

## Corporate Governance Report

In terms of Regulation 34(3) read with Section C of SCHEDULE V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a Report on Corporate Governance for the year ended March 31, 2019 is presented below:

### 1. COMPANY PHILOSOPHY ON CODE OF GOVERNANCE

The Report containing the details of Corporate Governance Systems and Processes at Blue Coast Hotels Limited

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values.

The focus of the Company is on expanding its business while upholding the values of transparency, integrity and accountability. Your company is committed to best Corporate Governance practices and providing all the necessary information and disclosures to various stakeholders of the Company.

### 2. BOARD DIVERSITY

The Company is managed and controlled by a professional Board comprising a blend of Executive and Non-Executive Professional Directors. As on March 31, 2019, the Board of Directors consist of five Directors, including Whole Time Director, a Non-Executive (woman) Director and three (3) Independent Directors as per the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Board periodically evaluates the need for change in its composition and size.

The Board meets more than four times in a year and more often if Company needs merit additional oversight and guidance. During the Financial Year 2018-19, the time gap between any two Board Meetings did not exceed one hundred and twenty (120) days. The Board of Directors periodically reviews compliance reports pertaining to all laws applicable to the Company. All statutory and other matters of significance including information as mentioned in Part A of Schedule II to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were tabled before the Board to enable it to discharge its responsibility of strategic supervision of the Company.

#### a) Composition and category of Directors:

As at March 31, 2019, the composition of the Board of Directors of the Company was as follows:

Name of the Director	Promoter/Non-Promoter	Category
Mr. Kushal Suri (DIN: 02450138)	Promoter	Whole Time Director
Mrs. Anju Suri (DIN: 00042033)	Promoter	Additional and Non-Executive Director
Mr. Praveen Kumar Dutt (DIN: 06712574)	Non Promoter	Independent Director
Dr. Vijay Mohan Kaul (DIN: 00472888)	Non Promoter	Independent Director
Mr. Madan Gopal Khanna (DIN: 00330460)	Non Promoter	Independent Director

## b) Attendance of each Director at the Meetings of the Board of Directors and the last Annual General Meeting:

Sr. No.	Name of the Director	Attendance in Board Meetings and the last Annual General Meeting Held on								
		29 May 2018	14 July 2018	09 Aug. 2018 (AGM)	11 Aug. 2018	19 Sept. 2018	14 Nov. 2018	09 Feb. 2019	06 March 2019	31 March 2019
1	Mr. Sushil Suri*	✓	✓	✓	✓	✓	x	NA	NA	NA
2	Mr. Kushal Suri	✓	✓	✓	✓	✓	✓	✓	✓	✓
3	Mrs. Shalu Suri*	x	✓	x	✓	✓	x	NA	NA	NA
4	Mrs. Anju Suri**	NA	NA	NA	NA	NA	NA	✓	✓	✓
5	Mr. Ashok Kini***	✓	✓	✓	✓	✓	x	x	NA	NA
6	Mr. Praveen Kumar Dutt	✓	✓	✓	✓	✓	✓	✓	✓	✓
7	Dr. Vijay Mohan Kaul	✓	✓	x	✓	x	✓	x	✓	✓
8	Mr. Madan Gopal Khanna	✓	✓	✓	✓	✓	✓	✓	✓	✓

\*Mr. Sushil Suri and Mrs. Shalu Suri has resigned with effect from 29.01.2019

\*\*Mrs. Anju Suri has been appointed as an additional non-executive director on 09.02.2019

\*\*\*Mr. Ashok kini has resigned with effect from 18.02.2019.

## c) Number of Committees in which a Directors is a Member or Chairperson :

S. No.	Name of the Director	Directorships in Board of Directors*	Category	Memberships of Committees of Other Boards**	Chairmanships of Committees of Other Boards**
1.	Mr. Kushal Suri	1	Executive Director	1	1
2.	Mrs. Anju Suri	1. Blue Coast Hotels Limited	Non- Executive Director	3	1
		2. Morepen Laboratories Limited	Non-Executive Director	0	0
3.	Mr. Praveen Kumar Dutt	1	Independent Director	3	2
4.	Dr. Vijay Mohan Kaul	1	Independent Director	3	0
5.	Mr. Madan Gopal Khanna	1	Independent Director	2	0

Directorships are reported for listed companies only, including Blue Coast Hotels Ltd.

