	**8.86**	246.50
	Benefit payments	**(77.75)**	(102.12)
	Fair value of plan assets at the end of the year	**763.03**	805.03
IV.	**Major categories of plan assets :**		
	Deposits with Insurance companies	**763.03**	805.03

The significant actuarial assumptions (estimated for adequate coverage of the obligation on a prudent basis), are as under:

Particulars	Valuation as at March 31, 2021	Valuation as at March 31, 2020
Discount rate(s)	**4.70%**	5.15%
Expected rate(s) of salary increase	**5.00%**	5.00%
Expected rate of return on plan assets	**4.70%**	5.15%
Attrition	**17%-56%**	25%-45%
Mortality table	**IALM 2012-14**	IALM 2012-14

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

Principal assumption	Financial Year	Changes in assumption	Impact on defined benefit obligation: Decrease in assumption	Impact on defined benefit obligation: Increase in assumption
Discount rate	**2020-2021**	0.50%	19.05	(19.76)
	2019-2020	0.50%	13.60	(14.01)
Salary growth rate	**2020-2021**	0.50%	(19.61)	19.09
	2019-2020	0.50%	(13.96)	13.68
Attrition rate	**2020-2021**	0.50%	47.06	(66.99)
	2019-2020	0.50%	49.65	(66.19)
Mortality rate	**2020-2021**	0.50%	(0.02)	0.02
	2019-2020	0.50%	(0.04)	0.04

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 44 - Employee benefits (Contd.)

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 analyses did not change compared to previous period.

The Company expects to contribute ₹ 409.79 lakhs (Previous Year ₹ 215.17 lakhs) to the gratuity trust during the next financial year of 2021-22.

V. Maturity profile of defined benefit obligation:

Particulars	2021	2020
Within 1 year	**243.11**	258.27
1 - 2 year	**219.93**	200.25
2 - 3 year	**177.90**	167.65
3 - 4 year	**133.71**	126.41
4 - 5 year	**99.46**	86.98
> 5 years	**258.59**	172.98

Plan Assets.

The fair value of Company's pension plan asset as of March 31, 2021 and March 31, 2020 by category are as follows:

Particulars	2021	2020
Asset category:		
Contributions placed with Insurance companies	**763.03**	805.03
	100%	100%

The weighted average duration of the defined benefit obligation as at March 31, 2021 is 3 years (2020: 3 years)

VI Experience Adjustments:

Particulars	Year Ended				
	2021	2020	2019	2018	2017
	Gratuity				
Defined Benefit Obligation	**1,020.04**	882.21	723.74	626.49	464.85
Fair value of plan assets	**763.03**	805.03	626.02	543.88	448.91
Surplus/(Deficit)	**(257.01)**	(77.18)	(97.72)	(82.61)	(15.94)
Experience adjustment on plan liabilities [(Gain)/Loss]	**5.56**	(66.21)	(8.50)	(77.78)	(27.54)
Experience adjustment on plan assets [Gain/(Loss)]	**(14.52)**	(6.77)	(4.83)	(31.66)	23.05

The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.

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

(c) Defined Benefit Plans (Compensated absences)

The amount recognized as an expense in respect of compensated absences is ₹ 184.71 lakhs (Previous Year: ₹ 370.56 lakhs).

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 45 - Financial Instruments

Capital management

The Company's key objective in managing its financial structure is to maximize value for shareholders, reduce cost of capital, while at the same time ensuring that the Company has the financial flexibility required to continue its expansion. The Company manages its financial structure majorly through internal accruals and makes any necessary adjustments in light of prevailing economic conditions. In this context, the capital structure of the Company consists only of equity and lease liability is not considered as debt. Equity comprises issued share capital, reserves and retained earnings as set out in the statement of changes in equity.

Categories of financial assets and financial liabilities

As at March 31, 2021

Particulars	Amortised Costs	FVTPL	FVOCI	Total
Non-current Assets				
Investments	-	702.09	-	702.09
Trade Receivables	29,008.39	-	-	29,008.39
Loans	4,383.80	-	-	4,383.80
Other Financial Assets				
- Non Derivative Financial Assets	8,733.04	-	-	8,733.04
Current Assets				
Investments	-	5,942.51	-	5,942.51
Trade Receivables	91,470.80	-	-	91,470.80
Cash and cash equivalents	1,962.78	-	-	1,962.78
Other Bank Balances	32,318.59	-	-	32,318.59
Loans	5,083.78	-	-	5,083.78
Other Financial Assets				
- Non Derivative Financial Assets	52,626.20	-	-	52,626.20
Non-current Liabilities				
Borrowings- Lease liabilities	11,779.15	-	-	11,779.15
Other Financial Liabilities				
- Non Derivative Financial Liabilities	787.16	-	-	787.16
Current Liabilities				
Trade Payables	19,496.55	-	-	19,496.55
Lease liabilities	4,690.28	-	-	4,690.28
Other Financial Liabilities				
- Non Derivative Financial Liabilities	10,161.19	-	-	10,161.19

As at March 31, 2020

Particulars	Amortised Costs	FVTPL	FVOCI	Total
Non-current Assets				
Investments	-	388.96	-	388.96
Trade Receivables	49,438.05	-	-	49,438.05
Loans	4,415.41	-	-	4,415.41
Other Financial Assets				
- Non Derivative Financial Assets	9,089.73	-	-	9,089.73
Current Assets				
Investments	-	39,294.82	-	39,294.82
Trade Receivables	118,750.18	-	-	118,750.18
Cash and cash equivalents	1,463.48	-	-	1,463.48
Other Bank Balances	19,168.12	-	-	19,168.12
Loans	4,478.67	-	-	4,478.67
Other Financial Assets				
- Non Derivative Financial Assets	14,400.57	-	-	14,400.57
Non-current Liabilities				
Borrowings- Lease liabilities	13,545.23	-	-	13,545.23
Other Financial Liabilities				
- Non Derivative Financial Liabilities	547.68	-	-	547.68
Current Liabilities				
Trade Payables	17,794.49	-	-	17,794.49
Lease liabilities	5,180.94	-	-	5,180.94
Other Financial Liabilities				
- Non Derivative Financial Liabilities	9,276.46	-	-	9,276.46

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 45 - Financial Instruments (Contd.)

Financial Risk Management Framework

The Company has a robust business risk management process to identify, evaluate and mitigate risks impacting business of the Company. This framework seeks to create transparency, minimise adverse impact on the business objectives and enhance the Company's competitive advantage. This also defines the risk management approach across the enterprise at various levels including documentation and reporting. Risk management forms an integral part of the Company's Business Plan. The Company has adequate internal processes to assess, monitor and manage financial risks. These risks include credit risk, liquidity risk and market risk.

Risk	Exposure primarily from	Measurement	Management
Credit risk	Trade receivables	Ageing analysis, Credit assessment	Assessment of customer credit worthiness at inception and through the credit period
Liquidity risk	Capital commitments	Cash flow forecast	Availability of committed credit lines and borrowing facilities

(i) Credit risk management

A significant portion of the Company's sales of Vacation Ownerships 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 member is not allowed to use the benefits of membership untill the overdue amount is regularised or fully paid in that relevant period. 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 longest overdue of that member, for example, if a member has one instalment overdue for say 12 months, the entire receivable of the member is aggregated into that ageing bucket and the credit loss allowance is determined after taking into account the credits against the member under "Contract liability- Deferred Revenue - Vacation ownership fee" (refer note no. 29 and note no. 34).

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:

Particulars	March 31, 2021	March 31, 2020
Carrying value of receivables (refer note no. 8 and 17)*	**120,479.19**	168,302.20
Credit loss allowance	**0.00**	113.97
Loss allowance (%)	**0.00%**	0.07%

* Given that the Company is deferring recognition of revenue at inception, as explained above the risk of credit loss is reduced and the member is allowed to avail the benefits of membership only when all the overdue amount is regularised or fully paid in that relevant period. The amounts deferred at inception and the credit loss allowance are adjusted from the carrying value of receivables (refer note no. 8 and 17) in the same proportion, except in cases where the allowance is directly attributable to a particular contract.

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 45 - Financial Instruments (Contd.)

Reconciliation of credit loss allowance adjusted from Trade Receivables

Particulars	Amount
Balance as at March 31, 2020	113.97
Allowance for credit loss recognised during the year	-
Amounts written off during the year	(113.97)
Balance as at March 31, 2021	**0.00**
Balance as at March 31, 2019	113.97
Allowance for credit loss recognised during the year	-
Amounts written off during the year	-
Balance as at March 31, 2020	113.97

(ii) Liquidity risk management

The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Maturities of financial liabilities

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities (predominantly trade payables, retention payables, etc) with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

Particulars	Less than 1 Year	1-3 Years	3-5 Years	5 years and above
Non-derivative financial liabilities as at March 31, 2021				
Trade Payables	**19,496.55**	**-**	**-**	**-**
Lease Liabilities	**5,812.07**	**7,100.17**	**4,452.02**	**2,774.98**
Other Financial Liabilities	**9,396.56**	**787.16**	**-**	**-**
Financial guarantee contracts	**68,835.25**	**-**	**-**	**-**
Total	**103,540.43**	**7,887.33**	**4,452.02**	**2,774.98**
Non-derivative financial liabilities as at March 31, 2020				
Trade Payables	17,794.49	-	-	-
Lease Liabilities	6,468.70	8,313.01	5,161.90	2,849.30
Other Financial Liabilities	9,132.54	547.68	-	-
Financial guarantee contracts	51,364.43	-	-	-
Total	84,760.16	8,860.69	5,161.90	2,849.30

The Company has provided financial guarantees to its wholly owned subsidiaries. The amounts included above for financial guarantee contracts are the maximum amounts the Company could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Company considers that it is more likely that such an amount will not be payable under the arrangement.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 45 - Financial Instruments (Contd.)

Financing arrangements

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

Particulars	March 31, 2021	March 31, 2020
Cash credit		
- Expiring within one year	**6,000**	6,000
	6,000	6,000

(iii) Market risk management

The Company's market risk comprises solely of its foreign currency exposure which are limited and not material to the size of its operations.

Currency Risk

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Company's exposure to currency risk relates primarily to the Company's investing activities when transactions are denominated in a different currency from the Company's functional currency.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	Currency	in ₹ Lakhs	
		March 31, 2021	March 31, 2020
Receivables	MYR	**732.94**	707.14
	EUR	**2,109.69**	1,707.79
	AED	**220.45**	749.28
	THB	**1,079.46**	972.87
	USD	**5.48**	-
	SGD	**65.52**	-
Payables	USD	**-**	419.34
	MYR	**42.34**	52.49
	BTN	**-**	37.35
	LKR	**-**	0.84
	SGD	**-**	77.97
	AED	**513.70**	947.73
	THB	**34.73**	7.30

Of the above foreign currency exposures, none of the exposures are hedged by a derivative. These foreign currency exposures are denominated in currencies that are not very volatile. Hence, the Company is not exposed to major currency risks.

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 45 - Financial Instruments (Contd.)

Foreign Currency Sensitivity

The Company is exposed to the following currency risks - USD, AED, THB, MYR, BTN, LKR, SGD and EUR - and the following table demonstrates the sensitivity.

In ₹ Lakhs

Particulars	Currency	Change in rate	Impact on profit before tax
March 31, 2021	**USD**	**+10%**	**0.55**
	USD	**-10%**	**(0.55)**
	MYR	**+10%**	**69.06**
	MYR	**-10%**	**(69.06)**
	EUR	**+10%**	**210.97**
	EUR	**-10%**	**(210.97)**
	SGD	**+10%**	**6.55**
	SGD	**-10%**	**(6.55)**
	AED	**+10%**	**(29.32)**
	AED	**-10%**	**29.32**
	THB	**+10%**	**104.47**
	THB	**-10%**	**(104.47)**
March 31, 2020	USD	+10%	41.93
	USD	-10%	(41.93)
	MYR	+10%	65.46
	MYR	-10%	(65.46)
	EUR	+10%	170.78
	EUR	-10%	(170.78)
	BTN	+10%	(3.73)
	BTN	-10%	3.73
	LKR	+10%	(0.08)
	LKR	-10%	0.08
	SGD	+10%	(7.80)
	SGD	-10%	7.80
	AED	+10%	(19.84)
	AED	-10%	19.84
	THB	+10%	96.56
	THB	-10%	(96.56)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 46 - Fair Value Measurement

Fair Valuation Techniques and Inputs used - recurring Items

Financial assets/ financial liabilities* measured at Fair value	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)
	March 31, 2021	March 31, 2020		
Financial assets				
Investments				
Mutual fund investments	**5,942.51**	39,294.82	Level 1	Refer note 1 below
Equity and preference investments	**702.09**	388.96	Level 3	Refer note 2 below
Total financial assets	**6,644.60**	39,683.78		

Note 1: Fair value determined using NAV.

Note 2: Fair value determined using discounted cash flow method.

Reconciliation of Level 3 fair values

Particulars	Equity and Preference
Balance as at March 31, 2020	388.96
New investment	305.00
Fair value gain included in statement of profit and loss	8.13
Balance as at March 31, 2021	**702.09**

* Fair value of financial assets and financial liabilities (that are measured at amortised cost) closely approximate their carrying value.

Note No. 47 - Expenditure on Corporate Social Responsibility

As per Section 135 of the Companies Act 2013, the Company needs to spend 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. The Company has incurred CSR expenditure on activities specified in Schedule VII of the Companies Act, 2013.

Gross amount required to be spent by the Company during the year is ₹ 296 lakhs (Previous Year : ₹ 365 lakhs)

Particulars	Paid	Yet to be paid	Total
(i) Construction/Acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	301.45	-	301.45

Note No. 48 - Capital work in progress (CWIP) and expenditure during construction pending allocation included therein:

Particulars	As at March 31, 2021	As at March 31, 2020
Balance as at beginning of the year	**23,606.27**	21,818.13
Additions during the current year to CWIP	**8,828.92**	9,510.35
Capitalization/(Deletions) during the current year from CWIP	**(21,252.90)**	(7,722.21)
Balance as at end of the year	**11,182.29**	23,606.27

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 48 - Capital work in progress (CWIP) and expenditure during construction pending allocation included therein:(Contd.)

Expenditure during construction pending allocation included in (CWIP) above:

Particulars	As at March 31, 2021	As at March 31, 2020
Salaries, Wages & Bonus	**596.65**	2,123.13
Staff welfare Expenses	**13.43**	44.05
Power & Fuel	**15.85**	36.17
Rent	**11.68**	30.66
Rates & Taxes	**0.96**	0.48
Repairs-Others	**13.77**	16.40
Travelling	**72.83**	133.02
Consultancy Charges	**163.50**	181.19
Miscellaneous	**262.07**	146.66
	1,150.74	2,711.76

Note No. 49 - Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at March 31, 2021	As at March 31, 2020
(i) Principal amount remaining unpaid to MSME suppliers as on	**154.23**	124.92
(ii) the amount of interest paid by the buyer under MSMED Act, 2006	**-**	-
(iii) Interest accrued and remaining unpaid at the end of each accounting year to MSME suppliers as on	**-**	-
(iv) Further interest due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises	**-**	-
(v) Interest due and payable on unpaid principal amount to MSME suppliers as on	**-**	-

Note No. 50 - Segment information

The Company is primarily engaged in the business of sale of Vacation Ownership and other related services in India. As such, the Company operates in a single segment and there are no separate reportable segments. The same is consistent with the information reviewed by the Chief Operating Decision Maker (CODM).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 51 - Related party transactions

Particulars		March 31, 2021	March 31, 2020
Transactions during the year:	**Holding company**		
Sale of services	Mahindra & Mahindra Ltd.	**28.46**	17.22
Purchases of PPE	Mahindra & Mahindra Ltd.	**37.89**	42.17
Purchase of services	Mahindra & Mahindra Ltd.	**583.72**	612.61
	Subsidiary companies		
ICD, Loans & Advances given	Gables Promoters Pvt. Ltd.	**810.00**	1,040.00
	Mahindra Hotels & Residences India Ltd.	**8.50**	-
ICD, Loans & Advances repaid	Heritage Bird (M) Sdn Bhd.	**-**	52.68
	Arabian Dreams Hotel Apartment L.L.C	**196.30**	190.26
Purchase of services	Heritage Bird (M) Sdn Bhd.	**129.20**	122.33
	Infinity Hospitality Group Company Ltd.	**388.93**	407.42
	Gables India Pvt. Ltd.	**994.24**	1,008.69
	Arabian Dreams Hotel Apartment L.L.C	**644.81**	1,307.90
Reimbursement of Expenses	Gables Promoters Pvt. Ltd.	**107.80**	136.79
Interest Income	Heritage Bird (M) Sdn Bhd.	**32.75**	31.49
	Gables Promoters Pvt. Ltd.	**271.02**	184.56
	MH Boutique Hospitality Ltd.	**22.79**	22.06
	Mahindra Hotels & Residences India Ltd.	**0.97**	0.48
	MHR Holdings (Mauritius) Ltd.	**4.77**	4.38
	Arabian Dreams Hotel Apartment L.L.C	**6.63**	8.27
Commission on Corporate Guarantee	MHR Holdings (Mauritius) Ltd.	**280.80**	245.53
	Covington S.a.r.l	**6.47**	24.15
	Infinity Hospitality Group Company Ltd.	**19.05**	17.92
Corporate guarantees given on behalf of	MHR Holdings (Mauritius) Ltd.	**67,069.43**	-
	Infinity Hospitality Group Company Ltd.	**4,841.00**	-
	Fellow Subsidiaries / Associates		
Sale of services	Mahindra Intertrade Ltd.	**1.13**	1.26
	Mahindra Lifespace Developers Ltd.	**10.84**	14.12
	Mahindra Rural Housing Finance Ltd.	**-**	0.08
	Bristlecone India Ltd.	**0.40**	-
	Tech Mahindra Ltd.	**2.87**	-
Interest Income	Mahindra Rural Housing Finance Ltd.	**1,239.08**	56.88
	Mahindra & Mahindra Financial Services Ltd.	**1,029.94**	13.33
Purchase of PPE	Mahindra Retail Pvt. Ltd.	**-**	254.39
	Mahindra Engineering & Chemical Products Ltd.	**202.71**	-
Purchase of services	Mahindra Integrated Business Solutions Pvt. Ltd.	**374.11**	294.78
	Mahindra Retail Pvt. Ltd.	**-**	59.25
	Mahindra Engineering & Chemical Products Ltd.	**107.88**	-
	Bristlecone India Ltd..	**124.07**	243.75
	Mahindra Logistics Ltd.	**0.14**	-
	Tech Mahindra Ltd.	**137.80**	260.90

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 51 - Related party transactions (Contd.)

Particulars		March 31, 2021	March 31, 2020
Other Entity	**Director's Interest**		
Purchase of services	Grassroutes Journeys Pvt. Ltd.	**-**	0.61
	Nowigence India Pvt. Ltd.	**7.80**	7.80
	Fifth Gear Ventures Ltd.	**16.06**	-
Managerial remuneration:	**Key Management Personnel**		
	Mr. Kavinder Singh	**475.28**	464.67
	Mrs. Akhila Balachandar	**140.17**	132.82
	Mr. Dhanraj Mulki	**86.38**	72.09
	Director's Sitting Fees	**48.80**	39.70
	Commission to non whole time directors	**174.00**	129.00
	Fellow Subsidiaries/Associates		
Investment in Inter Corporate Deposits	Mahindra Rural Housing Finance Ltd.	**14,000.00**	6,500.00
	Mahindra & Mahindra Financial Services Ltd.	**19,500.00**	1,590.00
Redemption of Inter Corporate Deposits	Mahindra & Mahindra Financial Services Ltd.	**1,590.00**	-
	Other entities under the control of the company		
Other: Received	Mahindra Holidays & Resorts India Ltd. Employees' Stock Option Trust	**48.02**	-
Balances as at:	**Holding company**		
Outstanding: Payable	Mahindra & Mahindra Ltd.	**443.38**	335.98
Outstanding: Receivable	Mahindra & Mahindra Ltd.	**12.00**	3.67
	Subsidiary companies		
Investments	Mahindra Hotels & Residences India Ltd.	**5.00**	5.00
	Heritage Bird (M) Sdn Bhd.	**40.27**	40.27
	Gables Promoters Pvt. Ltd.	**6,543.78**	6,543.78
	Infinity Hospitality Group Company Ltd.	**2,681.11**	2,681.11
	MH Boutique Hospitality Ltd.	**95.38**	95.38
	Arabian Dreams Hotel Apartment L.L.C	**52.11**	52.11
	MHR Holdings (Mauritius) Ltd.	**115.11**	115.11
Loans and Advances including interest accrued	Mahindra Hotels & Residences India Ltd.	**-**	7.40
Inter Corporate Deposits including interest accrued	Gables Promoters Pvt. Ltd.	**3,800.12**	2,864.43
	MH Boutique Hospitality Ltd.	**1,001.54**	965.80
	Mahindra Hotels & Residences India Ltd.	**16.19**	6.80
	MHR Holdings (Mauritius) Ltd.	**283.97**	269.51
	Arabian Dreams Hotel Apartment L.L.C	**-**	459.07
	Heritage Bird (M) Sdn Bhd.	**720.15**	707.21

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 51 - Related party transactions (Contd.)

Particulars		March 31, 2021	March 31, 2020
Other Receivables	MHR Holdings (Mauritius) Ltd.	**1,598.90**	1,226.74
	Covington S.a.r.l	**226.81**	211.48
	Infinity Hospitality Group Company Ltd.	**29.82**	7.60
	Gables Promoters Pvt. Ltd.	**-**	149.00
Other Payables	Infinity Hospitality Group Company Ltd.	**34.73**	15.56
	Heritage Bird (M) Sdn Bhd.	**42.34**	52.50
	Gables Promoters Pvt. Ltd.	**182.58**	206.93
	Arabian Dreams Hotel Apartment L.L.C	**184.11**	539.54
Corporate guarantees given on behalf of	MHR Holdings (Mauritius) Ltd.	**67,069.43**	49,670.18
	Covington S.a.r.l	**-**	3,325.20
	Infinity Hospitality Group Company Ltd.	**4,841.00**	3,742.20
Loan outstanding against above guarantees	MHR Holdings (Mauritius) Ltd.	**64,652.25**	45,197.78
	Covington S.a.r.l	**-**	2,909.55
	Infinity Hospitality Group Company Ltd.	**4,183.00**	3,257.10
	Fellow Subsidiaries/ Associates/ Others		
Outstanding: Payable	Mahindra Retail Pvt. Ltd.	**-**	69.11
	Mahindra Engineering & Chemical Products Ltd.	**27.35**	-
	Tech Mahindra Ltd.	**32.03**	160.89
	Bristlecone India Ltd.	**10.85**	-
	Mahindra Logistics Ltd.	**0.05**	-
	Mahindra Integrated Business Solutions Pvt. Ltd.	**68.94**	53.09
	Nowigence India Pvt. Ltd.	**0.65**	-
Outstanding: Receivable	Mahindra Lifespace Developers Ltd.	**9.86**	8.95
	Tech Mahindra Ltd.	**0.21**	-
Other Deposits (Including accrued interest)	Mahindra & Mahindra Financial Services Ltd.	**20,360.00**	1,602.00
	Mahindra Rural Housing Finance Ltd.	**21,233.49**	6,551.18
Other entities under the control of the company			
Balances as at :			
Outstanding: Receivable	Mahindra Holidays & Resorts India Ltd. Employees' Stock Option Trust	**-**	48.02
Outstanding: Payable	Mahindra Holidays & Resorts India Ltd. Employees' Stock Option Trust	**819.00**	819.00

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 52 - Revenue from contract with customers

a) Disaggregation of revenue from contracts with customers

The Company derives revenue from the sale of vacation ownership and provide holiday facilities to members over time and at a point in time as under :

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Revenue from contracts with customers		
Over time (A)		
Vacation Ownership Income	**34,507.16**	34,670.75
Annual subscription fee	**29,303.94**	29,130.08
Total (A)	**63,811.10**	63,800.83
At a point in time (B)		
Income From resorts:		
Room rentals	**1,804.62**	4,801.89
Food and beverages	**7,070.18**	13,578.32
Wine and liquor	**201.12**	431.64
Others	**1,361.64**	4,016.09
Total (B)	**10,437.56**	22,827.94
Total Revenue from contract with customers (A + B)	**74,248.66**	86,628.77

b) Movement of Deferred Acquisition Cost and Deferred Contract Liability

1. Movement of Deferred Acquisition Cost:

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Opening Balance	**71,347.86**	68,842.63
i) Additions during the year (Net)	**3,905.16**	7,217.44
ii) Amortised during the year	**(4,872.02)**	(4,712.21)
Closing Balance	**70,381.00**	71,347.86

The 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. During the current year, the balance of Deferred Acquisition cost has been reduced to the effect of cancellation of membership.

