

# Notice

Panoramic Universal Limited | 21st Annual Report 2011-12

**NOTICE** is hereby given that the **Twenty First Annual General Meeting** of the members of **PANORAMIC UNIVERSAL LIMITED** will be held on Friday, the 28<sup>th</sup> day of September, 2012 at 11.30 a.m. at Hotel Kohinoor Park, Veer Savarkar Marg, Opposite Siddhivinayak Temple, Prabhadevi, Mumbai – 400 025 to transact the following business:

## **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2012 and the Profit and Loss Account for the year ended on that date, together with the reports of the Directors' and Auditors' thereon.
2. To declare dividend on preference shares of the Company for the financial year ended 31<sup>st</sup> March, 2012.
3. To declare dividend on equity shares of the Company for the financial year ended 31<sup>st</sup> March, 2012.
4. To appoint a Director in place of Mr. Sudhir Moravekar, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Mr. Mehul Parekh, who retires by rotation and being eligible, offers himself for reappointment.
6. To appoint a Director in place of Mr. Siddhartha Moravekar, who retires by rotation and being eligible, offers himself for reappointment.
7. To appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as may be determined by the Board and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED** that pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. H. H. Topiwala & Co., Chartered Accountants (Firm Registration No. 111022W), the retiring Auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such

remuneration as may be determined by the Board of Directors in consultation with the Auditors."

## **SPECIAL BUSINESS:**

### **8. Issue of Preference Shares to a Group Company on private placement basis**

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

**"RESOLVED** that in accordance with the provisions of Sections 80, 81, 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof), the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the Securities of the Company are listed, and the prevailing statutory guidelines in that behalf and subject to all necessary consents, permissions and approvals from all such authorities and institutions as may be relevant and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting any such consents, permissions and approvals and 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(s) consisting of one or more members of the Board and/or one or more officials of the Company appointed by the Board in this behalf which the Board may constitute to exercise powers of the Board), the consent of the Company be and is hereby accorded to the Board to issue, offer and allot from time to time in one or more tranches, 20,00,00,000 (Twenty Crores) 7% cumulative, non convertible, redeemable Preference Shares (hereinafter referred to as "Securities") of face value of Rs. 5/- each for cash at par aggregating to an amount not exceeding Rs. 100/- crores (Rupees One Hundred Crores only) through preferential allotment, on private placement basis to Pancard Clubs Limited, a group company for such period and on such other terms as approved by the Board and as may be permitted in accordance with the prevailing rules/ guidelines in this behalf and as determined by the Board in conformity with

## Notice (cont...)

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the relevant provisions of the Act and the Articles of Association of the Company, wherever applicable and as the Board may deem advisable in the prevailing market situation.

**RESOLVED FURTHER** that such of these Securities as are not subscribed may be disposed off by the Board to such person(s) and in such manner and on such terms as the Board in its absolute discretion thinks fit in the best interest of the Company.

**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable for such purposes and also to settle any question or difficulty or doubt that may arise in regard to further issue, allotment and utilization of proceeds of issue and further to do all such acts, deeds, matters and things and to finalize and execute all such documents and writings as it may deem fit.

**RESOLVED FURTHER** that the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officer of the Company."

By Order of the Board of Directors  
For **Panoramic Universal Limited**

**Sanjive Arora**  
Group Company Secretary - Corporate Affairs

**Place:** Mumbai  
**Date:** 25th August, 2012

**Registered Office:**  
Aman Chambers, 4th floor, Opp. New Passport Office,  
Veer Savarkar Road, Prabhadevi,  
Mumbai - 400 025

### NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) MAY APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AGM.**
2. Corporate Members are required to send to the Company a certified copy of the Board Resolution, pursuant to section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the AGM.
3. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the special business under Item No. 8 above is annexed hereto and forms part of the Notice.
4. The relevant details of persons seeking re-appointment as Directors as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges are also annexed.
5. Members/proxies are requested to bring their copy of the Annual Report with them at the Meeting and to produce at the entrance, the admission slip, duly completed and signed, for admission to the meeting hall.
6. Members who hold the shares in electronic form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Directors' Shareholding, Register of Contracts and Register of Proxies would be available for inspection

## Notice (cont...)

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by the Members at the Meeting. Relevant documents referred to in the accompanying Notice and Explanatory Statement including Memorandum and Articles of Association of the Company are open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.

9. The Register of Members and Share Transfer Books of the Company will remain closed from **24<sup>th</sup> September, 2012 to 28<sup>th</sup> September, 2012** (both days inclusive).
10. Members are requested to address all correspondence with regard to their share holdings or dividends to the Registrar and Share Transfer Agent (RTA), M/s. Sharex Dynamic (India) Pvt. Ltd. at Unit no. 1 Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai – 400 072 or on E-mail ID: sharexindia@vsnl.com.
11. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Mr. Sanjive Arora, Group Company Secretary – Corporate Affairs at the registered office of the Company at least seven days prior to the date of Annual General Meeting so that the information required can be made available at the meeting.
12. Members who wish to claim Dividends which remain unclaimed are requested to either correspond with the Secretarial Department at the Company's registered office or the RTA of the Company.

Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to unpaid dividend account of the Company, will be transferred, as per section 205A(5) read with Section 205C of the Companies Act, 1956, to the Investor Education and Protection Fund (IEPF) of Government of India. In view of this, members are advised to send all non-encashed dividend warrants pertaining to these years to our RTA/ Company for revalidation and encash them before the due dates. The Company has transferred the unpaid or unclaimed dividends upto and including the financial year 2003-04 to the IEPF.

Information in respect of unpaid/unclaimed dividend due for transfer to the Investor Education and Protection Fund are given below as on June 30, 2012:

Financial Year	Date of Declaration of Dividend	Last date of claiming unpaid dividend	Unclaimed amount (Rs.) (No. to be updated)	Due date for transfer to Investor Education and Protection Fund
2004 - 2005	30th September, 2005	29th September, 2012	69,283.58	28th October, 2012
2005 - 2006	30th September, 2006	29th September, 2013	38,186.34	28th October, 2013
2006 - 2007	29th September, 2007	28th September, 2014	51,862.00	27th October, 2014
2007 - 2008	29th September, 2008	28th September, 2015	71,915.00	27th October, 2015
2008 - 2009	30th September, 2009	29th September, 2016	86,205.00	28th October, 2016
2009 - 2010	29th April, 2010	28th April, 2017	98,664.00	27th May, 2017
2010 - 2011	28th September, 2011	27th September, 2018	590,971.00	27th October, 2018

13. As per the provisions of the Companies Act, 1956, facility for making nominations is now available to the share holders of the Company. The Nomination Form 2B prescribed by the Government can be obtained from the RTA.
14. The Securities and Exchange Board of India (SEBI) vide circular ref. no. MRD/Dop/CIR-05/2007 dated April 27, 2007 made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market

## Notice (cont...)

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transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTA for registration of such transfer of shares.

15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA for consolidation into a single folio.
16. The Ministry of Corporate Affairs (MCA) vide its Circular Nos. 17 and 18 of 2011 dated 21st April, 2011 and 29th April, 2011 respectively, as part of its green initiative in corporate governance has allowed companies to send official documents to their shareholders electronically.

Recognizing the spirit of the said circulars, we have since the Twentieth Annual General Meeting for the Financial Year 2010-11 adopted and propose to continue the practice of sending documents like the Notice convening general meetings, Annual Reports, etc to the e-mail address provided by you with your depositories.

We request you to register your e-mail addresses in respect of electronic holdings with the depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the RTA.

17. Non-Resident Indian Members are requested to inform the RTA immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. As required under Clause 49 of the Listing Agreement, the particulars of the Directors of the Company who are proposed to be appointed/re-appointed are given below:
  - i) Mr. Sudhir Moravekar, aged 60 years, is also the Chairman and promoter of the Company holding 49.78% of the paid up share capital of the Company. He holds a Graduate degree in Commerce. He was inducted on the Board of the Company in August, 2007. He is also a director in 5 other Public Limited Companies in India forming part of Panoramic Group viz. Pancard Clubs Limited, Panoramic Hotels Limited, Panoramic Resorts (India) Limited, Panoramic Tour and Travels Limited, Pancard Holiday Limited. He has over 30 years of professional experience in the hospitality industry and he is the guiding spirit behind the phenomenal growth of the Company and Panoramic Group as a whole. He has extensively travelled all over the world and has rich experience and has extensive knowledge of hospitality industry, information technology, real estate business and other varied fields.
  - ii) Mr. Mehul Parekh, aged 34 years, holds a Graduate degree in Commerce. He was inducted on the Board of the Company in April, 2003. He is also a Chairman of the Audit Committee and Share Transfer cum Investor Grievance Committee of the Company. He does not hold any shares of the Company. He has good working knowledge of the Company Secretarial and Corporate Governance Practices.
  - iii) Mr. Siddhartha Moravekar, aged 28 years, is a business graduate and holds a Bachelor's Degree in Business Administration from USA. He was inducted on the Board of the Company in April, 2003. He is also a member of Share Transfer cum Investors' Grievance Committee of the Company. He does not hold any shares of the Company. He also holds directorship in two other Public Limited companies of the Panoramic Group viz. Panoramic Tour and Travels Ltd. and Sri Vatsa Hotels Limited. At a young age he has a rich experience in the field of Business Management and has extensively travelled in India and abroad and has a good knowledge of hospitality business.

# Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956

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## Item No. 8

The Company plans to expand its operations in hospitality sector by making further investment in its various businesses through mergers and acquisitions, joint ventures, incorporation of new entities, takeovers and/or strategic alliances with other companies both in India and abroad. In the course of the expansion programmes envisaged, the Board of Directors of the Company feels the need to raise further funds to meet the capital expenditure and working capital requirements through the issue of further securities. Pancard Clubs Limited (PCL), a group company has expressed its intention to infuse funds into the Company by subscribing to the issue of non-convertible, cumulative, redeemable preference shares in case the need arises in future.

The consent of the shareholders is being sought pursuant to the provisions of section 81(1A) and other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges in India where the Equity Shares of the Company are listed.

The Board commends the resolution for your approval.

Shri Sudhir Moravekar, Chairman and Director of the Company being a major shareholder in PCL is deemed to be concerned or interested in the said resolution.

By Order of the Board of Directors  
For **Panoramic Universal Limited**

**Sanjive Arora**  
Group Company Secretary - Corporate Affairs

**Place:** Mumbai

**Date:** 25th August, 2012

**Registered Office:**

Aman Chambers, 4th floor, Opp. New Passport Office,  
Veer Savarkar Road, Prabhadevi,  
Mumbai - 400 025



**Panoramic Universal Limited**

Regd Office: Aman Chambers, 4th Floor, Opp. New Passport Office, Veer Savarkar Road, Prabhadevi, Mumbai - 400 025

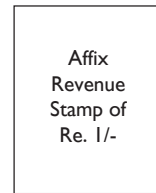
**PROXY FORM**

I/We.....of..... in the district of ..... being a member/members of the above named Company hereby appoint ..... of ..... in the district of ..... or failing him/her ..... of ..... in the district of ..... as my/our proxy to attend and vote on my/our behalf at the Twenty First Annual General Meeting (AGM) of the Company to be held at Hotel Kohinoor Park, Veer Savarkar Marg, Opposite Siddhivinayak Temple, Prabhadevi, Mumbai - 400025 on Friday, the 28th day of September, 2012 at 11.30 a.m. and at any adjournment thereof.

Signed this.....day of.....2012.

Folio No.: ..... DP Id: ..... Client Id: .....

No. of Shares held: .....



(Signature of the Member)

**NOTE :** This proxy form, in order to be effective, should be completed, duly stamped, signed across Revenue Stamp and deposited at the Registered Office of the Company at least 48 hours before the commencement of AGM.



**Panoramic Universal Limited**

Regd Office: Aman Chambers, 4th Floor, Opp. New Passport Office, Veer Savarkar Road, Prabhadevi, Mumbai - 400 025

**Attendance Slip**

Member(s) or his /her / their proxy(ies) who wish to attend the AGM is/are requested to handover this slip ( duly filled and signed) at the entrance of the meeting hall.

I hereby record my presence at the Twenty First Annual General Meeting of the Company at Hotel Kohinoor Park, Veer Savarkar Marg, Opposite Siddhivinayak Temple, Prabhadevi, Mumbai - 400025 on Friday, the 28th day of September, 2012 at 11.30 a.m. and at any adjournment thereof.

Shareholder's / Proxy's name  
(IN BLOCK LETTERS)

No. of shares held

Member's Folio No. ....

DP-ID No. ....

Client ID No. ....

Shareholder's / Proxy's signature

NOTE: - Shareholder/ Proxy holder desiring to attend the meeting should bring his copy of the Annual report for reference at the meeting.

*Annual*  
**REPORT**  
2011-12



Wherever you go,  
we welcome you.





# Annual REPORT

2011-12



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## *a note from the chairman*

Over the past few quarters the global economy is passing through a tumultuous phase, it has been affected by various natural, social and economic headwinds the ongoing economic crisis in Europe, the civil unrest in Arab countries and many natural disasters. The Indian economy was not immune to all these changes therefore in 2011-12 it has also seen moderation in growth. At the same time, we should not lose sight of the fact that, by any cross-country comparison, India remains among the front-runners. With agriculture and services continuing to perform well, India's slowdown can be attributed almost entirely to the weakening industrial growth.

As is the case with the industries that depend on discretionary spending, the performance of the hotels industry is intrinsically linked with the economic growth. It has been observed that during the time of Economic revival the recovery in the Hotel Industry is faster than the overall revival. The Indian hospitality sector is expected to witness robust growth over the long term. It is expected to perform better than its global counterparts. This optimism stems from the belief that despite the ongoing Euro crisis and the recessionary environment in other countries, the continued economic growth of emerging Indian market economy, together with

growing middle classes that have sufficient disposable income to travel, are driving an increase in both business and domestic leisure travel. These factors, and the greater resilience of the Indian economy against the impact of the recession, have highlighted its growing dominance on the world stage and its potential scale as hospitality markets of future.

Hotel industry is indispensable for the success of tourism. The Hotel industry plays a very pivotal role in tourism and has tremendous potential for earning foreign exchange, yielding tax revenues, providing employment, promoting the growth of ancillary industrial activities and overall development of industrially backward regions through its linkage effects.



In the current 12th Five Year Plan, the Ministry of Tourism has projected budget requirement of Rs. 22,800 crores for various activities relating to the development of tourism. Some of the remarkable recommendations of the Ministry which will go a long way in benefiting the hospitality sector are rationalization of the tax structures to have simplified/uniform formula implemented across the States/Union Territories; Limiting the luxury tax to 4% in order to make India's accommodation globally competitive; granting infrastructure status for the sector which will give great stimulus to hotel development as the sector it will also enable the sector to raise bank loans at cheaper interest rates. A strong pitch is also made for the grant of Deemed Export Status for tour operators earning foreign exchange.

The 'Campaign Clean India' launched by the Government of India to create collective mindsets of hygiene and make cleanliness an indispensable norm at all tourist destinations, the 'Incredible India destination campaign' and the 'Atithi Devo Bhavah' campaign have all contributed positively to the expansion of domestic and international tourism and the hospitality industry.

The aforesaid and other such initiatives taken by the government to promote the hospitality and tourism industry in India, embraces several opportunities for the growth of your Company and the Panoramic Group as a whole. We promise to make the most of the available opportunities.

In the backdrop of the challenges posed by the global economic environment, your Company's business registered a marginal growth in revenues and profits and continues to sustain its investment-led growth strategy in view of the positive long term outlook for the Indian Hotel Industry and Information Technology as a central driver of accelerated globalization.

The Group after having successfully set its footprints at spiritual destinations like Shirdi, Weekend Getaway destination at Karnala (Panvel), destinations for beach lovers at Alleppey (Kerala), Colva Beach (Goa), Somvar Peth (Malvan) is all set to expand its operations abroad and has identified places like Thailand. In Thailand your Company through its subsidiary has acquired several Condominium units.

In our estimate, over the next ten years, destinations providing unique travel experiences such as eco-tourism, adventure tourism, desert and jungle safaris, pilgrimage and spirituality based travel lodges, etc. will provide the next big growth opportunities and will see significant increase in tourist visitations. To capture these Niche markets the Group is expanding its footsteps in



places like North East viz. Kaziranga, South viz. Mysore, Kodaikanal, Ooty etc. The Film tourism is another emerging segment which the group can take advantage of, by its presence in places like Ooty, Kodaikanal, Kaziranga, Mysore, Goa etc. With this the group has 11 operational properties in India and 5 operational properties overseas in its kitty and is at the final stage of purchasing three more Resort properties at exotic locations like Pench, Kanha and Corbett which are amongst the most popular Wildlife Sanctuaries in India. The Group is very positive about the future of the hospitality industry and therefore is feverishly on the acquisition spree and has identified scores of properties and intends to acquire six resort/hotel properties in next six months translating into acquisition of approximately 'one property per month'.



For establishing business credibility, the Group is aggressively pursuing brand promotion by naming all its hotel and resort properties acquired recently under its brand "United-21".

The Group is also in the business of providing room nights under the brand "Magic Holidays". In its pursuit to offer the best to all the customers in India we have affiliated with RCI which offers access to 4500 international destinations worldwide to all customers in India. RCI Affiliation is just the first one in line of the other international affiliations that the Group plans.

In the Information Technology Segment, the Company has consistently grown over the years, offering a wide range of products and services that help our clients lower their costs and increase their business performance. Our core competencies being ERP, specialized Products & Customized software application development in the Hospitality, HR domains and other small-to-medium scale enterprises.

In this dynamic era where 'change is the only constant' we at Panoramic are determined to deliver our best to our customers, guests and investors. Since change is inevitable, it makes more sense to embrace it than to offer resistance and with this perspective your company which started as an Information Technology Company has now successfully created a name for itself into the hospitality business with bright prospects of growth in the years to come.

On a concluding note, I take this opportunity of thanking all those who have been associated with the Group including our customers, guests, shareholders, employees, bankers and all other stakeholders who have extended their unstinted support to us. We assure that we shall strive for the best to provide the customer delight in all our endeavors by adhering to the principle of honesty, hard work and intelligence.

**Sudhir Moravekar**  
Chairman

*consolidated*  
financial highlights

(₹ in Lacs)

	2011-12	2010-11	2009-10	2008-09	2007-08
<b>Earnings Data</b>					
Total Income	11,004.75	15,809.13	13,378.04	15,105.07	13,483.94
EBIDTA	3,118.92**	5,577.52	5,849.61	6,639.52	6,172.08
EBIT	2,215.44**	4,913.49	5,110.39	6,032.56	5,639.99
Profit before Tax	1,260.29	4,652.44	4,744.70	5,407.41	4,942.90
Profit for the year	270.17	3,034.14	3,482.20	3,891.71	3,406.42
<b>Balance Sheet Data</b>					
Equity Share Capital	3,887.25	3,887.25	647.90	647.90	647.90
Preference Share Capital	5,000.00	5,000.00	5,000.00	5,000.00	5,000.00
Share Application Money	-	350.00	3,500.00	-	-
Reserves & Surplus	18,150.47	16,984.37	16,909.10	15,367.60	9,554.80
Secured Loan	4,225.64	4,695.83	5,595.64	7,292.13	6,636.70
Net Worth	26,626.34	25,620.50	25,847.20	20,745.90	15,083.00
Capital Employed	33,821.48	33,103.53	36,202.50	36,069.80	29,844.50
<b>Shareholder Data</b>					
Dividend per Share (in ₹)	0.50	0.50	2.50	2.50	1.25
Dividend Declared (%)	10%	10%	50%	50%	25%
Earnings per Share (in ₹)	(0.18)	3.38*	23.71	26.87	25.56
Book Value per Share (in ₹)	34.24	32.94*	199.48	160.11	116.40
<b>Ratios &amp; Margins</b>					
EBIDTA Margin (in %)	28.34	35.28	43.73	43.96	45.77
PAT Margin (in %)	2.46	19.19	26.03	25.76	25.26
ROCE (in %)	6.62	14.18	14.14	18.30	22.57
RONW (in %)	1.03	11.79	14.95	21.72	30.28

**Note:**

\* The EPS and Book Value per share is based on the bonus shares issued by the Company in the ratio of 5:1 in the FY. 2010-11.

\*\* The EBIDTA and EBIT amounts are excluding the Exceptional items for comparison purpose.





our  
*domestic*  
hotels & resorts



**Panoramic Sea Resort, Alleppey**

Flanked by the sapphire Arabian Sea and the peaceful backwaters of Alappuzha, Panoramic Sea Resort is set around the gorgeous sight of unforgettable visual memories you take home from Kerala. The resort embraces a Multi-cuisine Restaurant, a grand Conference hall, Ayurvedic treatment SPA, a beautiful swimming pool set around in nature's scenic beauty and an enormous space for you to organize unforgettable events and parties. Experience the joy of being in the God's own country at Panoramic Sea Resorts, because Kerala is...where Alleppey is!!