\*\*Committee Memberships/ Chairmanships are reported for listed companies put together including Blue Coast Hotels Limited. Committee Memberships include Chairmanship, if any, including Blue Coast Hotels Limited. Committees considered for the purpose are those prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee & Corporate Social Responsibility Committee.

**d) Number of Meetings of the Board of Directors held and dates on which held:**

During the Financial Year 2018-19, 8 (eight) Board Meetings were held. The dates on which these Meetings were held are given in the Table provided in pt. no. (b) Herein above.

**e) Disclosure of relationships between Directors *inter-se*:**

As per the Companies Act, 2013, no Director is related to any other Director on the Board.

**f) Number of shares and convertible instruments held by Non-Executive Directors:**

S. No.	Name	Category	No. Of Share held
1.	Mrs. Anju Suri	Non-Executive Director	25,200
2.	Mr. Praveen Kumar Dutt	Independent Director	0
3.	Dr. Vijay Mohan Kaul	Independent Director	0
4.	Mr. Madan Gopal Khanna	Independent Director	0

**g) Web link where details of familiarization programmes imparted to Independent Directors is disclosed:**

The details regarding Independent Directors' Familiarisation Programmes are given under the 'Codes & Policies' in the 'Corporate Governance' section under the "Investors" window on the website of the Company and can be accessed at [www.bluecoast.in](http://www.bluecoast.in)

**h) Director's expertise**

S. No.	Name of the Director	Area of expertise	Year of experience
1	Mr. Kushal Suri	Pursued MBA from Regents University, London (UK) with a Major in marketing and such a Minor in Consultancy along with various other accolades from Harvard University, Cambridge (USA). Mr. Suri has worked with International organization such as Houlihan Lokey Singapore, where he worked in M&A's in India.	More than 7 years
2	Mrs. Anju Suri	Expertise in Administration, HR and implementation and execution of Special projects	More than 14 years
3	Mr. Praveen Kumar Dutt	A fellow member of the Institute of Chartered Accountant of India, experience in the field of direct Tax Matters, FEMA, International Taxation	More than 25 years
4	Dr. Vijay Mohan Kaul	MBBS and Post Graduate degree. Mr. Kaul is a member of Indian Medical Association. He is a Life member of HP Institute of Public Administration Shimla having rich and diversified experience	More than 40 years

5	Mr. Madan Gopal Khanna	<p>Worked with Brush Electrical Engineering Co. Ltd., Loughborough (Leics) U.K. as a Production Planner (1960-65)</p> <p>Worked with Devidayal Stainless Steel Ind. P. Ltd. as Sales Manager. (1966-1984)</p> <p>Worked with C. Mackertich Ltd initially as the Manager at Mumbai and subsequently as a director till the closure of business and merger with Stewart &amp; Mackertich wealth Management. (1986-2012)</p>	More than 50 years
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**i) INDEPENDENT DIRECTORS**

The Board of Directors of the Company is in opinion that the all three independent directors of the Company fulfil all the requirements/ conditions related to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and its rules made thereunder and are truly independent of the Management of the Company.

During the Financial Year, a separate Meeting of the Independent Directors of the Company, was held on Tuesday, May 29, 2018 at the Corporate Office of the Company at 415-417, Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi – 110 001, whereat the following items as enumerated under Schedule IV to the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were discussed:

- a) Review the performance of Non-Independent Directors and the Board as a whole.
- b) Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- c) Assessment of 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.