2. Movement of Deferred Contract Liability:

Particulars	March 31, 2021		
	Vacation Ownership	Annual Subscription Fee	Total
Opening Balance	**537,137.48**	**14,736.18**	**551,873.66**
i) Addition during the year (Net)*	**(9,697.17)**	**29,761.25**	**20,064.08**
ii) Income recognised during the year	**(34,507.16)**	**(29,303.94)**	**(63,811.10)**
Closing Balance	**492,933.15**	**15,193.49**	**508,126.64**

*The balance of Contract Liability – Deferred Revenue has been reduced to the effect of cancellation of membership carried out during the year

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 52 - Revenue from contract with customers (Contd.)

Particulars	March 31, 2020		
	Vacation Ownership	Annual Subscription Fee	Total
Opening Balance	510,744.77	13,187.00	523,931.77
i) Addition during the year (Net)	61,063.46	30,679.26	91,742.72
ii) Income recognised during the year	(34,670.75)	(29,130.08)	(63,800.83)
Closing Balance	537,137.48	14,736.18	551,873.66

The deferred contract liability relates to the consideration received/receivable from customers, for which services will be provided over the effective membership period and revenue is recognised over that period.

c) **Obligations for returns, refunds and other similar obligations:**

Particulars	As At March 31, 2021	As At March 31, 2020
Return, refunds and other similar obligations	**83.38**	354.16
Total	**83.38**	354.16

The above obligation is only to the extent of revenue recognised, this does not include the obligation on refundable entitlement fees.

d) **Revenue expected to be recognised in the future from Deferred Contract Liability:**

Time Band	As At March 31, 2021	As At March 31, 2020
< 1 Year - Vacation Ownership	**38,180.36**	37,496.69
< 1 Year - ASF	**15,193.49**	14,736.18
1 - 2 Year	**37,669.87**	36,924.80
2 - 3 Year	**36,312.86**	36,504.60
3 - 4 Year	**35,313.16**	36,152.60
4 - 5 Year	**34,922.32**	35,919.86
5-10 Year	**157,186.75**	166,977.12
> 10 year	**153,347.83**	187,161.81
Total	**508,126.64**	551,873.66

The deferred contract liability broken year wise shows summary of Vacation Ownership 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.

e) **Reconciliation of revenue from contract with customer:**

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Revenue from contract with customer as per the contract price	**77,937.77**	92,632.52
Adjustments made to contract price on account of :-		
Discounts / Rebates / Incentives	**(3,689.11)**	(6,003.75)
Revenue from contract with customer as per the statement of Profit and Loss	**74,248.66**	86,628.77

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 53 - Leases

Right of Use Asset

Particulars	As At March 31, 2021	As At March 31, 2020
Balance as at beginning of the year	**17,426.53**	19,736.60
Additions during the current year	**3,967.62**	3,259.91
Deletions during the current year	**(770.61)**	(453.46)
Amortisation of ROU	**(5,211.51)**	(5,116.52)
Balance as at end of the year	**15,412.03**	17,426.53

Lease Liabilities

Particulars	As At March 31, 2021	As At March 31, 2020
Current	**4,690.28**	5,180.94
Non-Current	**11,779.15**	13,545.23
Lease liabilities included in the Balance Sheet as at the end of the year	**16,469.43**	18,726.17

Maturity analysis - contractual undiscounted cash flows

Particulars	As At March 31, 2021	As At March 31, 2020
Less than one year	**5,812.07**	6,468.70
1 - 2 Year	**4,150.80**	4,613.67
2 - 3 Year	**2,949.37**	3,699.34
3 - 4 Year	**2,645.04**	2,861.93
4 - 5 Year	**1,806.98**	2,299.97
More than five years	**2,774.98**	2,849.30
Total undiscounted lease liabilities as at the end of the year	**20,139.24**	22,792.91

Amounts recognised in statement of Profit and Loss

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Interest expense on lease liabilities	**1,295.79**	1,598.09
Amortisation of ROU	**5,211.51**	5,116.52
Expenses relating to short term leases	**4,612.72**	6,750.76
Total	**11,120.02**	13,465.37

Amounts recognised in Cash Flow Statement

Particulars	As At March 31, 2021	As At March 31, 2020
Total Cash outflow for Leases	**3,587.01**	6,507.00

During the year ended March 31, 2021, the Company has renegotiated with certain lessors on the rent reduction / waiver due to COVID-19 pandemic which is short term in nature. Accordingly, the Company in the statement of profit and loss has recognised an amount of ₹ 3,074.87 Lakhs for the year ended March 31, 2021, as part of Other Income.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 54 - Specified Bank Notes (SBN)

The disclosures regarding details of specified bank notes held and transacted during November 8, 2016 to December 30, 2016 has not been made in these financial statements since the requirement does not pertain to financial year ended March 31, 2021 .

Note No. 55 - Contribution to Political Parties

Payments made by the Company to Political Parties in India in accordance with Section 182 of Companies Act, 2013, during the year as follows:

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
New Democratic Electoral Trust (included under 'Miscellaneous expenses' in note no. 40)	-	50.00

Note No. 56 - Estimation uncertainty relating to COVID-19 outbreak

The Company has considered internal and external sources of information, economic forecasts and industry reports, up to the date of approval of the financial statements, in determining the impact of COVID-19 pandemic on various elements of its business operations and financial statements. The Company has used the principles of prudence in applying judgements, estimates and assumptions and based on the current estimates, the Company expects to recover the carrying amount of its current and non-current assets. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements depending on how long the pandemic lasts and time period taken for the economic activities to return to normalcy.

Note No. 57 - Recent pronouncements related to Schedule III

Ministry of Corporate Affairs ("MCA") vide notification dated March 24, 2021 has amended Schedule III of the Companies Act, 2013, which shall be effective from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules, 2015 through additional disclosures in Balance Sheet such as presenting ageing schedule of trade receivables, trade payables, capital work-in-progress in specified format. Enhanced disclosure for borrowings from banks or financial institutions on the basis of security of current assets such as agreement of quarterly returns or statements of current assets filed by the Company with banks or financial institutions with books of accounts and if not, summary of reconciliation and reason of material discrepancies, if any. In statement of profit and loss additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of standalone financial statements. The company is in the process of analysing the impact of key amendments on its financial statements.

Note No. 58

The figures for the previous year have been regrouped/ reclassified to correspond with current year's classification/ disclosure.

The financial statements of Mahindra Holidays & Resorts India Limited were approved by the Board of Directors and authorised for issue on May 3, 2021.

In terms of our report attached
For **B S R & Co. LLP**
Chartered Accountants
Firm Registration No. 101248W/W-100022

Koosai Lehery
Partner
Membership Number: 112399
Place: Mumbai
Date: May 3, 2021

For and on behalf of the Board of Directors

Arun Nanda
Chairman
DIN: 00010029

Kavinder Singh
Managing Director & CEO
DIN: 06994031

Akhila Balachandar
Chief Financial Officer

Dhanraj Mulki
Company Secretary

Place: Mumbai
Date: May 3, 2021

CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF MAHINDRA HOLIDAYS & RESORTS INDIA LIMITED

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Mahindra Holidays & Resorts India Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associate and its joint venture, which comprise the consolidated balance sheet as at March 31, 2021, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries, associate and joint venture as were audited by the other auditors, the aforesaid consolidated 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 consolidated state of affairs of the Group, its associate and joint venture as at March 31, 2021, of its consolidated loss and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

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 Consolidated Financial Statements* section of our report. We are independent of the Group, its associate and joint venture in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

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

Description of Key Audit Matters'

I) Revenue from Contracts with Customers under Ind AS 115 **See note no. 40 and 59 to the consolidated financial statements**	
The key audit matter	**How the matter was addressed in our audit**
The Group has a unique business model and its revenue comprises of numerous individual transactions and also multiple streams of revenue with its members. In accordance Ind AS 115 (a) the membership fees and (b) incremental costs to obtain a contract with a customer, are recognized over the effective membership period. The application of the accounting standard on revenue recognition, involves certain judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations and the appropriateness of the basis used to recognize revenue over a period.	Our procedures included the following: - Evaluating the appropriate accounting policy in accordance with Ind AS 115 for membership contracts entered with customers. - Evaluating and testing the identification of expenses incurred by the Group, which can get classified as incremental costs of acquisition. - Evaluating the process followed by the Group and evaluating the data used for the purpose of identifying and determining the effective membership period after considering breakage i.e customer's unexercised rights and comparing the basis with historical experience of utilization of memberships. - Evaluating the process followed by the Group and evaluating the data used for the purpose of deferral of revenue due to uncertainty of collection based on historical trends and considering factors impacting future collections.

I) Revenue from Contracts with Customers under Ind AS 115

See note no. 40 and 59 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
Incremental costs are those that would not have been incurred if the contract was not obtained. The Group has applied significant judgement in identifying the expenses which can be treated as incremental cost of acquiring new members.	- Testing the processes and controls instituted for recognition of revenue and incremental costs of acquisition, over the effective membership period. Involving our IT specialists to test the controls in the IT system for recording revenue as per Ind AS 115. - Assessing the adequacy of the Group's disclosures in accordance with the requirements of Ind AS 115.

II) Contingent liabilities

See note no. 48 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Group has significant tax litigations for both direct and indirect taxes. There is a high level of judgement required in estimating the level of provisioning and appropriateness of disclosure of those litigations in the financial statements. The value of the litigations together with the level of judgement involved make it a significant matter for our audit.	Our audit procedures included the following: - Examining the list of outstanding litigation against the Group. - Inquiring and obtaining explanation for movement during the year. - Reading the latest correspondence between the Group and the various regulatory authorities for significant matters. - Discussing the status of significant litigation with the Group's senior management personnel and assessing their responses. - Examining opinions obtained by the Group from external advisors. - Involving our tax specialists, and discussing with the Group's tax officers, their views and strategies on significant cases, as well as the related technical grounds relating to their conclusions based on applicable tax laws. - Assessing the decisions and rationale for provisions made or for decisions not to record provisions or make disclosures.

III) Leases in accordance with Ind AS 116

See note no. 3, 5 and 47 to the consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Group has a large number of leasing arrangements. The application of the accounting standard on leases, involves certain judgements relating to determination of incremental borrowing rate, determination of leases to which Ind AS 116 applies and determination of lease period. During the current year, Group has also negotiated lease concessions with lessors based on mutually agreed terms.	Our audit procedures included the following: - Assessing and testing processes and controls in respect of Ind AS 116 - Assessing the Group's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business. - Evaluating the reasonableness of Group's key judgements and estimates made in determining the amounts at which ROU assets and lease liabilities are accounted. - Evaluating the completeness, accuracy and relevance of data used in preparing the lease adjustments. - Assessing management's calculation on remeasurement of lease liabilities. - On a statistical sample, assessing the key terms and conditions of each lease with the underlying lease contracts, including lease rent concessions received; and - On a statistical sample, evaluating computation of lease liabilities and challenging the key estimates such as, discount rates and the lease term. - Assessing the computation of lease incentives with the aforesaid lease rent concession terms agreed with lessors. - Assessing and testing the presentation and disclosures relating to Ind AS 116.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and our auditors' report thereon.

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

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

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associate and joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associate and joint venture are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associate and joint venture is responsible for overseeing the financial reporting process of each company.

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

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- 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 Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated 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 appropriateness of this assumption. 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 consolidated 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 Group and its associate and joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group and its associate and joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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 consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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.

Other Matters

(a) We did not audit the financial statements/ financial information of thirty-five subsidiaries, whose financial statements/ financial information reflect total assets (before consolidation adjustments) of ₹ 245,864 lakhs as at March 31, 2021, total revenues (before consolidation adjustments) of ₹ 88,639 lakhs and net cash outflows amounting to ₹ 960 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (before consolidation adjustments) of ₹ 3 lakhs for the year ended March 31, 2021, in respect of one associate and joint venture, whose financial statements/ financial information have not been audited by us. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint venture and associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, joint venture and associate is based solely on the audit reports of the other auditors.

Certain of these subsidiaries along with their subsidiaries, associate and joint venture are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Company's management has converted the financial statements of such subsidiaries, associate and joint venture located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries, associate and joint venture located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, associate and joint venture as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.

    b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

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

d) In our opinion, the aforesaid consolidated 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 of the Holding Company as on March 31, 2021 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2021 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 Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, associate and joint venture, as noted in the 'Other Matters' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations as at March 31, 2021 on the consolidated financial position of the Group, its associate and joint venture. Refer Note no. 48 to the consolidated financial statements.

ii. The Group, its associate and joint venture did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended March 31, 2021.

iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended March 31, 2021.

iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in the financial statements since they do not pertain to the financial year ended March 31, 2021.

C. With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies 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) which are required to be commented upon by us.

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

Koosai Lehery
Partner
Membership No. 112399
Mumbai, May 3, 2021 UDIN: 21112399AAAAAW4384

Annexure A to the Independent Auditors' report on the consolidated financial statements of Mahindra Holidays & Resorts India Limited for the year ended March 31, 2021

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

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

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2021, we have audited the internal financial controls with reference to consolidated financial statements of Mahindra Holidays & Resorts India Limited (hereinafter referred to as "the Holding Company") and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at March 31, 2021, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls 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 Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated 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 consolidated 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 consolidated 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 consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls 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 consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies, in terms of their reports referred to in the Other Matters paragraph, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls with reference to consolidated 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 consolidated 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 consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

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

Koosai Lehery
Partner
Membership No. 112399
UDIN: 21112399AAAAAW4384

Mumbai, May 3, 2021

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	4	**250,410.05**	234,559.41
Right of Use Asset	5	**133,165.20**	139,079.24
Capital work-in-progress		**11,456.56**	24,256.06
Goodwill	6	**10,280.21**	9,997.02
Other Intangible Assets	7	**3,260.26**	2,580.40
Intangible Assets under development		**941.90**	725.21
Equity accounted investees	8	**193.46**	182.88
Financial Assets			
Investments	8	**1,552.98**	1,157.79
Trade Receivables	9	**29,647.83**	49,905.78
Loans	10	**4,401.34**	4,426.14
Other financial assets	11	**6,112.88**	7,500.00
Deferred Tax Assets (Net)	12	**50,752.20**	52,259.58
Other non-current tax assets (Net)	14	**18,887.87**	18,665.89
Deferred Acquisition Cost	15	**65,379.84**	66,516.39
Other non-current assets	16	**3,271.33**	3,287.07
		589,713.91	615,098.86
Current Assets			
Inventories	17	**55,427.45**	55,208.67
Financial Assets			
Investments	18	**5,942.51**	39,294.82
Trade receivables	19	**96,585.86**	124,498.59
Cash and cash equivalents	20	**7,933.02**	8,577.01
Other bank balances	21	**32,322.99**	19,441.32
Loans	22	**38.66**	25.13
Other financial assets	23	**52,699.69**	14,182.96
Deferred Acquisition Cost	24	**5,001.16**	4,831.47
Other current assets	25	**6,482.95**	7,419.79
		262,434.29	273,479.76
		852,148.20	888,578.62
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	26	**13,292.38**	13,292.38
Other equity	27		
Reserves & Surplus		**61,819.26**	62,470.75
Revaluation Reserve		**82,286.29**	78,700.02
Foreign Currency Translation Reserve		**2,137.05**	1,219.63
Other Comprehensive Income		**(162.92)**	(147.89)
Transition Difference		**(150,904.10)**	(150,904.10)
		(4,824.42)	(8,661.59)
		8,467.96	4,630.79
Non-Controlling Interests	28	**615.15**	932.38
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
Borrowings- Lease Liabilities	29	**129,138.29**	142,705.19
Borrowings- Loans	30	**80,706.88**	32,667.65
Other financial liabilities	31	**3,694.28**	3,509.03
Provisions	32	**817.28**	709.37
Deferred Tax Liabilities	13	**20,238.07**	23,824.34
Other Non-Current Liabilities			
Contract Liability - Deferred Revenue	33	**457,830.87**	502,582.46
		692,425.67	705,998.04
Current liabilities			
Financial Liabilities			
Trade Payables	34		
Total outstanding dues of micro enterprises and small enterprises; and		**154.23**	124.92
Total outstanding dues of creditors other than micro enterprises and small enterprises		**30,656.11**	30,747.60
Lease Liabilities	35	**25,606.42**	14,584.29
Other Financial Liabilities	36	**26,352.92**	66,211.17
Provisions	37	**698.37**	606.90
Other Current Liabilities			
Contract Liability - Deferred Revenue	38	**62,302.19**	60,736.62
Others	39	**4,869.18**	4,005.91
		150,639.42	177,017.41
		852,148.20	888,578.62

See accompanying notes to the financial statements
In terms of our report attached

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

Koosai Lehery
Partner

Membership Number: 112399

Place: Mumbai
Date : May 3, 2021

For and on behalf of the Board of Directors

Arun Nanda
Chairman
DIN: 00010029

Kavinder Singh
Managing Director & CEO
DIN: 06994031

Akhila Balachandar
Chief Financial Officer

Dhanraj Mulki
Company Secretary

Place: Mumbai
Date : May 3, 2021

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Particulars	Note No.	Year ended March 31, 2021	Year ended March 31, 2020
Revenue			
Revenue from operations	40	**172,995.97**	237,186.67
Other Income	41	**11,730.40**	5,927.89
Total Revenue		**184,726.37**	243,114.56
Expenses			
Cost of vacation ownership weeks	44(a)	**20,614.64**	37,383.01
Employee benefits expense	42	**50,217.79**	58,485.28
Finance costs	43	**8,221.14**	7,947.41
Depreciation and amortisation expense	4,5 & 7	**26,399.56**	24,712.35
Other expenses	44(b)	**79,028.71**	104,455.54
Total Expenses		**184,481.84**	232,983.59
Profit before share of profit of joint venture and associate		**244.53**	10,130.97
Share of profit of joint venture and associate (net of income tax)		**2.91**	1.65
Profit before tax excluding impact of change in tax rate		**247.44**	10,132.62
Tax expense excluding impact of change in tax rate			
Current tax	45	**14.80**	2,534.04
Deferred tax	45	**1,633.08**	1,051.89
		1,647.88	3,585.93
Profit/ (Loss) after tax for the year excluding impact of change in tax rate		**(1,400.44)**	6,546.69
One time impact on Tax expense (Current and Deferred) due to change in tax rate	45	**-**	19,972.94
(Loss) after tax for the year		**(1,400.44)**	(13,426.25)
(Loss) for the year attributable to:			
Owners of the Company		**(1,307.73)**	(13,205.90)
Non controlling interests		**(92.71)**	(220.35)
		(1,400.44)	(13,426.25)
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit (asset)/ liability		**(20.08)**	(72.98)
Income taxes related to items that will not be reclassified to profit or loss		**3,591.31**	18.37
Items that may be reclassified to profit or loss			
Exchange differences on translating the financial statements of foreign operations		**1,806.35**	2,082.63
Net Loss on net investment hedge		**(888.93)**	(1,732.19)
Total other comprehensive income		**4,488.65**	295.83
Other comprehensive income for the year attributable to:			
Owners of the Company		**4,488.65**	295.83
Non controlling interests		**-**	-
		4,488.65	295.83
Total comprehensive income for the year		**3,088.21**	(13,130.42)
Total comprehensive income for the year attributable to:			
Owners of the Company		**3,180.92**	(12,910.07)
Non controlling interests		**(92.71)**	(220.35)
		3,088.21	(13,130.42)
Earnings per equity share			
(face value of ₹ 10 per share)			
Basic	46	**(0.98)**	(9.94)
Diluted	46	**(0.98)**	(9.94)

See accompanying notes to the financial statements

In terms of our report attached

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

Koosai Lehery
Partner
Membership Number: 112399

Place: Mumbai
Date : May 3, 2021

For and on behalf of the Board of Directors

Arun Nanda
Chairman
DIN: 00010029

Kavinder Singh
Managing Director & CEO
DIN: 06994031

Akhila Balachandar
Chief Financial Officer

Dhanraj Mulki
Company Secretary

Place: Mumbai
Date : May 3, 2021

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Statement of Changes in Equity

All amounts are in ₹ Lakhs unless otherwise stated

Particulars	Share Capital	Other Equity											Attributable to owners of the Company	Non-Controlling Interests (NCI)	Total
	Equity Share Capital	Reserves and Surplus							Foreign Currency Translation Reserve	Other Comprehensive Income Actuarial Gain / (Loss)	Revaluation Reserve	Transition difference			
		Capital Reserve	Securities Premium	General Reserve	Share Options Outstanding Account	Capital Redemption Reserve	FCMITDR	Retained Earnings							
Balance at the beginning of reporting year April 1, 2020	**13,292.38**	**44.75**	**10,361.74**	**10,525.63**	**1,475.49**	**145.80**	**(296.16)**	**40,213.50**	**1,219.63**	**(147.89)**	**78,700.02**	**(150,904.10)**	**4,630.79**	**932.38**	**5,563.17**
Profit for the year	-	-	-	-	-	-	-	(1,307.73)	-	-	-	-	(1,307.73)	(92.71)	(1,400.44)
Effect of change in tax base	-	-	-	-	-	-	-	-	-	-	3,586.27	-	3,586.27	-	3,586.27
Additions during the year	-	-	-	-	127.99	-	-	-	-	-	-	-	127.99	-	127.99
OCI component of actuarial gains/ (losses) (Net of taxes)	-	-	-	-	-	-	-	-	-	(15.03)	-	-	(15.03)	-	(15.03)
Net Gain/(Loss) on net investment hedge	-	-	-	-	-	-	-	-	(888.93)	-	-	-	(888.93)	-	(888.93)
Acquisition of NCI	-	-	-	232.09	-	-	-	-	-	-	-	-	232.09	(224.52)	7.57
Changes during the year	-	-	-	-	-	-	296.16	-	1,806.35	-	-	-	2,102.51	-	2,102.51
Balance at the end of reporting year March 31, 2021	**13,292.38**	**44.75**	**10,361.74**	**10,757.72**	**1,603.48**	**145.80**	**-**	**38,905.77**	**2,137.05**	**(162.92)**	**82,286.29**	**(150,904.10)**	**8,467.96**	**615.15**	**9,083.11**

All amounts are in ₹ Lakhs unless otherwise stated

Particulars	Share Capital	Other Equity													
	Equity Share Capital	Reserves and Surplus							Foreign Currency Translation Reserve	Other Comprehensive Income Actuarial Gain / (Loss)	Revaluation Reserve	Transition difference	Attributable to owners of the Company	Non-Controlling Interests (NCI)	Total
		Capital Reserve	Securities Premium	General Reserve	Share Options Outstanding Account	Capital Redemption Reserve	FCMITDR	Retained Earnings							
Balance at the beginning of reporting year April 1, 2019	13,289.98	44.75	10,312.44	10,381.68	1,265.92	145.80	(450.97)	34,959.37	869.19	(93.28)	78,700.02	(121,267.67)	28,157.24	2,937.56	31,094.80
Profit for the year	-	-	-	-	-	-	-	6,767.04	-	-	-	-	6,767.04	(220.35)	6,546.69
Effect of change in tax rate	-	-	-	-	-	-	-	(2,197.00)	-	-	-	(17,775.94)	(19,972.94)	-	(19,972.94)
Effect of change in tax rate on Ind AS 116 impact	-	-	-	-	-	-	-	-	-	-	-	218.18	218.18	-	218.18
Additions during the year	-	-	-	-	209.57	-	-	-	-	-	-	-	209.57	-	209.57
Issue of shares by ESOP Trust	2.40	-	49.30	-	-	-	-	-	-	-	-	-	51.68	-	51.68
Impact on account of transition to Ind AS 115	-	-	-	-	-	-	-	-	-	-	-	(12,078.67)	(12,078.67)	-	(12,078.67)
OCI component of actuarial gains/ (losses) (Net of taxes)	-	-	-	-	-	-	-	-	-	(54.61)	-	-	(54.61)	-	(54.61)
Net Gain/(Loss) on net investment hedge	-	-	-	-	-	-	-	-	(1,732.19)	-	-	-	(1,732.19)	-	(1,732.19)
Acquisition of NCI	-	-	-	143.95	-	-	-	-	-	-	-	-	143.95	(1,784.83)	(1,640.88)
Changes during the year	-	-	-	-	-	-	154.81	684.09	2,082.63	-	-	-	2,921.54	-	2,921.54
Balance at the end of reporting year March 31, 2020	13,292.38	44.75	10,361.74	10,525.63	1,475.49	145.80	(296.16)	40,213.50	1,219.63	(147.89)	78,700.02	(150,904.10)	4,630.79	932.38	5,563.17