**United 21 Paradise, Ooty**

United-21 Paradise, Ooty is an idyllic, pleasing and picturesque spot of natural simplicity and bliss. Despite the cozy ambience in the cottages, United-21 Paradise Ooty tempts you to interact with the different elements of nature. The spot offers plenty of activities to fill your day at this hill station resort.

United-21 Paradise Ooty Trekking Pinnacle, a trekking spot up 300 meters is on the peak of the property and can be reached after 30 minutes of adventurous climbing. The viewpoint will give you a bird's-eye view of the high ranges all around, and even a distant view of the Mudumalai Tiger Reserve. After climbing up the Hill, you can have a jungle walk through Mukkuruti Forest - stretching from Silent Valley with enormous rare species of flora and fauna and wild orchids.

Relax and Listen to the Rhythm of Nature and experience the bliss of peaceful and luxurious living in the lap of nature...





#### United 21, Mysore

Located just opposite the most popular Mysore Palace, United 21 Mysore is well equipped with modern amenities. Our multi-cuisine restaurant, Spices & Sauces and Waves Lounge Bar at United-21 Mysore is a best destination for visitors in Mysore to eat and relax after a hard days travelling / site seeing. It is not only popular among the international and domestic tourists but also is preferred by corporate and families for all types of corporate events, conference facility, banquet facility, meeting facility, weddings ceremonies and wedding receptions and other Celebrations in the Board Room, Senate Hall and the Roof Top (Open Air Garden) that the Hotel embraces.

#### United 21 Resort, Kodaikanal

United-21 Resort, Kodaikanal is a paradise on a hilltop at Kodaikanal in Tamilnadu, it is an idyllic escape from the scorching heat and the teeming streets of the Plains and an excellent choice for travelers. It offers splendid luxury accommodation with spacious and tastefully furnished rooms, Suites, 6 bedded rooms and Deluxe rooms adorned with excellent amenities. With a range of facilities combining charm with modern technology, to help you unwind it is superbly located with unique panoramic views from all rooms, the hotel boasts of multi-cuisine restaurant and 'The Seasons', its conference venue



#### United 21 Grassland Resort, Kaziranga

United 21 Grassland Resort Kaziranga in Assam, is in close proximity to the Kaziranga National park & Tiger reserve, a UNESCO world heritage site. It is a responsible wildlife & eco tourism resort with a commitment to use tourism as a genuine tool for conserving the environment & wildlife. Rooms/Cottages are furnished with eco-friendly material with an idea to offer comfortable accommodation and privacy.



#### United 21, Thane

Situated in the heart of Thane, United 21 offers the combined advantages of a hotel and a lifestyle club and the blue glass cladding gives it a unique look and feel. The hotel showcases extravagance luxury, gorgeous banquet hall, top flight gym, spa and wellness club, table tennis, billiards, discotheque, squash, children's amusement zone, and theme restaurants and bar plus roof top swimming pool and ample car parking area.

#### Pancard Clubs, Pune

Pancard Clubs-Pune, a multi-purpose venue that is a throbbing discotheque at heart but has banquet on having its mind. Area 51... India's First Revolving Lounge located at the outskirts of Pune, in the serene premises of Pancard Clubs. It also embraces Luxurious A/C Cottages /Cabins, Grand View Multi-cuisine restaurant and Bar, Landscaped kids Zone, Banquet hall, Conference hall, Party Venue for Large gatherings (Arena, Horizon, Aqua Deck), Fitness Centre and Swimming Pool. Its unique architecture, lavish interiors and state-of-the-art light 'n' sound hardware need to be experienced to be believed. Add to it our cross-continental menu, flexible seating configuration and the Panoramic experience and your perfect venue is all set to rock your corporate events, conferences or celebrations of success. Rock on!



#### Panoramnic Resort, Karnala

At Panoramnic Resort Karnala, we transform your picnics and conferences into an unforgettable and happy experience. Chirping birds & fragrant flowers, swaying trees & tranquil mountains, gushing waters and playful fountains, elevate your mood, the moment you enter the 17 acres of green bliss. Situated next to the Karnala Birds sanctuary; on the Mumbai-Goa Highway, Panoramnic Resorts, Karnala offers you lush green open spaces, swimming pool, elaborate water park and adventure sports facilities for the much required adrenaline rush... and much more.





#### Hotel Sai Sahavas, Shirdi

Shri Sai Baba's presence is felt in Shirdi every day, by thousands of devotees who converge on Shirdi to get blessings of Shri Sai Baba. At Sai Sahavas, just a 5 minutes' walk from the holy shrine of Shri Sai Baba, you are in the comforting vicinity of Shri Sai Baba. Come, check into one of the well-appointed AC rooms at our Hotel and pay homage to the replica of Shri Sai Baba's idol, on the third floor and you shall at once be cradled into the soothing sphere of Shri Sai Baba's blessings. Sai Siddhi, a multi-cuisine veg restaurant (AC) offers delicacies from Maharashtra, North India, Gujarat, South India and Chinese cuisine to cater to devotees from all over India.



#### Graciano Cottages, Goa

Graciano Cottages, located near Colva Beach, Goa is an exotic beach side resort equipped with well furnished and centrally air conditioned luxurious rooms and multi-cuisine restaurant serving delicious Goan food. Surrounded by beautiful beaches and fringed by swaying palms, Goa is a land of fun and frolic, creating overwhelming attractions, facilities and ambience. Goa is the best alternative as a distinct tourist destination, having number of thrills for tourists. On your adventurous trip to Goa, you can explore and indulge yourself in various water sports activities like swimming, waterskiing, parasailing, deep sea fishing, scuba diving, banana boat rides, etc. We provide Sightseeing arrangements for our guests.

#### Hotel Sagar Kinara, Malvan

Located just minutes away from the gorgeous beach at Somvar Peth, Hotel Sagar Kinara allures its guests with the exotic view of the historical 'Sindhudurg Fort' which enriches the unique experience that the hotel offers to its visitors through a multitude of facilities ranging from Air-conditioned Multi cuisine Restaurant and a bar with a notable variety of mocktails, cocktails and drinks to beach activities like Snorkeling, Scuba diving and Dolphin safari.





our  
*international*  
hotels

**The Georgian, USA**

Georgian Resort & Conference Center is located in the Adirondack Mountains directly on the shores of beautiful Lake George, upstate NY. This lakeside Resort has accommodations for every budget. From our Courtyard Rooms to the Presidential Suite - guests can enjoy a wide range of accommodations with lake front or lake views suites and pool and patio views, and all within a short walk of Lake George Village.

At 'The Georgian' guests enjoy our private beach with kayak and pedal boat rentals, and our extensive patio area with the Boca Bar and our free form heated outdoor pool. Newly added last year is a fitness center, game room and guest laundry.

The highlight of any stay at The Georgian is our food service. The newly launched Giovanna's on the Lake has an Italian Steak House theme and serves breakfast, lunch and dinner daily.



**Baymont Inn & Suites, USA**

Luxury comes packaged in the latest of amenities and facilities in this strategically located hotel, which is just a few minutes away from the Piedmont Triad International Airport and the local Amtrak station.

With 122 rooms and suites to cater to the needs of the business traveler, the hotel is conveniently located at the 2001 Veasley Street. Close to many restaurants, this AAA-approved, two-storied hotel has classy décor set in elegance, even as it gives the feel of being at home-away-from-home.

With well furnished rooms with a blend of impeccable service and modern leisure & recreational facilities, the hotel offers complimentary deluxe continental breakfast to tickle your tongue as the day's tasty starter. Courteous staff providing gracious service is USP of the hotel that strives to give its customers value for money.



### Clarion Inn, USA

Clarion Inn and Conference Center, a Hudson hotel near the Cuyahoga Valley National Park, is easily accessible from the Ohio Turnpike, conveniently located between Cleveland and Akron. Local attractions like the Cuyahoga Valley National Park, Cuyahoga Valley Scenic Railroad, the Brandywine Ski Resort and the Blossom Music Center are all near this Hudson, OH hotel. Enjoy a full breakfast buffet and an array of other delicious items in the hotel restaurant, the Hudson Room. After a busy day, unwind in the on-site Cruisers Bar and Grill, featuring entertainment and dancing on Friday and Saturday evenings.



### Econo Lodge, USA

Ideally located, just south of Interstate 40, this 122-room pet-friendly Burlington hotel is in a highly popular tourist and business resort. The hotel provides easy access to Elon University, and many of the area's shopping facilities, including Burlington Square Mall and Burlington Manufacturer's Outlet Center (BMOC), which is home to numerous factory outlets and designer stores. Guests of this pet-friendly hotel are provided an abundance of amenities including free continental breakfast, free wireless high-speed Internet access, free local calls and a seasonal outdoor pool. Business travelers will welcome additional conveniences like a business center, a meeting room, in-room desks and access to copy and fax services. Whether business or pleasure brings you to Burlington, the Econo Lodge hotel offers you the perfect place to stay.

### Sai Motels, New Zealand

Sai Motels Ltd. is an excellent Auckland Motel Accommodation and serves as a Tourist and Corporate Accommodation in Greenlane Auckland, New Zealand located at 385 Great South Road and opposite the Millenium Office Centre or Yellow Pages office at Greenlane. Significantly placed in an active locality amidst Auckland Showgrounds, Mt. Smart Stadium formerly known as Ericsson Stadium, Ellerslie Racecourse and Convention Centre, Alexandra Park Raceway, Turner's Car Auctions, Greenlane Hospital, National Women's Hospital, Cornwall Park and stone's throw away from the Southern Motorway. Sai Motels is conveniently located 15 minutes drive away from the Newmarket / downtown Auckland city and 20 minutes drive from the Auckland Airport.





## Future destinations

### United-21, Hyderabad

The once called city of pearl is now also reckoned as the IT hub. United-21, Hyderabad suits its need to the best as at United-21, business can now go hand in hand with leisure. The proposed Hotel is well equipped with various modern room amenities as well as business amenities making it an ideal choice for both business & leisure travelers having multi cuisine restaurant "Spices & Sauces" and "Waves" Lounge Bar and a "Anytime" 24 hours Coffee shop.



### 4 Star Hotel Munnar, Kerela

The resort will be situated in Munnar, a tea town, perched 1600 meters above sea level, with sprawling tea plantations, picturesque towns, long winding lanes plus trekking and holiday facilities.

### 5 Star Hotel & Ayurvedic Spa Kumarakom, Kerela

This 5 Star, deluxe resort situated on the shore of the Vembanad Lake enables exotic sightseeing, boating and fishing experience. The resort plans to feature spa facilities ranging from ayurveda to contemporary massage treatments and special therapies from across the world.



### Jungle Resort Usgoan, Goa

A blend of rustic charm and modern comfort, just 40 minutes drive from Madgaon city, the resort offers an offbeat setting. It will be built in complete harmony with nature to present the guests with a true jungle resort experience.



### 3 Star Hotel & Commercial Complex Jaipur, Rajasthan

Strategically located opposite the Pink City's railway station. Ideally suited for the star category hotel and a commercial complex.

### United-21, Corbett Uttarakhand

Corbett National Park is the first, and the finest park of Indian subcontinent. Corbett National Park lies in two districts Pauri Garhwal and Nainital under shivalik foothills.



### United-21, Kanha & Pench

Wanna set off for adventure trip? Arrive at Kanha and Pench! See the sights of the Kanha National Park, largest wild life sanctuary in Asia. Catch the glimpse of Pench, the most accessible tiger reserves in the country. Don't forget your special date with main attraction: Tiger.

*Future*  
destinations

on  
*management*  
contract basis

**5 Star Hotel  
Pune, Maharashtra**

Offering only the best of stay, cuisine, conferencing and wellness facilities, this 5-star hotel is touted to be amongst the best state-of-the-art hospitality projects of the city.



**3 Star Hotel & Club Service Apartment  
Durgapur, West Bengal**

With only two star category hotels in existence in Durgapur at present, this facility will target business customers and usher in new standards in international hospitality.





“Magic Holidays” let you and your family enjoy Holidays by availing room nights in an inflation free manner, Which is simple and let you plan your holidays at any of our properties and the properties of RCI spread across the world at more than 4500 destinations , a concept which is truly magical.”

*magic  
holidays*



PANORAMIC GROUP



COMMITTED TO HAPPINESS

[www.magicholidays.info](http://www.magicholidays.info)

# *tour & travels*

Panoramic Tour and Travels Limited is subsidiary of Panoramic Universal Limited. It operates and owns two portals i.e. [www.travelhot.in](http://www.travelhot.in) and [www.traveluniversally.com](http://www.traveluniversally.com). The USP of these portals is that they offer more than 365 tours itinerary all across the globe and the customer has the freedom to choose any option they like. What's more, they can make individual tour or can travel within a group of 2 persons to 200 persons at their convenience. There are more than 200 hotels registered on the portal offering competitive rates to the customers. And last but the most crucial, is its user-friendliness. One can book hotels, travel & tour packages or air tickets in just 3 clicks!



# *information technology*

Information Technology business has consistently grown over a period, offering a wide range of products and services that help our clients lower their costs and increase their business performance.

## Our core competencies:

- ERP, specialized Products & Customized software application development in the Hospitality, HR domains and other small-to-medium scale enterprises.
- E-business solutions
- Technology Consultancy services like Information Systems Planning & Engineering, System Integration, Migration and reengineering.
- S/W engineering practices based on CMM framework ensuring optimized delivery cycles.



# Corporate Information

Panoramic Universal Limited | 21st Annual Report 2011-12

## Board of Directors

Mr. Sudhir Moravekar	.....	Chairman
Mr. Arun Tari	.....	Managing Director
Mrs. Viidyaa Moravekar	.....	Director
Mr. Abeezar Faizullabhoy	.....	Director
Mr. Rajendra Gawde	.....	Director
Mr. Siddhartha Moravekar	.....	Director
Mr. Dnyanaraj Moravekar	.....	Director
Mr. Mehul Parekh	.....	Director
Mr. Vilas Mitbawkar	.....	Director
Ms. Hemlata Sawant	.....	Director

## Audit Committee

Mr. Mehul Parekh	.....	Chairman
Ms. Hemlata Sawant		
Mr. Vilas Mitbawkar		

## Share Transfer and Investor Grievance Committee

Mr. Mehul Parekh	.....	Chairman
Mr. Siddhartha Moravekar		
Mr. Arun Tari		

## Remuneration cum Compensation Committee

Mr. Mehul Parekh	.....	Chairman
Ms. Hemlata Sawant		
Mr. Vilas Mitbawkar		

## Group Company Secretary - Corporate Affairs

Mr. Sanjive Arora

## Registered Office

Aman Chambers, 4<sup>th</sup> floor,  
Opp. New Passport Office,  
Veer Savarkar Road,  
Prabhadevi, Mumbai-400025

## Registrar & Transfer Agents

Sharex Dynamic (India) Private Limited  
Unit No. 1, Luthra Industrial Premises,  
Safed Pool, Andheri Kurla Road, Andheri (East),  
Mumbai – 400 072  
E-mail: sharexindia@vsnl.com

## Stock Exchange

The Bombay Stock Exchange  
National Stock Exchange of India Limited

## Auditors

M/s. H. H. Topiwala & Company  
Chartered Accountant

## Bankers

The Saraswat Co-op. Bank Ltd  
Bank of Maharashtra  
HDFC Bank Ltd.  
Axis Bank Ltd.  
Union Bank of India  
First Rand Bank

# Directors' Report

Panoramic Universal Limited | 21st Annual Report 2011-12

Dear Shareholders,

Your Directors are pleased to present the Twenty First Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2012.

## FINANCIAL RESULTS

The performance of the Company for the financial year ended 31st March, 2012 is summarized below:

(₹ in Lacs)

Particulars	2011-12	2010-11
<b>Total Revenue</b>	4,815.63	7,222.19
<b>Profit Before Depreciation, Interest &amp; Taxes</b>	3,043.80	2,591.04
Less: Depreciation	197.95	154.28
Less: Interest	19.78	39.48
<b>Profit Before Tax</b>	2,826.07	2,397.28
Less: Provision for Current Tax	837.92	485.11
Less: Provision for Deferred Tax	104.38	80.61
<b>Profit After Tax</b>	1,883.77	1,831.56
Adjustment for earlier year tax (net)	(1.92)	849.29
Profit brought forward from last year	5,906.25	5,783.98
<b>Amount available for appropriation</b>	7,788.10	8,464.83
<b>Appropriations</b>		
General Reserve	188.38	1,700.00
Proposed Dividend on Equity Shares	388.73	388.73
Proposed dividend on Redeemable Preference Shares	350.00	350.00
Tax on Dividend	119.84	119.84
<b>Balance Carried to Balance Sheet</b>	6,741.15	5,906.26

## OPERATIONS / PERFORMANCE

The Company has earned total revenue of ₹ 4815.63 lacs compared to ₹ 7,222.19 lacs in the previous year. The Net Profit after Tax is ₹ 1883.77 lacs as compared to ₹ 1,831.56 lacs in the previous year.

A comparative study reveals that on stand-alone basis, the share of income from IT segment is ₹ 2885.31 lacs as compared to ₹ 6,099.60 lacs in the previous year. The

share of income from hospitality segment is ₹ 1930.32 lacs as compared to ₹ 1122.59 lacs in the previous year.

In the month of May' 2012 Panoramic Ace Properties Inc. a USA Subsidiary of the company dismantled the Present Hotel Property Structure of its hotel "United Inn" with a view to construct a new hotel in its place.

The Company has envisaged hotel projects at various locations across India as well as abroad. The said projects will add to the total hotel room capacity, substantially adding to the hospitality income in the years to come.

## HIGHLIGHTS OF THE YEAR

Your Company has been aggressively pursuing its growth plans primarily through expansion in the Hospitality Sector.

Your Company has already initiated positive steps in this direction and as on the date of this Report has incorporated a Company in Thailand namely Seaview Homes Co., Ltd for purchase of Condominium Units in Thailand. The aforesaid Thailand Company has acquired / in the process of acquiring Condominium Units in Thailand at various locations.

Your Company has also formed a Wholly-owned Subsidiary of the Company in Namibia and is exploring possibilities of expanding its operations through the aforesaid subsidiary Company.

## DIVIDEND

### Cumulative Non-convertible Redeemable Preference Shares

The Cumulative Non-convertible Redeemable Preference Shares allotted in the year 2008 are entitled to a fixed cumulative dividend of 7% per share. Accordingly, the Directors have recommended, for the approval of members, a dividend of 35 Paise per share involving a cash outflow of ₹ 3,50,00,000/- for the year excluding dividend distribution tax.

### Equity Shares

Considering the performance of the Company and the widened equity base post bonus issue, the Directors are pleased to recommend for the approval of members a dividend of 10 % i.e. 50 Paise per equity share (previous year 50 Paise per equity share). The dividend if approved by the members would involve a cash outflow of ₹ 388.73 Lacs for the year excluding dividend distribution tax.



# Directors' Report (cont...)

Panoramic Universal Limited | 21st Annual Report 2011-12

## TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

During the year, the unpaid / unclaimed dividend of ₹51,299/- pertaining to financial year 2003-04 was transferred to the Investor Education and Protection Fund, as required by the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001.

## TRANSFER TO RESERVES

We propose to transfer an amount of ₹ 188.38 lacs to the General Reserve.

## DIRECTORS

During the year, Mrs. Viidyaa Moravekar's term of office as Managing Director and Mr. Arun Tari's term of office as Whole time Director expired on 30th November 2011. However, Mrs. Moravekar still continues as a Non-Executive Director of the Company liable to retire by rotation and Mr. Tari has been appointed as Managing Director of the Company for a period of 5 years w.e.f. 1st December, 2011 as approved by shareholders at the Annual General Meeting of the Company held on 28th September, 2011.

In terms of the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Sudhir Moravekar, Chairman, Mr. Mehul Parekh and Mr. Siddhartha Moravekar, Directors would retire by rotation at the forthcoming Annual General Meeting. All of them, being eligible, seek re-appointment.

## STATUTORY AUDITORS

The Auditors, M/s. H. H. Topiwala & Co., Chartered Accountants (Firm Registration No. 111022W), Mumbai, who hold office up to the conclusion of the forthcoming Annual General Meeting, have confirmed eligibility and willingness to accept office, if re-appointed.

## PUBLIC DEPOSITS

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

## PARTICULARS OF EMPLOYEES

Your Company has not employed any person whose remuneration is equal to or above the monetary limits as prescribed under u/s. 217 (2A) of the Companies Act, 1956,

read with the Companies (Particulars of Employees) Rules, 1975, as amended.

## DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956 and based on the representations received from the Management, the Board of Directors hereby confirms that:

- i. in the preparation of the Annual Accounts for the year 2011-2012, the applicable Accounting Standards have been followed and there are no material departures;
- ii. it has in the selection of the accounting policies, consulted the Statutory Auditors and has applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2012 and of the profit of the Company for the year ended on that date;
- iii. it has 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 to the best of its knowledge and ability. There are, however, inherent limitations which should be recognized while relying on any system of internal controls and records.
- iv. It has prepared the annual accounts on a going concern basis.

## ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information required u/s. 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is furnished hereunder :

### a. Conservation of Energy:

Energy conservation is a continuous process being followed by the Company. Adequate measures have been taken to conserve energy and power consumption and running are closely monitored on day to day basis resulting in optimum utilization of energy. For this purpose the Company has initiated energy audit for all major properties of the Company.



# Directors' Report (cont...)

Panoramic Universal Limited | 21st Annual Report 2011-12

Replacement of existing lamps fixtures with LED lighting fixtures which is a major energy saving means is on the Company's main Agenda. As far as possible, provisioning of VRF/VRV centralized air-conditioning system in place of HVAC system has been initiated. HVAC system is considered main electricity consumer of any of the properties. Capacitors have been installed at all the properties and offices to save electricity losses and get incentives. Strict compliance and monitoring of equipment preventive maintenance schedule to increase equipment efficiency and save energy.

## b. Technology Absorption:

The activity of the Company is not covered under the list of specified industries in the Schedule to the aforesaid Rules as stated above as the Information Technology Industry and Hotel Industry forms part of the service industry and the Company does not have any manufacturing operations.

## c. Foreign Exchange Earnings and Outgo:

The details on foreign exchange earnings and outgo are furnished in the Notes on Accounts (Refer Notes No.33 and 34 which are forming part of the Financial Statements).

## CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

The report on Corporate Governance forms part of the Annual Report. A certificate from the Auditors of the Company attached to this Report confirms the compliance with the conditions of Corporate Governance by the Company.

## GREEN INITIATIVE

During the previous fiscal, your Company actively participated in the 'Go Green Initiative' taken by the Ministry of corporate Affairs (MCA) vide Circular No. 17/2011 dated 21/04/2011 and Circular No. 18/2011 dated 29/04/2011 to enable electronic delivery of Notices / documents and Annual Report to the shareholders and accordingly effected electronic delivery of Notice of Annual General Meeting (AGM) and Annual Report for the year ended 31/03/2011 to those shareholders whose

email addresses were registered with the respective Depository Participants (DPs) and downloaded from the Depositories viz. National Securities Depository Limited (NSDL)/ Central Depository Services Limited (CDSL). SEBI has also in line with the MCA Circulars and Clause 32 of the Listing Agreement, permitted Listed companies to supply soft copies of the full Annual Reports to all those shareholders who have registered their email addresses for the purpose.

We are thankful to the shareholders for actively participating in the Green Initiative and seek your continued support for implementation of the green initiative

## MANAGEMENT DISCUSSION AND ANALYSIS

A detailed report on the Management discussion and analysis of the financial conditions and the results of operations of the Company for the year under review is annexed to this Report.

## SUBSIDIARY COMPANIES

As on 31st March, 2012 the Company has a total of ten subsidiaries- Four Indian subsidiaries and Six Foreign subsidiaries. The list of these subsidiary companies is provided as Annexure "A" to this report.

In terms of Section 212 of the Companies Act, 1956, the Company is required to attach the Directors' Report, Balance Sheet and Profit and Loss Account of its subsidiaries to its Annual Report. The Ministry of Corporate Affairs (MCA), Government of India vide its General Circular No. 2/2011 dated 8th February, 2011 has provided a general exemption to companies from complying with Section 212, provided such companies publish the audited consolidated financial statements in the Annual Report.

The Board of Directors at its meeting held on 14th May, 2012 has decided to comply with the provisions of the aforesaid circular and accordingly, this Annual Report does not contain the financial statements of the subsidiaries. In terms of the said circular of the MCA, a summary of financial information of each of the subsidiary companies for the financial year ended 31st March, 2012 is provided in the Annual Report. The Company will make available the annual audited accounts and related information of the subsidiaries upon request by any member of the Company. These documents will be available for inspection during business hours at the registered office of the Company and its subsidiaries. The same will also be available on the Company's website [www.panoramicuniversal.com](http://www.panoramicuniversal.com).

# Directors' Report (cont...)

Panoramic Universal Limited | 21st Annual Report 2011-12

## ACKNOWLEDGMENTS

We sincerely thank all our investors, customers, suppliers, bankers, business partners/ associates, financial institutions and government authorities for their continued

co-operation, trust, support and guidance. We also take this opportunity to express our heartfelt appreciation for the contribution, hard work, dedication and commitment of all our employees who have been one of the major driving factors for the company's growth and progress.

**By Order and on behalf of the Board**

**Place:** Mumbai  
**Date:** 25th August, 2012

**Sudhir Moravekar**  
Chairman

### Registered Office:

Aman Chambers, 4th floor,  
Opp. New Passport Office,  
Veer Savarkar Road, Prabhadevi,  
Mumbai -400 025

## Annexure "A"

Statement pursuant to exemption received under section 212(8) of the Companies Act, 1956 relating to Subsidiary companies for the year ended March 31, 2012.

(₹ in Lacs)

Sr. No.	Name of the Subsidiary	Country of Origin	Capital	Reserves	Total Assets	Total Liabilities	Investment other than investment in subsidiary	Turnover	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend
1	Panoramic Ace Properties Inc.	USA	5,969.38	2,158.92	8,538.07	409.77	-	1,607.71	(434.70)	-	(434.70)	-
2	Sai Properties Inc.	USA	279.16	2,051.61	2,464.10	133.33	-	465.25	(135.21)	-	(135.21)	-
3	Sai Living Hudson Inc.	USA	1,026.59	2,278.02	4,972.59	1,667.98	-	1,591.20	(312.35)	-	(312.35)	-
4	Georgian Motel Corp.	USA	1,088.98	3,291.92	6,249.37	1,868.47	-	1,843.98	(151.57)	43.47	(195.04)	-
5	Travel Universe Inc.	USA	390.85	224.90	686.99	71.24	-	161.25	(54.61)	2.85	(57.46)	-
6	Sai Motels Ltd.	New Zealand	534.91	(158.31)	849.91	473.31	-	184.08	36.04	-	36.04	-
7	Panoramic Holidays Ltd.	INDIA	5.00	(876.29)	1,425.43	2,296.72	3.00	121.42	(505.61)	-	(505.61)	-
8	Indo Pacific Hotels Ltd.	INDIA	5.00	(19.19)	3,606.98	3,621.17	0.03	0.00	(7.64)	-	(7.64)	-
9	Sri Vatsa Hotels Ltd.	INDIA	800.00	(3.20)	3,784.14	2,987.34	-	-	(2.48)	-	(2.48)	-
10	Panoramic Tour and Travels Ltd.	INDIA	25.00	2.22	77.92	50.70	-	50.48	1.66	0.82	0.84	-

**Note:** The above information has been drawn up to co-relate with the Consolidated Financial Statements.

# Management Discussion and Analysis Report

Panoramic Universal Limited | 21st Annual Report 2011-12

*Statements made in the Management Discussions and Analysis, describing the Company's objectives, projections, estimates, predictions and expectations may be 'forward-looking statements', within the meaning of applicable securities laws and regulations. As 'forward-looking statements' are based on certain assumptions and expectations of future events over which, the Company exercises no control, the Company cannot guarantee their accuracy nor can it warrant that the same will be realized by the Company. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments or events or for any loss any investor may incur by investing in the shares of the Company based on the 'forward-looking statements'.*

## **ECONOMIC OVERVIEW**

With recent global developments contributing to a significant rebalancing of portfolios as a result of rapidly changing risk perceptions and appetites, the Indian macroeconomic environment has looked turbulent during the past year. After a promising start to the decade in 2010-11, with achievements like maintaining GDP growth rate around 8.4 percent, bringing down fiscal deficit to 4.8 percent of GDP as well as containing current account deficit to 2.6%, the fiscal year 2011-12 has been challenging for the Indian Economy. The year started on a note of optimism through impressive growth in exports and high levels of foreign exchange inflows, only to moderate as the year progressed through continued monetary tightening in response to the untamed inflationary pressures. The turbulent global conditions coupled with a weak industrial sector have resulted in a slowdown in GDP growth in the second half of the year with GDP growth at just 6.5 percent in 2011-12, as compared to an impressive 8.4 per cent in the previous fiscal. With the exception of Service Sector, GDP growth and its two main components - Agriculture and Industry have recorded lower growth in 2011-12 as compared to the last year and according to the Global rating agency Fitch the Indian economy is projected to grow at 6.5 per cent in 2012-13.

In the fiscal 2012, the economy faced several challenges including high inflation and interest rates and volatile capital flows and currency markets, due to a combination of global and domestic factors. Despite some modest signs of improvement in the US, the European debt problem has

unquestionably remained as a dominant global factor and a source of volatility in asset and currency markets all over the world. By contrast, emerging market economies have generally shown reasonable robustness – mainly on account of their domestic drivers and increasing linkages with each other. India is growing at a rapid pace in comparison to other countries; however still there is a sense of urgency to push through further reforms, create infrastructure and generate economic opportunities.

We now discuss in greater detail the markets and opportunities, products, operational and financial performance, as well as initiatives in the areas of sustainable development and key functional areas such as hospitality and information technology. We shall end the report with a discussion on risks and concerns and the outlook of the Company for the future.

## **INDUSTRY OVERVIEW**

### **HOSPITALITY INDUSTRY**

The Indian hospitality industry has emerged as one of the key industries driving growth of the services sector in India and creates huge employment and economic opportunities. Fiscal 2011-12 has been a mixed bag for the Indian hospitality industry. While the first six months of the year was robust in terms of occupancies and revenue, the turn of events in the global arena, especially the Eurozone crisis and partial downturn in the US economy, had put breaks on the otherwise smooth march in the following months.

Though the year 2011-12 was internationally termed as the year of recession it did not deter the Indian hospitality industry from adding new properties into its inventory. There was a drastic shift in strategy and the country saw more of the mid-segment and budget hotels of both domestic and international brands. Hoteliers have also explored newer markets with superior brands.

Whilst being categorized in the service sector, setting up of hotels is a highly capital-intensive process, involves significant construction and planning activity, and supports infrastructural development in the country. It has been a long-standing demand from the hospitality business to accord it 'industry' status, under the infrastructure category. The resultant benefits will be, that hospitality projects will be entitled to specified deductions such as 80 IA of the Income Tax Act, 1961 and will pave the way of setting up of new projects that will reduce the demand and supply gap in rooms in the years to come, besides reducing prices of rooms.

# Management Discussion and Analysis Report (cont...)

Panoramic Universal Limited | 21st Annual Report 2011-12

However, the high costs of real estate and lack of any tax incentives by the Government are acting as hurdles for the hospitality sector. These challenges are further accentuated by overall infrastructure deficit in the country. Rationalisation of the number of tax levies and implementation of single tax regime will benefit the hospitality industry. At present, a hotel needs almost 80-100 licenses before it starts its operations in India. There is an urgent need for "effective single window clearance" to make the process smooth and to avoid the untimely delays.

Today the tourism and hospitality industry in India contributes around 6.23 per cent to the national GDP and 8.78 per cent of the total employment in the country. The constant transformation has made the Indian hotel industry more functional and practical and has gained a level of acceptance world over. With the continued growth in India's GDP, improvement in the per capita income, and increased aspirational spending, the Indian hospitality sector is expected to grow faster than most countries around the world. Domestic travel is expected to be the primary driver of the sector's growth and budget and mid-market segments have emerged as the most preferred investment categories.

According to a recent study by the World Travel & Tourism Council (WTTC), India is expected to have around 1,747 million travellers by 2021 and an additional requirement of 1,88,500 rooms. An improving economic scenario and demand for more hotel rooms across categories is persuading international hotel chains to sign new management contracts with Indian developers and property owners. The industry will witness the announcement of a number of new hotels this year. The Indian hotel room market for 10 metros is estimated to expand at a compounded annual growth rate (CAGR) of 17% to ₹11,900 crore during 2010-13. In terms of the number of rooms sought per day, the hospitality sector is estimated to grow at a CAGR of 10.3%.

As far as the specific market for providing of room nights concept is concerned, there has been a considerable increase in the awareness and acceptance of the concept in India over the last few years. Besides the Group benefits from the credibility and brand image that it has developed with successful execution of projects / acquisitions and the delivery of quality holiday experiences to its Applicants. An important indication of this is the considerable growth in Applicants through referrals from its existing customers.

## GOVERNMENT INITIATIVES

Some of the major initiatives taken by the Government of India to promote tourism and hospitality sector in the country are:

- In an endeavor to give a stimulus to the 'Incredible India' campaign and cinema as a sub-brand of Incredible India, at various international film festivals abroad, the Ministry of Information and Broadcasting (I&B) and Ministry of Tourism have signed a memorandum of understanding (MoU) to provide support for film tourism.
- In order to promote India as a preferred destination in the domestic and international tourism markets, the Ministry of Tourism (MoT) and Ministry of Civil Aviation (MoCA) have formalised a Memorandum of Understanding (MoU), wherein MoT will use all platforms available with the MoCA for promoting the brand Incredible India in domestic and international markets.
- State Tourism Development Corporations are entrusted with responsibility of formulating and implementing Rural Tourism Projects in consultation with District Collectors/Deputy Commissioners to ensure convergence from other yojnas, schemes and allocations for broader/integrated development at the site to benefit local communities.
- The Department of Tourism will provide financial assistance to State Governments / UT Administrations for organising fairs / festivals and tourism related events such as seminars, conclaves, conventions etc. for the promotion of tourism.
- The Union Government is planning to add 100 budget hotels by 2016 in a bid to encourage the hospitality sector. The tourism ministry wants to set up these hotels through public-private-partnership (PPP) in one, two and three-star categories, besides adding 3,440 rooms by the end of the 12th Plan period (2012-17). The land for building these hotels will be allotted through a "transparent bidding process". The PPP agreement will be signed on a build-operate-transfer basis for a period of 20 years. Only after this time frame a hotel will be allowed to increase its star-rating above three.
- It is proposed to promote places of tourist interest under the control of the Central Agencies. The

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developmental work under this Scheme taken up by the Central Agencies should follow prescribed norms and the monuments/structure should be restored to its original form/condition

- The Tourism Ministry will ask the land-owning agencies at the Central and State level such as, State tourism corporations, local urban bodies, gram panchayats, Indian railways, State Road transport corporations and port trusts to identify suitable land for the construction of budget hotels. The Ministry plans to provide financial incentives and grants to the land-owning agencies.

## ROAD AHEAD

The Indian hospitality sector is expected to witness high growth over the long term due to rapidly increasing average disposable income, the rising number of business opportunities in the country, vast natural and cultural resources, and increased spending by the government on developing tourism infrastructure. The next one or two years may be a phase of building before the high growth trajectory emerges.

The Indian tourism industry has been on an upswing for last few years partially due to an excellent 'Incredible India' campaign and is expected to rise up to US\$ 431.7 billion by the end of 2020.

The presence of world-class hospitals and skilled medical professionals makes India a preferred destination for medical tourism. The segment could earn India US\$ 2.2 billion per year by 2012. Tour operators are teaming up with hospitals to tap this market.

Cruise shipping is one of the most dynamic and fastest growing components of the global leisure industry. India with a vast and beautiful coastline, virgin forests, and undisturbed idyllic islands can be a fabulous tourist destination for cruise tourists.

Furthermore, the emergence of newer forms of tourism such as cruise tourism, agritourism and eco-tourism has the potential to substantially increase India's inbound tourist volumes over the forecast period.

India has potential to develop the rural tourism industry as most of its population resides in rural areas. This can benefit the local community economically and socially, and enable interaction between tourists and locals for a mutually enriching experience.

CARE Research has projected a moderate growth rate in demand of 9-10% for the Hotel Industry in FY13. This demand would mainly be driven by the rise in both, domestic and foreign tourists. The domestic tourists are expected to surge by approximately 14-15 % in FY13 and foreign tourists are expected to grow by 7 %. While rising disposable incomes, increased globalization and the increasing number of events taking place in India have been factors that have been beneficial for the industry, untoward events that the country is susceptible to such as natural calamities, terrorist attacks or spread of certain diseases have a negative influence over the sector.

## INFORMATION TECHNOLOGY INDUSTRY

Information Technology (IT) has made possible information access at gigabit speeds. It has created a level playing field among nations and has made positive impact on the lives of millions who are poor, marginalized and living in rural and far flung topographies. IT industry is one of the fastest growing industries in the world. The Indian information technology industry has played a key role in putting India on the global map. From the last decade India has become one of the most important offshore destinations amongst Asia Pacific region. The tremendous growth during recent years in the IT sectors has marked a profitable future for Indian Information technology. Since last few years it has been observed that this industry has increased three fold and have captured the leadership position in world market. The IT industry accounts for a major share in the exports from India. The biggest gain from the growth of this sector has been generating huge employment opportunities. For a developing country like India, with a huge population, the high rate of employment in the IT sector is a big advantage. New markets for software exports from India have opened up in the Middle East, South and Southeast Asia, Africa, and Eastern Europe.

IT has been one of the key driving forces fuelling India's economic growth. Information Technology (IT) has evolved as a major contributor to India's GDP and plays a vital role in driving growth of the economy in terms of employment, export promotion, revenue generation and standards of living. The sector includes IT services, engineering design and R&D services, ITES (IT-enabled services) or BPO and hardware. As a proportion of national gross domestic product (GDP), IT sector's contribution has risen from 1.2 per cent in 1997-98 to an estimated 7.5 per cent in 2011-12.

As per the Ministry of Communication and Information



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Technology, Indian IT export has clocked a revenue of USD 77.9 billion during the financial year, 2011-12. The Government expects IT export to reach USD 87 billion in the FY 2012-13.

Most of the Information Technology-Information Technology Enabled Services (IT-ITES) exports from the country are to USA and European countries. As per NASSCOM, the IT-ITES exports to USA and the European countries (including U.K.) account for almost 90% of the total IT-ITES exports from the country. The direct employment by IT-ITES industry has increased from 2.54 million in FY2010-11 to 2.77 million in FY2011-12 with a net addition of 2.30 lakh employees in the work force.

## GOVERNMENT INITIATIVES

The Government of India is expected to increase its spending on the e-governance projects, which would contribute towards growth in the IT & ITeS sector. The Government has launched a project to provide high quality broadband access to village Panchayats through National Optical fibre network by 2014. The project would benefit small and medium enterprises (SMEs) in the country.

Under the Income Tax Act, there is a weighted deduction of 200% of expenditure incurred on in-house R&D for a company engaged in the business of electronic equipment, computers and telecommunication equipment with an intention to promote Research and Development (R&D)

In order to promote information technology in rural areas, the Department of Electronic and Information Technology (DeitY) is implementing common service centre schemes (CSCs) in a public private partnership mode wherein 1,00,000 centers are planned to be set up in the rural areas. The department has also launched a scheme wherein all village level entrepreneurs who operate the CSCs will be given training in course in computer concepts (CCC) by National Institute of Electronics and Information Technology (NIELIT).

The following are some of the initiatives taken by the Government of India, Ministry of Communications & Information Technology Department in the Information Technology Twelfth Five Year Plan (2012-17) :

### e-Governance

The National e-Governance Plan (NeGP) with a vision to make all Government services accessible to the common man in his locality, through common service delivery outlets,

and ensure efficiency, transparency, and reliability of such services at affordable costs is an initiative of the Government of India.

### e-Security

Cyber security requirements are dynamic in nature and change with the threat environment. The cyber security threats emanate from a wide variety of sources and manifest themselves in disruptive activities that target individuals, business, national infrastructure and Governments alike.

### e-Industry (Electronic Hardware)

Electronics is a flagship sector of strategic importance. With the demand for electronics hardware expected to rise rapidly, India has the potential to become an electronics hardware manufacturing hub and contribute significantly to the increase in our GDP, employment and exports.

### e-Industry (IT-ITeS)

Information Technology/Information Technology Enabled Services sector (IT/ITeS) has played a vital role in acquiring a Brand Equity for the nation and has contributed immensely to the increase in the GDP, employment and exports. In the Twelfth Five Year Plan it is proposed to sustain IT-ITeS industry's growth momentum by building an enabling policy environment, support small and medium enterprises and provide competitive edge through fiscal benefits, innovation fund and incubation, build world-class infrastructure in identified tier II & tier III cities to create new hubs for industry development as potential centres of excellence and to address the gap of employability through skill development initiatives.

## ROAD AHEAD

Given its language-independent nature and cost benefits attached to offshoring, engineering services (automobile, energy, telecom and industrial design) could become a large opportunity for technically equipped Indian firms, as stated by National Association of Software & Services Companies (NASSCOM).

Furthermore, investments by enterprises in IT infrastructure, applications and IT outsourcing has been increasing. Demand for domestic BPOs has been largely driven by growth in sectors such as telecom, banking, insurance, retail, healthcare, tourism and automobiles. The IT platform not only offers opportunities to exploit domestic demand but also facilitates access to the global avenues.