**j) ETHICS/GOVERNANCE POLICIES**

At Blue Coast Hotels Limited, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- Code of Conduct for Board.
- Code of Conduct for Prohibition of Insider Trading
- Vigil Mechanism and Whistle Blower Policy
- Risk Management Policy
- Policy on Board Diversity
- Board Evaluation Policy
- Remuneration Policy for Directors, Key Managerial Personnel's & Senior Employees.
- Policy for determining Material Subsidiaries
- Policy on Related Party Transaction.
- Archival Policy

**k) RESIGNATION OF INDEPENDENT DIRECTOR**

Mr. Ashok Kini an Independent Director of the Company voluntarily resigned from his directorship w.e.f February 18, 2019 due to some personal reason and his has confirmed for the same in **Annexure-II**

**l) COMMITTEES OF THE BOARD**

The Board of Directors has constituted the following Committees of Directors with adequate delegation of powers to discharge the Company's requisite business:

- Audit Committee.
- Nomination and Remuneration Committee
- Stakeholder Relationship (Shareholders' /Investors' Grievance) Committee
- Corporate Social Responsibility Committee.

The minutes of the meetings of all such committees were placed before the Board for discussion /noting.

Detail of the composition, number of meetings held during the year, attendance of members and scope of the committees are as below:

**3. AUDIT COMMITTEE**

**a) Brief description of terms of reference:**

The terms of reference of the Audit Committee are as per the governing provisions of the Companies Act, 2013 (section 177) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part C of Schedule II).

The Role of the Audit Committee includes the following:

- i. oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. recommendation for appointment, remuneration and terms of appointment of the auditors of the Company;
- iii. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - 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 Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;

- v. reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- vi. 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 utilization of proceeds of a public or rights issue and making appropriate recommendations to the board to take up steps in this matter;
- vii. reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- viii. approval or any subsequent modification of transactions of the listed entity with related parties;
- ix. scrutiny of inter-corporate loans and investments;
- x. valuation of undertakings or assets of the listed entity, wherever it is necessary;
- xi. evaluation of internal financial controls and risk management systems;
- xii. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. 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;
- xiv. discussion with internal auditors of any significant findings and follow up there on;
- xv. 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;
- xvi. 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;
- xvii. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. to review the functioning of the whistle blower mechanism;
- xix. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- xx. considering such other matters, the Board may specify;
- xxi. Reviewing other areas that may be brought under the purview of role of Audit Committee as specified in SEBI Regulations and the Companies Act, as and when amended.

**b) Composition, Name of Members and Chairperson**

The Audit Committee comprises three (3) Independent Directors as its members. All members are financially literate and possess sound knowledge of accounts, finance and audit matters. The Secretary of the Company acts as Secretary to the Audit Committee. The Internal Auditors of the Company attend the Meetings of the Audit Committee on invitation of the Chairman of the Committee. The Composition of Audit Committee as on March 31, 2019, is given in point (c) below

**c) Meetings and attendance during the year:**

Sr. No.	Name of the Director	Attendance in Audit committee Meetings held on				
		29 May 18	11 Aug. 18	14 Nov. 18	09 Feb. 19	06 March 19
1.	Mr. Praveen Kumar Dutt (Chairman)	✓	✓	✓	✓	✓
2.	Mr. Ashok Kini*	✓	✓	✗	✗	NA
3.	Dr. Vijay Mohan Kaul (Member)	✓	✓	✓	✗	✓
4.	Mr. Madan Gopal Khanna (Member)	✓	✓	✓	✓	✓

\*Mr. Ashok Kini ceases to be member of the committee with effect from 18.02.2019.

**4. NOMINATION AND REMUNERATION COMMITTEE**

**a) Brief description of terms of reference:**

The Nomination and Remuneration Committee determines on behalf of the Board and on behalf of the Shareholders, the Company's policy governing remuneration payable to the Whole time Directors as well as the nomination and appointment of Directors of the Company.

The terms of reference of the Nomination and Remuneration Committee are as per the Governing provisions of the Companies Act, 2013 (section 178) and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II).

**b) Composition, Name of Members and Chairperson**

The Nomination and Remuneration Committee comprises two (2) Independent Directors and one Non-Executive woman director, the Chairman being Non-Executive and Independent. The Company Secretary of the Company acts as Secretary to the Nomination and Remuneration Committee. The Composition of Nomination and Remuneration Committee as on March 31, 2019, is given below.