See accompanying notes to the financial statements
In terms of our report attached

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

Koosai Lehery
Partner
Membership Number: 112399

Place: Mumbai
Date : May 3, 2021

For and on behalf of the Board of Directors

Arun Nanda
Chairman
DIN: 00010029

Kavinder Singh
Managing Director & CEO
DIN: 06994031

Akhila Balachandar
Chief Financial Officer

Dhanraj Mulki
Company Secretary

Place: Mumbai
Date : May 3, 2021

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before tax for the year	**247.44**	10,132.62
Adjustments for:		
Finance costs	**8,221.14**	7,947.41
Interest income	**(4,931.77)**	(3,041.28)
Impairment loss recognised on trade receivables	**1.73**	299.77
Depreciation and amortisation of non-current assets	**26,399.56**	24,712.35
Net loss on disposal of property, plant and equipment	**119.33**	41.08
Gain due to change in lease arrangement	**(4,402.17)**	(43.27)
Net foreign exchange loss	**2,156.24**	2,284.72
Net gain on sale of Investment	**(185.78)**	(239.05)
Net gain on investments carried at FVTPL	**(61.54)**	(2,458.26)
Equity-settled share-based payments	**127.99**	209.58
Share of profit of associate and joint venture	**(2.91)**	(1.65)
	27,441.82	29,711.40
Operating profit before working capital changes	**27,689.26**	39,844.02
Movements in working capital:		
Decrease/ (Increase) in trade and other receivables	**49,325.99**	(9,224.58)
Decrease in Inventories	**1,695.30**	5,370.40
(Decrease)/ Increase in trade payables	**(459.04)**	1,610.45
Increase in provisions	**179.30**	245.39
Decrease/ (Increase) in contract liability - deferred revenue	**(43,604.22)**	28,202.73
Increase/ (Decrease) in other liabilities	**3,616.97**	(3,526.35)
	10,754.30	22,678.04
Cash generated from operations	**38,443.56**	62,522.06
Income taxes paid	**(236.78)**	(6,461.19)
NET CASH GENERATED FROM OPERATING ACTIVITIES	**38,206.78**	56,060.87
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Interest received	**3,888.15**	2,510.39
Placement of fixed deposits and other deposits	**(130,225.53)**	(39,062.92)
Proceeds from maturity of fixed deposits and other deposits	**81,259.05**	27,891.22
Payments for property, plant and equipment and intangibles	**(12,057.75)**	(14,892.80)
Proceeds from disposal of property, plant and equipment	**172.52**	527.20
Purchase of investment	**(30,600.00)**	(51,180.00)
Equity Investment in Other Entities	**(305.00)**	-
Proceeds from disposal of investment	**64,189.54**	45,759.87
NET CASH USED IN INVESTING ACTIVITIES	**(23,679.02)**	(28,447.04)

All amounts are in ₹ Lakhs unless otherwise stated

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from borrowings	**59,231.93**	17,430.06
Repayment of borrowings	**(54,282.48)**	(19,707.03)
Payment of Lease Liabilities	**(10,953.75)**	(13,046.02)
Proceeds from issue of equity share capital	**-**	51.68
Acquisition of Non controlling interest	**(533.15)**	(1,640.74)
Interest Paid on Lease Liabilities	**(6,316.52)**	(6,316.55)
Interest Paid on Borrowings	**(2,501.17)**	(2,191.06)
NET CASH USED IN FINANCING ACTIVITIES	**(15,355.14)**	(25,419.66)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	**(827.38)**	2,194.17
Cash and cash equivalents at the beginning of the year	**8,577.01**	6,012.73
Effect of exchange rate fluctuations on cash held	**183.39**	370.11
Cash and cash equivalents at the end of the year (Refer note no. 20)	**7,933.02**	8,577.01

See accompanying notes to the financial statements
In terms of our report attached

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

Koosai Lehery
Partner
Membership Number: 112399

Place: Mumbai
Date : May 3, 2021

For and on behalf of the Board of Directors

Arun Nanda
Chairman
DIN: 00010029

Kavinder Singh
Managing Director & CEO
DIN: 06994031

Akhila Balachandar
Chief Financial Officer

Dhanraj Mulki
Company Secretary

Place: Mumbai
Date : May 3, 2021

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

1 Corporate Information

The Group was incorporated on September 20, 1996, and is in the business of selling vacation ownership and providing holiday facilities.

2 (a) Significant accounting policies

(i) Statement of compliance

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

(ii) Basis of preparation and presentation

The financial statements of the Group have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

All amounts have been rounded off to the nearest lakhs, unless stated otherwise.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/ or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102 and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

(iii) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to statement of profit and loss or transferred to another category of equity as specified/permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

The consolidated financial statements present the consolidated accounts which consist of accounts of the Company and that of the following subsidiaries, joint venture, associate and other entity controlled by Group.

Name of the Company	Country of incorporation	Effective holding as of March 31,		Subsidiary/Joint venture/ Associate/ Other entity controlled/ owned by Group since
		2021	2020	
Subsidiary Companies				
Mahindra Hotels & Residences India Limited	India	100%	100%	26-Apr-07
Heritage Bird (M) Sdn Bhd	Malaysia	100%	100%	03-Mar-08
Gables Promoters Private Limited	India	100%	100%	24-Aug-12
MH Boutique Hospitality Limited	Thailand	49%	49%	02-Nov-12
Infinity Hospitality Group Company Limited	Thailand	73.99%	73.99%	05-Nov-12
MHR Holdings (Mauritius) Limited	Mauritius	100%	100%	11-Jul-14
Covington S.a.r.l	Luxembourg	100%	100%	17-Jul-14
Arabian Dreams Hotel Apartment L.L.C	Dubai	49%	49%	26-Mar-13
HCR Management Oy	Finland	100%	100%	02-Sep-15
Holiday Club Resorts Oy	Finland	100%	100%	02-Sep-15
Holiday Club Sweden AB	Sweden	100%	100%	02-Sep-15
Ownership Services Sweden Ab	Sweden	100%	100%	02-Sep-15
Åre Villa 3 AB	Sweden	100%	100%	26-Jan-18
Holiday Club Canarias Investments S.L.	Spain	100%	100%	02-Sep-15
Holiday Club Canarias Sales & Marketing S.L.	Spain	100%	100%	02-Sep-15
Holiday Club Canarias Resort Management S.L.	Spain	100%	100%	02-Sep-15
Holiday Club Canarias Vacation Club SLU	Spain	100%	100%	18-Dec-18
Holiday Club Resorts Rus LLC	Russia	100%	100%	02-Sep-15
Suomen Vapaa-aikakiinteistöt Oy LKV	Finland	100%	100%	02-Sep-15
Kiinteistö Oy Himos Gardens	Finland	100%	100%	02-Sep-15
Kiinteistö Oy Vanha Ykköstii	Finland	100%	100%	02-Sep-15
Kiinteistö Oy Katinnurkka	Finland	100%	100%	02-Sep-15
Kiinteistö Oy Tenetinlahti	Finland	100%	100%	02-Sep-15
Kiinteistö Oy Mällösniemi	Finland	100%	100%	02-Sep-15
Kiinteistö Oy Rauhan Ranta 1	Finland	100%	100%	02-Sep-15

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

Name of the Company	Country of incorporation	Effective holding as of March 31, 2021	Effective holding as of March 31, 2020	Subsidiary/Joint venture/ Associate/ Other entity controlled/ owned by Group since
Kiinteistö Oy Rauhan Ranta 2	Finland	100%	100%	02-Sep-15
Kiinteistö Oy Tiurunniemi	Finland	100%	100%	02-Sep-15
Kiinteistö Oy Rauhan Liikekiinteistöt 1	Finland	100%	100%	02-Sep-15
Supermarket Capri Oy	Finland	100%	100%	02-Sep-15
Kiinteistö Oy Kylpyläntorni 1	Finland	100%	100%	02-Sep-15
Kiinteistö Oy Spa Lofts 2	Finland	100%	100%	02-Sep-15
Kiinteistö Oy Spa Lofts 3	Finland	100%	100%	02-Sep-15
Kiinteistö Oy Kuusamon Pulkkajärvi 1	Finland	100%	100%	02-Sep-15
Holiday Club Sport and Spa Hotels AB	Sweden	100%	51%	01-Dec-15
Joint venture				
Tropiikin Rantasauna Oy	Finland	50%	50%	31-Aug-16
Associate				
Kiinteisto Oy Seniori-Saimaa	Finland	31%	31%	02-Sep-15
Other Entity Controlled by Group				
Mahindra Holidays & Resorts India Ltd Employee Stock Option Trust.	India	100%	100%	22-May-06

The financial statements of subsidiaries, joint venture, associate and other entity controlled by Group used in the consolidation are drawn up to the same reporting date as that of the holding company.

(iv) Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financials Statements to Schedule III to the Companies Act, 2013

Sl. No.	Name of Entity	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
		As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of other comprehensive income	Amount	As a % of total comprehensive income	Amount
1	**Parent**								
	Mahindra Holidays & Resorts India Limited	368.50%	33,471.02	(898.04%)	12,576.49	70.20%	3,151.23	509.28%	15,727.72
2	**Subsidiaries**								
	a. Indian:								
	Gables Promoters (P) Ltd.	93.49%	8,492.22	10.15%	(142.16)	9.36%	420.01	9.00%	277.85
	Mahindra Hotels & Residences India Limited	(0.18%)	(15.94)	0.12%	(1.64)	0.00%	-	(0.05%)	(1.64)
	Mahindra Holidays & Resorts India Ltd Employee Stock Option Trust	9.10%	826.83	0.02%	(0.30)	0.00%	-	(0.01%)	(0.30)
	b. Foreign:								
	Heritage Bird (M) Sdn Bhd	0.62%	56.21	(2.30%)	32.20	0.00%	-	1.04%	32.20
	MH Boutique Hospitality Ltd	(3.97%)	(360.44)	2.98%	(41.67)	0.00%	-	(1.35%)	(41.67)
	Infinity Hospitality Group Company Limited	32.42%	2,944.46	19.62%	(274.72)	0.00%	-	(8.90%)	(274.72)
	Covington S.a.r.l	117.76%	10,696.30	169.44%	(2,372.85)	0.00%	-	(76.84%)	(2,372.85)
	MHR Holdings (Mauritius) Limited	(74.42%)	(6,759.33)	112.25%	(1,572.00)	0.00%	-	(50.90%)	(1,572.00)
	Holiday Club Resorts Oy	298.42%	27,105.53	778.75%	(10,905.95)	0.00%	-	(353.15%)	(10,905.95)
	HCR Management Oy	21.50%	1,952.73	0.07%	(0.93)	0.00%	-	(0.03%)	(0.93)
	Arabian Dreams Hotel Apartment L.L.C	5.04%	457.34	(0.97%)	13.62	0.00%	-	0.44%	13.62
3	**Non Controlling Interest**	6.77%	615.15	6.62%	(92.71)	0.00%	-	(3.00%)	(92.71)
4	**Share of profit/(loss) in associate**	0.00%	-	(0.21%)	2.91	0.00%	-	0.09%	2.91
	Inter- Company Elimination & Consolidation Adjustments	(775.05%)	(70,398.97)	(98.49%)	1,379.27	20.44%	917.41	74.37%	2,296.68
	TOTAL	**100.00%**	**9,083.11**	**100.00%**	**(1,400.44)**	**100.00%**	**4,488.65**	**100.00%**	**3,088.21**

(v) Business Combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange of control of the acquiree. Acquisition-related costs are generally recognised in Statement of profit and loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based payment at the acquisition date (see note (xiii)); and
- assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

In case of a bargain purchase, before recognising a gain in respect thereof, the Group determines whether there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional assets or liabilities that are identified in that reassessment. The Group then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Group recognises it in other comprehensive income and accumulates the same in equity as capital reserve. This gain is attributed to the acquirer. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Group recognises the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another Ind AS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill or capital reserve, as the case maybe. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at fair value at subsequent reporting dates with the corresponding gain or loss being recognised in statement of profit and loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in statement of profit and loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to statement of profit and loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

(vi) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see note (v) above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the statement of profit and loss on disposal.

The Group's policy for goodwill arising on the acquisition of an associate and a joint venture is described at note (vii) below.

(vii) Investments in associate and joint venture

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associate or joint venture are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with Ind AS 105. Under the equity method, an investment in an associate or a joint venture is initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of the profit and loss and other comprehensive income of the associate or joint venture. Distributions received from an associate or a joint venture reduce the carrying amount of the investment. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised directly in equity as capital reserve in the period in which the investment is acquired.

After application of the equity method of accounting, the Group determines whether there any is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment in an associate or a joint venture and that event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated. If there exists such an objective evidence of impairment, then it is necessary to recognise impairment loss with respect to the Group's investment in an associate or a joint venture.

When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with Ind AS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount, Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with Ind AS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment is classified as held for sale. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with Ind AS 109. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to statement of profit and loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to statement of profit and loss (as a reclassification adjustment) when the equity method is discontinued.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to statement of profit and loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to statement of profit and loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

(viii) Revenue recognition

a. Revenue from sale of Vacation Ownership

The Group's business is to sell Vacation ownership 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.

Revenue from Membership fees

The Group will recognise the membership fees over the tenure of membership as the performance obligation is fulfilled over the tenure of membership (33 years/ 25 years/ 10 years or any other tenure applicable to the respective member). The Group will recognise revenue on a straight line basis over the tenure of membership after considering the expected customer unexercised rights from date of admission of each member. The revenue which will be recognised in future periods are disclosed under other liabilities – contract liability - deferred revenue-vacation ownership. Revenue from consumer offers and other benefits provided on membership are recognized as and when such benefits are provided to members at its respective fair value.

Discounts and other incentives provided to the customer's are reduced from the overall contract value. Incremental costs of acquisition of the members are deferred over the period of effective membership in line with revenue deferral. Incremental costs are those that would not have been incurred if the contract was not obtained. Such cost which will be amortised in the future period are disclosed under deferred acquisition cost.

Revenue from Annual subscription fees

Annual subscription fee dues from members are recognized as income on accrual basis and fees pertaining to the period beyond the date of the Balance Sheet is grouped under Other current liabilities - Contract Liability- Deferred revenue – Annual subscription fee.

Interest income on deferred payment plans

Interest revenue is recognised only to the extent that a contract asset (or receivable) or a contract liability is recognised in accounting for a contract with the customer. Also refer accounting policy for financial instruments (note no xx).

Revenue is recognized only when it is probable that the economic benefits associated with the transaction will flow to the Group. Revenue with respect to instalments/contracts where there is an uncertainty about collectability, is deferred (even though the membership is not cancelled). The estimation of such revenues where there is uncertainty in collection has been made by the Group based on past trends of year-wise cancellation of memberships and considering factors impacting future collections.

b. Revenue from sale of vacation ownership weeks is recognized when related right to use the specific property over the specific week(s) is transferred to the buyer for a consideration, which coincides with transfer of significant risks, rewards and control of ownership.

c. Income from sale of vacation ownership weeks in villas under construction is deferred until the point in time when construction activities are deemed to be completed, occupancy of the development is permissible, customer has executed a binding sales contract, collectability is reasonably assured, the purchaser's period to cancel for a refund has expired and the customer has the right to use. Project revenue and contract costs associated with the contract are recognized on completion of the performance obligations as mentioned above.

d. Income from resorts include income from room rentals, food and beverages, etc. and is recognized when services are rendered.

e. Rental income from retail premises in case of HCR Oy are recognized on a straight line basis over the rental period.

(ix) Leases

The Group has adopted Ind AS 116, Leases (which replaces earlier standard Ind AS 17) using the modified retrospective method, the effect of which is recognised at the date of initial application (i.e. April 1, 2019) and has been stated under transition difference in Other equity.

The Group's lease asset classes primarily consist of leases for land and buildings. The Group 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: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") 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 Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the present value of future lease liability. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the period of lease term. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

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 incremental borrowing rates in the country of domicile of these leases.

(x) Foreign currencies

The financial statements of the Group are presented in Indian Rupees (₹), which is the Group's functional currency. In preparing the financial statements of the Group, transactions in currencies other than the Group's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Under previous GAAP, paragraph 46A of AS 11, The Effects of Changes in Foreign Exchange Rates, provided an accounting treatment to Companies with respect to exchange differences arising on restatement of long-term foreign currency monetary items. Exchange differences in respect of items other than those related to acquisition of depreciable assets, could be accumulated in a foreign currency monetary item translation difference account ('FCMITDR'), and amortised over the balance period of such long term monetary item. Ind AS provides an option to Company to continue the above accounting treatment in respect of long term foreign currency items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS reporting period. The Company had elected this option.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Indian Rupees using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to statement of profit and loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in statement of profit and loss. For all other partial disposals (i.e. partial disposals of associate and joint arrangement that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to statement of profit and loss.

Goodwill and fair value adjustments to identifiable assets acquired and liabilities assumed through acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in Foreign Currency Translation Reserve (FCTR) through other comprehensive income.

(xi) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

(xii) Employee benefits

Employee benefits include provident fund, superannuation fund, employee state insurance scheme, gratuity fund and compensated absences.

Defined contribution plans

The Group's contribution to provident fund, superannuation fund and employee state insurance scheme are considered as defined contribution plans and are recognized as an expense when employees have rendered service entitling them to the contributions.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out by an independent actuary at the end of each reporting period. Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments, settlements);
- Net interest expense or income; and
- Re-measurement

The Group presents the first two components of defined benefit costs in statement of profit and loss in the line item 'Employee benefits expense'. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to statement of profit and loss. Curtailment gains and losses are accounted for as past service cost. Past service cost is recognized in statement of profit and loss in the period of a plan amendment.

The obligation recognized in the balance sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Short-term and other long-term employee benefits

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflow expected to be made by the group in respect of services provided by employees upto the reporting date.

(xiii) Share based payment arrangements

Equity-settled share based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share based transactions are set out in Note no 26.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in statement of profit and loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the Share options outstanding account in Reserves & Surplus.

(xiv) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

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

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred taxes are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on the tax rates and the tax laws enacted or substantively enacted as at the reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

(xv) Property, plant and equipment

Buildings held for use in the supply or production of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses.

Freehold land is valued at Fair value based on valuations by external independent valuers at sufficient regularity. Any revaluation surplus is recognised in other comprehensive income and accumulated in equity under revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in statement of profit and loss, in which case the increase is recognised in statement of profit and loss. A revaluation deficit is recognised in statement of profit and loss, except to the extent that it offsets an existing surplus on the same asset carried in the revaluation reserve.

Fixtures and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

PPE in the course of construction for supply, production or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and other directly attributable expenses for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Category of Asset	Estimated useful lives
Leasehold Building	Period of lease
Buildings (other than those mentioned below)	20 - 60 years
Floating cottages (grouped under buildings)	25 years
Plant & equipment	5 - 15 years
Furniture and Fixtures (other than those mentioned below)	5 - 10 years
Furniture and Fixtures (in Club Mahindra Holiday World)	3 years
Vehicles (other than those mentioned below)	8 years
Motor Vehicles/other assets provided to employees	4-5 years
Office equipment	5 years

The tangible assets of the overseas operations have also been depreciated based on useful life, estimated by the respective managements on a straight line basis.

Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight-line method. The assets of the overseas operations have also been depreciated based on useful lives, estimated by the respective managements on a straight line basis. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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 the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

(xvi) Intangible assets

Intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The intangible assets of the overseas operations have also been depreciated based on useful lives, estimated by the respective managements on a straight line basis. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Category of Asset	Estimated useful lives
Computer Software and website development costs	3 years
Trademarks	10 years
Customer relationship	3 years
Management contracts	1-10 years

The intangible assets of the overseas operations have also been amortised based on useful life, estimated by the respective managements on a straight line basis.

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost). Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortization and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

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An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in the statement of profit and loss when the asset is derecognized.

(xvii) Impairment of tangible and intangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or 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. An impairment loss is recognised immediately in the statement of profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

(xviii) Inventories

Inventories are carried at the lower of cost and net realizable value. Costs of inventories are determined on a moving weighted average basis. Cost includes the purchase price, non-refundable taxes and delivery handling cost. Net realizable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

(xix) Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(xx) Financial instruments

Financial assets and financial liabilities are recognized when the Group 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 Group 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 Group and the amount of income can be measured reliably.

Effective interest method

The effective interest method is a method of calculating the amortised 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.

(xxi) Financial assets

A financial asset is any asset that is:

(a) cash;

(b) an equity instrument of another entity;

(c) a contractual right:

- (i) to receive cash or another financial asset from another entity; or
- (ii) to exchange financial assets or financial liabilities with another entity under conditions that are potentially favorable to the Group; or

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

- (i) a non-derivative for which the Group is or may be obliged to receive a variable number of the entity's own equity instruments; or
- (ii) 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 Group'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.

Classification of financial assets

Debt

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as "fair value through profit or loss (FVTPL)" on initial recognition):

the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments (except for debt instruments that are designated as at FVTPL on initial recognition) that meet the following conditions are subsequently measured at "fair value through other comprehensive income (FVTOCI)":

the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and

the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Interest income is recognized in profit or loss for FVTOCI debt instruments. For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortized cost are recognized in profit or loss and other changes in the fair value of FVTOCI financial assets are recognized in other comprehensive income and accumulated under the heading of 'Reserve for debt instruments through other comprehensive income'. When the investment is disposed of, the cumulative gain or loss previously accumulated in this reserve is reclassified to profit or loss.

A debt instrument that meets the amortised cost criteria or the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Debt instruments classified as FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in profit or loss. The Group has not designated any debt instrument as at FVTPL.

Equity

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Equity instruments at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any dividend earned on the financial asset and is included under 'Other income'. Dividend on financial assets at FVTPL is recognized when the Group's right to receive the dividends is established and the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Investments in equity instruments of subsidiaries, joint venture and associate are measured at cost.

Impairment of financial assets

The Group applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, trade receivables, and other contractual rights to receive cash or other financial asset not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls). The Group estimates cash flows by considering all contractual terms of the financial instrument (for example prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses considering the nature of industry and the deferred payment schemes operated.

When making the assessment of whether there has been a significant increase in credit risk since initial recognition, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group 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 and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

Foreign exchange gains and losses on financial assets

The fair value of financial assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of each reporting period.

For foreign currency denominated financial assets measured at amortised cost and FVTPL, the exchange differences are recognized in the statement of profit or loss.

Changes in the carrying amount of investments in equity instruments at FVTOCI relating to changes in foreign currency rates are recognized in other comprehensive income.

For the purposes of recognising foreign exchange gains and losses, FVTOCI debt instruments are treated as financial assets measured at amortised cost. Thus, the exchange differences on the amortized cost are recognized in the statement of profit or loss and other changes in the fair value of FVTOCI financial assets are recognized in other comprehensive income.

(xxii) Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Financial liabilities

A financial liability is any liability that is:

(a) a contractual obligation :

  (i) to deliver cash or another financial asset to another entity; or

  (ii) to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Group; or

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

  (i) a non-derivative for which the Group is or may be obliged to deliver a variable number of the Group's own equity instruments; or

  (ii) 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 Group'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 Group 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 Group's own equity instruments is an equity instrument if the exercise price is fixed in any currency.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Group, and commitments issued by the Group to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

A financial liability is classified as held for trading if:

a) it has been incurred principally for the purpose of repurchasing it in the near term; or

b) on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or

c) it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies, may be designated as at FVTPL upon initial recognition if:

a) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;

b) the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the Group is provided internally on that basis; or

c) it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognized in profit or loss. The net gain or loss recognized in profit or loss incorporates any interest paid on the financial liability and is included in the 'Other income' / 'Other expenses' line item as appropriate.