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As per the Report of the Working Group on Information Technology Sector for the XII five year plan set up by the Planning Commission, the IT-ITES industry's exports are forecast to grow at a CAGR of 13.8% and reach USD 130 billion by FY 2016-17 from USD 68.7 billion (Estimated) in FY 2011-2012.

NASSCOM has predicted a 11%-14% growth rate for the country's Indian information technology (IT) industry and expressed confidence that foreign companies will continue to outsource projects for better margins. He said the Indian companies will continue to grow as they are changing strategies in a dynamic market

After years of confusing tax laws, India information technology sector heaved a sigh of relief with Prime Minister's announcement to setup a committee to review laws governing taxation of the sector. Major IT companies welcomed the move expecting the recommendations would work towards bringing in more clarity in the taxation and make India an investment-friendly center. This committee, after due consultations with stakeholders and related government departments, will finalize the Safe Harbour provisions announced in Budget 2010 sector-by-sector and provide its recommendations for taxation of Development Centers, by 31 August 2012.

## OPPORTUNITIES

### HOSPITALITY INDUSTRY

The Indian hospitality industry has emerged as one of the key industries driving growth of the services sector in India. It has evolved into an industry that is sensitive to the needs and desires of people. The fortunes of the hospitality industry have always been linked to the prospects of the tourism industry and tourism is the foremost demand driver of the industry. The Indian hospitality industry has recorded healthy growth fuelled by robust inflow of foreign tourists as well as increased tourist movement within the country and it has become one of the leading players in the global industry.

Potential for the travel and tourism industry in India is enormous. However, at the same time, the industry faces numerous challenges, of which the most critical is lack of proper infrastructure.

Considering India's size and unparalleled diversity- natural, geographic, cultural and artistic, there is vast room for growth in tourism industry. As travelers surge into India, the demand for rooms, across segments has skyrocketed.

The expected growth of the industry in future has provided its players with an opportunity to invest in new technologies such as Customer Relationship Management (CRM) tools and latest security systems, MICE (Meetings, Incentives, Conferencing, Exhibitions Section) etc. India can also develop infrastructure to host international conferences and trade shows, thus increasing its share of tourist traffic from such activities.

Travel and tourism is the largest service industry globally in terms of gross revenue and foreign exchange earnings. It is also one of the largest employment generators in the world. It has been a major social phenomenon and is driven by social, religious, recreational, knowledge seeking and business interests and motivated by the human urge for new experience, adventure, education, and entertainment. Tourism is both cause and consequence of economic development. It has the potential to stimulate other sectors in the economy owing to cross-synergistic benefits and its backward and forward linkages.

India's size and massive natural, geographic, cultural and artistic diversity offers enormous opportunities for the travel and tourism industry. The promotion and aggressive marketing measures undertaken by the government is expected to aid influx of tourists. The industry would also benefit from introduction of new forms of tourism and development of niche segments.

Medical tourism in India has gained considerable popularity in recent years. India has a major cost advantage in this field compared with other countries. In addition to cost advantages, Indian healthcare industry offers state-of-art equipment, technological advancement, qualified and experienced medical personnel and a blend of modern and traditional medicines. Thus, medical tourism has immense potential in India.

Opportunities also exist in ecotourism, adventure tourism, and cruise tourism. Eco-tourism is increasing in popularity, evident in the development of eco-friendly hotels and tour packages. With increasing environment awareness and consciousness among tourists and given efforts undertaken by the government and private players, the ecotourism segment is expected to record handsome growth in the coming years.

India holds immense potential in adventure and cruise tourism. India's greatest adventure tourism assets are Himalayas and its mighty rivers. The peak period for adventure tourism is the "lean period" of cultural tourism.

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Development of adventure tourism can make India a round-the-year tourist destination. The cruise industry is one of the most promising industries in India. However, strong efforts need to be made to develop this industry. Other forms of tourism such as agri tourism, pilgrimage tourism, heritage tourism, and MICE tourism also hold enormous potential.

Over the forecast period, India's total tourist volumes are expected to grow due to India's rapidly increasing average disposable income, the rising number of business opportunities in the country, vast natural and cultural resources, and increased spending by the government on developing tourism infrastructure. India is also expected to record high growth in the number of medical tourists arriving from developed countries. Furthermore, the emergence of newer forms of tourism such as cruise tourism, agritourism and eco-tourism has the potential to substantially increase India's inbound tourist volumes.

In India and destinations abroad, the Film Tourism is the latest offering on platter. Initiatives are undertaken by government to promote film shooting in India. India is known in the world for its adrenaline-packed saga of films. Since years, the glitz, the glamour and the melodrama of Indian cinema has enthralled viewers from India and even abroad. Hollywood blockbusters are now using the cutting edge technology and production and post-production facilities available in a few studios of India.

In an endeavour to establish India as a filming destination, the Ministry of Tourism and the Ministry of Information & Broadcasting have recently entered into a Memorandum of Understanding to promote Cinema of India as a sub brand of "incredible India" at various international film festivals and market, to develop synergy between tourism and the film industry and to provide platform for enabling partnerships between the Indian and global film industry.

## INFORMATION TECHNOLOGY INDUSTRY

Changing economic and business conditions, evolving consumer preferences, rapid technological innovation and adoption and globalization are driving corporations to transform the manner in which they operate. Companies are now more focused on their core business objectives such as revenue growth, profitability and asset efficiency.

The purchases of IT consulting systems integration services and IT outsourcing by global businesses and governments are estimated to grow in recognition and sophistication.

In view of this, the addressable market for offshore technology services has expanded.

The global Information Technology sector has made a remarkable progress in the last decade. It has transformed the world, enabling innovation and productivity increases, connecting people and communities, and improving standards of living and opportunities across the globe. While changing the way individuals live, interact, and work, IT has also proven to be a key precondition for enhanced competitiveness and economic and societal modernization, as well as an important instrument for bridging economic and social divides and reducing poverty.

Indian IT's core competencies and strengths have placed it on the international canvas, attracting investments from major countries. A few of them are as listed below -

- India's inherent IT capabilities - abundant talented workforce and world-class companies
- The development of Tier-I and Tier II/III cities has enabled India to offer lower cost of delivery in comparison to other offshore locations.
- Government policies and increase in the participation by public-private ventures have also helped in the growth of the IT-BPO sector.
- Development of Software Technology Parks of India (STPI) and Special Economic Zones (SEZs)
- The export-driven companies offer services ranging from managing complex computer networks and call centers, to software coding to maintaining technology operations
- Software Development, IT-Enabled Services and Telecommunications
- Enhanced global service delivery capabilities of Indian companies
- India's mature capabilities in higher, value-added activities and in the Global Delivery Model
- Core areas such as custom application development and maintenance as priority areas, which are easily offshoreable.
- Large service centres of global companies, with R&D capabilities making India an IT hub
- The industry is expected to add 230,000 jobs in

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Financial Year 2012, thus providing direct employment to about 2.8 million, and indirectly employing 8.9 million people.

The pace of technological advance is accelerating and Information and Communication Technology (ICT) is increasingly becoming a ubiquitous and intrinsic part of people's behaviors and social networks as well as of business practices and government activities and service provision. These transformations will continue to move human progress forward by further leveraging IT's positive social, political, and economic impact on government, enterprise, and civil society.

The National Policy on IT focuses on application of technology-enabled approaches to overcome monumental developmental challenges in education, health, skill development, financial inclusion, employment generation, governance etc. to greatly enhance efficiency across the board in the economy. The policy seeks to achieve the twin goals of bringing the full power of ICT within the reach of the whole of India and harnessing the capability and human resources of the whole of India to enable India to emerge as the Global Hub and Destination for IT and ITeS Services by 2020. The focus of the IT policy is therefore on deployment of ICT in all sectors of the economy and on providing IT solutions to the world.

## CHALLENGES, RISKS AND CONCERNS

India has a rich heritage culture. The "Unity in Diversity" tag attracts most tourists. Foreign hospitality players are heading towards Indian markets. India's share in international tourism and hospitality market is expected to increase over the long term. The Indian hospitality industry has recorded healthy growth in recent years owing to a number of factors:

- Increased tourist movement
- Economic growth
- Changing consumer dynamics and ease of finance

However changing economic and business conditions and rapid technological innovation are creating an increasingly competitive market environment that is driving corporates to transform their operations. Consumers of products and services are increasingly demanding accelerated delivery times and lower prices. Eliminating these risks altogether is unrealistic, but there are ways to minimize them.

The following section describes some of the main risks that

could materially affect the Company's business. The factors below should be considered in connection with any financial and forward-looking information in this Annual Report and the cautionary statements regarding forward-looking statements given elsewhere in this section.

The risks below are not the only ones that the Company faces. Some risks are not yet known to the company and some that the company does not currently believe to be material could later turn out to be material.

### (i) General economic conditions

The hotel business is dependent on economic conditions globally as well as in India. Local market conditions, excess hotel room supply in some cities, reduced international or local demand for hotel rooms, fluctuations in interest rates and foreign exchange rates, inflationary pressures government policies and regulations on taxation, natural and social factors, etc. do affect the hotel business.

### (ii) Socio-political risk

The growth in the Indian tourism sector is accompanied by the imminent destruction of local ecology and an increase in pollution, which, in the long run, is going to negatively impact the tourism industry of India.

In addition to the economic risk, your Company faces risks from the sociopolitical environment internationally as well as within the country. As a result, threat of terrorist activities, travel advisories from foreign countries, natural calamities and so on, may affect the flow of foreign tourists to India and movement of domestic tourists.

### (iii) Competition from National and International Hotel Chains

Enjoying a high growth rate, the Indian subcontinent has become the preferred focus area of major international hotel chains. Several global players have announced their plan to have tie-ups with developers and investors to benefit from the demand-supply imbalance. These entrants are expected to intensify the competitive environment. The success of the Company will depend upon its ability to match the quality of services, amenities and facilities, brand recognition, location of properties, etc. As the number of player increases, the competitive intensity in the sector is likely to increase.

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## (iv) Operational and Financial Risks

Operational risk is inherent in the any form of business organization and mainly relates to meeting customer expectations in terms of quality of service and maintaining a balance between the inventory of properties and growth of customers. These assume significance given the payment delays or defaults, rupee appreciation, wage inflation and other cost escalations could reduce the Company's earnings.

## (v) Strategic Risks

Risks emanating out of the choices we make on markets, business mix, resources, changes in consumer demand, new technology and practices and delivery model which can potentially impact our competitive advantage in medium and long term. Further this includes aspects relating to scalability and sustainability of business.

## (vi) Employee Risks

The hotel industry has it's own set of constraints which include managing manpower, compensation issues, high attrition rate, regular employee training in order to maintain service standards.

## (vii) Project Execution & Management Risk

The Company is delivering high-quality engineering and software solutions to its clients but it involves uncertainties, which have impact on the budgeted time and cost, and it ultimately affects the profitability of the Company.

## KEY RISK MANAGEMENT MEASURES ADOPTED BY THE COMPANY

In current scenario of global volatility and multi faceted market a Company's sustainability and growth are based on risk management capabilities. A risk event that affects business is a significant occurrence in the life of any Company, affecting directly on its ability to fulfill its business objectives. The key risk management practices include those relating to identifying key risks to our business, impact assessment, risk monitoring, mitigation actions, reporting and integration with strategy and business planning. Your company has a risk management framework in place for identification of risks, assessment of the nature and severity of risks and their potential impact, and measures to mitigate them. This framework also has established mechanisms 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.

During the year, due to the impact of risks relating to the slow economic recovery in key markets, our competitive position in market segments required continuous focus. The risk management process is continuously improved and adapted to the changing global risk scenario. The agility of the risk management process is monitored and reviewed for appropriateness with the changing risk landscape. The process of continuous evaluation of risks includes taking stock of the risk landscape on an event driven as well as quarterly basis.

The objective of risk management is to develop a culture and capabilities of identifying, assessing & mitigating the risk at all levels/functions across the organization, by instituting framework, processes/policies suitable to the Company and creating risk awareness which ultimately insures the Company's sustainability in the business and provide benefits to the Company's stakeholders and customers.

## Broad Objectives Of Risk Management

- **Reduce unacceptable performance inconsistency**  
Evaluate the likelihood and impact of major events and develop responses to either prevent those events from occurring or manage their impact on the Company if they do occur.
- **Build confidence of stakeholders**  
Increase transparency of risks and risk management capabilities, and improve the maturity in identifying and managing critical risks.
- **Strengthen corporate governance**  
Strengthen Board oversight, explain risk management roles and responsibilities, set risk management authorities and boundaries, and effectively communicates risk responses in support of key business objectives.
- **Successfully respond to a changing environment**  
Assist management with evaluating the assumptions underlying the existing business model, the effectiveness of the strategies around executing that model, and with identifying alternative future scenarios, evaluate the likelihood and severity of those scenarios.



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- **Align strategy and corporate culture**

Help management to create risk awareness and an open, positive culture with respect to risk. Centralize policy setting and creates focus, discipline, and control. Increase accountability for managing risks across the enterprise and facilitate timely identification of changes in an entity's risk profile.

The following are some other **RISK MITIGATING TECHNIQUES** adopted by the Company for better management:-

#### **Economic –Political – Social Risk Management**

The global economic slowdown affected India and the hospitality industry. Although the situation has improved considerably, such cyclical downturns may continue to resurface in the future. Besides, inflation continues to be on the high side. If the situation persists, it might adversely affect consumer confidence and impact the ability of people to spend on discretionary items, affecting the growth of the industry.

The Company recognizes these risks and has initiated measures to minimize its impact. This includes expanding the bouquet of products and services offered to the customers to include shorter duration products as well as offerings aimed at different socio-economic segments. It has also sought to de-risk itself by expanding the addressable market.

As with other kinds of risk, the only tried and true method for mitigating political risk is diversification. For the same, your Company has spread its international investments so as to face the political risk calculations even if they turn out to be off the mark.

#### **Operational and Financial Risk Management**

Your company has a periodic assessment of the business risk environment. Operational risks are assessed primarily on three dimensions, namely, business process effectiveness, compliance to policies and procedures and strength of underlying controls. Given the inherent nature of the product - which offers flexibility in terms of usage across various resorts and seasons - the Company may not be able to make available the choice of location/dates desired by the customers on every occasion, which could result in dissatisfaction. To mitigate these risks, the Company invests significant resources in systems and processes to ensure quality of service and overall experience

of the customers. As regards room inventory, the Company has been judicious in the use of different options - fresh developments, expansions, leases of different durations and acquisitions- to maintain a balance between the demand and the supply. Apart from the same, the following procedures have been adopted for effective operational and financial risk management.

- Robust accounts receivable management
- Decentralized, institutionalized framework to control expenses
- Focus on improving productivity and leveraging the employee pyramid

#### **Mitigating Competition**

By extensively improving its service standards, as also renovating and repositioning all its key properties under the brand 'United 21' your Company counters the risk from growing competition and new properties. Further, it gains operating and financial leverage, by expansion through management contracts and leveraging the strengths of its Associates.

#### **Strategic Risk Management**

Your company has system in place to identify risks related to business objectives in the near-term, medium-term and long-term and the same is used as one of the key inputs for the development of strategy and annual business plan. Key strategic initiatives are identifies to mitigate specific risks.

#### **Employee Risk Management**

The professionals working in the Company are the key assets. The nature of business demands that the Company has adequate professionals with required skill sets at any point of time to meet the customer demands. Considering the high level of turnover of professionals in the industry in which Company operates, the Company could face difficulties in attracting and retaining the necessary work force at any given point of time, which may result in loss of business opportunities

Talented employees with knowledge and skill are the key to the success of the Company. The Company could be impacted by the loss of such critical talent. Your Company is continuously identifying the requirements of their key talent and aligning their HR practices to enhance the value proposition they provide to employees in those specific

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areas, typically identified as: role, career, benefits, compensation and culture. The Company has been successful in building a performance driven culture through a systematic performance appraisal process, training programme, spiritual seminars, etc. A number of rewards and recognition mechanisms have been institutionalized in the organization to recognize contribution of employees on projects or other key initiatives. The continuous training is imparted to the key employees.

Your organization has benefitted from a more strategic approach; one that places the positive development of your people at the centre of your approach to managing people risks and developing your business. Your company has tried to establish an organisational culture, supported by appropriate people strategies that focus on: people development; recognition; the provision of feedback and rewarding success; will not only help you grow your business, but will significantly reduce the need for defensive action and the costs associated with it.

## **MANAGEMENT OUTLOOK AND STRATEGY TOWARDS SUCCESS**

Your company is committed to conducting business in a manner that complies with applicable laws and is perceived to be, consistent with the highest ethical standards along with understanding the risks that may compromise these standards and using all reasonable efforts to ensure that those who provide services to and for your company including employees, contractors and agents – are aware of and share our commitment to the growth of the business in the most efficient and fruitful way.

In the global era of competition and transition, the future success of an organization will be driven in large part by the ability to foresee and capitalize on change. The reputation of the Company and the value of its brands are influenced by a wide variety of factors, including the perception of the consumers. A customer focus implies a significant shift in what drives hotel development placing primary emphasis on the customer with the locations to follow.

With the changes in the urban lifestyle reflecting in the increased holiday pattern of families, your Company also plans to gain with this upward trend in India's holidaying habits. Several new destinations will be added along with a significant increase in its room count. The market scenario is a big concern for everyone globally, but being a mid-market hotel segment the economic slowdown will not

affect your Company as much as it impacts the deluxe segment. The economic meltdown would definitely impact new investments into the sector.

2013 will be a very challenging year. The global financial and economic crisis is a major concern. The Euro is very unstable and the economic outlook seems very weak. Even the domestic market is experiencing a slowdown and facing many challenges. Western economies are yet to see recovery. With the depressed mood in the US economy and the concurrent pressure on European economies, the travel and tourism sector, and the hotel industry in particular, will continue to see reduced spends. On the upside though, the extent of economic activity in India has not decreased. There has been a growth in travel albeit with compromises on hotel spends. India is integral to the growth plans of most economies in the world. The slowdown notwithstanding, travel into the country will sustain.

## **Growing profitability**

In today's global era, it is of utmost importance that every company should have a careful balancing act that needs to take place for management plans to be successful. To establish a strong position and to stake a claim in the future, current business practices should be examined in the light of what can be expected to be the key success factors in the year 2013.

## **Pricing**

The hotel room is a highly perishable product. In most cases, we make use of tie-ups to generate business and leisure demand. Price is critical and we have a continuing focus on driving average rates as high as the market will allow.

## **Brand management**

We also have our own sales people and processes to target those markets that brands don't reach. In many of our hotels, we manage a health and fitness customer base.

## **Systems**

Your Company manages the accounting and finance systems effectively along with smooth business operations.

Apart from the above the Company's systems allows it to minimize circulating cash balances and maximize available cash to fund capital expenditure and service debt.

Whether it is new expansion, change of use or acquisition and / or brand change, your Company rigorously examines all proposed expenditure, to eliminate waste and optimize the timing.

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The requirement for capital expenditure is evaluated through the following tools.

- A critical assessment of whether or not to apply any capital to the issue
- Assessment of the timing of any spend including any disruption to existing cash flows
- An assessment as to whether there is a later alternative use of the assets
- Cost/benefit analysis
- Market movement and conditions review
- Flexibility to future changes
- Value creation analysis

A capital plan with supporting cash flows and clear purpose statements is prepared which segments expenditure into three categories.

- Defensive - aimed at maintaining market share and is a response to market trends
- Strategic - has as its goal a repositioning of the asset in part or in whole, for example through a rebranding or through the conversion of part or all to an alternative use.
- Expansionary - aimed at adding capacity e.g. through additional rooms, additional leisure facilities, acquisitions, etc.

## INTERNAL CONTROL SYSTEM AND ITS ADEQUACY

Due to evolving and expanding nature of its business activities, the Company faces new challenges of data, system and process security, emerging out of business transactions and processes, which are large in volume and varied in nature. The Company has an internal Control mechanism to facilitate formulation and revision of policies and guidelines in order to align them with changing business needs. The areas of internal control weakness in business and financial processes are identified through a regime of routine checks and remedial actions taken to correct the deficiencies, wherever noticed.

The internal control policy is supported by other well documented procedures and guideline for specific areas of operation. The documents typically enlist a standard operating procedure along with responsibility and authority

level matrix to ensure effective implementation of the same. The Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of corporate policies.

The Company has a well defined delegation of power with authority limits for approving revenue as well as expenditure. Processes for formulating and reviewing annual and long term business plans have been laid down. The internal audit process is designed to review the adequacy of internal control checks in the system and covers all significant areas of the Company's operations such as software delivery, accounting and finance, procurement, employee engagement, travel, insurance, IT processes in the Company, including significant subsidiaries and selected foreign branches. Safeguarding of assets and their protection against unauthorized use are also a part of these exercises.

Increasing use of information technology in transaction and payment processing, has its associated risks of fraud. The Company regularly reviews controls in areas of electronic fund transfer and ensures that all the requisite controls are built – in. Specific guidelines are issued mandating additional controls to be built, wherever gaps are observed in the process.