**c) Meetings and attendance during the year:**

Sr. No.	Name of the Director	Attendance in Nomination and Remuneration Committee Meeting held on		
		29 May 2018	14 Nov. 2018	9 Feb 2019
1.	Mr. Praveen Kumar Dutt (Chairman)	✓	✓	✓
2.	Mr. Ashok Kini*	✓	✗	✗
3.	Dr. Vijay Mohan Kaul (Member)	✓	✓	✓
4.	Mrs. Anju Suri** (Member)	NA	NA	NA

\*Mr. Ashok Kini ceases to be the member of this committee with effect from 18.02.2019

\*\*Mrs. Anju Suri become member of this committee with effect from 09.02.2019

**d) Performance evaluation criteria for Independent Directors:**

The performance evaluation for the financial year was carried out in accordance with the criteria laid out by the Nomination and Remuneration Committee and approved by the Board. The evaluation of all directors (including Independent Directors) was done by the entire Board of Directors (excluding the Director being evaluated).



## 5. REMUNERATION OF DIRECTORS

### a) All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company:

There is no pecuniary relationship vis-a-vis the Non-Executive Director. Also, the Independent Directors are paid Sitting Fees only.

### b) Criteria of making payments to Non-Executive Directors:

The Company has adopted a Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees; regulated by the Nomination and Remuneration Committee of the Board. The Policy is also available on the website of the Company [www.bluecoast.in](http://www.bluecoast.in) in the 'Policies' section in 'Corporate Governance'.

### c) Disclosures with respect to Remuneration:

i. Details of remuneration/ sitting fees paid to Directors during the financial year 2018-19 is given below:

Name of Directors	Basic	Perquisites	Commission (for the year 2018-19)	Contribution to PF	Sitting Fee	Total
Mr. Sushil Suri	-	-	-	-	-	-
Mrs. Shalu Suri	-	-	-	-	-	-
Dr. Vijay Mohan Kaul	-	-	-	-	60,000/-	60,000/-
Mr. Praveen Kumar Dutt	-	-	-	-	80,000/-	80,000/-
Mr. Kushal Suri	-	-	-	-	-	-
Mrs. Anju Suri	-	-	-	-	-	-
Mr. Ashok Kini	-	-	-	-	40,000/-	40,000/-
Mr. Madan Gopal Khanna	-	-	-	-	80,000/-	80,000/-
<b>TOTAL</b>					<b>2,60,000/-</b>	<b>2,60,000/-</b>

i. The Company has not issued any stock option to its directors/employees.

ii. Service contracts, notice period, severance fees:

The appointment of the Executive Directors is governed by Resolutions passed by the Shareholders of the Company, which cover the terms and conditions of such appointment, read with the service rules of the Company. A separate Service Contract is not entered into by the Company with Executive Directors. No notice period or severance fee is payable to any Director.

## 6. STAKEHOLDERS RELATIONSHIP / GRIEVANCE REDRESSAL COMMITTEE

The terms of reference and the ambit of powers of Stakeholders Relationship / Grievance Redressal Committee are as per the governing provisions of the Companies Act, 2013 (section 178) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II). The status of member correspondences, queries, grievances etc. are endeavoured to be addressed instantaneously by the secretarial department and status thereof is also placed before the Stakeholders Relationship/ Grievance Redressal Committee which meets at quarterly intervals.



**a) Name of Non-Executive Director heading the Committee:**

Mrs. Anju Suri, Non-Executive non Independent (woman) Director was appointed as the Chairperson of the Stakeholders Relationship / Grievance Redressal Committee.

The Stakeholders Relationship / Grievance Redressal Committee comprise Three (3) members, wherein two (2) members are Independent Director and other is Non-Executive Non-Independent Director. The Company Secretary of the Company acts as Secretary to the Stakeholders Relationship / Grievance Redressal Committee. The Composition of Stakeholders Relationship / Grievance Redressal Committee as on March 31, 2019, are given in point (f) below.

**b) Name and designation of Compliance Officer:**

Mrs. Kapila Kandel, Company Secretary, is the Compliance Officer of the Company.