Gains or losses on financial guarantee contracts and loan commitments issued by the Group that are designated by the Group as at fair value through profit or loss are recognised in profit or loss.

Financial liabilities subsequently measured at amortised cost

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 capitalised as part of cost of an asset is included under 'Finance cost'.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognized less, when appropriate, the cumulative amount of income recognized.

Derivative financial instruments

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate risks, including interest rate swaps. Further details of derivative financial instruments are disclosed in Note No. 50 and 51.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in profit or loss immediately.

Foreign exchange gains and losses on financial liabilities

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in statement of profit and loss.

The fair value of financial liabilities denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. For financial liabilities that are measured as at FVTPL, the foreign exchange component forms part of the fair value gains or losses and is recognised in the statement of profit or loss.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group'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 derecognised and the consideration paid and payable is recognized in the statement of profit or loss.

(xxiii) Cash flow statements

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Cash flows from operating activities are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the Group are segregated based on the available information.

(xxiv) Earnings per share

Basic earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

(xxv) Insurance Claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

(xxvi) Operating cycle

Based on the nature of services / activities of the Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

(xxvii) Net investment hedge

The Group hedges certain net investment in foreign subsidiaries. Accordingly, any foreign exchange differences on the hedging instrument (viz. borrowings) relating to the effective portion of the hedge is recognised in other comprehensive income and held in foreign currency translation reserve ('FCTR') - a component of equity, so as to offset the change in the value of the net investment being hedged. The ineffective portion of the gain or loss on these hedges is immediately recognised in the statement of profit and loss. The amounts accumulated in equity are included in the statement of profit and loss when the foreign operation is disposed or partially disposed.

2 (b) Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described above, the management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The 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 if the revision affects only the period of the revision and future periods if the revision affects both current and future periods.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below :

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

a. **Share based payments**

The Group initially measures the cost of equity settled transactions with employees using the Black Scholes model to determine the fair value of the options granted. Estimating the fair value of the share options granted require determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating the fair value for the share based payment transactions are disclosed under Note No. 26.

b. **Defined benefit plans (gratuity)**

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Further details about the gratuity obligation are disclosed under Note No. 49.

c. **Intangible assets under development**

The Group capitalizes intangibles under development in accordance with the accounting policy. Initial capitalization of costs is based on management's judgement that technological and economic feasibility is confirmed.

d. **Life time Expected credit losses**

Life time expected credit loss allowance is computed based on historical credit loss experience and adjusted for forward-looking information on collection .

e. **Estimation towards revenue deferred due to uncertainty of collection**

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

f. **Significant Financing Component**

Given the nature of vacation ownership business, the Group has determined that membership fee does not include a significant financing component. Where the payment is received in installments, the Group charges appropriate interest to the members.

g. **Customer unexercised rights**

The Group 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 customer utilisation of membership.

h. **Litigation for taxation matters**

The Group is subject to tax litigation, the outcome of which is subject to many uncertainties inherent in litigation such as interpretation of legislation, outcome of appeals etc. Litigation provisions are reviewed at each accounting period and revisions made for the change in facts and circumstances.

i. **Fair valuation of Freehold land**

Freehold land is measured at Fair value based on valuations by external independent valuers using the market approach at sufficient regularity.

j. **Leases**

The Group makes an assessment on the expected lease term on a lease-by-lease basis as per the contract period. Further, discount rate is based on the incremental borrowing rate of the respective companies at the time of commencement of lease.

3 Changes in significant accounting policies

Leases: (Change in Previous Year)

The Group has applied the modified retrospective approach as per para C5(b) of Ind AS 116 to existing Leases as on April 1, 2019 and the cumulative effect of applying this standard is recognised at the date of initial application i.e. April 1, 2019 in accordance with para C7 of Ind AS 116 as an adjustment to the Transition Difference under other equity. This has resulted in recognising a right-of-use asset of ₹ 139,084.89 lakhs and a corresponding lease liability of ₹ 154,988.18 lakhs by adjusting Transition Difference (other equity) net of taxes of ₹ 12,078.67 lakhs as at April 1, 2019 (This is further adjusted for the effect of change in tax rate). Due to the application of Ind AS 116, a lessee recognises a right-of-use ("ROU") asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The nature of expenses related to these leases has changed as Ind AS 116 replaced the operating lease expense (i.e. rent) with depreciation charge for ROU assets and interest expense on lease liabilities.

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 4 - Property, Plant and Equipment

Description of Assets	Land - Freehold	Buildings - Freehold	Buildings - Leasehold	Plant and Equipment	Office Equipment	Furniture and Fixtures	Vehicles	Total
I. Gross Block								
Balance as at April 1, 2020	127,288.28	102,906.97	156.09	47,037.63	2,473.14	30,610.47	1,322.06	311,794.64
Additions	1,581.51	11,311.58	-	5,619.65	377.51	5,156.40	131.96	24,178.61
Disposals	(22.59)	(239.11)	-	(227.75)	(4.34)	(50.40)	(48.36)	(592.55)
Effect of foreign currency exchange differences	141.50	1,010.20	-	735.98	-	453.93	-	2,341.61
Balance as at March 31, 2021	**128,988.70**	**114,989.64**	**156.09**	**53,165.51**	**2,846.31**	**36,170.40**	**1,405.66**	**337,722.31**
II. Accumulated depreciation								
Balance as at April 1, 2020	-	19,894.77	156.09	32,647.87	2,181.74	21,540.78	813.98	77,235.23
Depreciation for the year	-	2,518.73	-	4,216.27	191.64	2,212.70	133.08	9,272.42
Eliminated on disposal of assets	-	(82.99)	-	(124.80)	(4.24)	(49.45)	(39.27)	(300.75)
Effect of foreign currency exchange differences	-	308.82	-	520.97	-	275.57	-	1,105.36
Balance as at March 31, 2021	**-**	**22,639.33**	**156.09**	**37,260.31**	**2,369.14**	**23,979.60**	**907.79**	**87,312.26**
Net block (I-II)								
Balance as at March 31, 2021	**128,988.70**	**92,350.31**	**-**	**15,905.20**	**477.17**	**12,190.80**	**497.87**	**250,410.05**
Balance as at March 31, 2020	127,288.28	83,012.20	-	14,389.76	291.40	9,069.69	508.08	234,559.41

Description of Assets	Land - Freehold	Buildings - Freehold	Buildings - Leasehold	Plant and Equipment	Office Equipment	Furniture and Fixtures	Vehicles	Total
I. Gross Block								
Balance as at April 1, 2019	127,001.21	96,119.10	156.09	43,126.56	2,347.94	28,355.45	1,303.58	298,409.93
Additions	377.60	5,651.55	-	2,892.99	146.05	1,535.63	63.63	10,667.45
Disposals	(350.26)	(14.94)	-	(247.01)	(27.43)	(181.01)	(45.15)	(865.80)
Others (including reclassifications)	-	-	-	(74.64)	6.43	68.21	-	-
Effect of foreign currency exchange differences	259.73	1,151.26	-	1,339.73	0.15	832.19	-	3,583.06
Balance as at March 31, 2020	127,288.28	102,906.97	156.09	47,037.63	2,473.14	30,610.47	1,322.06	311,794.64
II. Accumulated depreciation								
Balance as at April 1, 2019	-	17,156.20	156.09	27,751.48	2,061.41	19,157.95	702.92	66,986.05
Depreciation for the year	-	2,373.57	-	4,059.39	142.39	1,947.54	143.45	8,666.34
Eliminated on disposal of assets	-	(4.57)	-	(161.84)	(23.61)	(75.11)	(32.39)	(297.52)
Others (including reclassifications)	-	-	-	(14.62)	1.55	13.07	-	-
Effect of foreign currency exchange differences	-	369.57	-	1,013.46	-	497.33	-	1,880.36
Balance as at March 31, 2020	-	19,894.77	156.09	32,647.87	2,181.74	21,540.78	813.98	77,235.23
Net block (I-II)								
Balance as at March 31, 2020	127,288.28	83,012.20	-	14,389.76	291.40	9,069.69	508.08	234,559.41
Balance as at March 31, 2019	127,001.21	78,962.90	-	15,375.08	286.53	9,197.50	600.66	231,423.88

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 5 - Right of Use Asset

Description of Assets	As at March 31, 2021
I. Gross Block	
Balance as at April 1, 2020	154,480.69
Additions	5,515.41
Deletions	(770.61)
Effect of foreign currency exchange differences	5,933.75
Balance as at March 31, 2021*	**165,159.24**
II. Accumulated depreciation	
Balance as at April 1, 2020	15,401.45
Amortisation expense for the year	16,285.04
Effect of foreign currency exchange differences	307.55
Balance as at March 31, 2021*	**31,994.04**
Net block (I-II)	
Balance as at March 31, 2021 (refer note no. 3 and 47)	133,165.20

*pertains to leases of resorts and office properties

Description of Assets	As at March 31, 2020
I. Gross Block	
Balance as at April 1, 2019 (On Transition to Ind AS 116)	139,084.89
Additions	9,034.93
Deletions	(453.46)
Effect of foreign currency exchange differences	6,814.33
Balance as at March 31, 2020*	154,480.69
II. Accumulated depreciation	
Balance as at April 1, 2019	-
Amortisation expense for the year	14,890.30
Effect of foreign currency exchange differences	511.15
Balance as at March 31, 2020*	15,401.45
Net block (I-II)	
Balance as at March 31, 2020	139,079.24

*pertains to leases of resorts and office properties

Note No. 6 - Goodwill

Particulars	As at March 31, 2021	As at March 31, 2020
I. Cost		
Balance at beginning of the year	**9,997.02**	9,509.19
Effect of foreign currency exchange differences	**283.19**	487.83
Balance at end of the year	**10,280.21**	9,997.02
II. Accumulated impairment losses	**-**	-
III. Net carrying amount (I-II)	**10,280.21**	9,997.02

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 6 - Goodwill (Contd.)

The Goodwill is tested for impairment and accordingly no impairment charges were identified for the year ended March 31, 2021 and March 31, 2020.

The Goodwill arises from the following Group's Cash Generating Units (CGU):

Particulars	March 31, 2021	March 31, 2020
Mahindra Holidays & Resorts India Ltd	**2,534.29**	2,534.29
Holiday Club Resorts Oy	**7,745.92**	7,462.73
Total	**10,280.21**	9,997.02

The recoverable amount of a CGU is based on its value in use. The value in use is estimated using discounted cash flows over a period of 5 years. Cash flows beyond 5 years is estimated by capitalizing the future maintainable cash flows by an appropriate capitalization rate and then discounted using post-tax discount rate.

Operating margins and growth rates for the five year cash flow projections have been estimated based on past experience and after considering management approved financial budgets/forecasts. Other 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 industry and have been based on historical data from both external and internal sources.

Particulars	March 31, 2021	March 31, 2020
Post tax discount rate	**12%**	12%

The management believes that any reasonably possible change in the key assumptions would not cause the carrying amount to exceed the recoverable amount of the CGU.

Note No. 7 - Other Intangible Assets

Description of Assets	Computer Software & Website development cost	Trademarks	Management Contracts	Customer Relationships	Total
I. Gross Block					
Balance as at April 1, 2020	12,379.82	1,429.84	1,038.51	224.45	15,072.62
Additions	1,444.56	-	-	-	1,444.56
Effect of foreign currency exchange differences	173.89	51.60	37.48	8.10	271.07
Balance as at March 31, 2021	**13,998.27**	**1,481.44**	**1,075.99**	**232.55**	**16,788.25**
II. Accumulated amortization					
Balance as at April 1, 2020	11,044.24	655.34	568.19	224.45	12,492.22
Amortization expense for the year	603.03	148.75	90.32	-	842.10
Effect of foreign currency exchange differences	142.38	23.04	20.15	8.10	193.67
Balance as at March 31, 2021	**11,789.65**	**827.13**	**678.66**	**232.55**	**13,527.99**
Net block (I-II)					
Balance as at March 31, 2021	**2,208.62**	**654.31**	**397.33**	**-**	**3,260.26**
Balance as at March 31, 2020	1,335.58	774.50	470.32	-	2,580.40

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 7 - Other Intangible Assets (Contd.)

Description of Assets	Computer Software & Website development cost	Trademarks	Management Contracts	Customer Relationships	Total
I. Gross Block					
Balance as at April 1, 2019	11,423.49	1,335.06	969.68	209.57	13,937.80
Additions	638.42	-	-	-	638.42
Effect of foreign currency exchange differences	317.91	94.78	68.83	14.88	496.40
Balance as at March 31, 2020	12,379.82	1,429.84	1,038.51	224.45	15,072.62
II. Accumulated amortization					
Balance as at April 1, 2019	9,852.43	478.40	449.47	209.57	10,989.87
Amortization expense for the year	937.22	136.24	82.25	-	1,155.71
Effect of foreign currency exchange differences	254.59	40.70	36.47	14.88	346.64
Balance as at March 31, 2020	11,044.24	655.34	568.19	224.45	12,492.22
Net block (I-II)					
Balance as at March 31, 2020	1,335.58	774.50	470.32	-	2,580.40
Balance as at March 31, 2019	1,571.06	856.66	520.21	-	2,947.93

Note No. 8 - Non-Current Investments

Particulars	**Face value**	**Currency**	**As At March 31, 2021**		As At March 31, 2020	
			Quantity	**Amount**	Quantity	Amount
Equity accounted investees						
Unquoted Investments (fully paid)						
In Equity Instruments of Associate						
Kiinteisto Oy Seniori Saimaa	0.5	EUR	**950,000**	**133.50**	950,000	128.85
In Equity Instruments of Joint venture						
Tropiikin Rantasauna Oy	25	EUR	**50**	**59.96**	50	54.03
				193.46		182.88
Unquoted Investments at FVTPL (fully paid)						
In Equity Instruments of other entities						
Mahindra World City Developers Ltd.	10	₹	**1**	**-**	1	-
Mahindra Hotels and Resorts Limited (cost of investment ₹ 1/-)	10	₹	**20,011**	**-**	20,011	-
Kiinteisto Oy Katinkullan Pallohalli	0.21	EUR	**6,793**	**518.92**	6,793	447.58
Kiinteistö Oy Katin Golf		EUR	**151**	**328.91**	151	317.46
Elisa Communications A-shares	0.5	EUR	**300**	**3.06**	300	2.96
Mitsenaiset Kauppiaat Oy	204	EUR	**2**	**-**	2	0.83
Great Rocksport Private Limited	1	₹	**148,942**	**305.00**	-	-
Nreach Online Services Private Limited	10	₹	**5,738**	**300.00**	5,738	300.00

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 8 - Non-Current Investments (Contd.)

Particulars	Face value	Currency	As At March 31, 2021		As At March 31, 2020	
			Quantity	**Amount**	Quantity	Amount
In Preference Instruments of other entities						
Guestline Hospitality Management and Developement Services Limited (25,000 7% non-cumulative redeemable participating optionally convertible preference shares of ₹ 10/- each)	10	₹	**25,000**	**97.09**	25,000	88.96
				1,552.98		1,157.79
Total				**1,746.44**		1,340.67

Note:

The preference shares of Guestline Hospitality Management and Developement Services Limited can be redeemed at par at the option of the investee at any time after five years but before twenty years from the date of allotment viz. December 06, 2002 or at the option of the holder be convertible into fully paid equity shares of the face value of ₹ 10 each anytime after thirty six months from the date of allotment.

Note No. 9 - Non-Current Trade Receivables

Particulars	As at March 31, 2021	As at March 31, 2020
Secured, considered good	**586.08**	467.73
Unsecured, considered good*	**29,061.75**	49,438.05
	29,647.83	49,905.78

*The balance of Trade Receivables has been reduced to the effect of cancellation of membership carried out during the year

Note No. 10 - Non-Current Loans (Unsecured, Considered good)

Particulars	As at March 31, 2021	As at March 31, 2020
Security Deposits	**4,401.34**	4,426.14
	4,401.34	4,426.14

Note No. 11 - Other Financial Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Financial assets at amortised cost		
Bank Deposit with more than 12 months maturity	**6,112.88**	-
Other Deposits*	**-**	7,500.00
	6,112.88	7,500.00

* In previous year out of the total amount, ₹ 6,500 lakhs pertains to deposit with related party

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 12 - Deferred Tax Assets (Net)

Particulars	As at March 31, 2021	As at March 31, 2020
Tax effect of items constituting deferred tax liabilities		
Property, Plant and Equipment (excluding land)	**7,446.43**	6,957.90
Deferred Acquisition Cost	**17,713.49**	17,956.83
Fair valuation of financial assets	**1,398.32**	1,382.83
Intangible Assets	**(194.04)**	(21.47)
Inventory	**1,102.42**	1,066.64
Other	**(3.73)**	51.28
Derivatives	**11.36**	9.38
Tax effect of items constituting deferred tax assets		
Property, Plant and Equipment	**173.19**	173.19
Lease Arrangements	**4,947.20**	3,926.84
Employee Benefits	**311.09**	308.00
Deferred Revenue	**65,617.83**	71,498.38
Receivables / Revenue derecognition	**1,500.28**	1,472.53
Provisions	**47.73**	41.78
Fair valuation of financial assets	**(25.94)**	10.67
Unabsorbed Depreciation	**796.96**	782.02
Unabsorbed Business Losses	**4,231.45**	717.20
Others	**626.66**	732.36
Net Deferred Tax Assets	**50,752.20**	52,259.58

Note: Deferred tax asset has been recognized on the carry forward unabsorbed depreciation and unabsorbed business loss to the extent that it is probable that future taxable profits will be available.

Note No. 13 - Deferred Tax Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Tax effect of items constituting deferred tax liabilities	**20,238.07**	23,824.34
Fair valuation of land		
Deferred Tax Liabilities	**20,238.07**	23,824.34

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 14 - Other Non-Current Tax Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Advance Income tax (Net of provisions upto the reporting date)	**18,887.87**	18,665.89
	18,887.87	18,665.89

Note No. 15 - Non-Current Deferred Acquisition Cost

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred Acquisition Cost (refer note no. 2 (a)(viii))	**65,379.84**	66,516.39
	65,379.84	66,516.39

Note No. 16 - Other Non-Current Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Capital Advances	**1,835.84**	2,886.02
Prepayments	**443.20**	137.12
Duty paid under protests	**263.93**	263.93
With Government Authorities (excluding Income Tax)	**728.36**	-
	3,271.33	3,287.07

Note No. 17 - Inventories (At lower of cost and net realizable value)

Particulars	As at March 31, 2021	As at March 31, 2020
Vacation Ownership Units :		
Vacation ownership weeks (including vacation ownership villas)	**46,084.40**	44,907.17
Cost of associated land	**4,536.18**	4,360.91
Construction work in progress	**1,234.50**	2,369.07
Food and beverages	**757.91**	832.80
Operating supplies	**2,814.46**	2,738.72
	55,427.45	55,208.67
Cost of food and beverages recognized as an expense during the year (Refer note no. 44(b))	**6,899.44**	10,823.38
Cost of vacation ownership weeks (including vacation ownership villas) recognized as an expense during the year (Refer note no. 44(a))	**20,614.64**	37,383.01

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 18 - Current Investments

Particulars	As At March 31, 2021		As At March 31, 2020	
	Units	Amount	Units	Amount
Unquoted Investments at FVTPL (all fully paid)				
Investments in Mutual Funds				
HDFC Banking and PSU Debt Fund Direct Growth	-	-	8,368,759	1,408.09
HDFC Banking and PSU Debt Fund Regular Growth	-	-	8,407,363	1,388.99
IDFC Corporate Bond Fund Regular Plan Growth	-	-	14,043,341	1,935.35
IDFC Corporate Bond Fund Direct Plan Growth	-	-	34,982,465	4,884.46
Birla Sun Life Floating Rate Fund-Long Term Plan Growth	-	-	966,662	2,399.08
Birla Sun Life Floating Rate Fund-Long Term Plan Growth Direct	-	-	948,356	2,392.66
HDFC Floating Rate Income Fund Short Term Plan Wholesale Growth	-	-	6,936,919	2,435.73
HDFC Floating Rate Income Fund Short Term Plan Wholesale Direct Plan Growth	-	-	6,696,488	2,369.38
ICICI Prudential Flexible Income Growth	-	-	269,270	1,043.02
ICICI Prudential Flexible Income Direct Plan Growth	-	-	609,780	2,380.40
Axis Banking & PSU Debt Fund -Direct - Growth	**57,200**	**1,199.94**	-	-
Mahindra Liquid Fund - Dir - Growth	**354,668**	**4,742.57**	505,763	6,517.67
Kotak Liquid Fund - Dir - Growth	-	-	108,150	4,848.40
Kotak Treasury Advantage Fund Regular Plan Growth	-	-	7,506,213	2,409.01
Kotak Treasury Advantage Fund Regular Direct Plan Growth	-	-	7,202,341	2,366.24
Mahindra Ultra Short Term Yojana – Direct Growth	-	-	50,000	516.34
Aggregate book value of unquoted investments	**411,868**	**5,942.51**	97,601,870	39,294.82

Note No. 19 - Current Trade Receivables

Particulars	As at March 31, 2021	As at March 31, 2020
Secured, considered good	**2,564.56**	2,659.97
Unsecured, considered good*	**94,021.30**	121,838.62
Unsecured, credit impaired	**880.91**	1,025.94
Less: Impairment loss allowance	**(880.91)**	(1,025.94)
	96,585.86	124,498.59

*The balance of Trade Receivables has been reduced to the effect of cancellation of membership carried out during the year

Note No. 20 - Cash and Cash Equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
Balances with banks	**7,859.00**	8,529.69
Cash on hand	**74.02**	47.32
	7,933.02	8,577.01

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 21 - Other Bank Balances

Particulars	As at March 31, 2021	As at March 31, 2020
Earmarked balances with banks (unpaid dividend)	**6.76**	8.30
Bank Deposits with original maturity greater than three months and less than twelve months	**32,316.23**	19,433.02
	32,322.99	19,441.32

Note No. 22 - Loans (Unsecured, Considered good)

Particulars	As at March 31, 2021	As at March 31, 2020
Loans and advances to employees	**38.66**	25.13
	38.66	25.13

Note No. 23 - Other Current Financial Assets

Particulars	As at March 31, 2021	As at March 31, 2020
Financial assets at amortised cost		
Other receivables	**862.83**	653.10
Interest accrued but not due	**2,236.86**	639.86
Other Deposits*	**49,600.00**	12,890.00
	52,699.69	14,182.96

*Out of the total amount ₹ 40,000 lakhs pertains to deposit with related parties (Previous year is ₹ 1,590 lakhs)

Note No. 24 - Deferred Acquisition Cost

Particulars	As at March 31, 2021	As at March 31, 2020
Deferred Acquisition Cost (Refer note no. 2(a)(viii))	**5,001.16**	4,831.47
	5,001.16	4,831.47

Note No. 25 - Other Current Assets

Particulars	As at March 31, 2021	As at March 31, 2020
With Government authorities (excluding income taxes)	**3,962.91**	4,415.47
Prepayments	**1,649.27**	1,896.03
Advance to suppliers:		
Considered good*	**870.77**	1,108.29
Considered doubtful*	**250.00**	250.00
Less: Provision for doubtful advances	**(250.00)**	(250.00)
	6,482.95	7,419.79

* Both include advances given to related parties - ₹ 250 lakhs

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 26 - Equity Share Capital

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	**Amount**	No. of Shares	Amount
Authorized:				
Equity shares of ₹ 10 each with voting rights	**150,000,000**	**15,000.00**	150,000,000	15,000.00
Issued, Subscribed and Fully Paid:				
Equity shares of ₹ 10 each with voting rights	**133,553,784**	**13,355.38**	133,553,784	13,355.38
Treasury Shares (par value)	**(630,040)**	**(63.00)**	(630,040)	(63.00)
	132,923,744	**13,292.38**	132,923,744	13,292.38

Treasury shares represents equity shares of ₹ 10/- each fully paid up allotted to Mahindra Holidays & Resorts India Limited Employees' Stock Option Trust ('ESOP Trust') but not exercised by employees.