During 2012-13, the focus of the Company will be to expand its presence both in terms of geography and the socio-economic segments that it addresses. It believes that the new properties and services which it plans to launch during the year will open up newer opportunities and increase its penetration and reach in the domestic market. Simultaneously, these will widen the base and so mitigate the risks associated with addressing a relatively smaller segment of the market. Your Company is well positioned in terms of having necessary long-term risk capital, important for unencumbered growth in resource intensive infrastructure sectors such as hospitality. Therefore, the Company's outlook for 2012-13 is optimistic.

In order to ensure the efficacy as well as efficiency of the process, the Risk Management & Internal Control processes are periodically audited by the internal audit as well as the statutory auditors. The Audit Committee of the Board is

# Management Discussion and Analysis Report (cont...)

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kept abreast on a regular basis, about the key observations during such audits, and follow-up measures taken. A detailed note on the functioning of the Audit committee forms a part of the chapter on corporate governance of this Annual report.

## HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Your Company's human resource management systems and processes are designed to enhance employee engagement, organizational capability and vitality so as to ensure that each of the businesses is performing at the optimum level, is positioned for competitive superiority and capable of achieving your Company's ambitious plans for growth. A key component of your Company's human resource strategy is the unique strategy of organization that ensures that each business is enabled to focus on its own product market while at the same time, leverages the synergies of a multi-business segment.

The Company has been successful in building a performance driven culture through a systematic performance appraisal process influencing total compensation. Annual benchmark compensation surveys in the countries where we are present are used to align our compensation and benefits with market norms. A number of rewards and recognition mechanisms have been institutionalized in the organization to recognize contribution of employees on projects or other key initiatives.

### Talent diversity

The Company's talent acquisition plan includes an optimal mix of fresh and experienced hires with diverse educational, cultural and national backgrounds. The diversity broadens the talent pool available to the Company and at the same time, enriches the quality of workforce coming from different cultures with different outlook, conducive for innovation and improved productivity. Efforts were also made to integrate differently abled individuals into the workforce.

Your Company fosters a culture that rewards performance, continuous learning, collaboration and capability development across the organization, to be future-ready and meet head-on the challenges posed by ever-changing market realities.

Your company believes that its people are as much its assets as its infrastructure and attaches the highest importance to human resources. It focuses on developing a performance culture throughout the organization. Some

of initiatives undertaken by the company, in this regard are as follows:

- A major initiative has been launched recently to identify the core values in line with the vision and mission statement of the company, these core values are now being inculcated in the company's workforce through a series of programs.
- Performance Management System has been reviewed and strengthened so as to measure objectively the achievement in Key Result Areas, Variable salary package linked to performance.
- Providing opportunities to high performers for attending training programmes and additional exposure

Your Company believes that the company's success in building internal capability and motivation depends on individual talent being nurtured and people acquiring the right skills, necessary to drive business objectives.

Industrial Relations throughout the year were cordial at all hotels and operating units of your Company. as at 31<sup>st</sup> March, 2012, the Company had 77 employees.

## COMPANY'S BUSINESS AND SEGMENT WISE PERFORMANCE OVERVIEW

### HOSPITALITY BUSINESS

#### Magic Holidays

In today's scenario life has become very stressful. Taking a break from the stress and rejuvenating oneself along with near and dear ones has become an integral part of the life. Providing of room nights is an appropriate solution to securing inflation proof holidays at unlimited destinations over a period of 25 years. Education about the concept to young and aspiring generation has seen the growth of the industry @16% CAGR over last 5 years. This segment of the hospitality industry is growing consistently despite of declining GDP growth.

Panoramic Group has made a mark for itself in providing of room nights business under the brand "Magic Holidays". Panoramic Group has 11 owned properties in India, 4 in USA, 1 in New Zealand and condominiums in Thailand. Panoramic Group properties are affiliated to RCI (World's leading resort exchange body) thus giving access of over 4500 properties across world to its applicants. Panoramic Group also has done barter affiliation with resorts in India



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to give more access to domestic travels. Magic Holidays gives options to its applicants to holiday at unlimited locations. Magic Holidays is the most flexible program in the market which provides room nights. It is one of the most hassle free vacation ownership program. Magic Holidays has the more than 90% holiday confirmation rate. The expansion has been planned very systematically to ensure building servicing capacity along with increase in applicants base in order to ensure fulfillment of commitment.

With the launch of "Magic Holidays", a Holiday Scheme that brings affordable holiday packages to its customers, your company has achieved a high reputation and goodwill in the market. During the year, there was considerable interest in the product both from leading Indian corporate houses and multi-national companies. Several new corporate clients were added during the year.

Magic Holidays has been expanding rapidly across the country. It has started operations in Ahmedabad, Vadodara, Surat, Delhi, Bangalore and Hyderabad apart from its well established presence in Mumbai and Pune.

"Magic Holidays" has established its reputation in a very competitive market and has maintained the same with the help of the following tools and techniques:-

- Web site updating
- Updating the Social networking site
- Introduction of new logo
- Pan India Tie- up with Retail Chains
- Pan India Tie-up with Theatre Chains
- Tie-ups for Cash/Discount Voucher at the Group Hotel United-21- Thane, Area 51- Pune and other tie-ups with hotels and retail brands
- Conducted recruitment drive/job fair at Thane, J.W Marriot, and online job posting at All India Resort Development Association (AIRDA)
- Conducted various exhibitions and branding activity across the country at Malls, Award ceremonies, etc.
- Branding customer engagement programme via Radio Mirchi (Radio Partner).

## TravelHot

High cost of physical retailing associated with infrastructure, manpower and inventory, has given the right impetus to E-Commerce in India. E-Commerce has been growing

rapidly and almost everything is being sold online. Online Travel business is around Rs 25000 Crores. The major share of which is from Rail and Air Ticketing. With content and value based information being provided by Travel Companies, consumers now find it easy and convenient to buy holiday packages, hotel room booking and vehicle booking online.

Travel business has to have right mix of online and offline business to become prominent player in the industry. The Group Company i.e Panoramic Tours and Travels Limited has forayed into Travel business in both online and offline segment. Efforts are being made for making travel portal "Travelhot.in" ready for carrying out commercial transactions with ease. The portal is being integrated directly with GDS [Global Distribution System] for Air Ticketing and Hotel booking. Your Group Company is also in the process of building holiday packages; inbound, outbound and domestic to be sold through the portal. The portal will be one stop shop for all travel and leisure requirements with real time support from back office.

At the same time Your Group Company is expanding physical presence of the Magic Holidays offices. Hence this will put your Group Company as one of the biggest geographically spread Travel Company. Combined offline and online presence is expected to boost the revenue exponentially.

## HOTELS AND RESORTS (IN INDIA AND ABROAD)

The Group currently owns 11 operational properties in India and 5 operational properties overseas.

### Hotels and Resorts in India

#### Panoramic Sea Resort, Alleppey

Flanked by the sapphire Arabian Sea and the peaceful backwaters of Alappuzha, Panoramic Sea Resort is set around the gorgeous sight of unforgettable visual memories you take home from Kerala. The resort embraces a Multi-cuisine Restaurant, a grand Conference hall, Ayurvedic treatment SPA, a beautiful swimming pool set around in nature's scenic beauty and an enormous space for you to organize unforgettable events and parties. Experience the joy of being in the God's own country at Panoramic Sea Resorts, because Kerala is...where Alleppey is!!

#### United 21 Resort, Kodaikanal

United-21 Resort, Kodaikanal is a paradise on a hilltop at Kodaikanal in Tamilnadu, it is an idyllic escape from the

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scorching heat and the teeming streets of the Plains and an excellent choice for travelers. It offers splendid luxury accommodation with spacious and tastefully furnished rooms, Suites, 6 bedded rooms and Deluxe rooms adorned with excellent amenities. With a range of facilities combining charm with modern technology, to help you unwind it is superbly located with unique panoramic views from all rooms, the hotel boasts of multi-cuisine restaurant and 'The Seasons', its conference venue

## **United 21 Paradise, Ooty**

United-21 Paradise, Ooty is an idyllic, pleasing and picturesque spot of natural simplicity and bliss. Despite the cozy ambience in the cottages, United-21 Paradise Ooty tempts you to interact with the different elements of nature. The spot offers plenty of activities to fill your day at this hill station resort.

United-21 Paradise Ooty Trekking Pinnacle, a trekking spot up 300 meters is on the peak of the property and can be reached after 30 minutes of adventurous climbing. The viewpoint will give you a bird's-eye view of the high ranges all around, and even a distant view of the Mudumalai Tiger Reserve. After climbing up the Hill, you can have a jungle walk through Mukkuruti Forest - stretching from Silent Valley with enormous rare species of flora and fauna and wild orchids.

Relax and Listen to the Rhythm of Nature and experience the bliss of peaceful and luxurious living in the lap of nature...

## **United 21, Mysore**

Located just opposite the most popular Mysore Palace, United 21 Mysore is well equipped with modern amenities. Our multi-cuisine restaurant, Spices & Sauces and Waves Lounge Bar at United-21 Mysore is a best destination for visitors in Mysore to eat and relax after a hard days travelling / site seeing. It is not only popular among the international and domestic tourists but also is preferred by corporate and families for all types of corporate events, conference facility, banquet facility, meeting facility, weddings ceremonies and wedding receptions and other Celebrations in the Board Room, Senate Hall and the Roof Top (Open Air Garden) that the Hotel embraces.

## **United 21 Grassland Resort, Kaziranga**

United 21 Grassland Resort, Kaziranga in Assam, is in close proximity to the Kaziranga National Park & Tiger Reserve,

a UNESCO world heritage site. It is a responsible wildlife & eco tourism resort with a commitment to use tourism as a genuine tool for conserving the environment & wildlife. Rooms/Cottages are furnished with eco-friendly material with an idea to offer comfortable accommodation and privacy.

## **United 21, Thane**

Situated in the heart of Thane, United 21 offers the combined advantages of a hotel and a lifestyle club and the blue glass cladding gives it a unique look and feel. The hotel showcases extravagance luxury, gorgeous banquet hall, top flight gym, spa and wellness club, table tennis, billiards, discotheque, squash, children's amusement zone, and theme restaurants and bar plus roof top swimming pool and ample car parking area.

## **Pancard Clubs, Pune**

Pancard Clubs-Pune, a multi-purpose venue that is having a throbbing discotheque at heart but has banquet on its mind. Area 51... India's First Revolving Lounge located at the outskirts of Pune, in the serene premises of Pancard Clubs. It also embraces Luxurious A/C Cottages /Cabins, Grand View Multi-cuisine restaurant and Bar, Landscaped kids Zone, Banquet hall, Conference hall, Party Venue for Large gatherings (Arena, Horizon, Aqua Deck), Fitness Centre and Swimming Pool. Its unique architecture, lavish interiors and state-of-the-art light 'n' sound hardware need to be experienced to be believed. Add to it our cross-continental menu, flexible seating configuration and the Panoramic experience and your perfect venue is all set to rock your corporate events, conferences or celebrations of success. Rock on!

## **Panoramic Resort, Karnala**

At Panoramic Resort Karnala, we transform your picnics and conferences into an unforgettable and happy experience. Chirping birds & fragrant flowers, swaying trees & tranquil mountains, gushing waters and playful fountains, elevate your mood, the moment you enter the 17 acres of green bliss. Situated next to the Karnala Birds sanctuary; on the Mumbai-Goa Highway, Panoramic Resorts, Karnala offers you lush green open spaces, swimming pool, elaborate water park and adventure sports facilities for the much required adrenaline rush... and much more.

## **Hotel Sai Sahavas, Shirdi**

Shri Sai Baba's presence is felt in Shirdi every day, by thousands of devotees who converge on Shirdi to get

# Management Discussion and Analysis Report (cont...)

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blessings of Shri Sai Baba. At Sai Sahavas, just a 5 minutes walk from the holy shrine of Shri Sai Baba, you are in the comforting vicinity of Shri Sai Baba. Come, check into one of the well-appointed AC rooms at our Hotel and pay homage to the replica of Shri Sai Baba's idol, on the third floor and you shall at once be cradled into the soothing sphere of Shri Sai Baba's blessings. Sai Siddhi, a multi-cuisine veg restaurant (AC) offers delicacies from Maharashtra, North India, Gujarat, South India and Chinese cuisine to cater to devotees from all over India.

## **Graciano Cottages, Goa**

Graciano Cottages, located near Colva Beach, Goa is an exotic beach side resort equipped with well furnished and centrally air conditioned luxurious rooms and multi-cuisine restaurant serving delicious Goan food. Surrounded by beautiful beaches and fringed by swaying palms, Goa is a land of fun and frolic, creating overwhelming attractions, facilities and ambience. Goa is the best alternative as a distinct tourist destination, having number of thrills for tourists. On your adventurous trip to Goa, you can explore and indulge yourself in various water sports activities like swimming, waterskiing, parasailing, deep sea fishing, scuba diving, banana boat rides, etc. We provide sightseeing arrangements for our guests.

## **Hotel Sagar Kinara, Malvan**

Located just minutes away from the gorgeous beach at Somvar Peth, Hotel Sagar Kinara allures its guests with the exotic view of the historical 'Sindhudurg Fort' which enriches the unique experience that the hotel offers to its visitors through a multitude of facilities ranging from Air-conditioned Multi cuisine Restaurant and a bar with a notable variety of mocktails, cocktails and drinks to beach activities like Snorkeling, Scuba diving and Dolphin safari.

## **The various upcoming projects are:**

The Group is at the final stage of purchasing three Resort properties at exotic locations like Pench, Kanha and Corbett which are amongst the most popular Wildlife Sanctuaries in India:

- **United-21 Jungle Resort, Pench**

A luxury resort situated at village - Jamun Tola near Turia Gate. Pench is one of the most popular tiger parks in the country. The resort has Super Deluxe rooms with Air conditioning / Air cooled rooms, a multi-cuisine restaurant, a Conference Hall for corporate meetings and events

- **United-21 Tiger's Habitat, Kanha**

The Resort is situated at Village - Mocha near Khatia and Kisli Gate . It features Super Deluxe rooms with Air conditioning / Air cooled rooms, a multi-cuisine restaurant and a conference hall.

- **Wild Trail Resort, Corbett**

The Wild Trail is located on the Eastern periphery of Corbett National Park in a place called Dhikuli. It is surrounded by Corbett national park on one side & flowing river on other (the eastern side). It provides different kind of comfortable accommodation like: village style mud huts & well furnished rooms. It is the base for Jungle Safari as it is the nearest resort to the main entry gate of Corbett national park.

In addition to the aforesaid, the Group has the following projects on its agenda:

- **United 21, Hyderabad**

The once called city of pearl is now also reckoned as the IT hub. United-21, Hyderabad suits its need to the best as at United-21, business can now go hand in hand with leisure. The proposed Hotel is well equipped with various modern room amenities as well as business amenities making it an ideal choice for both business & leisure travelers having multi cuisine restaurant "Spices & Sauces" and "Waves" Lounge Bar and a "Anytime" 24 hours Coffee shop.

- **4 Star Hotel in Munnar, Kerala**

The resort will be situated in Munnar, a tea town, perched 1600 meters above sea level, with sprawling tea plantations, picturesque towns, long winding lanes plus trekking and holiday facilities.

- **5 Star Hotel & Ayurvedic Spa, Kumarakom, Kerela**

This 5 Star, deluxe resort situated on the shore of the Vembanad Lake enables exotic sightseeing, boating and fishing experience. The resort plans to feature spa facilities ranging from ayurveda to contemporary massage treatments and special therapies from across the world.

- **3 Star Hotel & Commercial Complex, Jaipur, Rajasthan**

Strategically located opposite the Pink City's railway

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station. Ideally suited for the star category hotel and a commercial complex.

- **Jungle Resort, Usgoan, Goa**

A blend of rustic charm and modern comfort, just 40 minutes drive from Madgaon coty, the resort offers an offbeat setting. It will be built in complete harmony with nature to present the guests with a true jungle resort experience.

- **3 Star Hotel & Club, Service Apartments in Durgapur, West Bengal**

With only two star category hotels in existence in Durgapur at present, this facility will target business customers and usher in new standards in international hospitality.

- **5 Star Hotel, Pune, Maharashtra**

Offering only the best of stay, cuisine, conferencing and wellness facilities, this 5-Star hotel is touted to be amongst the best state-of-the-art hospitality projects of the city.

## International Hotels and Resorts

### The Georgian Resort, New York, USA

Georgian Resort & Conference Center is located in the Adirondack Mountains directly on the shores of beautiful Lake George, upstate NY. This lakeside Resort has accommodations for every budget. From our Courtyard Rooms to the Presidential Suite - guests can enjoy a wide range of accommodations with lake front or lake views suites and pool and patio views, and all within a short walk of Lake George Village.

At 'The Georgian' guests enjoy our private beach with kayak and pedal boat rentals, and our extensive patio area with the Boca Bar and our free form heated outdoor pool. Newly added last year is a fitness center, game room and guest laundry.

The highlight of any stay at The Georgian is our food service. The newly launched Giovanna's on the Lake has an Italian Steak House theme and serves breakfast, lunch and dinner daily.

### Baymont INN & Suites, North Carolina, USA

Luxury comes packaged in the latest of amenities and facilities in this strategically located hotel, which is just a few minutes away from the Piedmont Triad International

Airport and the local Amtrak station.

The hotel is conveniently located at the 2001 Veasley Street. Close to many restaurants, this AAA-approved, two-storied hotel has classy décor, even as it gives the feel of being at home-away-from-home.

With well furnished rooms with a blend of impeccable service and modern leisure & recreational facilities, the hotel offers complimentary deluxe continental breakfast to tickle your tongue as the day's tasty starter. Courteous staff providing gracious service is USP of the hotel that strives to give its customers value for money.

### Clarion Inn, Ohio, USA

Clarion Inn and Conference Center, a Hudson hotel near the Cuyahoga Valley National Park, is easily accessible from the Ohio Turnpike, conveniently located between Cleveland and Akron. Local attractions like the Cuyahoga Valley National Park, Cuyahoga Valley Scenic Railroad, the Brandywine Ski Resort and the Blossom Music Center are all near this Hudson. Enjoy a full breakfast buffet and an array of other delicious items in the hotel restaurant, the Hudson Room. After a busy day, unwind in the on-site Cruisers Bar and Grill, featuring entertainment and dancing on Friday and Saturday evenings.

### Econo Lodge, North Carolina, USA

Ideally located, just south of Interstate 40, this pet-friendly Burlington hotel is in a highly popular tourist and business resort. The hotel provides easy access to Elon University, and many of the area's shopping facilities, including Burlington Square Mall and Burlington Manufacturer's Outlet Center (BMOC), which is home to numerous factory outlets and designer stores. Guests of this pet-friendly hotel are provided an abundance of amenities including free continental. Business travelers will welcome additional conveniences like a business center, a meeting room, in-room desks and access to copy and fax services. Whether business or pleasure brings you to Burlington, the Econo Lodge hotel offers you the perfect place to stay.

### Sai Motels, Auckland, New Zealand

Sai Motels Ltd. is an excellent Auckland Motel Accommodation and serves as a Tourist and Corporate Accommodation in Greenlane Auckland, New Zealand located at 385 Great South Road and opposite the Millenium Office Centre or Yellow Pages office at Greenlane. Significantly placed in an active locality amidst Auckland Showgrounds, Mt. Smart Stadium formerly known



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as Ericsson Stadium, Ellerslie Racecourse and Convention Centre, Alexandra Park Raceway, Turner's Car Auctions, Greenlane Hospital, National Women's Hospital, Cornwall Park and stone's throw away from the Southern Motorway. Sai Motels is conveniently located 20 minutes drive from the Auckland Airport.

Your Company is also expanding overseas especially in Thailand whereby it has already acquired condominiums in Pattaya and is in the process of acquisition at Bangkok.

## IT BUSINESS

Our IT Division, a NASSCOM and CII member has come across new challenges with diversity of thought, creativity, resourcefulness and agility thereby providing quick and effective innovative solutions to the software division of Small and Medium Enterprises (SME) units. Started during the boom phase of the economy in the 1990s, we continue to offer a wide range of software products including Human Resource Management, Society Management System, Real Estate Management and Hotel Management Software. The development of specialised softwares shall further help enhance the IT strength of your Company.

The Company's area of proposed specialization is in the Application Software Development which includes Manufacturing and Distribution, Commercial, Hospitality and other Service Industries. Your Company undertakes software development for both domestic and international customers.

To enable the division scale greater heights it is our constant endeavour to provide IT solutions for newer areas such as:

- Multilevel Marketing/Network Marketing Software
- Recruitment Management System
- Airlines Loyalty System
- Exam Quest System
- Institute Management System
- Jewellery Management System
- Inventory Management System
- Vendor Management
- Portfolio Management System
- Vehicle Management System

## FINANCIAL CONDITION AND RESULT OF OPERATIONS

The Group/Company offers services in primarily three business lines viz. IT, Hotels and Tours & Travels business. The following details on the financial condition and results

of operations intends to provide the information that will assist in better understanding of the financial statements:

### Financial Performance Summary (Stand - alone)

#### Revenues

Your Company has earned total revenue of ₹ 4815.63 Lacs as against the previous year's revenue of ₹ 7222.19 Lacs.