**c) Number of shareholders' complaints received so far:**

The number of shareholder grievances received and resolved during Financial Year 2018-19 is given below:

Nature of Grievance	Received	Resolved	Max. period of Reply (in day)
Annual Report	4	4	2
Non-receipt of dividend for the F.Y.2018-19	0	0	0

**d) Complaints not solved to the satisfaction of shareholders:**

Nil.

**e) Number of pending complaints:**

As at March 31, 2019, no complaint was pending unresolved.

**f) Meetings and attendance during the year:**

Sr. No.	Name of the Director	Attendance in Stakeholders Relationship Committee Meeting held on 29 <sup>th</sup> May, 2018
1.	Mr. Praveen Kumar Dutt (Member)	✓
2.	Dr. Vijay Mohan Kaul (Member)	✓
3.	Mr. Ashok Kini*	✓
4.	Mrs. Anju Suri** (Chairperson)	NA

\*Mr. Ashok Kini ceases to be the member of the committee with effect from 18.02.2019

\*\*Mrs. Anju Suri becomes Chairperson of the committee with effect from 09.02.2019

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility Committee was formed pursuant to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Act.

The Corporate Social Responsibility Committee comprises Three (3) members of which Two (2) are Non-Executive and Independent, the Chairman being Executive Director. The Company Secretary of the Company acts as Secretary to the Corporate Social Responsibility Committee. The Composition of Corporate Social Responsibility Committee as on date of the report is given below:

Name of Members	Category	Designation
Mr. Kushal Suri	Whole Time Director	Chairman
Mrs. Anju Suri	Non-Executive Director	Member
Mr. Madan Gopal Khanna	Independent Director	Member

## 7. GENERAL BODY MEETINGS

### a) Location and time, where last three Annual General Meetings held

Financial Year	AGM	Date	Time	Venue
2017-18	25 <sup>th</sup>	August 9, 2018	10.00 A.M	263C, Arossim, Cansaulim, Goa -403712
2016-17	24 <sup>th</sup>	September 28, 2017	10.00 A.M.	263C, Arossim, Cansaulim, Goa -403712
2015-16	23 <sup>rd</sup>	September 29, 2016	11.00 A.M.	263C, Arossim, Cansaulim, Goa -403712

### b) Special Resolutions passed in the previous three Annual General Meetings

Details of Special Resolution passed at the Annual General Meeting held during the last three financial years:

Date of Annual General Meeting	No. of Special Resolution passed	Particulars
August 9, 2018	None	----
September 28, 2017	None	----
September 29, 2016	1 (One)	Approval of Related Party Contract

### c) Location and time of the Extra Ordinary General Meetings held:

Financial Year	Date of EGM	Time	Venue
2018-2019	March 31, 2019	11:00 A.M	217, 2 <sup>nd</sup> Floor, Antriksh Bhawan, 22, K.G Marg, New Delhi -110001

### d) Special Resolutions passed in the Extra Ordinary General Meeting

Approval for sale of investment in Material Subsidiary (*Silver Resorts Hotel India Pvt. Ltd.*) Company.

### e) Special Resolution passed last year through postal ballot – details of voting pattern and the procedure thereof

None of the Special Resolutions were passed through postal ballot in the last financial year.

## 8. MEANS OF COMMUNICATION

### a) Quarterly results:

The Company publishes result (quarterly & yearly) un-audited standalone financial results on a quarterly basis. In respect of the fourth quarter, the Company publishes the audited financial results for the complete financial year.

### b) Newspapers wherein results normally published:

The quarterly/ half-yearly/ annual financial results get publishes in Financial Express in English Daily and Dainik Herald, Daily editions, Goa.

### c) Website, where displayed:

The financial results and the official news releases are also placed on the Company's website at [www.bluecoast.in](http://www.bluecoast.in) in the 'Investors' section.

### d) Official news releases:

The Company regularly publishes an information update on its financial results and also displays official news releases in the 'Investors' section under relevant sections.

## 9. GENERAL SHAREHOLDER INFORMATION

### a) Annual General Meeting for the financial year 2018-19

Day	:	Friday
Date	:	27 <sup>th</sup> September, 2019
Time	:	10.00 A.M.
Venue	:	Bogmallo Beach Resort, Bogmallo, Goa - 403806

### b) Financial Year:

The Financial Year of the Company starts from 1<sup>st</sup> April of a year and ends on 31<sup>st</sup> March of the next year.