26 a) Terms / rights attached to equity shares:

i) The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/-. Each holder of equity share is entitled to one vote per share.

ii) Repayment of capital will be in proportion to the number of equity shares held.

iii) The dividends proposed by the Board of Directors is subject to approval of the shareholders in the Annual General Meeting.

iv) With the adoption of new revenue recognition policy in accordance with Ind AS 115, the Company had to change its revenue recognition policy. Consequently, the Deferred Revenue and Deferred Costs had to be recomputed and that resulted in a Transition Difference. The Company is profitable and has healthy cash flows and has declared dividends every year since 2006. The Company is seeking a clarification from Ministry of Corporate Affairs (MCA) that this Transition Difference ought not to be considered for the purpose of calculation of dividend, under section 123(1) of the Companies Act, 2013. The declaration of dividend, if any shall be subject to clarification from MCA.

26 b) Shares in the Company held by Holding Company

Name of shareholder	No. of shares	% held as at March 31, 2021	No. of shares	% held as at March 31, 2020
Mahindra & Mahindra Limited (Holding Company)	**89,890,615**	**67.31%**	89,890,615	67.31%

26 c) Details of shares held by each shareholder holding more than 5% shares:

Name of shareholder	No. of shares	% held as at March 31, 2021	No. of shares	% held as at March 31, 2020
Mahindra & Mahindra Limited	**89,890,615**	**67.31%**	89,890,615	67.31%
HDFC Trustee Company Limited	**12,051,889**	**9.02%**	11,461,397	8.58%

26 d) The reconciliation of the number of shares outstanding as at March 31, 2021 and March 31, 2020 is set out below:-

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	**In ₹ Lakhs**	No. of Shares	In ₹ Lakhs
Number of shares at the beginning	**132,923,744**	**13,292.38**	132,899,744	13,289.98
Add: Shares issued on exercise of employee stock options	**-**	**-**	24,000	2.40
Number of shares at the end	**132,923,744**	**13,292.38**	132,923,744	13,292.38

The Board of Directors at its meeting held on May 19, 2017 had approved issue of bonus shares in the proportion of 1:2, i.e. 1(one) bonus equity share of ₹ 10/- each for 2(two) fully paid up equity shares which was allotted on July 12, 2017 on approval being received in the shareholder's meeting.

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 26 - Equity Share Capital (Contd.)

26 e) i) Under the Employee Stock Option Scheme ("ESOS 2006") equity shares are allotted to the ESOP Trust set up by the Company. The ESOP Trust holds these shares for the benefit of the eligible employees/directors as defined under the scheme and transfers these shares to them as per the recommendation of the remuneration committee.

ii) The Company formulated the Employee Stock Option Scheme ("ESOS 2014"), under which the Company has the option to issue and allot the shares either directly to the eligible employees/directors or through the ESOP Trust. To the extent allotted, ESOP Trust would hold these shares for the benefit of the eligible Employees/Directors as defined under the scheme and would transfer the shares to them as per the recommendation of the remuneration committee.

iii) The Company formulated the Employee Stock Option Scheme ("ESOS 2020"), under which the Company has the option to issue and allot the shares directly to the eligible employees/directors as per the recommendation of the remuneration committee.

iv) The details of the Employees' Stock Option Schemes are as under:

Type of Arrangement	ESOS 2006 - Equity settled option plan administered through Employee Stock Option Trust.
	ESOS 2014 - Equity settled option plan issued directly/administered through Employee Stock Option Trust.
	ESOS 2020 - Equity settled option plan issued directly
Method of Settlement	By issue of shares at Exercise Price.

<table>
<tr><th>Particulars</th><th>Date of Grant</th><th>Original Exercise price (in ₹)</th><th>Adjusted Exercise Price upon issue of Bonus shares</th><th>Average Exercise Price (in ₹)</th><th>Vesting period (in Yrs)</th><th>No. of options granted</th><th>Contractual life</th><th>Vesting condition</th><th>No. of options exercisable in each tranche</th></tr>
<tr><td>Grant I (ESOS 2006)</td><td>15/07/2006</td><td>16.00</td><td>N.A.</td><td>6.00</td><td>5</td><td>759,325</td><td>6 yrs from the date of grant</td><td>refer note (a) below</td><td rowspan="8">Minimum of 25 and a maximum of all the options vested but not exercised till that date.</td></tr>
<tr><td>Grant II (ESOS 2006)</td><td>30/03/2007</td><td>52.00</td><td>N.A.</td><td>19.50</td><td>4</td><td>122,235</td><td rowspan="18">5 yrs from the date of each vesting</td><td rowspan="17">25% each on expiry of 12,24,36 and 48 months from the date of grant.</td></tr>
<tr><td>Grant III (ESOS 2006)</td><td>11/01/2007</td><td>52.00</td><td>N.A.</td><td>19.50</td><td>4</td><td>56,700</td></tr>
<tr><td>Grant V (ESOS 2006)</td><td>11/01/2008</td><td>52.00</td><td>34.67</td><td>52.00</td><td>4</td><td>261,590</td></tr>
<tr><td>Grant VI (ESOS 2006)</td><td>21/02/2012</td><td>370.00</td><td>N.A.</td><td>370.00</td><td>4</td><td>400,000</td></tr>
<tr><td>Grant VII (ESOS 2006)</td><td>21/02/2012</td><td>323.00</td><td>215.33</td><td>215.33</td><td>4</td><td>186,500</td></tr>
<tr><td>Grant VIII (ESOS 2006)</td><td>31/01/2013</td><td>323.00</td><td>215.33</td><td>215.33</td><td>4</td><td>130,000</td></tr>
<tr><td>Grant IX (ESOS 2006)</td><td>29/01/2014</td><td>253.00</td><td>N.A.</td><td>253.00</td><td>4</td><td>35,000</td></tr>
<tr><td>Grant I (ESOS 2014)</td><td>22/01/2015</td><td>264.00</td><td>176.00</td><td>176.00</td><td>4</td><td>620,000</td><td rowspan="11">refer note (b) below</td></tr>
<tr><td>Grant II (ESOS 2014)</td><td>27/10/2015</td><td>365.00</td><td>243.33</td><td>243.33</td><td>4</td><td>110,000</td></tr>
<tr><td>Grant III (ESOS 2014)</td><td>18/02/2016</td><td>370.00</td><td>246.67</td><td>246.67</td><td>4</td><td>200,000</td></tr>
<tr><td>Grant IV (ESOS 2014)</td><td>31/01/2017</td><td>406.00</td><td>270.67</td><td>270.67</td><td>4</td><td>80,000</td></tr>
<tr><td>Grant V (ESOS 2014)</td><td>02/08/2017</td><td>410.00</td><td>N.A.</td><td>410.00</td><td>4</td><td>60,000</td></tr>
<tr><td>Grant VI (ESOS 2014)</td><td>15/05/2019</td><td>234.00</td><td>N.A.</td><td>234.00</td><td>4</td><td>145,000</td></tr>
<tr><td>Grant VII (ESOS 2014)</td><td>31/07/2019</td><td>226.00</td><td>N.A.</td><td>226.00</td><td>4</td><td>45,000</td></tr>
<tr><td>Grant VIII (ESOS 2014)</td><td>04/11/2019</td><td>215.00</td><td>N.A.</td><td>215.00</td><td>4</td><td>60,000</td></tr>
<tr><td>Grant IX (ESOS 2014)</td><td>04/11/2019</td><td>215.00</td><td>N.A.</td><td>215.00</td><td>4</td><td>300,000</td></tr>
<tr><td>Grant X (ESOS 2014)</td><td>01/02/2020</td><td>238.00</td><td>N.A.</td><td>238.00</td><td>4</td><td>300,000</td></tr>
<tr><td>Grant I (ESOS 2020)</td><td>29/10/2020</td><td>10.00</td><td>N.A.</td><td>10.00</td><td>3</td><td>100,000</td><td>33% each on expiry of 12,24 and 36 months from the date of grant.</td></tr>
</table>

Note (a) 35%,30%,15%,10% and 10% on expiry of 12,24,36,48 and 60 months from the date of grant respectively.

Note (b) Minimum of 100 and a maximum of all the options vested but not exercised till that date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 26 - Equity Share Capital (Contd.)

v) Summary of Stock options (including bonus shares)

Particulars	Date of Grant	Options outstanding as on April 1, 2020	Options granted during the year	Options augmented upon issue of Bonus shares	Options vested during the year	Options exercised during the year	Options lapsed during the year	Options outstanding as on March 31, 2021	Options vested but not exercised
Grant I (ESOS 2006)	15/07/2006	Closed							
Grant II (ESOS 2006)	30/03/2007	Closed							
Grant III (ESOS 2006)	11/01/2007	Closed							
Grant V (ESOS 2006)	11/01/2008	Closed							
Grant VI (ESOS 2006)	21/02/2012	Closed							
Grant VII (ESOS 2006)	21/02/2012	20,624	-	-	-	-	-	20,624	20,624
Grant VIII (ESOS 2006)	31/01/2013	108,750	-	-	-	-	15,000	93,750	93,750
Grant IX (ESOS 2006)	29/01/2014	Closed							
Grant I (ESOS 2014)	22/01/2015	600,000	-	-	-	-	-	600,000	600,000
Grant II (ESOS 2014)	27/10/2015	120,000	-	-	-	-	-	120,000	120,000
Grant III (ESOS 2014)	18/02/2016	150,000	-	-	-	-	-	150,000	150,000
Grant IV (ESOS 2014)	31/01/2017	60,000	-	-	15,000	-	-	60,000	60,000
Grant V (ESOS 2014)	02/08/2017	30,000	-	-	7,500	-	-	30,000	22,500
Grant VI (ESOS 2014)	15/05/2019	145,000	-	-	36,250	-	-	145,000	36,250
Grant VII (ESOS 2014)	31/07/2019	Closed							
Grant VIII (ESOS 2014)	04/11/2019	60,000	-	-	15,000	-	-	60,000	15,000
Grant IX (ESOS 2014)	04/11/2019	300,000	-	-	-	-	300,000	-	-
Grant X (ESOS 2014)	01/02/2020	300,000	-	-	50,000	-	100,000	200,000	50,000
Grant I (ESOS 2020)	29/10/2020	-	100,000	-	-	-	-	100,000	-
Total		**1,894,374**	**100,000**	**-**	**123,750**	**-**	**415,000**	**1,579,374**	**1,168,124**

The fair value of options as certified by independent valuer as of the respective dates of grant i.e. February 21, 2012 is ₹ 129.93 for Grant VII (ESOS 2006), January 31, 2013 is ₹ 94.43 for Grant VIII (ESOS 2006), January 22, 2015 is ₹ 97.24 for Grant I (ESOS 2014), October 27, 2015 is ₹ 158.85 for Grant II (ESOS 2014), February 18, 2016 is ₹ 126.91 for Grant III (ESOS 2014), January 31, 2017 is ₹ 150.35 for Grant IV (ESOS 2014), August 2, 2017 is ₹ 161.83 for Grant V (ESOS 2014), May 15, 2019 is ₹ 82.36 for Grant VI (ESOS 2014), July 31, 2019 is ₹ 84.92 for Grant VII (ESOS 2014), November 4, 2019 is ₹ 85.97 for Grant VIII (ESOS 2014), November 4, 2019 is ₹ 85.97 for Grant IX (ESOS 2014), February 1, 2020 is ₹ 85.97 for Grant X (ESOS 2014) and October 29, 2020 is ₹ 157.53 for Grant I (ESOS 2020).

The fair value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Grant details	Grant Date	Risk free interest rate	Expected life	Expected volatility	Expected dividend yield
Grant VI & VII (ESOS 2006)	21/02/2012	8.00%	6.00	33%	₹ 4.00
Grant VIII (ESOS 2006)	31/01/2013	7.78%	3.50	31%	1.38%
Grant IX (ESOS 2006)	29/01/2014	8.81%	3.50	29%	1.66%
Grant I (ESOS 2014)	22/01/2015	7.74%	3.50	29%	1.48%
Grant II (ESOS 2014)	27/10/2015	7.52%	3.50	30%	1.01%
Grant III (ESOS 2014)	18/02/2016	7.51%	3.50	34%	1.15%
Grant IV (ESOS 2014)	31/01/2017	6.40%	3.50	35%	1.22%
Grant V (ESOS 2014)	02/08/2017	6.31%	3.00	45%	0.42%
Grant VI (ESOS 2014)	15/05/2019	6.83%	3.00	38%	0.00%
Grant VII (ESOS 2014)	31/07/2019	6.05%	3.00	38%	0.00%
Grant VIII (ESOS 2014)	04/11/2019	5.74%	3.00	38%	0.00%
Grant IX (ESOS 2014)	04/11/2019	5.74%	3.00	38%	0.00%
Grant X (ESOS 2014)	01/02/2020	5.74%	3.00	38%	0.00%
Grant I (ESOS 2020)	29/10/2020	4.63%	3.00	38%	0.00%

No options were exercised during the year. The weighted average share price at the date of exercise for options for March 31, 2020 was ₹ 237.69 per share and weighted average remaining contractual life for the share options outstanding as at March 31, 2021 was 4.65 years (March 31, 2020 5.94 years).

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 27 - Other Equity

Particulars	As at March 31, 2021	As at March 31, 2020
General reserve	**10,757.72**	10,525.63
Securities premium	**10,361.74**	10,361.74
Share options outstanding account	**1,603.48**	1,475.49
Retained earnings	**38,905.77**	40,213.50
Capital reserve	**44.75**	44.75
Capital redemption reserve	**145.80**	145.80
FCMITDR	**-**	(296.16)
Reserves & Surplus	**61,819.26**	62,470.75
Revaluation Reserve	**82,286.29**	78,700.02
Foreign Currency Translation Reserve	**2,137.05**	1,219.63
Other Comprehensive Income-Actuarial Loss	**(162.92)**	(147.89)
Transition difference	**(150,904.10)**	(150,904.10)
	(4,824.42)	(8,661.59)

Notes :

a) **General reserve:** The general reserve is used from time to time to transfer net profits from retained earnings for appropriation purposes.

b) **Securities Premium:** Securities premium is credited when shares are issued at premium. It is utilized in accordance with the provisions of the Act, to issue bonus shares, write-off equity related expenses like share issue expenses, etc.

c) **Share Options Outstanding Account:** The Company has share option schemes under which options to subscribe the shares of the Company have been granted to certain eligible employees. The share-based payment reserve is used to recognize the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration.

d) **Capital Reserve:** Capital Reserves are mainly the reserves created during business combination for the gain on bargain purchase and common control mergers. It is not available for distribution as dividend.

e) **Capital Redemption Reserve:** The capital redemption reserve is used towards issue of fully paid bonus shares of the Company.

f) **Foreign Currency Monetary Item Translation Difference Reserve:** It represents the net translation differences on external commercial borrowings which will be amortised over the balance period of the loan.

g) **Revaluation Reserve:** The revaluation reserve is credited on account of revaluation of Freehold land. It is not available for distribution as dividend.

h) **Foreign Currency Translation Reserve:** Exchange variation on translating net assets of Holiday Club Resorts Oy, HCR Management Oy and Net Gain/(loss) on Net Investment hedge in Foreign subsidiaries is accounted under this reserve.

i) **Transition Difference:** The Cumulative effect of applying Ind AS 115 Revenue from Contract with Customers, Ind AS 116 Leases and change in income tax rate resulting in re-measurement of accumulated deferred tax balances on the effect of applying Ind AS 115 and Ind AS 116 is recognized as an adjustment to other equity, by separately disclosing it in Transition Difference. Subsequent impact of unwinding of transition adjustments of Ind AS 115 and Ind AS 116 is included in retained earnings.

Note No. 28 - Non Controlling Interest

Particulars	As at March 31, 2021	As at March 31, 2020
Balance at beginning of year	**932.38**	2,937.56
Add: Share of (loss) for the year	**(92.71)**	(220.35)
Less: Changes in NCI stake	**(224.52)**	(1,784.83)
Balance at end of year	**615.15**	932.38

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 29 - Borrowings- Lease Liabilities (At amortised cost)

Particulars	**As at March 31, 2021**	As at March 31, 2020
Lease Liabilities	**129,138.29**	142,705.19
	129,138.29	142,705.19

Note No. 30 - Non-current borrowings (At amortised cost)

Particulars	**As at March 31, 2021**	As at March 31, 2020
Secured Borrowings		
Term Loans (refer note 1 below)		
From Banks	**14,876.93**	11,733.20
From Others	**2,816.52**	3,802.36
Unsecured Borrowings		
Term Loans		
From Banks (refer note 2 below)	**63,013.43**	17,132.09
	80,706.88	32,667.65

Note:

Term Loans are availed by subsidiaries.

1) Term loans from banks and others are secured by a charge on unsold vacation ownership inventory weeks, villas inventory weeks and mortgage/hypothecation of specific properties. These loans are repayable between FY 2021-22 to FY 2024-25 and carry an interest rate pegged to EURIBOR ranging from 1.49% p.a. to 2.80% p.a.

2) Term loans from banks are repayable between FY 2021-22 to FY 2025-2026 and carry an interest rate pegged to EURIBOR ranging from 1.10% p.a. to 2.50% p.a.

Note No. 31 - Other Financial Liabilities (At amortised cost)

Particulars	**As at March 31, 2021**	As at March 31, 2020
Retention Money	**3,694.28**	3,509.03
	3,694.28	3,509.03

Note No. 32 - Non-Current Provisions

Particulars	**As at March 31, 2021**	As at March 31, 2020
Provision for employee benefits - Gratuity	**19.68**	-
Provision for employee benefits - Compensated absences	**797.60**	709.37
	817.28	709.37

Note No. 33 - Other Non-Current Liabilities - Contract Liability - Deferred Revenue

Particulars	**As at March 31, 2021**	As at March 31, 2020
Contract Liability -Deferred Revenue - Vacation Ownership*	**454,752.79**	499,640.79
Contract Liability -Deferred Revenue - HCRO	**3,078.08**	2,941.67
	457,830.87	502,582.46

*The balance of Contract Liability – Deferred Revenue has been reduced to the effect of cancellation of membership carried out during the year

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 34 - Trade Payables

Particulars	As at March 31, 2021	As at March 31, 2020
Total outstanding dues of micro enterprises and small enterprises	**154.23**	124.92
Total outstanding dues of creditors other than micro enterprises and small enterprises	**30,656.11**	30,747.60
	30,810.34	30,872.52

Micro and small enterprises have been identified by the Group on the basis of the information available with the Group.

Note No. 35 - Lease Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Lease Liabilities	**25,606.42**	14,584.29
	25,606.42	14,584.29

Note No. 36 - Other Financial Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Current maturities of long term borrowings #	**13,225.71**	53,489.08
Creditors for capital supplies/services	**861.93**	902.36
Commission payable to non-whole time directors	**174.00**	129.00
Unpaid Dividends *	**6.75**	8.30
Employee benefits payable	**11,106.11**	10,349.17
Derivatives (Interest rate swaps)	**-**	151.98
Obligation to acquire non controlling interest	**-**	1,181.28
Other payables	**978.42**	-
	26,352.92	66,211.17

Refer Note No. 30 for Terms & Conditions of Loan.

* There are no amounts due and outstanding to be transferred to Investor Education and Protection Fund as at March 31, 2021.

Note No. 37 - Provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Provision for employee benefits		
- Gratuity (Refer note no. 49)	**257.01**	77.18
- Compensated absences	**441.36**	529.72
	698.37	606.90

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 38 - Other Current Liabilities - Contract Liability - Deferred Revenue

Particulars	As at March 31, 2021	As at March 31, 2020
Contract Liability -Deferred Revenue - Vacation Ownership*	**38,180.36**	37,496.69
Contract Liability -Deferred Revenue - Annual subscription fee*	**15,193.49**	14,736.18
Contract Liability -Deferred Revenue - HCRO	**8,928.34**	8,503.75
	62,302.19	60,736.62

*The balance of Contract Liability – Deferred Revenue has been reduced to the effect of cancellation of membership carried out during the year.

Note No. 39 - Other Current Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Taxes (excluding income taxes) and other statutory dues	**4,869.18**	4,005.91
	4,869.18	4,005.91

Note No. 40 - Revenue from Operations

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Revenue from contract with customers		
Vacation ownership income	**34,507.16**	34,670.75
Vacation ownership weeks income	**24,093.83**	33,390.09
Vacation ownership weeks in villas income	**9,426.39**	28,501.03
Income from resorts :		
Room rentals	**23,108.93**	31,806.99
Other rentals	**752.60**	1,580.31
Club, sport & spa	**11,419.22**	14,375.38
Resort management	**5,114.66**	5,583.00
Events, conferences and other activities	**1,905.64**	3,610.93
Food and beverages	**16,905.36**	30,317.62
Wine and liquor	**3,213.58**	5,194.38
Others	**2,311.27**	5,038.88
Annual subscription fee	**29,303.94**	29,130.08
	162,062.58	223,199.44
Other operating revenue		
Interest income on installment sales	**7,727.35**	10,098.94
Miscellaneous income	**3,206.04**	3,888.29
	10,933.39	13,987.23
	172,995.97	237,186.67

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 41 - Other Income

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Interest Income on Financial Assets at Amortised Cost		
On deposits with bank	**1,809.97**	958.66
On other deposits # (Refer Note No. 56)	**2,786.50**	1,872.54
On others	**335.30**	210.08
Profit on sale of property, plant and equipment	**3.35**	67.72
Foreign exchange gain	**470.42**	22.10
Net gain arising on financial assets designated as at FVTPL	**247.32**	2,697.31
Gain due to change in lease arrangements	**4,402.17**	43.27
Others*	**1,675.37**	56.21
	11,730.40	5,927.89

Out of the total amount ₹ 2,269.02 lakhs pertains to Other Deposit Income with related parties (Previous year is ₹ 70.21 lakhs)

*includes ₹ 1,635.27 lakhs on account of Employee Subsidies received from Government by HCRO & its Group companies.

Note No. 42 - Employee Benefits Expense

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Salaries and wages, including bonus	**43,223.08**	49,017.04
Contribution to Provident and other funds	**4,346.54**	5,354.68
Equity-settled share-based payments	**127.99**	209.58
Staff welfare expenses	**2,520.18**	3,903.98
	50,217.79	58,485.28

Note No. 43 - Finance Costs

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Interest on Lease Liabilities	**6,316.52**	6,316.55
Interest on borrowings	**2,601.34**	2,264.41
Changes in obligation to acquire non-controlling interest	**(696.72)**	(633.55)
	8,221.14	7,947.41

Note No. 44 (a) - Cost of vacation ownership weeks

Particulars	Year ended March 31, 2021		Year ended March 31, 2020	
Vacation ownership weeks, vacation ownership weeks in villas including construction work in progress and cost of associated land:				
Opening stock	**51,637.15**		54,203.99	
Add: Purchases	**20,832.57**		34,816.17	
Less: Closing stock	**51,855.08**		51,637.15	
		20,614.64		37,383.01
		20,614.64		37,383.01

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 44 (b) - Other Expenses

Particulars	Year ended March 31, 2021		Year ended March 31, 2020	
Cost of food and beverages consumed				
Opening stock	**832.80**		801.95	
Add: Purchases	**6,824.55**		10,854.23	
Less: Closing stock	**757.91**		832.80	
		6,899.44		10,823.38
Operating supplies		**3,022.87**		4,991.20
Power & Fuel		**5,833.36**		7,789.83
Rent including lease rentals		**3,990.84**		5,571.78
Rates and taxes		**2,565.53**		1,869.33
Insurance		**790.78**		729.72
Repairs and maintenance				
Buildings and Resorts		**8,399.51**		8,920.85
Pland and equipment		**817.54**		933.83
Others		**3,339.43**		3,055.76
Advertisement		**146.24**		753.22
Sales promotion		**15,058.94**		22,510.84
Travelling and Conveyance		**1,632.34**		3,179.13
Commission and other customer offers		**5,075.50**		3,499.39
Provision for doubtful trade receivables/bad debts written off		**1.73**		299.77
Loss on foreign currency transactions		**1,958.89**		2,514.07
Auditor's remuneration and out-of-pocket expenses*				
For Statutory Audit		**320.41**		289.56
For Other services		**121.22**		106.38
For reimbursement of expenses		**1.25**		2.96
Directors' fees		**117.95**		45.29
Commission to non whole time directors		**174.00**		129.00
Legal and other professional costs		**3,654.62**		3,451.63
Communication		**770.00**		1,306.90
Software charges		**608.97**		658.66
Housekeeping & Laundry		**3,845.43**		5,131.13
Service charges		**4,241.58**		8,274.89
Bank charges		**849.83**		565.90
Corporate social responsibility expenditure (CSR) (Refer Note No. 52)		**301.45**		365.15
Loss on sale of property, plant and equipment		**122.68**		108.80
Miscellaneous expenses		**4,366.38**		6,577.19
		79,028.71		104,455.54

* Includes payments made to auditor's of subsidiary companies.