The income from information technology is ₹ 2885.31 Lacs as against the previous year's income of ₹ 6099.60 Lacs.

The income from hospitality business is ₹ 1930.32 Lacs as against the previous year's income of ₹ 1122.59 Lacs.

#### Expenditure

The total expenditure decreased to ₹ 1989.56 Lacs from ₹ 4824.91 Lacs in the previous year.

#### Profit before Tax

The Profit before Tax grew to ₹ 2826.07 Lacs from ₹ 2397.28 Lacs in the previous year.

#### Profit after Tax

The Profit after Tax increased to ₹ 1883.77 Lacs from ₹ 1831.56 Lacs in the previous year.

### Financial Performance Summary (Consolidated)

#### Revenues

During the year ended 31<sup>st</sup> March 2012 ('FY 12') consolidated revenues stood at ₹ 11,004.75 Lacs as against ₹ 15,809.13 Lacs in the previous year.

#### Expenditure

The total expenditure decreased to ₹ 9744.46 Lacs from ₹ 11,156.69 Lacs in the previous year.

#### Profit before Tax:-

The Profit before Tax stood at ₹ 1260.29 Lacs as against ₹ 4652.44 Lacs in the previous year.

#### Profit after Tax:

The Profit after Tax stood at ₹ 270.17 Lacs from ₹ 3034.14 Lacs in the previous year.

# Corporate Governance Report

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## 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company's philosophy on Corporate Governance envisages the adoption of best business policies and alignment of the highest levels of transparency, integrity, honesty, accountability and equity in all facets of its operations and in all its interactions with its stakeholders including shareholders, bankers, government and employees.

The Company is committed to best corporate governance practices which stems not only from the letter of law but also from the inherent belief of doing business in the right way. The Company believes that all its actions and operations must serve the underlying goal of enhancing overall shareholder value on a sustained basis.

The Company's philosophy on Corporate Governance is to observe the highest level of ethics in all its dealings, to ensure the efficient conduct of the affairs of the Company to achieve its goal of maximizing value for all its stakeholders. Being a value driven organization, the company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on principles of good corporate governance viz. integrity, equity, transparency, fairness, disclosure, accountability and commitment to values which are central to the working of the Company.

The systematic enforcement of laws and regulations has created a culture of compliance that has shaped business culture and the management ethos of companies, spurring them to improve as a means of attracting human and financial resources on the best possible terms. The commitment of your Company to the highest standards of good corporate governance practices is innate and is in line with regulations of Securities & Exchange Board of India (SEBI) and clause 49 of the listing agreements.

Given below are the company's corporate governance policies and practices for the financial year 2011-12. As will be seen, your company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements in accordance with the provisions of clause 49 of the Listing agreement as laid down by the Securities and Exchange Board of India (SEBI) under its formal code of corporate governance (hereinafter "The Code")

## 2. BOARD OF DIRECTORS

### (i) Composition of the Board:

The Company has maintained an optimum mix of Executive and Non-executive Directors which is in conformity with clause 49 of the Listing Agreement entered into with the Stock exchanges. As at 31st March, 2012, the composition of the Board was as follows:

Category of Directors	No. of Directors	% to the total No. of Directors
Non-executive Chairman, Promoter	1	10%
Executive (Including Managing Director and Non independent Director)	1	10%
Non-Independent, Non-executive	3	30%
Independent	5	50%
<b>Total</b>	<b>10</b>	<b>100%</b>

None of the directors on the Board are members of more than 10 (ten) committees or chairman of more than 5 (five) committees across all the companies in which they are Directors.

### (ii) Number of Board meetings:

The Board of the Company met 6 (Six) times during the year on 29th April 2011, 29th July, 2011, 25th August, 2011, 4th November, 2011, 7th February, 2012 and 21st February, 2012 as against the minimum requirement of four meetings. The Company has held at least one meeting in every three months and the time gap between two meetings did not exceed four months. The requisite quorum was present at all the aforesaid meetings.

### (iii) Attendance of Directors

Attendance of Directors at Board Meetings held during the year and the last Annual General Meeting (AGM) held on 28th September, 2011 and number of other Directorships and Chairmanship, Committee Memberships held by the Director in other companies as on 31st March, 2012 is as follows:

# Corporate Governance Report (cont...)

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Name of Director	Category	Attendance		No. of Directorships held in other companies <sup>(1)</sup>	No. of Committee Positions held in other companies <sup>(2)</sup>	
		Board	Last AGM		Chairman	Member
Mr. Sudhir Moravekar <sup>(3)</sup>	Promoter, Non-Executive Chairman	1	Yes	4	-	-
Mr. Arun Tari <sup>(3)</sup>	Managing Director	6	Yes	2	-	-
Mrs. Viidyaa Moravekar <sup>(3)</sup>	Non-Executive	1	Yes	7	-	-
Mr. Siddhartha Moravekar <sup>(3)</sup>	Non-Executive	1	Yes	2	-	-
Mr. Dnyanaraj Moravekar <sup>(3)</sup>	Non-Executive	1	Yes	1	-	-
Mr. Abeezer Faizullahoy	Independent	4	No	1	1	1
Mr. Rajendra Gawde	Independent	6	No	-	-	-
Mr. Vilas Mitbawkar	Independent	6	No	2	-	-
Ms. Hemalata Sawant	Independent	6	Yes	1	-	-
Mr. Mehul Parekh	Independent	3	No	-	-	-

Notes :

- (1) Directorship in other companies does not include alternate directorships, directorships of private companies, companies incorporated under Section 25 of the Companies Act, 1956 and companies incorporated outside India.
- (2) Only Audit Committee and Shareholders'/ Investors' Grievance Committee have been considered for committee positions.
- (3) Mr. Sudhir Moravekar, Mrs. Viidyaa Moravekar, Mr. Siddhartha Moravekar, Mr. Dnyanaraj Moravekar and Mr. Arun Tari are relatives within the meaning of Section 6 read with Schedule IA of the Companies Act, 1956.

#### (iv) Company's Code of Conduct

The Company has adopted a code of conduct for its Directors and Senior Management personnel, which is available on the Company's website [www.panoramicuniversal.com](http://www.panoramicuniversal.com). The Code is circulated annually to all the Board members and senior management and the compliance of the same is affirmed annually. Any breach of the aforesaid Code is required to be brought to the notice of the Compliance Officer or the Managing Director and reported to the Board of Directors of the Company for necessary action.

The Board members and Senior Management personnel have affirmed the compliance with the code of conduct. A declaration to this effect signed by the Managing Director of the Company forms part of this report.

### 3. COMMITTEES OF THE BOARD

In Compliance with the Listing Agreement (both mandatory and non-mandatory), and the SEBI Regulations, the Board has constituted three committees with specific terms of reference and scope. The committees operate as empowered agents of the Board as per their charter/terms of reference.

#### (i) AUDIT COMMITTEE

In terms of Clause 49 of the listing Agreement, the Board has constituted an Audit Committee, which is entrusted with the responsibility to supervise the Company's internal control and financial reporting process and inter-alia perform the functions as per the terms of reference which are in accordance with Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement. The gist of the terms is as follows:

- overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, fixing of audit fees and fees for any other services rendered by them;
- reviewing with the Management, the quarterly and annual financial statements before submission to the Board for approval;

# Corporate Governance Report (cont...)

Panoramic Universal Limited | 21st Annual Report 2011-12

- 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 the adequacy and reliability of internal control systems and internal audit function, 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;
- Discussing with internal auditors 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;
- monitoring Company's compliance with the legal and regulatory requirements and the Code of conduct of the Directors and Senior Management of the Company;
- review the adequacy of the Company's Risk Management Policy;
- to review Management discussion and analysis of financial condition and results of operations and
- reviewing with the management, matters required to be included in the Director's Responsibility Statement forming a part of the Director's Report in terms of section 217 (2AA) of the Companies Act.
- To carry out any other function as is mentioned in the terms of reference of the Audit Committee.

## **Composition and Attendance of the Audit Committee:**

The Audit Committee comprises of the following three Independent Directors as its members and Mr. Sanjive Arora, Group Company Secretary – Corporate Affairs as its Secretary:

- I. Mr. Mehul Parekh (Chairman)
- ii. Mr. Vilas Mitbawkar
- iii. Ms. Hemlata Sawant

During the year, 5(Five) Audit Committee Meetings were held on 29<sup>th</sup> April, 2011; 29<sup>th</sup> July, 2011; 25<sup>th</sup> August, 2011; 4<sup>th</sup> November, 2011 and 7<sup>th</sup> February, 2012 which were attended by all the members

## **(ii) REMUNERATION CUM COMPENSATION COMMITTEE**

The Board has constituted a Remuneration cum Compensation Committee which is entrusted with the responsibility to consider and recommend remuneration of Executive, Wholtime or Managing Director or Manager at the time of appointment or alteration thereof subsequent to the appointment in accordance with Schedule XIII of the Companies Act and also to implement, administer and oversee the Employee Stock Option Scheme (ESOS) process and inter-alia perform the functions as per the terms of reference which are in accordance with SEBI (ESOS & ESPS) Guidelines, 1999.

Broadly, the gist of terms of reference of the committee is as follows:

- To appraise the performance of Managing and Executive Director;
- To determine and recommend to the Board, compensation / commission payable to the Managing and Executive Director / Non Executive Director(s);
- Formulation, from time to time, of an Employee Stock Option Scheme/s and/or Employee Stock Purchase Scheme for the employees of the Company and its associate/group companies and to decide the terms and conditions of the Scheme;
- Acting as Administrator of the Company's Employee Stock Option Scheme/s drawn up from time to time and administering within the terms and conditions of the said Scheme/s;



# Corporate Governance Report (cont...)

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- Granting stock options or stock purchase rights to individuals eligible for such grants under the Scheme/s and applicable law (including grants to individuals subject to the provisions of the Companies Act, 1956, Securities and Exchange Board of India Act 1992 and any other Guidelines/Rules/Regulation prevailing or introduced or modified from time to time and amending such stock options or stock purchase rights;
- Frame suitable policies and systems to ensure that there is no violation of SEBI (Prohibition of Insider Trading Regulations) 1992 and SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations 1995;
- Making recommendations to the Board with respect to amendments to the plans and changes in the number of shares reserved for option holders under the ESOS Scheme of the Company;
- Carrying out any other function as is mentioned in the terms of reference of the Remuneration cum compensation Committee.

## Composition and Attendance of the Remuneration cum Compensation Committee:

The Remuneration cum Compensation Committee comprises of following three Independent Directors as its members:

- i. Mr. Mehul Parekh (Chairman)
- ii. Mr. Vilas Mitbawkar
- iii. Ms. Hemlata Sawant

During the year, 1(One) Remuneration cum Compensation Committee was held on 25th August, 2011 which was attended by all the members.

## Details of remuneration paid to the Managing Director and Whole-time Director of the Company during the year under report are as under :

Name of Director & Period of Appointment	Salary (₹ in Lacs)	Benefits Perquisites & Allowances (₹ in Lacs)	Commission (₹ in Lacs)	Stock option
Mrs. Viidyaa Moravekar Managing Director (for the period from 1st April 2011 to 30th November, 2011)	21.74	4.02	20.13	Nil

## Remuneration Policy

The Company's remuneration policy is performance based which is measured through an annual appraisal process. The Management strongly believes that human resource is an indispensable part of any organization and plays a very vital role in the growth and long term success of the Company. The best way to attract and retain the right talent is adequate compensation (both monetary and non monetary) and timely revision of the same to maintain the optimum level of motivation.

## Remuneration of Managing director and Executive Director:

The company pays remuneration to its Managing Director and Wholetime Director by way of Salary, Perquisites & Allowances and Commission. The Board, on the recommendations of the Committee which are based on evaluation of the performance of Managing Director and Executive Director on certain parameters, as laid down by the Board as part of the self-evaluation process and Company's Rules / Policies, approves the revision in remuneration of the Managing Director and Executive Director. Commission is calculated with reference to the net profits of the company in a particular financial year and is determined by the Board of Directors at the end of the financial year. The Company ensures that the remuneration by way of salary and other allowances and monetary value of perquisites are well within the overall ceiling as stipulated in section 198 and 309 of the Companies Act, 1956. In the event of absence or inadequacy of Net profits in any financial year, the remuneration payable to the managerial person(s) shall be governed by Section II of Part II of Schedule XIII of the Companies Act, 1956 or any modification thereto.

# Corporate Governance Report (cont...)

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Name of Director & Period of Appointment	Salary (₹ in Lacs)	Benefits Perquisites & Allowances (₹ in Lacs)	Commission (₹ in Lacs)	Stock option
<b>Mr. Arun Tari</b> - Whole Time Director (for the period from 1st April 2011 to 30th November, 2011)	8.35	1.68	Nil	Nil
<b>Mr. Arun Tari</b> - Managing Director w.e.f 1st December 2011 (Appointed for a period of 5 years )	4.18	0.84	Nil	Nil

In exercise of the powers given by the members at the previous Annual General Meeting held on 28th September, 2011, the Board has paid a commission of ₹10.06 lacs to Mrs. Viidya Moravekar, Non-Executive Director for the period from 01.12.2011 to 31.03.2012 for her contribution towards business development

### (iii) SHARE TRANSFER CUM INVESTOR GRIEVANCE COMMITTEE

The Board has constituted a Share Transfer cum Investor Grievance Committee under the chairmanship of an Independent Director to oversee and review all matters connected with transfer of securities of the Company. The committee also looks into redressal of Shareholders' / Investors' complaints and requests such as transfer/ transmission of shares, non-receipt of annual reports/ notices, non-receipt of declared dividends, dematerializations/ rematerializations of shares etc.

#### Composition and Attendance of the Share Transfer cum Investors' Grievance Committee:

During the year, 6 (Six) Share Transfer cum Investors' Grievance Committee Meetings were held on 13th April 2011, 10th May 2011,

30th June 2011, 30th September, 2011, 31st December, 2011, 13th January, 2012

Details of composition, meetings and attendance during the year under report are as follows:

Name of Director	Status	Category	No. of Meetings	
			Held	Attended
Mr. Mehul Parekh	Chairman	Independent	6	6
Mr. Siddhartha Moravekar	Member	Non-Executive	6	2
Mr. Arun Tari	Member	Executive	6	6

Mr. Sanjive Arora - Group Company Secretary - Corporate Affairs, is the Compliance Officer for SEBI / Stock Exchange related issues.

The Committee monitors operations of the Investors' services department and encourages its team members to provide qualitative services and ensures expeditious redressal of investor grievances. The status of references / complaints is reported to the Board on a quarterly basis.

Details of the status of references/complaints received for the year and reported under clause 41 of the Listing agreement are as follows:

Nature of Reference / Complaints	Received	Replied / Resolved	Pending
Share Transfer/ Transmission	0	0	0
Dividend	4	4	0
Others	1	1	0
<b>Total</b>	<b>5</b>	<b>5</b>	<b>0</b>

## 4. GENERAL BODY MEETINGS

### (i) Annual General Meetings:

The last three Annual General Meetings were held at Hotel Kohinoor Park, Veer Savarkar

Marg, Opposite Siddhivinayak Temple, Prabhadevi, Mumbai - 400 025.

The Date and time of the last three Annual General Meetings and the special resolutions passed there at are as follows:

# Corporate Governance Report (cont...)

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Financial Year	Date and Time	Special resolutions
2010-11	28.09.2011 11.30 a.m.	<ul style="list-style-type: none"> <li>• Appointment of Mr. Arun B. Tari as Managing Director of the Company</li> <li>• Commission to Non-Executive Directors</li> <li>• Issue of ADR/GDR/FCCB/other securities</li> <li>• Issue of Securities through Qualified Institutional Placement Route</li> <li>• Issue of Preference Shares to Promoter Group Company on Private Placement Basis</li> <li>• To Commence Business mentioned in Sub-Clause No.111 under Clause III (C) of the Memorandum of Association of the Company.</li> </ul>
2009-10	28.09.2010 11.30 a.m.	<ul style="list-style-type: none"> <li>• Issue of ADR/ GDR/ FCCB/ Other Securities.</li> <li>• Issue of Securities through Qualified Institutional Placement Route.</li> <li>• Insertion of new sub-clause no. 117 after the existing sub-clause no. 116 under clause III(C) of Other Objects of Memorandum of Association of the Company.</li> <li>• Insertion of new sub-clause no. 118 after the existing sub-clause no. 117 under clause III(C) of Other Objects of Memorandum of Association of the Company.</li> <li>• Issue of preference shares to Promoter Group Company on private placement basis.</li> <li>• Place of keeping of register and index of members.</li> </ul>
2008-09	30.09.2009 11.00 a.m.	<ul style="list-style-type: none"> <li>• Issue of ADR/ GDR/ FCCB/ Other Securities.</li> <li>• Issue of Securities through Qualified Institutional Placement Route.</li> </ul>

## Special Resolution passed through Postal Ballot

No Special Resolution was passed through Postal Ballot during the Financial Year 2011-12. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a resolution by Postal Ballot

## 5. DISCLOSURES

### (i) Materially significant related party transactions:

The transactions between the Company and the Directors and Companies in which the Directors are interested have been disclosed in notes to the Annual Accounts in compliance with the Accounting Standard relating to "Related Party Disclosures".

None of the transactions with any of the related parties were in conflict with the interest of the Company. All related party transactions are negotiated on arms length basis and are intended to further the interests of the Company.

### (ii) Statutory Compliance

The Company has complied with the requirements of the Stock Exchanges/SEBI and

Statutory Authority/ies on all matters related to capital markets during the last three years. No penalties or strictures have been imposed on the Company by these authorities.

### (iii) Conflict of Interest:

Based on the disclosures received by the Board from the Company's Senior Management Personnel, none of the Senior Management Personnel had any material financial or commercial transactions wherein they had personal interest that could have a potential conflict with the interest of the Company at large.

### (iv) Disclosure of Accounting Treatment in preparation of Financial Statements:

In the preparation of financial statements, the Company has followed the Accounting Standards as prescribed under the Companies (Accounting Standard) Rules, 2006, as applicable. The Accounting Policies followed by the Company to the extent relevant are set out elsewhere in this Annual Report.

### (v) Business Ethics and Confidentiality:

The Company promotes ethical behavior in all

# Corporate Governance Report (cont...)

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its business activities. Employees are free to report violation of laws, rules, regulations or unethical conduct to their immediate supervisor. The report received from any employee is reviewed by the core committee. The Directors and Senior Management Personnel are obligated to maintain confidentiality of such reporting.

## (vi) CEO / CFO Certification

In terms of the requirement of Clause 49(V) of the Listing Agreement, the Managing Director and the Chief Financial Officer have submitted a certificate to the Board of Directors in the prescribed format for the year under review.

## (vii) Risk Management

The Audit Committee reviews the Risk Management Policy of the company on a quarterly basis to ensure that the policy adequately covers all the probable risks and to make recommendations to the Board, if need be, for effective implementation and monitoring of the risk management policy and procedures.

## (viii) Subsidiary Companies

The Company does not have any material unlisted subsidiary and hence the Company is not required to have an Independent Director of the Company on the Board of any subsidiary. However the minutes of the subsidiary companies are periodically placed before and reviewed by the Board of Directors as a measure of monitoring the performance of the subsidiary Companies.

## (ix) Certificate of Compliance with Corporate Governance

A Certificate from a Practicing Chartered Accountant regarding compliance by the Company with the Corporate Governance is attached hereto as an annexure to the report.

## 6. MEANS OF COMMUNICATION:

### (i) Publication of Results

The Company regularly publishes its quarterly, half yearly and annual results in newspapers like Free Press Journal and Navashakti and simultaneously posts them on the Company's website viz. [www.panoramicuniversal.com](http://www.panoramicuniversal.com). The company's shareholding pattern, quarterly corporate Governance Report and official news

releases are also displayed on the Company's Website [www.panoramicuniversal.com](http://www.panoramicuniversal.com)

### (ii) New Releases, Presentations etc.

No formal presentations were made to the institutional investors and analysts during the year under review.

### (iii) Company's Website:

The Company's website [www.panoramicuniversal.com](http://www.panoramicuniversal.com) contains a separate dedicated section 'Corporate Information' where shareholders information is available.

### (iv) Management Discussion and Analysis Report (MDA Report)

The MDA Report forms an integral part of the Annual Report and is displayed on the company's website.

### (v) NSE Electronic Application Processing System (NEAPS)

The NEAPS is a web based application designed by NSE for Corporates. The Shareholding Pattern and Corporate Governance Report are also filed electronically on NEAPS by the Company.