### c) Dividend Payment Date:

Due to absence of profits made by the Company during the year, your Board of Directors did not recommend any dividend.

### d) Name and address of each Stock Exchange(s) at which the Company's securities are listed and a confirmation about payment of annual listing fee to each of such Stock Exchange(s):

The equity shares of the Company are listed at:

- The 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.

- BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001

The listing fees for the financial year 2019-20 have been paid by the Company within the stipulated time.

e) **Stock code :**

NSE	BSE	ISIN
BLUECOAST	531495	INE472B01011

f) **Market price data - high, low during each month in last financial year:**

Monthly high & low prices and volumes of the equity shares of the Company at the National Stock Exchange of India Limited (Nifty) and BSE Limited (Sensex) during financial year 2018-19 are as under:

Month	BSE			NSE		
	High	Low	Shares Traded	High	Low	Shares Traded
Apr-18	112.95	92.10	1721	88.98	86.61	987
May-18	99.00	90.30	3812	80.87	79.53	1120
Jun-18	94.05	84.90	479	81.68	81.68	640
Jul-18	93.55	89.10	101	76.26	76.26	103
Aug-18	98.20	98.00	7	83.63	81.60	539
Sep-18	97.90	90.25	4326	66.96	66.08	2288
Oct-18	90.00	90.00	5	62.48	61.26	1512
Nov-18	94.20	85.50	12	52.71	52.70	989
Dec-18	120.05	98.90	12	57.03	56.33	2136
Jan-19	113.75	108.10	12	53.60	53.59	1786
Feb-19	107.00	91.80	2084	47.50	47.50	1
Mar-19	90.25	60.10	227	45.57	42.69	16463

(Source: NSE & BSE Website)

(NT: Not Traded)

Note: High and low are in rupees per traded share.

g) Performance in comparison to broad-based indices such as BSE (Sensex), NSE (Nifty):

Month (S) (As on end of last month)	SHARE PRICES COMPARISON			
	BSE	BSE (Sensex)	NSE	NSE (Nifty)
Apr-18	112.95	35,213.30	88.98	10,501.06
May-18	99.00	35,993.53	80.87	10,717.14
Jun-18	94.05	35,877.41	81.68	10,790.44
Jul-18	93.55	37,644.59	76.26	11,021.85
Aug-18	98.20	38,989.65	83.63	11,532.67
Sep-18	97.90	38,934.35	66.96	11,394.10
Oct-18	90.00	36,616.64	62.48	10,467.68
Nov-18	94.20	36,389.22	52.71	10,670.41
Dec-18	120.05	36,554.99	57.03	10,826.06
Jan-19	113.75	36,701.03	53.60	10,861.90
Feb-19	107.00	37,172.18	47.50	10,891.95
Mar-19	90.25	38,748.54	45.57	11,350.40

(Source: NSE & BSE Website)

h) In case the securities are suspended from trading, the Directors Report shall explain the reason thereof:

Not applicable.

i) Registrar to an Issue and Share Transfer Agents:

**RCMC Share Registry Pvt. Ltd.**

B – 25/1, 1st Floor,

Okhla Industrial Area Phase II,

New Delhi 110020

Ph.: 011 – 26387320-21-23

Fax: 011 – 26387322.

Email: investor.services@rcmcdelhi.com

Website: <http://www.rcmcdelhi.com>

j) **Share Transfer System:**

Trading in equity shares of the Company through recognized Stock Exchanges can be done only in dematerialized form.

In case of shares held in physical form, the transferred share certificates duly endorsed are despatched within 15 days from the date of receipt of documents, provided documents are valid and complete in all respects. In compliance of the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the share transfer system of the Company is audited every six months by a Practicing Company Secretary and a certificate to that effect is issued by him.