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 45 - Current Tax and Deferred Tax

(a) Income Tax recognised in profit or loss

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Current Tax:		
In respect of current year	**14.80**	2,534.04
Deferred Tax:		
In respect of current year origination and reversal of temporary differences	**1,633.08**	1,051.89
One time impact on Tax expense (Current and Deferred) due to change in tax rate	**-**	19,972.94
Total income tax expense	**1,647.88**	23,558.87

The Special Bench of the Income Tax Appellate Tribunal (ITAT) has, after considering the relevant facts pertaining to the Group, by its order dated May 26, 2010 upheld the contention of the Group that in the Group's case 60% of the membership fees should be considered chargeable to tax in the year of enrolment of a member whereas the balance 40% should be charged on pro rata basis over the period of membership. The Department's appeal against the said order is pending before Madras High Court. Consequently, the Group has continued to provide for income tax by computing income by applying the order of the ITAT.

The Group has been advised that after the introduction of Section 43CB with effect from April 1, 2017 the revenue from membership fees is chargeable as per ICDS IV. The Group is further advised that as per the said ICDS the revenue from membership fees is chargeable to tax by spreading the entire fees over the membership period. The Group has, accordingly, filed its Return of Income from Assessment Year 2017-18 as per ICDS and proposes to make a similar claim in the Return of Income for the Financial Year 2020-21. However in the books of accounts, the Group has continued to make its provision for tax on the basis of the order of the ITAT. If the tax liability is computed applying ICDS IV the liability for current tax and corresponding payment for advance tax will be significantly lower.

Due to the adoption of concessional tax rate, the Group has remeasured the carrying balance of MAT credit entitlement and accumulated deferred tax asset which has resulted in a one-time additional charge of ₹ 19,972.94 lakhs in books of accounts for the year ended March 31, 2020.

(b) Income tax recognised in other Comprehensive income

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Current/Deferred Tax		
Remeasurement of defined benefit obligations and freehold land revaluation	**3,591.31**	18.37
	3,591.31	18.37
Classification of income tax recognised in other comprehensive income		
Income taxes related to items that will not be reclassified to profit or loss	**(3,591.31)**	(18.37)
	(3,591.31)	(18.37)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 45 - Current Tax and Deferred Tax (Contd.)

(c) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Profit before tax	**247.44**	10,132.62
Income tax expense calculated at 25.168%	**62.28**	2,550.18
Effect of income that is exempt from taxation	**(3.43)**	(112.74)
Effect of expenses that is non-deductible in determining taxable profit	**125.49**	152.22
Effect of previous year losses on which DTA is recognised in current year	**(168.64)**	(24.41)
Effect of current year losses for which no DTA was recognised	**220.85**	135.20
Effect of change in tax rate	**-**	19,972.94
Difference in tax rate in foreign jurisdiction	**1,411.33**	885.48
Income tax expense recognised in statement of profit and loss	**1,647.88**	23,558.87

The tax rate used for the March 31, 2021 and March 31, 2020 reconciliations above is at the corporate tax rate plus surcharges and cess at applicable rate of 25.168 % for March 31, 2021 and March 31, 2020 payable by Group on taxable profits under Indian Income Tax Laws.

(i) Movement in deferred tax balances

Particulars	For the Year ended March 31, 2021						
	Opening Balance	Effect of Transition to IND AS 116	Change in tax Rate	Recognised in Profit and Loss	Recognised in OCI	Effect of change in Foreign Currency	Closing Balance
Tax effect of items constituting deferred tax liabilities							
Property, Plant and Equipment	(30,782.24)	-	-	(448.30)	3,586.26	(40.24)	(27,684.52)
Deferred Cost	(17,956.83)	-	-	243.34	-	-	(17,713.49)
Fair valuation of financial assets	(1,382.83)	-	-	(15.49)	-	-	(1,398.32)
Inventory	(1,066.64)	-	-	-	-	(35.78)	(1,102.42)
Other	(51.28)	-	-	67.16	-	(12.17)	3.71
Derivatives	(9.38)	-	-	-	-	(1.98)	(11.36)
	(51,249.20)	-	-	(153.29)	3,586.26	(90.17)	(47,906.40)
Tax effect of items constituting deferred tax assets							
Property, Plant and Equipment	173.19	-	-	-	-	-	173.19
Intangible Assets	21.47	-	-	168.54	-	4.03	194.04
Leases	3,926.84	-	-	905.99	-	114.38	4,947.21
Employee Benefits	308.00	-	-	(1.96)	5.05	-	311.09
Receivables / Revenue derecognition	1,472.53	-	-	-	-	27.75	1,500.28
Deferred Revenue	71,498.38	-	-	(5,917.50)	-	36.96	65,617.84
Provisions	41.78	-	-	5.94	-	-	47.72
Fair valuation of financial assets	10.67	-	-	(36.61)	-	-	(25.94)
Unabsorbed Depreciation	782.02	-	-	-	-	14.94	796.96
Unabsorbed Business Losses	717.20	-	-	3,507.54	-	6.72	4,231.46
Other	732.36	-	-	(111.73)	-	6.05	626.68
	79,684.44	-	-	(1,479.79)	5.05	210.83	78,420.53
Net Tax Assets/(Liabilities)	**28,435.24**	**-**	**-**	**(1,633.08)**	**3,591.31**	**120.66**	**30,514.13**

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 45 - Current Tax and Deferred Tax (Contd.)

Pursuant to the amendment in Finance Act 2021, during the current period, the group has changed the estimation relating to availment of indexation benefits under Section 48 of Income Tax Act, 1961. The impact of such change in estimate on the deferred tax liability has been given in the other comprehensive income amounting to ₹ 3,586.26 lakhs.

Particulars	For the Year ended March 31, 2020						
	Opening Balance	Effect of Transition to IND AS 116	Change in tax Rate	Recognised in Profit and Loss	Recognised in OCI	Effect of change in Foreign Currency	Closing Balance
Tax effect of items constituting deferred tax liabilities							
Property, Plant and Equipment	(32,705.91)	-	2,280.16	(283.10)	-	(73.39)	(30,782.24)
Deferred Cost	(24,698.64)	-	6,909.74	(167.93)	-	-	(17,956.83)
Fair valuation of financial assets	(1,098.95)	-	319.75	(603.63)	-	-	(1,382.83)
Intangible Assets	13.50	-	-	1.79	-	6.18	21.47
Inventory	(1,000.93)	-	-	-	-	(65.71)	(1,066.64)
Other	17.16	-	-	(44.96)	-	(23.48)	(51.28)
Derivatives	(5.75)	-	-	-	-	(3.63)	(9.38)
	(59,479.52)	-	9,509.65	(1,097.83)	-	(160.03)	(51,227.73)
Tax effect of items constituting deferred tax assets							
Property, Plant and Equipment	173.19	-	-	-	-	-	173.19
Leases	-	3,579.71	(218.18)	409.09	-	156.22	3,926.84
Employee Benefits	360.05	-	(100.73)	48.68	-	-	308.00
Receivables / Revenue derecognition	1,672.18	-	(250.62)	(0.00)	-	50.97	1,472.53
Deferred Revenue	95,292.70	-	(26,479.98)	2,623.04	-	62.62	71,498.38
MAT Credit Entitlement	2,197.00	-	-	(2,197.00)	-	-	-
Provisions	58.01	-	(16.23)	0.00	-	-	41.78
Fair valuation of financial assets	22.73	-	(6.97)	(5.09)	-	-	10.67
Unabsorbed Depreciation	754.59	-	-	-	-	27.43	782.02
Unabsorbed Business Losses	1,616.49	-	(212.88)	(719.12)	-	32.71	717.20
Other	826.22	-	-	(113.66)	-	19.80	732.36
	102,973.17	3,579.71	(27,285.59)	45.94	-	349.75	79,662.97
Net Tax Assets/(Liabilities)	43,493.65	3,579.71	(17,775.94)	(1,051.89)	-	189.72	28,435.24

*On September 20, 2019, the Government of India, vide the Taxation laws (Amendment) Ordinance 2019, inserted Section 115BAA in the Income Tax Act, 1961, which provides domestic Companies an option to pay Corporate Tax at reduced rate effective April 1, 2019 subject to certain conditions. During the previous year, the Company has decided to exercise the option of lower tax rate available under Section 115BAA of the Income Tax Act, 1961, as introduced by Taxation Laws (Amendment) Ordinance, 2019, with effect from FY 2019-2020. Accordingly, the Company has recognised the provision for income tax for year ended March 31, 2020 and remeasured the accumulated deferred tax asset at March 31, 2020 based on the rate prescribed under Section 115BAA. The resultant impact has been taken through the statement of profit and loss. The re-measurement of accumulated deferred tax has resulted in a one-time additional deferred tax asset remeasurement charge of ₹ 17,775.94 lakhs and current tax asset charge (MAT Credit Entitlement) of ₹ 2,197 lakhs in the books of accounts totalling the one time impact as ₹ 19,972.94 lakhs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 46 - Earnings per Share

Basic earnings per share

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Loss for the year after tax attributable to owner of the group	**(1,307.73)**	(13,205.90)
Weighted average number of equity shares (in lakhs)	**1,329.24**	1,329.04
Earnings per share - Basic in ₹ per Share	**(0.98)**	(9.94)

Diluted earnings per share

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Loss for the year after tax attributable to owner of the group	**(1,307.73)**	(13,205.90)
Weighted average number of equity shares (in lakhs)	**1,330.20**	1,330.11
Earnings per share - Diluted in ₹ per Share*	**(0.98)**	(9.94)

*Diluted EPS has not been calculated as it is Anti Dilutive.

The weighted average number of ordinary shares for the purpose of diluted earnings per share reconciles to the weighted average number of ordinary shares used in the calculation of basic earnings per share as follows:

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Weighted average number of equity shares used in the calculation of Basic EPS (in lakhs)	**1,329.24**	1,329.04
Add: Effect of ESOPs (in lakhs)	**0.96**	1.07
Weighted average number of equity shares used in the calculation of Diluted EPS (in lakhs)	**1,330.20**	1,330.11

Note No. 47 - Leases

Right of Use Asset

Particulars	As At March 31, 2021	As At March 31, 2020
Opening Balance	**139,079.24**	139,084.89
Additions	**5,515.41**	9,034.93
Deletions	**(770.61)**	(453.46)
Amortisation of ROU	**(16,285.04)**	(14,890.30)
Effect of foreign currency exchange differences	**5,626.20**	6,303.18
Closing Balance	**133,165.20**	139,079.24

Lease Liabilities

Particulars	As At March 31, 2021	As At March 31, 2020
Current	**25,606.42**	14,584.29
Non-Current	**129,138.29**	142,705.19
Closing Balance	**154,744.71**	157,289.48

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 47 - Leases (Contd.)

Maturity analysis - contractual undiscounted cash flows

Particulars	As At March 31, 2021	As At March 31, 2020
Less than one year	**31,631.75**	20,767.57
1 - 2 Year	**18,709.96**	18,269.49
2 - 3 Year	**17,056.76**	17,524.33
3 - 4 Year	**16,704.35**	16,295.48
4 - 5 Year	**13,812.68**	15,701.16
More than five years	**98,289.78**	116,279.72
Total undiscounted lease liabilities	**196,205.29**	204,837.75

Amounts Recognised in Statement of Profit and Loss

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Interest expense on lease liabilities	**6,316.52**	6,316.55
Amortisation of ROU	**16,285.04**	14,890.30
Expenses relating to short term leases	**3,990.84**	5,571.68
Total	**26,592.40**	26,778.53

Amounts Recognised in Statement of Cash Flows

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Total Cash outflow for Leases	**17,270.27**	19,362.57

During the year ended March 31, 2021, the Group has renegotiated with certain lessors on the rent reduction/ waiver due to COVID-19 pandemic which is short term in nature. Accordingly, the Group in the statement of profit and loss has recognised an amount of ₹ 4,320.99 lakhs for the year ended March 31, 2021, as part of Other Income.

Note No. 48 - Contingent liabilities and commitments

Contingent liabilities (to the extent not provided for)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) **Income Tax matters:**		
Claims against the Group not acknowledged as debt (for matters disputed by the Group)		
pertaining to Revenue Recognition (timing differences *) pending before the CIT(A)/ITAT (Group appeal)	**52,652.65**	52,652.65
interest included in the above till the date of order	**13,584.11**	13,584.11
pertaining to other matters (mainly timing differences *), pending before the CIT(A)/ITAT (Group appeal)	**5,153.63**	5,153.63
interest included in the above till the date of order	**1,086.96**	1,086.96
Matters decided in favor of the Group, (but under appeal by the Department)		
pertaining to Revenue Recognition (timing differences *) pending before the Madras High Court (Department appeal) excluding interest	**27,140.61**	27,140.61

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 48 - Contingent liabilities and commitments (Contd.)

Particulars	As at March 31, 2021	As at March 31, 2020
(b) Service Tax matters:		
claimed on interest on instalments and other items (inclusive of penalty where quantified in demand)*	**3,080.32**	3,367.53

* For matters pertaining to timing differences, if liability were to crystallize, there would be future tax benefits, except to the extent of tax rate differences and interest, if any.

Notes:

1) In respect of above matters, it is not practicable for the Group to estimate the closure of these issues and the consequential timing of cash flows if any.

   i) The Group has received show cause notices from service tax authorities of ₹ 21,991.33 lakhs (Previous year ₹ 21,991.33 lakhs). Group has filed its detailed reply and is confident that no payment is expected to be made for this notice.

   ii) The Group has accounted for service tax receivable of ₹ 728.36 lakhs in relation to the service tax paid on ASF and Membership fee invoices for contracts which have been cancelled post GST implementation.The Group has received an unfavorable order against the refund claim and has filed an appeal against the order.

2) The above amounts are based on demands raised, which the Group is contesting with the concerned authorities. Outflows, if any, arising out of these claims would depend on the outcome of the decision of the appellate authorities and the Group's rights for future appeals. No reimbursements are expected.

(c) Luxury Tax matters:

In respect of certain States, the Group has received demands for payment of luxury tax for member stay at resorts as summarised below:

Particulars	As at March 31, 2021	As at March 31, 2020
Demands raised (inclusive of penalty)	**6,895.37**	6,735.55

The Group has challenged the above demands before various appellate authorities / High Court, the outcome of which is pending. For all such matters, the Group has made cumulative provisions for ₹ 698.72 lakhs (Previous year ₹ 675.10 lakhs) on a best estimate basis.

(d) Other matters under appeal (Property related)

(i) The Government of Kerala through the Sub Collector, District of Devikulam issued an Order dated July 3, 2007 cancelling the assignment of land underlying the Munnar resort and directed repossession of land on the ground that it is agricultural land and cannot be used for commercial purposes. The Group had filed an appeal before the Commissioner of Land Revenue, Trivandrum against the said Order stating that the Patta issued does not specify that the land should be used only for agricultural purpose. The Commissioner of Land Revenue, Trivandrum vide his Order dated November 22, 2007 dismissed the appeal filed by the Group and cancelled the assignment of land underlying the Munnar Resort and further directed repossession of land on the ground that it is agricultural land and cannot be used for commercial purposes. The Group had filed a writ petition before the Kerala High Court against the said Order. The writ Petition has been disposed of by an Order dated May 21, 2019. Against the said Order, the Group has filed a Writ Appeal and by an order dated June 19, 2019, the Court granted an interim stay of all further proceedings. The matter is currently pending before Kerala HIgh Court.

(ii) With respect to certain claims of neighbouring property owners, the Group filed a suit in the Civil Court, Pune seeking inter-alia permanent injunction against them disturbing the possession of the Group's resort property at Lonavala, Maharashtra and obtained an interim stay. In another development, notwithstanding these proceedings, the neighbouring property owner obtained an order from the local Mamlatdar's Court for alleged access to his property through the resort property. The Group obtained a stay against the said order of the Mamlatdar. All matters with

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 48 - Contingent liabilities and commitments (Contd.)

respect to the neighbouring property owner are currently pending before the Civil Court, Pune. Further, on account of the cancellation of the Non-Agricultural land conversion order by the Collector, Pune on the basis of complaint made by the said neighbouring owner and subsequently confirmed by the Additional Divisional Commissioner, Pune, the Group has also filed another Civil Suit at Civil Court, Pune against State of Maharashtra and Others, inter alia, seeking declaration that the proceedings and Orders in respect of cancellation of the NA status of the land underlying the resort property at Lonavala are not enforceable and also sought other reliefs. Ad-interim stay has been granted against State of Maharashtra and the Collector, Pune not to give effect to the Orders of NA cancellation and the matter is pending for further hearing.

(e) Other matters

(i) The Group engaged a building contractor for construction of a resort. As the construction did not proceed as per agreed timelines the Group terminated the contract. The contractor has claimed ₹ 1,256.15 lakhs as damages for termination of the Contract. The Group has made a counter claim of ₹ 2,003.56 lakhs towards liquidated damages and other losses. The matter has been heard by the Arbitrator and is reserved for Orders.

(ii) With respect to member complaints pending before various consumer forum and other matters: Estimated amount of claims ₹ 489.85 lakhs (As at March 31, 2020: ₹ 466.98 lakhs). In additions, there are claims by some members for claiming certain reliefs which are not agreed by the Group. The financial impact of these claims is currently not ascertainable and not captured in above.

(f) Contingent liabilities with respect to Holiday Club Resorts Oy (HCRO) and its subsidiaries

(i) OP Corporate Bank Oyj ('Bank') provides financing to customers of HCRO for purchase of Villas/ Timeshare inventory. In selected cases (approx. 15.31 million Euros) (₹ 13,190.22 lakhs), if there is a breach by customer on meeting its obligations to the Bank, the Bank has a right to return the underlying villa/ timeshare inventory to HCRO at agreed rates. The historical experience of such returns is insignificant.

(ii) Danske Bank ('Bank') provides financing to customers of HCRO for purchase of Villas/ Timeshare inventory. In selected cases (approx. 0.67 million Euros) (₹ 578.92 lakhs), if there is a breach by customer on meeting its obligations to the Bank, the Bank has a right to return the underlying villa/ timeshare inventory to HCRO at agreed rates. The historical experience of such returns is insignificant.

(iii) HCRO has given completion commitments to Fennia and in relation to the land areas sold to Fennia. If the completion commitments are not met, Fennia has the right to cancel the deal. HCRO has guaranteed the land lease payments until apartments have been built on the plots.

(iv) HCRO has committed to purchase back the shares of the company named Kiinteistö Oy Iso-Ylläksentie 42 from the mutual insurance company Ilmarinen no later than March 31, 2022. The buyback price on March 31, 2022 has been agreed to be Euro 4.75 million (₹ 4,091.18 lakhs) (Previous Year Euro 4.75 million - ₹ 3,948.68 lakhs)

Related to the above-mentioned agreement, HCRO sold the business operations of Ylläs Saaga to Lapland Hotels Oy in October 2014. The lessor, mutual insurance company Ilmarinen, required that HCRO stays in joint liability for fulfillment of the obligations of rental and buyback agreements. If the lessor makes claims towards HCRO due to this obligation, has HCRO a retroactive right of recourse from Lapland Hotels Oy and its parent company North European Invest Oy.

(v) During the Holiday Club Sweden AB asset deal the commitment given by Holiday Club Sport and Spa Hotels AB to purchase a multi-purpose arena from Åre Kongress AB in 2023, if Åre Kongress AB has not sold the arena before that, transferred to Holiday Club Sport and Spa Hotels AB. HCRO and Holiday Club Sport and Spa Hotels AB are jointly responsible for the sales price of the arena (1.6 million euros - ₹ 1,346.00 lakhs) (Previous Year 1.4 million euros - ₹ 1,202.46 lakhs) towards Åre Kongress AB.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 48 - Contingent liabilities and commitments (Contd.)

(vi) Holiday Club Canarias Sales and Marketing SL has received claims from timeshare customers arguing that the contracts are null and void. The total amount of received claims is 6.2 million euros (₹ 5,340.06 lakhs) (Previous Year 5.7 million euros - ₹ 4,738.41 lakhs). Claims are related to different interpretations of changing timeshare legislations in Spain. The company has received 134 claims, out of which 80 have a ruling from first instance courts and 21 also have a ruling from second instance courts, for the amount of 1.9 million euros. The amount to pay for rulings can be money received by the company minus the enjoyment of the weeks or bigger amount. All the rulings been appealed and are expected to get the favourable outcome for the contracts signed after June 2012, which constitute the majority. Based on these rulings the company has made an accrual that is estimated to cover possible future liabilities.

(g) Capital Commitments

Particulars	As at March 31, 2021	As at March 31, 2020
Estimated amount of contracts remaining to be executed on Property, Plant & Equipment and not provided for (net of advances)	**4,236.93**	4,628.56

(h) Employees' Provident Funds and Miscellaneous Provisions Act, 1952 : In February 2019, the Supreme Court of India in its judgement clarified the applicability of allowances that should be considered to measure obligations under Employees Provident Fund Act, 1952. The Group has been legally advised that there are interpretative challenges on the application of judgement retrospectively and as such does not consider there is any probable obligation for past periods. Accordingly, based on legal advice the Group had made a provision for provident fund contribution from the date of the Supreme Court order.

Note No. 49 - Employee benefits

(a) Defined Contribution Plan

The Group's contribution to Provident Fund and Superannuation Fund aggregating ₹ 1,158.24 lakhs (2020: ₹ 1,327.12 lakhs) has been recognised in the Statement of Profit and Loss under the head Employee Benefits Expense.

(b) Defined Benefit Plans (Gratuity)

The Company has a funded Gratuity Scheme for its employees and gratuity liability has been provided based on the actuarial valuation done at the year end. The Gratuity scheme of the Company is funded with the Life Insurance Corporation of India.

Defined benefit plans – as per actuarial valuation on March 31, 2021 and March 31, 2020:

	Particulars	Funded Plan		Unfunded Plan	
		Gratuity		Gratuity	
		2021	2020	**2021**	2020
Ia.	**Expense recognised in the Statement of Profit and Loss for the year ended March 31:**				
	Current service cost	**164.62**	146.51	**1.54**	-
	Net Interest cost	**3.97**	6.46	**-**	-
	Components of defined benefit costs recognised in profit & loss	**168.59**	152.97	**1.54**	-
Ib.	**Included in other Comprehensive Income:**				
	Difference between actual and expected return on plan assets	**14.52**	6.77	**-**	-
	Actuarial (Gain)/Loss on account of :				
	Demographic Assumptions	**6.04**	(0.02)	**-**	-
	Financial Assumptions	**14.03**	38.29	**-**	-
	Experience Adjustments	**(14.51)**	27.94	**-**	-
	Components of defined benefit costs recognised in other comprehensive income	**20.08**	72.98	**-**	-

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 49 - Employee benefits (Contd.)

	Particulars	Funded Plan		Unfunded Plan	
		Gratuity		Gratuity	
		2021	2020	**2021**	2020
I.	**Net Liability recognised in the Balance Sheet as at March 31:**				
	Present value of defined benefit obligation as at March 31	**1,020.04**	882.21	**1.54**	-
	Fair value of plan assets as at March 31	**763.03**	805.03	**-**	-
	Deficit	**(257.01)**	(77.18)	**(1.54)**	-
II.	**Change in the obligation during the year ended March 31:**				
	Present value of defined benefit obligation at the beginning of the year	**882.21**	723.74	**-**	-
	Expenses Recognised in the Statement of Profit and Loss				
	- Current Service Cost	**164.62**	146.51	**1.54**	-
	- Interest Expense	**45.40**	47.87	**-**	-
	Recognised in Other Comprehensive Income				
	Actuarial Gain/(Loss) arising from:				
	Change in Demographic Assumptions	**6.04**	(0.02)	**-**	-
	Financial Assumptions	**14.03**	38.29	**-**	-
	Experience Adjustments	**(14.51)**	27.94	**-**	-
	Benefit payments	**(77.75)**	(102.12)	**-**	-
	Present value of defined benefit obligation at the end of the year	**1,020.04**	882.21	**1.54**	-
III.	**Change in fair value of assets during the year ended March 31:**				
	Fair value of plan assets at the beginning of the year	**805.03**	626.02	**-**	-
	Expenses Recognised in the Statement of Profit and Loss				
	Expected return on plan assets	**41.41**	41.40	**-**	-
	Recognised in Other Comprehensive Income				
	Remeasurement gains / (losses)				
	Difference between actual and expected return on plan assets	**(14.52)**	(6.77)	**-**	-
	Contributions by employer (including benefit payments recoverable)	**8.86**	246.50	**-**	-
	Benefit payments	**(77.75)**	(102.12)	**-**	-
	Fair value of plan assets at the end of the year	**763.03**	805.03	**-**	-
IV.	**Major categories of plan assets :**				
	Deposits with Insurance companies	**763.03**	805.03	**-**	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 49 - Employee benefits (Contd.)