### (vi) SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

### (vii) Corporate Filing and Dissemination System (CFDS):

The CFDS portal jointly owned, managed and maintained by BSE and NSE is a single source to view information filed by listed companies. All disclosures and communications to BSE & NSE are filed electronically through the CFDS portal and hard copies of the said disclosures and correspondence are also filed with the stock exchanges.

## 7. GENERAL SHAREHOLDER INFORMATION

### (i) Corporate Identity Number and Registered Office

The Company is registered in the State of Maharashtra, India having its Registered Office



# Corporate Governance Report (cont...)

Panoramic Universal Limited | 21st Annual Report 2011-12

at 4th floor, Aman Chambers, Opp. New Passport Office, Veer Savarkar Road, Prabhadevi Mumbai 400 025. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L67190MH1992PLC066856.

## (ii) 21st Annual General Meeting

Day/Date	Time	Venue
Friday, 28th Sept, 2012	11.30 a.m.	Hotel Kohinoor Park, Veer Savarkar Marg, Opp. Siddhivinayak Temple, Prabhadevi, Mumbai - 400 025

(iii) The Financial year of the Company commences on 1st April, each year and ends on 31st March of the following year.

## (iv) Financial Calendar for the year

Dividend Payment	The dividend, if declared, at the ensuing Annual General Meeting shall be paid / credited on or before 27th October, 2012 i.e. within 30 days from the date of declaration.
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Book Closure Dates	<b>24th September, 2012 to 28th September, 2012</b> (both days inclusive) to determine the entitlement of shareholders to receive dividend, if declared, for the year ended 31st March, 2012.
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Unaudited Financial reporting for the quarter ending (tentative)

30th June 2012	On or before 15th August 2012
30th Sept., 2012	On or before 15th Nov. 2012
31st Dec., 2012	On or before 15th February 2013
31st March 2013	On or before 15th May 2013

## (v) Dividend History:

Pursuant to Section 205A, 205C and other applicable provisions of the Companies Act, 1956, dividends that are unclaimed for a period of seven years are required to be transferred to the Investors' Education and Protection Fund administered by the Central Government.

Listed in the table below is the date of dividend declaration since 2004-05, the corresponding due dates for claiming the unpaid dividend, the unclaimed amount as on 30.06.2012 and the due dates for transfer to IEPF:

Financial Year	Date of Declaration of Dividend	Last date of claiming unpaid dividend	Unclaimed amount (₹) as on 30.06.2012	Due date for transfer to Investor Education and Protection Fund
2004 - 2005	30.09.2005	29.09.2012	69,283.58	28.10.2012
2005 - 2006	30.09.2006	29.09.2013	38,186.34	28.10.2013
2006 - 2007	29.09.2007	28.09.2014	51,862.00	27.10.2014
2007 - 2008	29.09.2008	28.09.2015	71,915.00	27.10.2015
2008 - 2009	30.09.2009	29.09.2016	86,205.00	28.10.2016
2009 - 2010 (Interim Dividend*)	29.04.2010	28.04.2017	98,664.00	27.05.2017
2010 - 2011	28.09.2011	27.09.2018	590,971.00	27.10.2018

\* Interim Dividend declared on 29.04.2010 was confirmed as the Final Dividend for the Financial Year 2009-10 at the 19th Annual General Meeting held on 28th September, 2010

Members are requested to get in touch with with the Company's Registrar and Share Transfer Agent, Sharex Dynamic (India) Private Limited, Mumbai for encashing the unclaimed dividend standing to the credit of their account.

After completion of seven years as per the above table, no claims shall lie against the Company for the amounts of Dividend so transferred nor shall any payment be made in respect of such claims.

# Corporate Governance Report (cont...)

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## (vi) Listing on Stock Exchange:

The equity shares of the Company are listed on the Bombay Stock Exchange Limited and National Stock Exchange of India Limited. The Company has already paid the annual listing fees for the year 2012-13 to the Stock Exchanges as well as custodial fees to the depositories.

## (vii) Registrar & Share Transfer Agents:

As per directions of the Securities and Exchange Board of India (SEBI), vide its Circular No. D&CC/FITTC/CIR-15/2002 dated December 27, 2002, M/s Sharex Dynamic (India) Private Limited has been appointed as the Registrar and Share Transfer Agents of the Company. The Details of the same are given below:

### M/s. Sharex Dynamic (India) Private Ltd.

Unit No. 1, Luthra Industrial Premises  
Safed Pool, Andheri Kurla Road  
Andheri (East), Mumbai - 400 072  
Tel.: 91 22 2851 5606, Fax: 91 22 2851 2885  
E-mail: sharexindia@vsnl.com  
Website: www.sharexindia.com

## (viii) Share Transfer System

The Board has delegated the authority for approving transfer, transmission, etc. of the

Company's equity shares to the Share Transfer cum Investors' Grievance Committee. The Share Certificates in physical form are generally processed fortnightly and returned within 15 days from the date of receipt, if the documents are proper and valid in all respects. A summary of the transfer / transmission so approved is placed at every Board Meeting. The Company obtains from a Practising Company Secretary a half yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchanges, and files a copy of the certificate with the Stock Exchanges concerned.

## (ix) Scrip Information - Equity Shares

Particulars	Scrip code/ Information
Bombay Stock Exchange Limited	531816
National Stock Exchange of India Ltd.	PANORAMUNI
Demat ISIN allotted by NSDL/CDSL	INE194B01029
Face Value	₹ 5/- each

## (x) Stock Market Data

The monthly high/ low prices of the equity shares of the Company from 1st April, 2011 to 31st March, 2012 are given below:

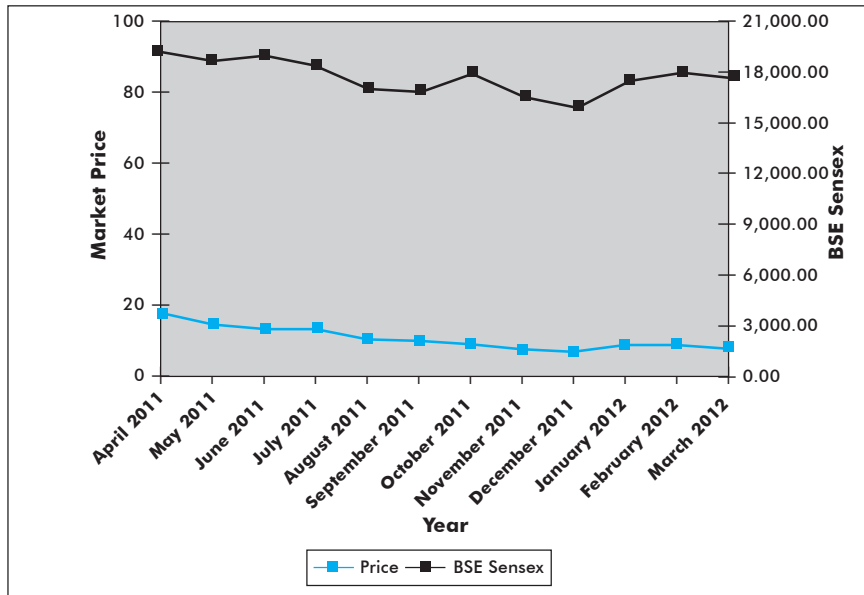
Month	Bombay Stock Exchange			National Stock Exchange		
	High (₹)	Low (₹)	Volume (Nos.)	High (₹)	Low (₹)	Volume (Nos.)
April 2011	20.50	15.30	292682	20.45	15.60	270802
May 2011	19.20	14.00	262620	19.70	14.35	227174
June 2011	17.00	13.10	209453	17.85	13.00	186995
July 2011	16.87	13.61	170714	15.50	12.15	153131
August 2011	14.20	8.20	498260	14.05	8.50	579094
September 2011	13.94	10.38	271248	14.05	10.30	381775
October 2011	11.84	9.36	243408	11.40	9.40	206504
November 2011	10.30	7.90	138674	10.10	7.85	116153
December 2011	9.20	6.75	190799	9.35	6.90	134088
January 2012	11.80	7.25	213212	11.10	7.00	221694
February 2012	11.64	8.50	276614	11.70	8.55	304840
March 2012	11.22	7.81	248091	10.50	7.80	165935

Sources: www.bseindia.com & www.nseindia.com respective websites

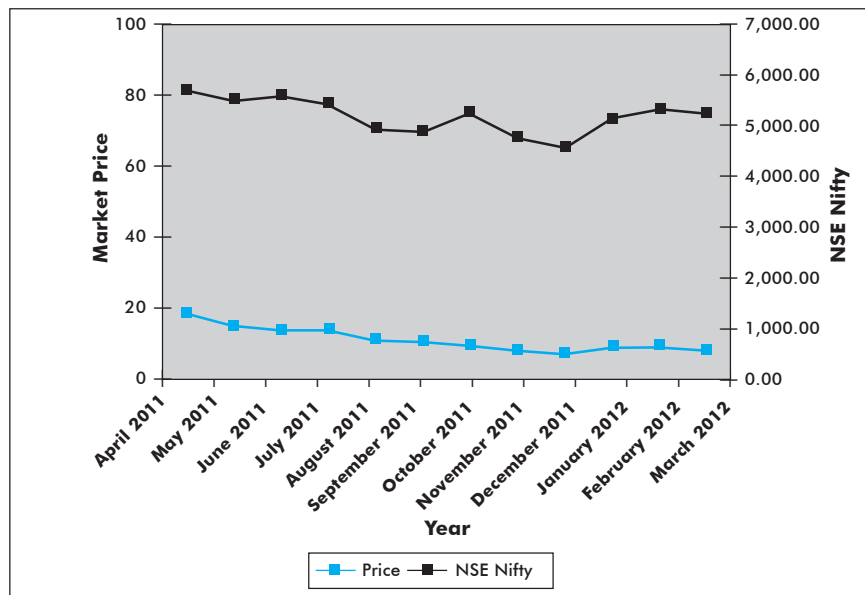
# Corporate Governance Report (cont...)

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## (xi) Panoramic Universal Limited share performance versus BSE Sensex



## (xii) Panoramic Universal Limited share performance versus NSE Nifty



# Corporate Governance Report (cont...)

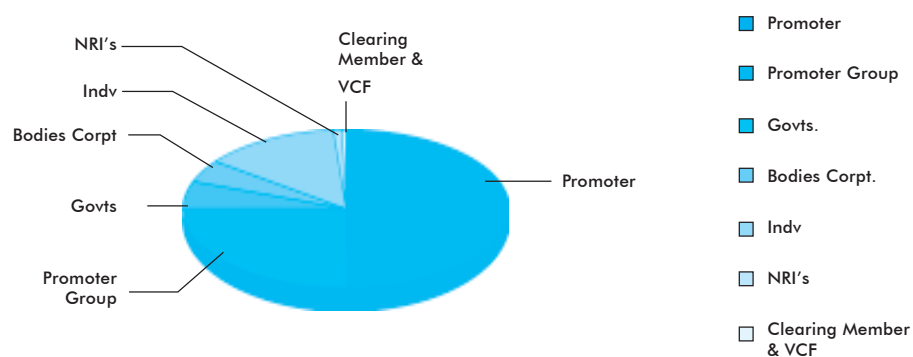
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## (xiii) Distribution of Shareholding as on 31st March 2012

Number of shares	No of Shareholders	% of Shareholders	No of Shares	% to Total paid up share Capital
1-5000	6244	75.92	2022708	2.60
5001-10000	942	11.45	1357472	1.75
10001-20000	509	6.19	1449786	1.86
20001-30000	222	2.70	1147217	1.48
30001-40000	67	0.81	471708	0.61
40001-50000	65	0.79	595746	0.77
50001-100000	83	1.01	1146534	1.47
100001 and above	92	1.12	69553829	89.46
<b>Total</b>	<b>8224</b>	<b>100.00</b>	<b>77745000</b>	<b>100.00</b>

## (xiv) Shareholding Pattern by ownership as on 31st March, 2012

	Category of Shareholder	No. of Shares	% of Shares
<b>I</b>	<b>Promoter and promoter group</b>		
	Promoter	38698812	49.78
	Promoter group	19142568	24.62
	<b>Total Promoter and promoter group</b>	<b>57841380</b>	<b>74.40</b>
<b>II</b>	<b>Public Shareholding</b>		
	Central Government / State Government(s)	4656558	5.99
	Venture Capital Funds	15070	0.02
	Bodies Corporate	3467551	4.46
	Individuals	10726579	13.80
	NRI's	863232	1.11
	Clearing Member	174630	0.22
	Foreign Company	-	-
	<b>Total Public Shareholding</b>	<b>19903620</b>	<b>25.60</b>
	<b>Total Shareholding (I+II)</b>	<b>77745000</b>	<b>100.00</b>





# Corporate Governance Report (cont...)

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## (xv) Dematerialization of Shares and Liquidity

The Company's equity shares are under compulsory demat trading and are available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company's shares are frequently traded at the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited.

As on 31st March, 2012, the total number of Equity Shares of the Company in dematerialized form stood at 7,73,53,574 (representing 99.496% of the Company's paid-up Equity Share Capital).

## (xvi) Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity

The Company does not have any Outstanding GDRs / ADRs / Warrants or any convertible instruments, which has a likely impact on the equity of the Company.

## (xvii) Software Location

The Company's Software Division and Business Development Centre is located at Unit No. 1103-1105, 11th Floor, Plot No. X5/3, Technocity, Opp. MBP, MIDC, Mahape, Navi Mumbai.

## (xviii) Indian Hotel Locations

Hotel Sai Sahavas	Shirdi, Maharashtra.
Graciano Cottages	Colva Beach, Goa.
Hotel Sagar Kinara	Malvan, Maharashtra.
Panoramic Resort & Water Park	Panvel, Maharashtra.

## (xx) USA Hotel Locations

The Georgian Resort	New York, USA.
Clarion Inn	Ohio, USA.
Econo Lodge	North Carolina, USA.
Baymont Inn and Suites	North Carolina, USA.
United Inn*	New York, USA.

\*Note: The Hotel building has been dismantled and is under reconstruction since May, 2012.

## (xxi) New Zealand Hotel Locations

Sai Motels	Auckland, New Zealand.
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## (xxii) Address for investor queries and other Correspondence

As stipulated under clause 47(f) of the listing Agreement, any investor queries may be addressed to any one of the following:

### Sharex Dynamic (India) Pvt. Ltd.

Unit No. 1, Luthra Industrial Premises,  
Safed Pool, Andheri Kurla Road, Andheri (East),  
Mumbai - 400 072  
Tel: 91 22 2851 5606 Fax: 91 22 2851 2885  
E-mail : sharexindia@vsnl.com

### Sanjive Arora

**Group Company Secretary - Corporate Affairs**  
Panoramic Universal Ltd.  
Aman Chambers, 4th Floor,  
Opp. New Passport Office, Veer Savarkar Road,  
Prabhadevi, Mumbai- 400 025.  
Tel: 91 22 6616 4000 Fax: 91 22 2421 1260  
E-mail : sanjive.arora@panoramicworld.biz

Any other correspondence may be addressed to 'Group Company Secretary - Corporate Affairs' at the above-mentioned address and/or email id

# Corporate Governance Report (cont...)

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## CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER

The Board of Directors,  
**Panoramic Universal Limited**

We have reviewed the financial statements, read with the cash flow statement of the Company, for the year ended March 31, 2012 and to the best of our knowledge and belief, we state that:

- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
- (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations; and
- (iii) No transaction was entered into by the Company during the above said period, which, are fraudulent, illegal or violative of the Company's code of conduct.

Further, we accept responsibility for establishing and maintaining internal controls for financial reporting. Accordingly, we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the statutory auditors and the Audit Committee, wherever applicable:

- a) deficiencies in the design or operation of internal controls, if any, which came to our notice and steps have been taken/ proposed to be taken to rectify these deficiencies;
- b) Significant changes, if any, in the internal controls over financial reporting during the year;
- c) Significant changes, if any, in accounting policies during the year; and
- d) Instances of significant fraud of which we became aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Arun Tari**  
Managing Director

**Utpal Parekh**  
Chief Financial Officer

Place: Mumbai  
Date : 25<sup>th</sup> August, 2012

## DECLARATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with sub-clause I (D) of Clause 49 of the Listing Agreement with the Stock Exchanges, I hereby confirm that all the members of the Board and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct laid down by the Company, for the financial year ended 31st March, 2012.

Place: Mumbai  
Date : 25th August, 2012

**Arun Tari**  
Managing Director

# Auditors' Certificate

Panoramic Universal Limited | 21st Annual Report 2011-12

## **Auditors Certificate on Compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement(s)**

**To  
The Members of  
Panoramic Universal Limited**

We have examined the compliance of conditions of corporate governance by Panoramic Universal Limited (the Company) for the year ended 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement.

We further state that such compliance 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.

Date : 25th August, 2012  
Place : Mumbai

**For H. H. Topiwala & Co.**  
Chartered Accountants  
Firm Registration No. 111022W

**H. H. Topiwala**  
Proprietor  
Membership No. 38660

# Auditors' Report

Panoramic Universal Limited | 21st Annual Report 2011-12

## To the members of Panoramic Universal Limited

1. We have audited the attached Balance Sheet of Panoramic Universal Limited ("the Company") as at March 31, 2012 and also the Statement of Profit & Loss for the year ended on that date annexed thereto and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
  2. We conducted our audit in accordance with generally accepted auditing standards in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.
  3. As required by the Companies (Auditor's Report) Order, 2003 (CARO) as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (the 'order') issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956, we give in the annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable.
  4. Further to our comments in the Annexure referred to in paragraph 3 above, we report as follows:
    - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
    - (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books and proper returns adequate for the purpose of our audit have been received from the USA and UAE branches not visited by us;
- (iii) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (iv) In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
  - (v) On the basis of written representations received from the directors, as on March 31, 2012, taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of Section 274 (1) (g) of the Companies Act, 1956;
  - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956, in the manner so required and present a true and fair view in conformity with the accounting principles generally accepted in India:
    - a. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2012;
    - b. In the case of the Statement of Profit & Loss of the profit for the year ended on that date; and
    - c. In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **H. H. Topiwala & Co**  
Chartered Accountants  
Registration No.111022W

**(H. H. Topiwala)**  
Proprietor

Mumbai, August 25, 2012

Membership No. 38660

# Auditors' Report (contd....)

Panoramic Universal Limited | 21st Annual Report 2011-12

## Annexure to the Auditors' report

(Referred to in paragraph 3 of our report of even date)

### 1. In respect of its fixed assets:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanation given to us, the management during the year has physically verified the fixed assets in a phased manner, which in our opinion is reasonable, having regard to the size of the Company and nature of the assets. No material discrepancies were noticed on such verification.
- (c) The Fixed Assets disposed-off during the year in our opinion do not constitute substantial part of the fixed assets of the Company as to affect the going concern.

### 2. In respect of its inventories:

- (a) As explained to us, inventories were physically verified during the year by the management at regular intervals. In our opinion the frequency of such verification is reasonable.
- (b) In our opinion, and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- (c) The company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.

### 3. In respect of loans, secured or unsecured, granted or taken by the company to/from companies, firm or other parties covered in the register maintained under section 301 of the Companies Act 1956.

- (a) During the year, the Company has not taken any unsecured loan from Companies covered in the register maintained under section 301 of the Companies Act, 1956. In our opinion and according to the information and explanation

given to us, the requirements of provisions of sub-clause (b), (c) and (d) of clause 4(iii) of CARO are not applicable to the company.

- (b) The Company has given interest free unsecured loan to five wholly owned subsidiary companies listed in the register maintained under section 301 of the Companies Act, 1956. At the year end, the maximum amount outstanding against the loans granted to five wholly owned subsidiaries aggregated to ₹ 4024.21 lacs and the closing balance was ₹ 4022.24 lacs. In our opinion and according to the information and explanation given to us, the terms and conditions of the loan given by the Company is not prima facie prejudicial to the interest of the Company. There are no overdue amounts and hence the provisions of sub-clause (d) of clause 4(iii) of CARO are not applicable to the company

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the purchase of inventory, fixed assets and also for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.

5. In our opinion and according to the information and explanations given to us, where the Company has entered into transactions for the purchase of goods and materials and sale of goods, materials and services, made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 aggregating during the year to ₹500,000/- or more in respect of each party, the same has been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

6. In our opinion and according to the information and explanation given to us, the Company has not accepted deposits in terms of the provisions of Sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956.

7. In our opinion, the Company has an internal audit system, commensurate with its size and the nature of its business.

8. The central government has not prescribed



# Auditors' Report (contd....)

Panoramic Universal Limited | 21st Annual Report 2011-12

maintenance of cost records under section 209(1) (d) of the Companies Act, 1956.

9. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted in respect of undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, wealth tax, sales tax, service tax, customs duty, excise duty, cess and other material statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amount payable respect of undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, wealth tax, sales tax, service tax, customs duty, excise duty, cess and other material statutory dues were in arrears as at March 31, 2012 for a period of more than six months from the date they become payable.