In case of request for dematerialization of shares, confirmation of dematerialization is sent to the respective depository i.e. National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL), expeditiously

**k) Distribution of Shareholding as on March 31, 2019:**

Shareholding of value of Rs.	Shareholders		Shareholdings		
	Number	% to total	Shares	Amount	% to total
Up to 5000	987	88.60	85208	852080	0.67
5001 to 10000	33	2.96	25787	257870	0.20
10001 to 20000	21	1.89	30753	307530	0.24
20001 to 30000	26	2.33	64644	646440	0.51
30001 to 40000	3	0.27	10326	103260	0.08
40001 to 50000	3	0.27	13888	138880	0.11
50001 to 100000	4	0.36	27645	276450	0.22
100001 and Above	37	3.32	12490206	124902060	97.97
<b>Grand Total</b>	<b>1114</b>	<b>100.00</b>	<b>12748457</b>	<b>127484570</b>	<b>100.00</b>

**Ownership Pattern as on March 31, 2019**

	No. of Folio's	% to total Folios	No. of Shares held	% to total Shares
<b>PROMOTERS</b>				
Individual	13	1.17	10,05,041	7.88
Bodies Corporate	11	0.99	68,21,454	53.51
<b>TOTAL (A)</b>	<b>24</b>	<b>2.16</b>	<b>78,26,495</b>	<b>61.39</b>
<b>PUBLIC</b>				
Foreign Company	2	0.18	23,12,162	18.14
Bodies Corporate	51	4.58	23,55,273	18.47
Clearing Members	12	1.08	3149	0.02
NRI's	6	0.54	6,062	0.05
Individual	1019	91.47	2,45,316	1.93
<b>TOTAL (B)</b>	<b>1,090</b>	<b>97.85</b>	<b>49,21,962</b>	<b>38.61</b>
<b>TOTAL {(A) + (B)} = (C)</b>	<b>1,114</b>	<b>100.00</b>	<b>1,27,48,457</b>	<b>100.00</b>

**l) Dematerialization of shares and liquidity:**

The detail of shares dematerialized and those held in physical form, as on March 31, 2019.

Particulars of Shares	Shares	
	Number	% of Total
<b>Dematerialized Form</b>		
National Securities Depository Ltd. (NSDL)	1,26,02,795	98.86
Central Depository Services (India) Ltd. (CDSL)	68,799	0.54
Physical Form	76,863	0.60
<b>Total</b>	<b>1,27,48,457</b>	<b>100.00</b>

**m) Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any convertible instruments, conversion date and likely impact on equity:**

There are no GDRs/ADRs/Warrants outstanding as on March 31, 2019.

**n) Commodity price risk or foreign exchange risk and hedging activities:**

Not Applicable

**o) Property locations:**

Not Applicable

**p) Address for Correspondence with the Company:**

The Company Secretary

**Blue Coast Hotels Limited**

(Secretarial Department)

415-417, Antriksh Bhawan, 22 KG Marg, Delhi 110001

Telephone: +91 11 23358774 – 775. Fax: +91 11 23358776

**Address for Correspondence with the Registrar and Transfer Agents**

**RCMC Share Registry Pvt. Ltd.**

B – 25/1, 1st Floor, Okhla Industrial Area Phase II, New Delhi 110020

Ph.: 011 – 26387320-21-23. Fax: 011 – 26387322.

Email: investor.services@rcmcdelhi.com Website: <http://www.rcmcdelhi.com>

**10. OTHER DISCLOSURES**

**a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company:**

For details on related party transactions in accordance with AS-18, kindly refer to Note No. 34 of Other Notes on Standalone Financial Statement of the Annual Report.

**b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:**

The Company has not been penalized, nor have the Stock Exchanges, SEBI or any statutory authority imposed any strictures, during the last three years, on any matter relating to capital markets.