The significant actuarial assumptions (estimated for adequate coverage of the obligation on a prudent basis), are as under:

Particulars	Valuation as at	
	March 31, 2021	March 31, 2020
Discount rate(s)	**4.70% - 5.18%**	5.15%
Expected rate(s) of salary increase	**5.00%**	5.00%
Expected rate of return on plan assets	**4.70%**	5.15%
Attrition	**17%-56%**	25%-45%
Mortality table	**IALM 2012-14 IALM 2006-08**	IALM 2012-2014

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

Principal assumption	Financial Year	Changes in assumption	Impact on defined benefit obligation	
			Decrease in assumption	Increase in assumption
Discount rate	**2020-2021**	0.50%	19.09	(19.79)
	2019-2020	0.50%	13.60	(14.01)
Salary growth rate	**2020-2021**	0.50%	(19.64)	19.13
	2019-2020	0.50%	(13.96)	13.68
Attrition rate	**2020-2021**	0.50%	47.08	(67.01)
	2019-2020	0.50%	49.65	(66.19)
Mortality rate	**2020-2021**	0.50%	(0.02)	0.02
	2019-2020	0.50%	(0.04)	0.04

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 analyses did not change compared to previous period.

The Group expects to contribute ₹ 409.79 lakhs (Previous Year ₹ 215.17 lakhs) to the gratuity trust during the next financial year of 2021-22.

V Maturity profile of defined benefit obligation:

Particulars	2021	2020
Within 1 year	**243.11**	258.27
1 - 2 year	**220.13**	200.25
2 - 3 year	**178.19**	167.65
3 - 4 year	**133.98**	126.41
4 - 5 year	**99.73**	86.98
> 5 years	**259.57**	172.98

Plan Assets.

The fair value of Group's pension plan asset as of March 31, 2021 and March 31, 2020 by category are as follows:

Particulars	2021	2020
Asset category:		
Contributions placed with Insurance companies	**763.03**	805.03
	100%	100%

The weighted average duration of the defined benefit obligation as at March 31, 2021 is 3 years (2020: 3 years)

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 49 - Employee benefits (Contd.)

VI. Experience Adjustments:

Particulars	Period Ended				
	2021	2020	2019	2018	2017
	Gratuity				
Defined Benefit Obligation	**1,021.58**	882.21	723.74	626.49	464.85
Fair value of plan assets	**763.03**	805.03	626.02	543.88	448.91
Surplus/(Deficit)	**(258.55)**	(77.18)	(97.72)	(82.61)	(15.94)
Experience adjustment on plan liabilities [(Gain)/Loss]	**5.56**	(66.21)	(8.50)	(77.78)	(27.54)
Experience adjustment on plan assets [Gain/(Loss)]	**(14.52)**	(6.77)	(4.83)	(31.66)	23.05

The expected rate of return on plan assets is based on the average long term rate of return expected on investments of the fund during the estimated term of obligation.

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

(c) Defined Benefit Plans (Compensated absences)

The amount recognized as an expense in respect of Compensated absences is ₹ 188.73 lakhs (Previous Year: ₹ 370.56 lakhs).

Note No. 50 - Financial Instruments

Capital management

The Group's key objective in managing its financial structure is to maximize value for shareholders, reduce cost of capital, while at the same time ensuring that the Group has the financial flexibility required to continue its expansion. Debt comprises of current borrowings, non-current borrowings and current maturities of long term borrowings. Lease liability is not considered as debt.

Particulars	March 31, 2021	March 31, 2020
Debt (Excluding Lease Liability under IND AS 116)	**93,932.59**	86,156.73
Less: Cash and cash equivalents	**7,933.02**	8,577.01
Less: Investments and Other deposits	**96,208.48**	79,757.70
Net Debt	**(10,208.91)**	(2,177.98)

The Group manages capital risk in order to maximize shareholders' profit by maintaining sound/optimal capital structure through monitoring of financial ratios, such as debt-to-equity ratio and net borrowings-to-equity ratio. Current Investments and Other deposits also have been reduced from Debt for management monitoring purposes.

The Group is not subject to externally enforced capital regulation.

Debt-to-equity ratio is as follows:

Particulars	March 31, 2021	March 31, 2020
Debt (A)	**(10,208.91)**	(2,177.98)
Equity (B)	**8,467.96**	4,630.79
Debt Ratio (A / B)	**(1.21)**	(0.47)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 50 - Financial Instruments (Contd.)

Categories of financial assets and financial liabilities

As at March 31, 2021

Particulars	Amortised Costs	FVTPL	FVOCI	Total
Non-current Assets				
Investments	-	1,552.98	-	1,552.98
Trade Receivables	29,647.83	-	-	29,647.83
Loans	4,401.34	-	-	4,401.34
Other Financial Assets				
- Non Derivative Financial Assets	6,112.88	-	-	6,112.88
Current Assets				
Investments	-	5,942.51		5,942.51
Trade Receivables	96,585.86	-	-	96,585.86
Cash & cash equivalents	7,933.02	-	-	7,933.02
Other Bank Balances	32,322.99	-	-	32,322.99
Loans	38.66	-	-	38.66
Other Financial Assets				
- Non Derivative Financial Assets	52,699.69	-	-	52,699.69
Non-current Liabilities				
Borrowings - Lease Liabilities	129,138.29	-	-	129,138.29
Borrowings	80,706.88	-	-	80,706.88
Other Financial Liabilities				
- Non Derivative Financial Liabilities	3,694.28	-	-	3,694.28
Current Liabilities				
Lease Liabilities	25,606.42	-	-	25,606.42
Trade Payables	30,810.34	-	-	30,810.34
Other Financial Liabilities				
- Non Derivative Financial Liabilities	26,352.92	-	-	26,352.92
- Derivatives (Interest rate swaps)	-	-	-	-
- Obligation to acquire non controlling interest	-	-	-	-

As at March 31, 2020

Particulars	Amortised Costs	FVTPL	FVOCI	Total
Non-current Assets				
Investments	-	1,157.79	-	1,157.79
Trade Receivables	49,905.78	-	-	49,905.78
Loans	4,426.14	-	-	4,426.14
Other Financial Assets				
- Non Derivative Financial Assets	7,500.00	-	-	7,500.00
Current Assets				
Investments	-	39,294.82		39,294.82
Trade Receivables	124,498.59	-	-	124,498.59
Cash & cash equivalents	8,577.01	-	-	8,577.01
Other Bank Balances	19,441.32	-	-	19,441.32
Loans	25.13	-	-	25.13
Other Financial Assets				
- Non Derivative Financial Assets	14,182.96	-	-	14,182.96
Non-current Liabilities				
Borrowings - Lease Liabilities	142,705.19	-	-	142,705.19
Borrowings	32,667.65	-	-	32,667.65
Other Financial Liabilities				
- Non Derivative Financial Liabilities	3,509.03	-	-	3,509.03
Current Liabilities				
Lease Liabilities	14,584.29	-	-	14,584.29
Trade Payables	30,872.52	-	-	30,872.52
Other Financial Liabilities				
- Non Derivative Financial Liabilities	64,877.91	-	-	64,877.91
- Derivatives (Interest rate swaps)	-	151.98	-	151.98
- Obligation to acquire non controlling interest	-	1,181.28	-	1,181.28

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 50 - Financial Instruments (Contd.)

Financial Risk Management Framework

The Group has a robust business risk management process to identify, evaluate and mitigate risks impacting business including those which may threaten the existence of the Group. This framework seeks to create transparency, minimise adverse impact on the business objectives and enhance the Group's competitive advantage. This also defines the risk management approach across the enterprise at various levels including documentation and reporting. Risk management forms an integral part of the Group's Business Plan. The Group has adequate internal processes to assess, monitor and manage financial risks. These risks include credit risk, liquidity risk and market risk.

Risk	Exposure primarily from	Measurement	Management
Credit risk	Trade receivables	Ageing analysis, Credit assessment	Assessment of customer credit worthiness at inception and through the credit period
Liquidity risk	Capital commitments	Cash flow forecast	Availability of committed credit lines and borrowing facilities
Market risk - Interest rate risk	Borrowings with variable interest rates	Sensitivity analysis	Interest rate swaps

(i) Credit risk management

A significant portion of the Group's sales of Vacation Ownerships 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 Group 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 Group. The member is not allowed to use the benefits of membership untill the overdue amount is regularised or fully paid in that relevant period. The Group 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 longest overdue of that member, for example, if a member has one instalment overdue for say 12 months, the entire receivable of the member is aggregated into that ageing bucket and the credit loss allowance is determined after taking into account the credits against the member under "Contract liability- Deferred Revenue - Vacation ownership fee" (refer note no. 33 and 38).

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 Group is as under:

Particulars	March 31, 2021	March 31, 2020
Carrying value of receivables (refer note no. 9 and 19)*	**126,233.69**	174,404.37
Credit loss allowance	**880.91**	1,025.94
Loss allowance (%)	**0.70%**	0.59%

* Given that the Group is deferring recognition of revenue at inception, as explained above the risk of credit loss is reduced and the member is allowed to avail the benefits of membership only when all the overdue amount is regularised or fully paid in that relevant period. The amounts deferred at inception and the credit loss allowance are adjusted from the carrying value of receivables (refer note no. 9 and 19) in the same proportion, except in cases where the allowance is directly attributable to a particular contract.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 50 - Financial Instruments (Contd.)

Reconciliation of credit loss allowance adjusted from Trade Receivables

Particulars	Amount in ₹ in Lakhs
Balance as at March 31, 2020	1,025.94
Allowance for credit loss recognised during the year	57.73
Amounts written off during the year	(202.76)
Balance as at March 31, 2021	**880.91**
Balance as at March 31, 2019	919.23
Allowance for credit loss recognised during the year	349.19
Amounts written off during the year	(242.48)
Balance as at March 31, 2020	1,025.94

(i) Liquidity risk management

The Group manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Maturities of financial liabilities

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities (predominantly trade payables, retention payables, etc) with agreed repayment periods. The amount disclosed in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

Particulars	Less than 1 Year	1-3 Years	3-5 Years	5 years and above
Non-derivative financial liabilities as at March 31, 2021				
Borrowings*	13,225.71	76,669.38	4,037.50	-
Lease Liabilities	31,631.75	35,766.72	30,517.03	98,289.78
Trade Payables	30,810.34	-	-	-
Other Financial Liabilities	13,127.21	3,694.28	-	-
Total	**88,795.01**	**116,130.38**	**34,554.53**	**98,289.78**
Non-derivative financial liabilities as at March 31, 2020				
Borrowings*	-	26,422.45	5,187.44	1,057.76
Lease Liabilities	20,767.57	35,793.82	31,996.64	116,279.72
Trade Payables	30,872.52	-	-	-
Other Financial Liabilities	-	3,509.03	-	-
Total	51,640.09	65,725.30	37,184.08	117,337.48

*In addition to the principal repayments, Group will also have to pay interest as per respective applicable rates. Refer Note No. 30.

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 50 - Financial Instruments (Contd.)

Financing arrangements

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

Particulars	March 31, 2021	March 31, 2020
Cash credit		
- Expiring within one year	**6,000**	6,000
Secured Bank Overdraft facility		
- Expiring beyond one year	**5,588**	5,364
	11,588	11,364

(ii) Market risk management

The Group's market risk comprises of its foreign currency exposure and interest rate fluctuations.

Currency Risk

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Group's exposure to currency risk relates primarily to the Group's investing activities when transactions are denominated in a different currency from the Group's functional currency.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows (before consolidation adjustments):

Particulars	Currency	in ₹ Lakhs	
		March 31, 2021	March 31, 2020
Receivables	MYR	**843.55**	772.21
	EUR	**47,219.40**	42,372.54
	AED	**735.97**	1,555.17
	THB	**1,166.05**	1,087.41
	USD	**5.48**	-
	SGD	**65.52**	-
	SEK	**1,188.28**	1,719.00
Loans payable (including interest)	THB	**4,187.16**	3,840.68
	EUR**	**64,385.47**	61,392.98
	SEK	**5,580.88**	2,792.51
Payables	MYR	**775.50**	777.16
	EUR	**44,203.25**	38,809.06
	AED	**598.15**	1,909.11
	THB	**1,086.87**	1,005.68
	BTN	**-**	37.35
	LKR	**-**	0.84
	SGD	**-**	77.97
	SEK	**373.99**	339.67
	USD	**-**	419.34

Of the above foreign currency exposures, none of the exposures are hedged by a derivative. These foreign currency exposures are denominated in currencies that are not very volatile. Hence, the Group is not exposed to major currency risks.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 50 - Financial Instruments (Contd.)

Foreign Currency Sensitivity

The Group is exposed to the following currency risks - AED, THB, MYR, USD, SEK, BTN, LKR, SGD and EUR - and the following table demonstrates the sensitivity.

Particulars	Currency	Change in rate	Impact on profit before tax
March 31, 2021	**MYR**	**+10%**	**6.81**
	MYR	**-10%**	**(6.81)**
	EUR	**+10%**	**(6,136.93)**
	EUR	**-10%**	**6,136.93**
	AED	**+10%**	**13.78**
	AED	**-10%**	**(13.78)**
	THB	**+10%**	**(410.80)**
	THB	**-10%**	**410.80**
	SGD	**+10%**	**6.55**
	SGD	**-10%**	**(6.55)**
	SEK	**+10%**	**(476.66)**
	SEK	**-10%**	**476.66**
	USD	**+10%**	**0.55**
	USD	**-10%**	**(0.55)**
March 31, 2020	MYR	+10%	(0.50)
	MYR	-10%	0.50
	EUR	+10%	(5,782.95)
	EUR	-10%	5,782.95
	AED	+10%	(35.39)
	AED	-10%	35.39
	THB	+10%	(375.90)
	THB	-10%	375.90
	BTN	+10%	(3.73)
	BTN	-10%	3.73
	LKR	+10%	(0.08)
	LKR	-10%	0.08
	SGD	+10%	(7.80)
	SGD	-10%	7.80
	SEK	+10%	(141.32)
	SEK	-10%	141.32
	USD	+10%	(41.93)
	USD	-10%	41.93

** Euro denominated borrowings of ₹ 35,991.59 lakhs (Previous Year : ₹ 27,440.54 lakhs) are considered as hedging instrument for Net investment in foreign operation. Gain/loss on net borrowing (to the extent of effective portion of hedge) is recognised in Other comprehensive income. Refer Note No. 60.

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 50 - Financial Instruments (Contd.)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

Interest rate sensitivity

The sensitivity analyses below have been determined based on exposure to interest rate for both derivative and non-derivative instruments at the end of reporting period. The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Currency	Increase / decrease in basis points	Effect on profit before tax
March 31, 2021	EUR	**+100**	(866.19)
	₹	**+100**	(29.25)
	THB	**+100**	(41.83)
	EUR	**-100**	866.19
	₹	**-100**	29.25
	THB	**-100**	41.83
March 31, 2020	EUR	+100	(778.80)
	₹	+100	(42.25)
	THB	+100	(38.35)
	EUR	-100	778.80
	₹	-100	42.25
	THB	-100	38.35

For a few borrowings, the Group has entered into interest rate swap agreements to swap its floating interest rates to fixed interest rates. The said derivatives are marked to market at the end of each reporting period and the resultant gain/loss recognized in the statement of profit and loss.

Note No. 51 - Fair Value Measurement

Fair Valuation Techniques and Inputs used - recurring Items

Financial assets/ financial liabilities measured at Fair value*	Fair value as at		Fair value hierarchy	Valuation technique(s) and key input(s)
	March 31, 2021	March 31, 2020		
Financial assets				
Investments				
Mutual fund investments	**5,942.51**	39,294.82	Level 1	Refer note 1
Equity and preference	**1,552.98**	1,157.79	Level 3	Refer note 2
Total financial assets	**7,495.49**	40,452.61		
Financial liabilities				
Derivative instruments- Interest rate swaps	**-**	151.98	Level 2	Refer note 3
Obligation to acquire non controlling interest	**-**	1,181.28	Level 3	Refer note 4
Total financial liabilities	**-**	1,333.26		

Note 1: Fair value determined using NAV

Note 2: Fair value determined using discounted cash flow method

Note 3: Fair value is determined using the present value of future expected payments and Option pricing model i.e., "Monte Carlo Simulation" as applicable.

Note 4: Fair value is determined using the present value of the estimated future cash flows based on observable yield curves.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 51 - Fair Value Measurement (Contd.)

Reconciliation of Level 3 fair values

Particulars	Equity & Preference	Obligation to acquire non controlling interest
Balance as at April 1, 2020	1,157.79	1,181.28
Additions	-	-
Deletions	-	-
Changes during the year	395.19	(1,181.28)
Balance as at March 31, 2021	**1,552.98**	**-**

* Fair value of financial assets and financial liabilities (that are measured at amortised cost) closely approximate their carrying value.

Note No. 52 - Expenditure on Corporate Social Responsibility

As per Section 135 of the Companies Act 2013, the Company needs to spend 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The Company has incurred CSR expenditure on activities specified in Schedule VII of the Companies Act, 2013.

Gross amount required to be spent by the Company during the year is ₹ 296 lakhs (Previous Year : ₹ 365 lakhs)

Particulars	Paid	Yet to be paid	Total
(i) Construction/Acquisition of any asset	-	-	-
(ii) On purposes other than (i) above	301.45	-	301.45

Note No. 53 - Capital work-in-progress (CWIP) and expenditure during construction pending allocation included therein:

Particulars	As at March 31, 2021	As at March 31, 2020
Balance as at beginning of the year	**24,256.06**	22,324.55
Additions during the current year to CWIP	**10,021.72**	10,975.30
Capitalization/(Deletions) during the current year from CWIP	**(22,821.22)**	(9,043.79)
Balance as at end of the year	**11,456.56**	24,256.06

Expenditure during construction pending allocation included in (CWIP) above:

Particulars	As at March 31, 2021	As at March 31, 2020
Salaries, Wages & Bonus	**596.65**	2,123.13
Staff welfare Expenses	**13.43**	44.05
Power & Fuel	**15.85**	36.17
Rent	**11.68**	30.66
Rates & Taxes	**0.96**	0.48
Repairs-Others	**13.77**	16.40
Travelling	**72.83**	133.02
Consultancy Charges	**163.50**	181.19
Miscellaneous	**262.07**	146.66
	1,150.74	2,711.76

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 54 - Specified Bank Notes (SBN)

The disclosures regarding details of specified bank notes held and transacted during November 8, 2016 to December 30, 2016 has not been made in these financial statements since the requirement does not pertain to financial year ended March 31, 2021.

Note No. 55 - Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors. The Group has identified the following segments as reporting segments based on the information reviewed by CODM:

- Mahindra Holidays & Resorts India Limited (MHRIL)
- Holiday Club Resorts OY (HCRO)

Particulars	**Year ended March 31, 2021**	Year ended March 31, 2020
Segment Revenue:		
- MHRIL	**91,235.97**	104,752.68
- HCRO	**93,079.62**	138,163.01
Total Segment Revenue	**184,315.59**	242,915.69
- Other unallocable revenue	**410.78**	198.87
Segment Total Income	**184,726.37**	243,114.56
Segment Results:		
- MHRIL profit before tax	**16,251.61**	12,021.63
- HCRO profit before tax	**(12,886.19)**	1,546.17
Total Segment results	**3,365.42**	13,567.80
- Other unallocable expenditure net of unallocable income	**(3,117.98)**	(3,435.18)
Total Segment results	**247.44**	10,132.62
Segment Assets		
- MHRIL	**620,253.76**	653,220.05
- HCRO	**231,609.30**	234,293.86
Total Segment Assets	**851,863.06**	887,513.91
- Unallocated corporate assets	**285.14**	1,064.71
Total Assets	**852,148.20**	888,578.62
Segment Liabilities		
- MHRIL	**584,802.21**	633,245.52
- HCRO	**193,797.53**	188,224.14
Total Segment liabilities	**778,599.74**	821,469.66
- Unallocated corporate liabilities	**64,465.35**	61,545.79
Total liabilities	**843,065.09**	883,015.45

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 56 - Related party transactions

Particulars		March 31, 2021	March 31, 2020
Transactions during the year:	**Holding Company:**		
Sale of services	Mahindra & Mahindra Ltd.	**28.46**	17.22
Purchases of PPE	Mahindra & Mahindra Ltd.	**37.89**	42.17
Purchase of services	Mahindra & Mahindra Ltd.	**583.72**	612.61
	Fellow Subsidiaries / Associate		
Sale of services	Mahindra Intertrade Ltd.	**1.13**	1.26
	Mahindra Lifespace Developers Ltd.	**10.84**	14.12
	Mahindra Rural Housing Finance Ltd.	**-**	0.08
	Bristlecone India Ltd.	**0.40**	-
	Tech Mahindra Ltd.	**2.87**	-
Interest Income	Mahindra Rural Housing Finance Ltd.	**1,239.08**	56.88
	Mahindra & Mahindra Financial Services Ltd.	**1,029.94**	13.33
Purchase of PPE	Mahindra Retail Pvt. Ltd.	**-**	255.35
	Mahindra Engineering & Chemical Products Ltd.	**202.71**	-
Purchase of services	Mahindra Integrated Business Solutions Pvt. Ltd.	**374.11**	294.78
	Mahindra Engineering & Chemical Products Ltd.	**107.88**	-
	Mahindra Logistics Ltd.	**0.14**	-
	Mahindra Retail Pvt. Ltd.	**-**	59.25
	Bristlecone India Ltd..	**124.07**	243.75
	Tech Mahindra Ltd.	**137.80**	260.90
Other Entity:	**Directors Interest**		
Purchase of services	Grassroutes Journeys Pvt. Ltd.	**-**	0.61
	Fifth Gear Ventures Ltd.	**16.06**	-
	Nowigence India Pvt. Ltd.	**7.80**	7.80
Managerial Remuneration :	**Key Management Personnel**		
	Mr. Kavinder Singh	**475.28**	464.67
	Mrs. Akhila Balachandar	**140.17**	132.82
	Mr. Dhanraj Mulki	**86.38**	72.09
	Director's Sitting Fees	**48.80**	39.70
	Commission to non whole time directors	**174.00**	129.00
Investment in Inter Corporate Deposits	**Fellow Subsidiaries / Associate**		
	Mahindra Rural Housing Finance Ltd.	**14,000.00**	6,500.00
	Mahindra & Mahindra Financial Services Ltd.	**19,500.00**	1,590.00
Redemption of Inter Corporate Deposits	Mahindra & Mahindra Financial Services Ltd.	**1,590.00**	-

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 56 - Related party transactions (Contd.)

Particulars		March 31, 2021	March 31, 2020
Balances as at:	**Holding company**		
Outstanding: Payable	Mahindra & Mahindra Ltd.	**443.38**	335.98
Outstanding: Receivable	Mahindra & Mahindra Ltd.	**12.00**	3.67
	Fellow Subsidiaries/ Associate/ Others		
Outstanding: Payable	Mahindra Retail Pvt. Ltd.	**-**	69.11
	Tech Mahindra Ltd.	**32.03**	160.89
	Bristlecone India Ltd.	**10.85**	-
	Mahindra Engineering & Chemical Products Ltd.	**27.35**	-
	Nowigence India Pvt. Ltd.	**0.65**	-
	Mahindra Logistics Ltd.	**0.05**	-
	Mahindra Integrated Business Solutions Pvt. Ltd.	**68.94**	53.09
Outstanding: Receivable	Mahindra Lifespace Developers Ltd.	**9.86**	8.95
	Tech Mahindra Ltd.	**0.21**	-
Other Deposits (Including accrued interest)	Mahindra & Mahindra Financial Services Ltd.	**20,360.00**	1,602.00
	Mahindra Rural Housing Finance Ltd.	**21,233.49**	6,551.18

Note No. 57 (a) - Investments in associate

Particulars	**No. of equity shares held**	**% of holding**	**Original cost of investment**	**Amount of goodwill/ capital reserve in original cost**	**Carrying amount of investments**
Kiinteistö Oy Seniori-Saimaa	950,000	31.00%	712.22	-	133.50

Investment in associate previous year

Particulars	No. of equity shares held	% of holding	Original cost of investment	Amount of goodwill/ capital reserve in original cost	Carrying amount of investments
Kiinteistö Oy Seniori-Saimaa	950,000	31.00%	712.22	-	128.85

Summarised financial information in respect of each of the Group's associate is set out below. The summarised financial information below represents amounts shown in the associate financial statements.

Particulars - Koy Seniori Saimaa	March 31, 2021	March 31, 2020
Current assets	**80.17**	60.77
Non-current assets	**1,314.37**	1,268.59
Current liabilities	**104.53**	98.26
Revenue	**-**	-
Profit or loss from continuing operations	**-**	-
Profit/(Loss) for the year	**-**	-
Other comprehensive income for the year	**-**	-
Total comprehensive income for the year	**-**	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 57 (b) - Investments in joint venture

Particulars	No. of equity shares held	% of holding	Original cost of investment	Carrying amount of investments
Tropiikin Rantasauna Oy	50	50.00%	43.28	59.96

Investment in joint venture in previous year

Particulars	No. of equity shares held	% of holding	Original cost of investment	Carrying amount of investments
Tropiikin Rantasauna Oy	50	50.00%	43.28	54.03

Summarised financial information in respect of the Group's joint venture is set out below. The summarised financial information below represents amounts shown in the joint venture financial statements.

Particulars - Tropiikin Rantasauna Oy	March 31, 2021	March 31, 2020
Current assets	**8.19**	9.46
Non-current assets	**141.24**	146.38
Current liabilities	**10.14**	2.06
Non-current liabilities	**21.53**	45.72
Revenue	**29.16**	26.03
Profit/(Loss) for the period	**5.81**	3.29
Other comprehensive income for the period	**-**	-
Total comprehensive income for the period	**5.81**	3.29

Note No. 58 - Changes in liabilities arising from financing activities

Particulars	As at March 31, 2020	Cash Flow from financing activities		Forex Movement	As at March 31, 2021
		Additions	Repayment		
Non current borrowings (including current maturities of non current debt and interest)	86,156.73	67,954.39	(62,904.76)	2,726.23	**93,932.59**
Current borrowings	-	79.98	(79.98)	-	**-**
Total	86,156.73	68,034.37	(62,984.74)	2,726.23	**93,932.59**

Particulars	As at March 31, 2019	Cash Flow from financing activities		Forex Movement	As at March 31, 2020
		Additions	Repayment		
Non current borrowings (including current maturities of non current debt)	81,265.00	24,446.03	(24,913.04)	5,358.74	86,156.73
Current borrowings	1,772.41	1,529.20	(3,301.61)	-	-
Total	83,037.41	25,975.23	(28,214.65)	5,358.74	86,156.73

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 59 - Revenue from Contracts with customers

a) Disaggregation of revenue from contracts with customers

The Group derives revenue from the sale of vacation ownership and provide holiday facilities to members over time and at a point in time as under :

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Revenue from contracts with customers		
Over time (A)		
Revenue from sale of Vacation ownership	**34,507.16**	34,670.75
Annual subscription fee	**29,303.94**	29,130.08
Total (A)	**63,811.10**	63,800.83
At a point in time (B)		
Revenue from sale of vacation ownership weeks	**24,093.83**	33,390.09
Revenue from sale of vacation ownership weeks in villas	**9,426.39**	28,501.03
Income From resorts:		
Room rentals	**23,108.93**	31,806.99
Other rentals	**752.60**	1,580.31
Club, sport and spa	**11,419.22**	14,375.38
Resort Management	**5,114.66**	5,583.00
Events, conferences and other activities	**1,905.64**	3,610.93
Food and beverages	**16,905.36**	30,317.62
Wine and liquor	**3,213.58**	5,194.38
Others	**2,311.27**	5,038.88
Total (B)	**98,251.48**	159,398.61
Total Revenue from contracts with customers (A + B)	**162,062.58**	223,199.44

b) Movement of Deferred Acquisition Cost and Deferred Contract Liability

1 Movement of Deferred Acquisition Cost

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Opening Balance	**71,347.86**	68,842.63
i) Additions during the year (Net)	**3,905.16**	7,217.44
ii) Amortised during the year	**(4,872.02)**	(4,712.21)
Closing Balance	**70,381.00**	71,347.86

The 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. During the current year, the balance of Deferred Acquisition cost has been reduced to the effect of cancellation of membership.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 59 - Revenue from Contracts with customers (Contd.)

2 Movement of Deferred Contract Liability

Particulars	March 31, 2021			
	Vacation Ownership (MHRIL)*	Annual Subscription Fee (MHRIL)	Deferred Contract liability (HCRO)	Total
Opening Balance	**537,137.48**	**14,736.18**	**11,445.42**	**563,319.08**
i) Addition during the year (net)	**(9,697.17)**	**29,761.25**	**21,455.50**	**41,519.58**
ii) Income recognised during the year	**(34,507.16)**	**(29,303.94)**	**(20,894.50)**	**(84,705.60)**
Closing Balance	**492,933.15**	**15,193.49**	**12,006.42**	**520,133.06**

*The balance of Contract Liability – Deferred Revenue has been reduced to the effect of cancellation of membership carried out during the year

Particulars	March 31, 2020			
	Vacation Ownership (MHRIL)	Annual Subscription Fee (MHRIL)	Deferred Contract liability- HCRO	Total
Opening Balance	510,744.77	13,187.00	10,425.96	534,357.73
i) Addition during the year (net)	61,063.46	30,679.26	24,468.92	116,211.64
ii) Income recognised during the year	(34,670.75)	(29,130.08)	(23,449.46)	(87,250.29)
Closing Balance	537,137.48	14,736.18	11,445.42	563,319.08

The deferred contract liability relates to the consideration received/receivable from customers, for which services will be provided over the effective membership period and revenue is recognised over that period.

c) Obligations for returns, refunds and other similar obligations:

Particulars	As at March 31, 2021	As at March 31, 2020
Return, refunds and other similar obligations	**858.55**	769.81
Total	**858.55**	769.81

The above obligation is only to the extent of revenue recognised, this does not include the obligation on refundable entitlement fees.

d) Revenue expected to be recognised in the future from Deferred Contract Liability:

Time Band	March 31, 2021			
	Vacation Ownership (MHRIL)	Annual Subscription Fee (MHRIL)	Deferred Contract liability (HCRO)	Total
< 1 Year	**38,180.36**	**15,193.49**	**8,928.34**	**62,302.19**
1 - 2 Year	**37,669.87**	**-**	**516.43**	**38,186.30**
2 - 3 Year	**36,312.86**	**-**	**551.18**	**36,864.04**
3 - 4 Year	**35,313.16**	**-**	**583.27**	**35,896.43**
4 - 5 Year	**34,922.32**	**-**	**1,427.20**	**36,349.52**
5-10 Year	**157,186.75**	**-**	**-**	**157,186.75**
> 10 year	**153,347.83**	**-**	**-**	**153,347.83**
Total	**492,933.15**	**15,193.49**	**12,006.42**	**520,133.06**

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 59 - Revenue from Contracts with customers (Contd.)

Time Band	March 31, 2020			
	Vacation Ownership (MHRIL)	Annual Subscription Fee (MHRIL)	Deferred Contract liability (HCRO)	Total
< 1 Year	37,496.69	14,736.18	8,503.75	60,736.62
1 - 2 Year	36,924.80	-	462.10	37,386.90
2 - 3 Year	36,504.60	-	495.64	37,000.24
3 - 4 Year	36,152.60	-	529.19	36,681.79
4 - 5 Year	35,919.86	-	561.02	36,480.88
5-10 Year	166,977.12	-	893.72	167,870.84
> 10 year	187,161.81	-	-	187,161.81
Total	537,137.48	14,736.18	11,445.42	563,319.08

The deferred contract liability broken year wise shows summary of Vacation Ownership, Annual subscription fee , Villas and other deferred contract liability recognizable over the time. Annual subscription fee being the annual fees chargeable to the member every year over the life of contract.

e) Reconciliation of revenue from contract with customer

Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
Revenue from contract with customer as per the contract price	**178,353.51**	245,054.95
Adjustments made to contract price on account of :-		
Discounts / Rebates / Incentives	**(16,290.93)**	(21,855.51)
Revenue from contract with customer as per the statement of Profit and Loss	**162,062.58**	223,199.44

Note No. 60 - Net investment hedge

From April 1, 2018, the Group has considered certain borrowing instrument as a hedging instrument for its investment in foreign subsidiaries. Accordingly, any foreign exchange differences on the hedging instrument (viz. borrowings) relating to the effective portion of the hedge is recognised in other comprehensive income and held in foreign currency translation reserve ('FCTR') - a component of equity, so as to offset the change in the value of the net investment being hedged. The ineffective portion of the gain or loss on these hedges is immediately recognised in the statement of profit and loss. The amounts accumulated in equity are included in the statement of profit and loss when the foreign operation is disposed or partially disposed.

Currency exchange risk hedged	March 31, 2021	
	Euro to ₹	
	Euro	₹
Carrying value of hedging instruments (borrowings)	**417.88**	**35,991.59**
Maturity date	**March 2022 to August 2023**	
Change in fair value during the year:		
Hedged item	**417.88**	**35,991.59**
Hedging instrument	**417.88**	**35,991.59**
Hedging (gain)/loss recognised during the year in Other comprehensive Income		**888.93**
Gain/Loss reclassification during the year to Statement of Profit & Loss		**Nil**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2021

All amounts are in ₹ Lakhs unless otherwise stated

Note No. 60 - Net investment hedge (Contd.)

Currency exchange risk hedged	March 31, 2020	
	Euro to ₹	
	Euro	₹
Carrying value of hedging instruments (borrowings)	330.09	27,440.54
Maturity date	August 2020 to November 2022	
Change in fair value during the year:		
Hedged item	526.32	43,752.66
Hedging instrument	330.09	27,440.54
Hedging (gain)/loss recognised during the year in Other comprehensive Income		1,732.19
Gain/Loss reclassification during the year to Statement of Profit & Loss		Nil

Note No. 61 - Contribution to Political Parties

Payments made by the Company to Political Parties in India in accordance with Section 182 of Companies Act, 2013, during the year as follows:

Particulars	**As at March 31, 2021**	As at March 31, 2020
New Democratic Electoral Trust (included under 'Miscellaneous expenses' in Note No. 44)	-	50.00

Note No. 62 - Estimation uncertainty relating to COVID-19 outbreak

The Company has considered internal and external sources of information, economic forecasts and industry reports, up to the date of approval of the financial statements, in determining the impact of COVID-19 pandemic on various elements of its business operations and financial statements. The Company has used the principles of prudence in applying judgements, estimates and assumptions and based on the current estimates, the Company expects to recover the carrying amount of its current and non current assets. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements depending on how long the pandemic lasts and time period taken for the economic activities to return to normalcy.

Note No. 63 - Recent pronouncements related to Schedule III

Ministry of Corporate Affairs ("MCA") vide notification dated March 24, 2021 has amended Schedule III of the Companies Act, 2013, which shall be effective from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules, 2015 through additional disclosures in Balance Sheet such as presenting ageing schedule of trade receivables, trade payables, capital work-in-progress in specified format. Enhanced disclosure for borrowings from banks or financial institutions on the basis of security of current assets such as agreement of quarterly returns or statements of current assets filed by the Company with banks or financial institutions with books of accounts and if not, summary of reconciliation and reason of material discrepancies, if any. In statement of profit and loss additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of consolidated financial statements. The company is in the process of analysing the impact of key amendments on its financial statements.

Note No. 64

The figures for the previous year have been regrouped/ reclassified to correspond with current year's classification/ disclosure.

The Consolidated financial statements of Mahindra Holidays & Resorts India Limited were approved by the Board of Directors and authorised for issue on May 3, 2021.

In terms of our report attached

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

Koosai Lehery
Partner

Membership Number: 112399

Place: Mumbai
Date : May 3, 2021

For and on behalf of the Board of Directors

Arun Nanda
Chairman
DIN: 00010029

Kavinder Singh
Managing Director & CEO
DIN: 06994031

Akhila Balachandar
Chief Financial Officer

Dhanraj Mulki
Company Secretary

Place: Mumbai
Date : May 3, 2021

Annexure A

Form AOC - 1

Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules, 2014
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
Part "A" Subsidiaries

(₹ in Lakhs)

Sl. No.	Name of the Subsidiary	Date since when subsidiary was acquired	Reporting for the subsidiary concerned, if different from the holding company's reporting period	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit / (Loss) before tax	Provision for taxation	Profit after tax	Proposed dividend	Proportion of ownership interest
1	Gables Promoters Private Limited	24-Aug-12	-	INR	6,500.00	1,572.18	15,707.72	7,635.54	-	1,500.18	(142.19)	-	(142.19)	-	100%
2	Mahindra Hotels & Residence India Limited	26-Apr-07	-	INR	5.00	(20.94)	0.62	16.57	-	0.20	(1.65)	-	(1.65)	-	100%
3	Arabian Dreams Hotel Apartment L.L.C.	26-Mar-13	-	AED	60.09	397.24	557.56	100.23	-	1,035.78	(37.62)	-	(37.62)	-	49%
4	Heritage Bird (M) SDN. BHD.	3-Mar-08	-	MYR	52.92	(35.16)	755.75	737.99	-	127.01	47.75	(10.03)	37.72	-	100%
5	MH Boutique Hospitality Limited	2-Nov-12	-	THB	235.00	(413.05)	894.49	1,072.54	893.00	0.00	(23.84)	-	(23.84)	-	49%
6	Infinity Hospitality Group Company Limited	5-Nov-12	-	THB	3,525.00	(2,917.84)	4,837.11	4,229.95	-	384.97	(214.51)	-	(214.51)	-	74%
7	MHR Holdings (Mauritius) Ltd	11-Jul-14	-	Euro	124.89	(4,391.10)	62,026.15	66,292.36	19,967.09	1,096.51	(754.20)	-	(754.20)	-	100%
8	Covington S.a.r.l	17-Jul-14	-	Euro	10.77	19,213.35	61,525.70	42,301.59	58,469.00	82.16	(1,010.45)	(4.58)	(1,015.03)	-	100%
9	HCR Management Oy	2-Sep-15	-	Euro	2.15	1,950.58	1,953.80	1.07	1,804.14	-	(0.92)	-	(0.92)	-	100%
10	Holiday Club Resorts Oy	2-Sep-15	-	Euro	10,300.41	29,893.88	94,908.63	54,714.33	6,783.47	70,714.73	(9,857.35)	-	(9,857.35)	-	100%
11	Kiinteistö Oy Himos Gardens	2-Sep-15	-	Euro	2.15	935.58	944.61	6.87	-	9.12	0.00	(0.00)	0.00	-	100%
12	Suomen Vapaa-aikakiinteistöt Oy LKV	2-Sep-15	-	Euro	2.15	11.04	13.80	0.60	-	0.16	(0.82)	-	(0.82)	-	100%
13	Kiinteistö Oy Vanha Ykköstii	2-Sep-15	-	Euro	2.15	52.36	54.51	-	-	1.51	(0.01)	0.01	(0.00)	-	100%
14	Kiinteistö Oy Katinnurkka	2-Sep-15	-	Euro	2.15	272.80	274.95	-	-	-	(0.95)	-	(0.95)	-	100%
15	Kiinteistö Oy Tenetinlahti	2-Sep-15	-	Euro	2.15	98.63	100.79	-	-	-	(1.07)	0.01	(1.06)	-	100%
16	Kiinteistö Oy Mällösniemi	2-Sep-15	-	Euro	7.75	253.56	263.63	2.32	-	15.67	1.73	-	1.73	-	100%
17	Kiinteistö Oy Rauhan Ranta 1	2-Sep-15	-	Euro	2.15	119.10	121.26	-	-	3.89	1.41	-	1.41	-	100%
18	Kiinteistö Oy Rauhan Ranta 2	2-Sep-15	-	Euro	2.15	201.58	203.73	-	-	3.89	(1.17)	-	(1.17)	-	100%
19	Kiinteistö Oy Tiurunniemi	2-Sep-15	-	Euro	2.15	341.86	344.01	-	-	-	(2.97)	0.00	(2.97)	-	100%
20	Kiinteistö Oy Rauhan Liikekiinteistöt 1	2-Sep-15	-	Euro	2.15	1,572.06	7,291.59	5,717.37	-	702.21	(0.00)	-	(0.00)	-	100%
21	Supermarket Capri Oy	2-Sep-15	-	Euro	86.13	66.12	152.92	0.66	-	22.87	(4.21)	-	(4.21)	-	100%
22	Kiinteistö Oy Kylpyläntorni 1	2-Sep-15	-	Euro	2.15	213.73	215.90	0.02	-	-	(1.21)	-	(1.21)	-	100%
23	Kiinteistö Oy Spa Lofts 2	2-Sep-15	-	Euro	2.15	126.98	129.13	-	-	2.24	0.00	0.00	0.00	-	100%
24	Kiinteistö Oy Spa Lofts 3	2-Sep-15	-	Euro	2.15	123.45	125.60	-	-	-	(2.37)	0.01	(2.36)	-	100%
25	Kiinteistö Oy Kuusamon Pulkkajärvi 1	2-Sep-15	-	Euro	2.17	240.80	290.97	48.00	-	10.02	0.00	0.00	0.00	-	100%
26	Ownership Service Sweden Ab	2-Sep-15	-	Swedish Krona	8.41	156.66	962.64	797.57	-	-	(0.91)	-	(0.91)	-	100%
27	Åre Villa 3 AB	26-Jan-18	-	Swedish Krona	4.21	383.25	391.66	4.21	-	-	(0.13)	-	(0.13)	-	100%
28	Holiday Club Sweden AB	2-Sep-15	-	Swedish Krona	8.41	10,682.72	15,859.33	5,168.20	1,326.51	2,201.65	32.04	-	32.04	-	100%
29	Holiday Club Sport and Spa Hotels AB	1-Dec-15	-	Swedish Krona	84.10	(3,191.09)	3,437.92	6,544.91	-	6,640.96	(3,345.08)	-	(3,345.08)	-	100%

(₹ in Lakhs)

Sl. No.	Name of the Subsidiary	Date since when subsidiary was acquired	Reporting for the subsidiary concerned, if different from the holding company's reporting period	Reporting Currency	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit / (Loss) before tax	Provision for taxation	Profit after tax	Proposed dividend	Proportion of ownership interest
30	Holiday Club Resorts Rus LLC	2-Sep-15	31-Dec-20	Russian Ruble	2.91	(459.92)	10.78	467.78	-	172.08	(179.24)	(240.42)	(419.66)	-	100%
31	Holiday Club Canarias Investments S.L.	2-Sep-15	-	Euro	2.67	(1.90)	1,619.02	1,618.25	1,617.43	-	(1.67)	0.42	(1.26)	-	100%
32	Holiday Club Canarias Sales & Marketing S.L.	2-Sep-15	-	Euro	2.67	(396.20)	13,142.33	13,535.86	3,279.30	2,687.12	(1,093.22)	487.75	(605.47)	-	100%
33	Holiday Club Canarias Resort Management S.L.	2-Sep-15	-	Euro	2.67	4,985.43	12,510.91	7,522.81	5,634.79	4,629.58	1,914.53	(394.12)	1,520.42	-	100%
34	Holiday Club Canarias Vacation Club SLU	18-Dec-18	-	Euro	2.58	782.42	2,596.33	1,811.33	1,042.27	4,012.71	466.66	(127.43)	339.23	-	100%

Note:

Translated at exchange rate prevailing as on March 31, 2021 MYR 1 = INR 17.64, THB 1 = INR 2.35, EUR 1 = INR 86.13, AED 1 = INR 20.03, RUB 1 = INR 0.97, and SEK 1 = INR 8.41

Statement pursuant to section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures
Part "B" Associate & Joint Venture

(₹ in Lakhs)

Sl. No.	Name of the Associate/Joint-venture	Date since when Associate & Joint Venture was acquired	Latest audited Balance Sheet Date	Share of Associate/Joint Venture held by the Company on the year end			Description how there is significant influence	Reason why the joint venture/ associate not consolidated	Net worth attributable to shareholding as per latest audited Balance Sheet.	Profit/(Loss) for the year	
				No of Shares held	Amount of investment in Associate/Joint Venture	Extent of holding - %				Considered in consolidation	Not considered in consolidation
Associate :											
1	Kiinteistö Oy Seniori-Saimaa	2-Sep-15	March 31, 2021	950,000	133.50	31.00%	Voting rights	NA	399.90	-	14.48
Joint Venture :											
1	Tropiikin Rantasauna Oy	31-Aug-16	March 31, 2021	50	59.96	50.00%	Joint Control	NA	58.88	2.91	2.91

For and on behalf of the Board of Directors

A K Nanda
Chairman
DIN: 00010029

Kavinder Singh
Managing Director & CEO
DIN: 06994031

Akhila Balachandar
Chief Financial Officer

Dhanraj Mulki
Company Secretary

Place: Mumbai
Date : May 03, 2021

Notes

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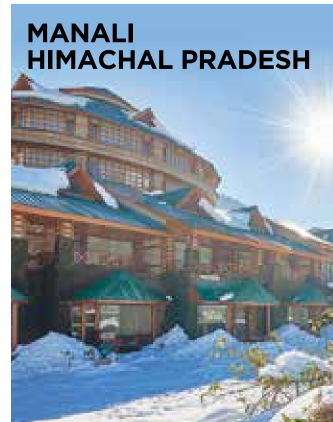

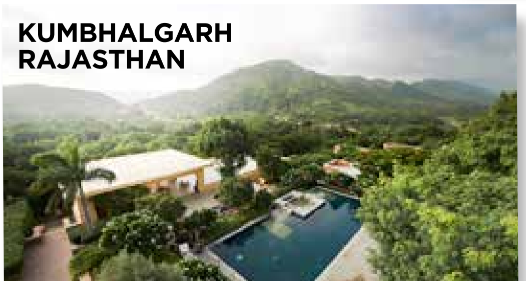

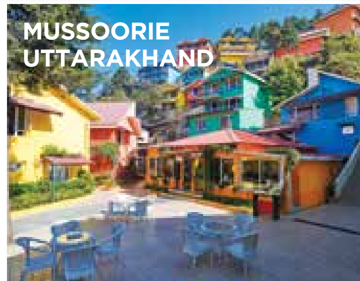

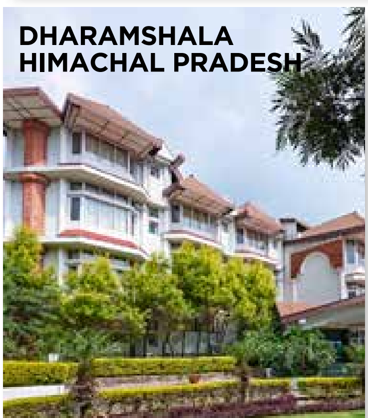

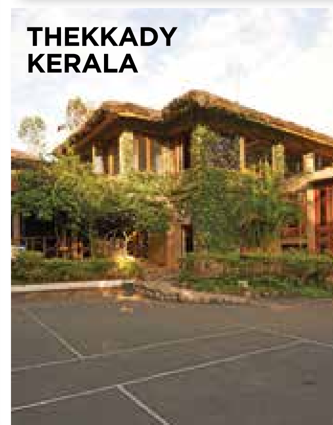

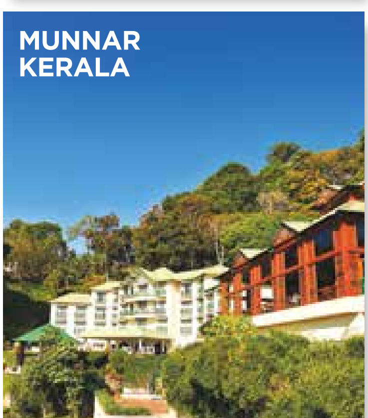

ClubMahindra