- c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee:**  
The Company has adopted a Whistle Blower Policy which means alert/ vigilant empowering any person associated with the organization to file a grievance if he/ she notices any irregularity.  
No person has been denied access to the Audit Committee for any grievance.
- d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:**  
The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e) Web link where policy for determining 'material' subsidiaries is disclosed:**  
The policy for determining 'material' subsidiaries is available on the website of the Company under 'Policies' in the 'Corporate Governance' section and can be accessed at <http://www.bluecoast.in/#!/corporategovernance/c11ar>
- f) Web link where policy on dealing with related party transactions is disclosed:**  
The policy for determining 'material' subsidiaries is available on the website of the Company under 'Policies' in the 'Corporate Governance' section and can be accessed at <http://www.bluecoast.in/#!/corporategovernance/c11ar>
- g) Disclosure of commodity price risks and commodity hedging activities:**  
Not Applicable
- h) Certificate of Practicing Company Secretary for Board of Directors**  
A Certificate has been obtained from Mr. P. C. Goel, Company Secretary in practice that none of the Directors on the Board has been debarred or disqualified from being appointed / re-appointed or continuing as Director of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.
- i) Disclosures related to recommendation of Committee(s) of the Board of Directors of the Company**  
There is no instance wherein the Board had not accepted any recommendation of any committee of the board which is mandatorily required, during the financial year. The Board had considered all the recommendations / submissions of the Committee before passing any resolution.
- j) Disclosures related to total fees paid to Statutory Auditors for all their services to the Company and its subsidiary**  
Total fees paid to Statutory Auditors for all services provided to the Company and its subsidiaries, on a consolidated basis, are disclosed in Note No. 27 of the Consolidated Financial Statements. The firm of Statutory Auditors does not have any network firm/network entity of which the Statutory Auditors are a part.
- k) Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as follows:**
- (i) Number of complaints filed during the financial year- NIL
  - (ii) Number of complaints disposed of during the financial year-NIL
  - (iii) Number of complaints pending as on end of the financial year-NIL
- 11. DISCLOSURE OF THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED.**
- a) The Board: Provision on entitlement of chairperson's office at the expense of the Company in case of a non-executive chairperson is not applicable.
  - b) Shareholder Rights: Quarterly financial statements are published in leading newspapers and uploaded on Company's website [www.bluecoast.in](http://www.bluecoast.in).

- c) Modified opinion(s) in audit report: The Auditors have raised no qualification on the financial statements.
- d) Reporting of Internal Auditor: The Company has appointed the Internal Auditors for conducting the internal audit, representatives whereof report to Board of Directors of the Company and has direct access to the Audit Committee.
- 12. DISCLOSURE OF COMPLIANCE OF REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION(2) OF REGULATION 46**  
The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- 13. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT**  
The Company does not have any shares in the de-mat suspense account or unclaimed suspense account.
- 14. DECLARATION SIGNED BY THE WHOLE TIME DIRECTOR STATING THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT**  
The Company is committed to conduct its business in accordance with the applicable laws, rules and regulations and with the highest standards of business ethics. BCHL' Code of Ethics is intended to provide guidance and help in recognizing and dealing with ethical issues, mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability.  
The Board has adopted a Code of Ethics for Directors, Senior Management and other Employees of the Company. The Code is available on the website of the Company under 'Policies' in the 'Corporate Governance' section and can be accessed at <http://www.bluecoast.in/#!corporategovernance/c11ar>.  
A declaration pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with Corporate Governance Report.
- 15. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING**  
The Company has formulated and implemented a Code of Conduct for the Prevention of Insider Trading, in accordance with the guidelines specified under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code of Conduct for Prevention of Insider Trading, inter alia, prohibits purchase/sale of Company's shares by employees, while in possession of Company's unpublished and price-sensitive information. The necessary procedures have been laid down for the Directors, designated employees, promoters, connected persons and people deemed to be connected for trading in the Company's securities.  
The said Code of Conduct is available on the Company's website.
- 16. CEO/CFO Certification**  
As required under Regulations 17 (8) and 33 (2) (a) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, certificates are duly signed by Mr. Kushal Suri, Whole Time Director and Mr. Amit Kumar Singhl, Chief Financial Officer (CFO).
- 17. COMPLIANCE CERTIFICATE FROM EITHER THE AUDITORS OR PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**  
The Certificate from the Statutory Auditors of the Company regarding compliance of conditions of corporate governance is annexed with Corporate Governance Report.

For Blue Coast Hotels Limited  
Sd/-  
Kushal Suri  
(Whole Time Director)

Place: New Delhi  
Date: 12.08.2019