10. The Company does not have accumulated losses as at the end of the year and the Company has not incurred cash losses during the current year.
11. Based on our audit procedures and to the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the company has not defaulted in the repayment of dues to financial institutions and banks.
12. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any Special Statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund / Societies are not applicable to the Company.
14. The Company has maintained proper records of

transactions and contracts in respect of trading in securities, debentures and other investments and timely entries have been made therein. The Company in its own name has held all shares and other investments.

15. The company has given guarantee for loan taken by its overseas wholly owned subsidiary. According to the information and explanations given to us, we are of the opinion that the terms and conditions are not prejudicial to the interests of the company.
16. The Company has Term loan from Banks/Others and has not defaulted in repayment of dues to banks/others.
17. On the basis of review of statements of account and as confirmed by the management, fund raised on short-term basis have not been used for long-term purpose.
18. The Company has not made any preferential allotment of Shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures.
20. The company has not raised fund by way of public issue of shares during the year.
21. In our opinion and according to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year that causes the financial statements to be materially misstated.

For **H. H. Topiwala & Co.**  
Chartered Accountants  
Firm Registration No. 111022W

**H. H. Topiwala**  
Proprietor  
Membership No.38660  
Mumbai, August 25, 2011

# Balance Sheet as at March 31, 2012

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	Note	As at March 31, 2012	As at March 31, 2011
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	8,887.25	8,887.25
Reserves and Surplus	3	8,161.50	7,138.23
<b>Non-Current Liabilities</b>			
Long-Term Borrowings	4	68.79	310.14
Deferred Tax Liabilities (Net)	5	184.99	80.61
Long-Term Provisions	6	53.06	69.44
<b>Current Liabilities</b>			
Short-Term Borrowings	7	8,991.24	5,302.03
Trade Payables	8	40.15	190.66
Other Current Liabilities	9	463.11	608.58
Short-Term Provisions	10	876.20	872.87
<b>TOTAL</b>		<b>27,726.29</b>	<b>23,459.81</b>
<b>II. ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	11		
Tangible Assets		9,228.30	8,573.55
Intangible Assets		476.84	154.56
Capital work-in-progress		677.56	698.29
Non-current Investments	12	8,326.26	8,295.06
Long-Term Loans and Advances	13	1,902.34	1,590.86
Other Non-Current Assets	14	36.30	70.80
<b>Current Assets</b>			
Current Investments	15	200.00	200.00
Inventories	16	10.49	8.65
Trade Receivables	17	2,285.80	1,346.78
Cash and Bank Balances	18	225.21	213.81
Short-Term Loans and Advances	19	4,323.73	2,297.26
Other Current Assets	20	33.46	10.19
<b>TOTAL</b>		<b>27,726.29</b>	<b>23,459.81</b>
<b>III. Notes forming part of the Financial Statements</b>	<b>1-38</b>		

As per our Report attached  
**For H. H. Topiwala & Co.**  
Chartered Accountants  
Registration No. 111022W

For and on behalf of the Board

**(H. H. Topiwala)**  
Proprietor

Membership No. 38660

Mumbai, August 25, 2012

**(Arun Tari)**  
Managing Director

**(Sanjive Arora)**  
Group Company Secretary - Corporate Affairs  
Mumbai, August 25, 2012

**(Viidyaa Moravekar)**  
Director

# Statement of Profit and Loss Account

## for the year ended March 31, 2012

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	Note	2011-12	2010-11
<b>I. INCOME</b>			
Revenue from Operations	21	4,497.64	7,130.57
Other Income (net)	22	317.99	91.62
<b>Total Revenue</b>		<b>4,815.63</b>	<b>7,222.19</b>
<b>II. EXPENSES</b>			
Cost of material consumed	23	216.84	142.56
Purchase of Stock-in-Trade		-	2,726.11
Employee benefit expenses	24	851.53	1,104.18
Operation and other expenses	25	703.46	658.30
Finance cost	26	19.78	39.48
Depreciation and amortisation expenses	11	197.95	154.28
<b>Total Expenses</b>		<b>1,989.56</b>	<b>4,824.91</b>
<b>Profit before Tax</b>		<b>2,826.07</b>	<b>2,397.28</b>
<b>Tax expenses</b>			
Current tax		837.92	485.11
Deferred tax		104.38	80.61
<b>Profit for the year</b>		<b>1,883.77</b>	<b>1,831.56</b>
Earnings Per equity share: - Basic & Diluted (in ₹)		1.90	1.83
Number of equity shares (Face Value ₹ 5 each)		77,745,000	77,745,000
<b>III. Notes forming part of the Financial Statements</b>	<b>1-38</b>		

As per our Report attached  
**For H. H. Topiwala & Co.**  
 Chartered Accountants  
 Registration No. 111022W

For and on behalf of the Board

**(H. H. Topiwala)**  
 Proprietor

Membership No. 38660

Mumbai, August 25, 2012

**(Arun Tari)**  
 Managing Director

**(Sanjive Arora)**  
 Group Company Secretary - Corporate Affairs  
 Mumbai, August 25, 2012

**(Viidyaa Moravekar)**  
 Director

# Cash Flow Statement for the year ended March 31, 2012

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	Note	2011-12	2010-11
<b>I. CASH FLOW FROM OPERATING ACTIVITIES :</b>			
<b>Net Profit before tax</b>		<b>2,826.07</b>	<b>2,397.28</b>
Adjustments for :			
Depreciation and Amortisation		197.95	154.28
Dividend received		(0.76)	(2.05)
Interest received		(20.99)	(21.47)
Loss / (Profit) on sale of Fixed Assets		120.21	33.68
Loss / (Profit) on sale of investments		-	(2.91)
Interest and Finance Charges		19.78	41.84
Preliminary Expenditure written off		34.50	34.50
Provision for Diminution in value of Investment		4.32	-
		<u>355.01</u>	<u>237.87</u>
<b>Operating profit before working capital changes</b>		<b>3,181.08</b>	<b>2,635.15</b>
Movement in Working Capital :			
(Increase) / Decrease in Sundry Debtors		(939.01)	577.35
(Increase) / Decrease in Loans & Advances		(2,361.24)	(1,783.63)
(Increase) / Decrease in Inventories		(1.85)	0.57
Increase / (Decrease) in Current Liabilities		3,393.22	555.82
Increase / (Decrease) in Provision		(13.06)	84.44
		<u>78.06</u>	<u>(565.45)</u>
<b>Cash generated from Operations</b>		<b>3,259.14</b>	<b>2,069.70</b>
Direct Tax Paid		(944.22)	(565.72)
Prior period Items		-	849.30
		<u>2,314.92</u>	<u>2,353.28</u>
<b>II. CASH FLOW FROM INVESTING ACTIVITIES :</b>			
Purchase of Fixed Assets		(1,167.83)	(791.02)
Purchase of Investments		(35.50)	(344.32)
Sale of Investments		-	(697.14)
Sale of Fixed Assets		(106.62)	40.31
Dividend received		0.76	2.05
Interest received		20.99	21.47
		<u>(1,288.20)</u>	<u>(1,768.65)</u>
<b>III. CASH FLOW FROM FINANCING ACTIVITIES :</b>			
Proceeds from Long term Borrowing		(241.35)	(248.86)
Deferred Tax		104.38	638.91
Dividend Paid		(738.73)	(738.73)
Tax on Dividend		(119.84)	(119.84)
Interest Paid		(19.78)	(41.84)
		<u>(1,015.32)</u>	<u>(510.36)</u>
Net Increase / (Decrease) in cash & cash equivalents		11.40	74.27
Cash and Cash equivalents at the beginning of the year		213.81	139.54
<b>Cash and Cash equivalents at the end of the year</b>	<b>18</b>	<u><u>225.21</u></u>	<u><u>213.81</u></u>
<b>IV. Notes forming part of the Financial Statements</b>	<b>1-38</b>		

As per our Report attached  
**For H. H. Topiwala & Co.**  
 Chartered Accountants  
 Registration No. 111022W

For and on behalf of the Board

**(H. H. Topiwala)**  
 Proprietor  
 Membership No. 38660  
 Mumbai, August 25, 2012

**(Arun Tari)**  
 Managing Director  
**(Sanjive Arora)**  
 Group Company Secretary - Corporate Affairs  
 Mumbai, August 25, 2012

**(Viidyaa Moravekar)**  
 Director

# Notes forming part of the Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

## 1. SIGNIFICANT ACCOUNTING POLICIES:

### a) Basis of Accounting:

The financial statements are prepared under the historical cost convention on an accrual basis of accounting in accordance with the generally accepted accounting principles, Accounting Standards notified under Section 211 (3C) of the Companies Act, 1956 and the relevant provisions thereof on going concern basis.

### b) Use of estimates:

The preparation of financial statements requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

### c) Fixed Assets:

Fixed assets are stated at historical cost less depreciation inclusive of taxes, duties, freights and any directly attributable cost of bringing the asset to its working condition for the intended use up to the date of commissioning for operation, attributable to acquisition / construction of the concerned assets.

Capital work-in-progress includes cost of assets not ready for use, advances, expenditure incurred and interest on funds deployed.

Expenditure incurred on renovation/improvement/replacement/repairs in or in relation to existing facility, structure, plant or equipments are charged off to revenue except in situation where these results in a long term economic benefit, in which cases these are capitalized. Where there is extension to building or increase in capacity of equipment & plant, the amounts incurred thereon are capitalized.

### d) Depreciation and Amortisation:

The Company has provided for Depreciation using Straight Line Method, at the rates specified in Schedule XIV of Companies Act, 1956 except in the case of software in excess of ₹ 25,000 is

amortised over a period of 120 months or on the basis of estimated useful life whichever is lower.

### e) Investments:

Non-current investments are carried at cost of acquisition. However, provision for diminution in value of investments is made to recognise a decline, other than temporary, in the value of investments. Current investments are carried at the lower of cost and fair value.

### f) Inventories:

Inventories of food materials and beverages, stores and supplies are valued at Lower of Cost or Net Realizable Value. Cost is determined using First-In-First-Out Method.

### g) Employees Benefit:

#### Post - employment benefit plans

Contributions to defined contribution retirements benefits schemes are recognized as an expense when employees have rendered services entitling to contributions.

For defined benefit schemes, the cost of providing benefits is determined using the Project Unit Credit Method, with actuarial valuations at the balance sheet date, carried out by an independent actuary.

Gratuity is a defined benefit scheme and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. Actuarial gains and losses are charged to the profit and loss account.

Leave encashment is another long term employee benefit and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. The Company accrues for the expected cost of short term compensated absences in the period in which the employee renders services.

Contributions payable to the recognized provident fund, which is a defined contribution scheme, are charged to the profit and loss account.

### h) Revenue recognition:

#### ● Products

Revenues from the sale of software products are recognised upon delivery/deemed delivery, which is when title passes



# Notes forming part of the Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

to the customer, along with risk and rewards

- **Services**

In respect of Hospitality business, income comprising of Room Rentals, Food and Beverages and allied services relating to hotel operations are recognized when actual services are rendered.

- **Others**

Profit on sale of investments is recorded upon transfer of title by the Company. Investments other than in subsidiaries and associates have been determined and accounted as per Accounting Standards (AS 13) on "Accounting for Investments".

Interest is recognized using the time-proportion method, based on rates implicit in the transaction.

Dividend income is recognized where the Company's right to receive dividend is established

Income / Sales exclude taxes such as Luxury tax, Service tax, Value Added Tax (VAT) etc. and discounts (if any).

- i) **Taxation:**

Tax expense comprises current and deferred taxes.

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Current tax is net of credit for entitlement for Minimum Alternative Tax (MAT).

Deferred tax is recognised, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets in respect of Employee benefits, unabsorbed depreciation and carry forward of losses are recognised if there is virtual certainty that there will be sufficient future taxable income available to realise such losses.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantially enacted by

the balance sheet date.

- j) **Impairment of assets:**

There was no impairment loss on Fixed Assets on the basis of review carried out by the Management in accordance with Accounting Standard 28 issued by the Institute of Chartered Accountants of India.

- k) **Foreign Currency Transactions:**

Transactions arising from export of software, investment in overseas wholly-owned subsidiaries and remittances to overseas branches during the year have been translated into Indian Rupees at the exchange rate prevailing on the date of the particular transaction. Foreign currency monetary assets and liabilities other than net investment in non-integral foreign operations are translated at the exchange rate prevailing on the balance sheet date and exchange gain and loss are recognised in the statement of profit and loss.

In respect of income and expenditure at the overseas branches, month-end exchange rates have been adopted.

- l) **Preliminary Expenditure:**

Preliminary Expenditure has been written off over a period of five years.

- m) **Accounting for Provisions, Contingent Liabilities and Contingent Assets:**

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

These are reviewed at each Balance Sheet date and are adjusted to reflect the current best estimates. Contingent Liabilities are not recognised in the financial statements but are disclosed by way of Notes forming part of the Financial Statements. The Contingent Assets are neither recognised nor disclosed in the financial statements.

- n) **Cash and cash equivalents:**

The Company considers all highly liquid financial instruments which are readily convertible into cash and have original maturities of three months or less from the date of purchase to be cash equivalents.

# Notes forming part of the Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>2. Share Capital</b>		
<b>Authorised Capital</b>		
250,000,000 Equity Shares of ₹ 5 each (As at March 31, 2011 : 250,000,000 Equity Shares of ₹ 5 each)	12,500.00	12,500.00
300,000,000 Preference Shares of ₹ 5 each. (As at March 31, 2011 : 300,000,000 Preference Shares of ₹ 5 each)	15,000.00	15,000.00
	<u>27,500.00</u>	<u>27,500.00</u>
<b>Issued, Subscribed and fully Paid-up</b>		
77,745,000 Equity Shares of ₹ 5 each (As at March 31, 2011 : 77,745,000 Equity Shares of ₹ 5 each)	3,887.25	3,887.25
100,000,000 7% Cumulative Non Convertible Redeemable Preference shares of ₹ 5 each. (As at March 31, 2011 : 100,000,000 7% Cumulative Non Convertible Redeemable Preference shares of ₹ 5 each)	5,000.00	5,000.00
	<u>8,887.25</u>	<u>8,887.25</u>

## 2.1 Reconciliation of Number of Shares and share capital

	As at March 31, 2012		As at March 31, 2011	
	Number of Shares	₹ in Lacs	Number of Shares	₹ in Lacs
<b>Equity Shares</b>				
Opening Balance as at April 1, 2011	77,745,000	3,887.25	12,957,500	647.87
Movement during the year	-	-	64,787,500	3,239.38
Closing Balance as at March 31, 2012	<u>77,745,000</u>	<u>3,887.25</u>	<u>77,745,000</u>	<u>3,887.25</u>
<b>Preference Shares</b>				
Opening Balance as at April 1, 2011	100,000,000	5,000.00	100,000,000	5,000.00
Movement during the year	-	-	-	-
Closing Balance as at March 31, 2012	<u>100,000,000</u>	<u>5,000.00</u>	<u>100,000,000</u>	<u>5,000.00</u>

## 2.2 Rights, preferences and restrictions attached to shares

### Equity shares

The Company has one class of equity shares having a par value of ₹ 5 each. Each shareholder is eligible for one vote per share held. The dividend proposed by Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

# Notes forming part of the Financial Statements

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## Preference shares

Preference shares would be redeemable at par at any time with in twenty years from the date of attotment i.e. January 8, 2008, at the option of the Company and for the purpose of redemption the Company may apply any profits or money of the Company which may lawfully be applied for the purpose, in the redemption of the Redeemable Preference Shares and the Board may determine the manner/procedures for redemption of Preference Shares at its discretion as it may deem fit. These shares would carry dividend of 7% per annum.

### 2.3 Detail of number of shares held by each shareholder holding more than 5% of the issued share capital.

	As at March 31, 2012	As at March 31, 2011
<b>Equity shares</b>		
Mr. Sudhir S. Moravekar	38,698,812 49.78%	38,698,812 49.78%
Panocard Clubs Limited	17,625,000 22.67%	17,625,000 22.67%
<b>Preference shares</b>		
Panocard Clubs Limited	100,000,000 100.00%	100,000,000 100.00%

### 2.4 Shares allotted as fully paid up by way of bonus shares (during 5 years preceding March 31, 2012)

The Company allotted 6,47,87,500 equity shares (in the ratio 5:1) as fully paid up bonus shares by utilising the General Reserves of the Company pursuant to the approval of the Members of the Company vide postal ballot on June 10, 2010.

### 2.5 Other information regarding issue of shares in last five years

- The Company has not issued any shares without payment being received in cash.
- The Company has not undertaken any buy-back of shares.

## 3. Reserves and Surplus

Reserve and Surplus consist of the following reserves:

### Capital Reserve

Opening Balance as at April 1, 2011  
Addition during the year (net)

(₹ in lacs )

1,220.30	1,220.30
-	-
<u>1,220.30</u>	<u>1,220.30</u>

### Securities Premium

Opening Balance as at April 1, 2011  
Addition during the year (net)

6.69	6.69
-	-
<u>6.69</u>	<u>6.69</u>

# Notes forming part of the Financial Statements

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(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>General Reserve</b>		
Opening Balance as at April 1, 2011	4.98	1,544.35
Addition during the year (net)	188.38	1,700.00
	<u>193.36</u>	<u>3,244.35</u>
Transfer to Share Capital Account consequent to issue of Bonus Shares	-	3,239.37
	<u>193.36</u>	<u>4.98</u>
<b>Surplus in the Statement of Profit and loss</b>		
Opening Balance as at April 1, 2011	5,906.25	5,783.98
Add : Profit for the year	1,883.77	1,831.56
Add : Adjustment for earlier year for tax (net)	(1.92)	849.29
	<u>7,788.10</u>	<u>8,464.83</u>
Less : Appropriations		
General Reserve	188.38	1,700.00
Proposed Dividend on equity shares	388.73	388.73
Dividend on redeemable preference shares	350.00	350.00
Provision for Tax on dividend	119.84	119.84
	<u>6,741.15</u>	<u>5,906.26</u>
	<u>8,161.50</u>	<u>7,138.23</u>
<b>4. Long-Term Borrowings</b>		
Long-term borrowing consist of the Following :		
<b>Secured</b>		
<b>Term Loan</b>		
From bank **	19.44	238.60
From Others***	49.35	71.54
	<u>68.79</u>	<u>310.14</u>

Additional information :

\*\*From Saraswat Co-op Bank Limited is secured by Premises at 4th Floor, Aman Chambers, Prabhadevi, Mumbai 400025 and property at Panoramic Resort, Panvel.

\*\*\* From Indiabulls Financial Services Limited is secured against shop premises at Nav Bhavana Premises CHS Ltd. at Prabhadevi, Mumbai 400025.

## 5. Deferred Tax Balances

Major components of the deferred tax balances arising on account of :

### Deferred tax liabilities

Opening balance	92.83	5.87
Depreciation	105.76	86.96
<b>Total</b>	<u>198.59</u>	<u>92.83</u>

# Notes forming part of the Financial Statements

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(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>Deferred tax assets</b>		
Opening balance	12.22	645.26
Employee benefits	1.38	(1.81)
Accumulated carried forward loss & Unabsorbed depreciation	-	(631.23)
<b>Total</b>	<u>13.60</u>	<u>12.22</u>
<b>Deferred tax liabilities (Net)</b>	<u>184.99</u>	<u>80.61</u>
<b>6. Long-Term Provisions</b>		
Long-term provisions consist of the following :		
Provision for Employee Benefits*	<u>53.06</u>	<u>69.44</u>
	<u>53.06</u>	<u>69.44</u>

\* Provision for employee benefits includes provision for gratuity and other retirement benefits

## 7. Short-Term Borrowings

Short-term borrowing consist of the Following :

<b>Secured</b>		
Cash Credit from bank **	434.48	720.81
<b>Unsecured</b>		
From Others	<u>8,556.76</u>	<u>4,581.22</u>
	<u>8,991.24</u>	<u>5,302.03</u>

\*\*Cash Credit from Saraswat Co-Op Bank Ltd is secured by hypothecation of book debts and mortgage of Office Premises at 4th floor, Aman Chambers, Prabhadevi, Mumbai-400 025 and property at Panoramic Resort, Panvel.

## 8. Trade Payables

Trade payable consist of the following :

Creditors for supplies / Services *	<u>40.15</u>	<u>190.66</u>
	<u>40.15</u>	<u>190.66</u>

\* None of the suppliers had informed the Company that they are micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006. Hence information regarding dues to micro and small enterprises could not be furnished.



# Notes forming part of the Financial Statements

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(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>9. Other Current Liabilities</b>		
Other current liabilities consist of the following :		
<b>Secured</b>		
Current maturity of long-term debts		
<b>Term Loan</b>		
From bank *	200.04	200.04
From Others **	24.30	49.32
<b>Unsecured</b>		
Unpaid dividends	4.17	4.72
Other payables ***	234.60	354.50
	<u>463.11</u>	<u>608.58</u>
 Additional information		
Current maturities of long-term borrowing consist of :		
* Secured term loan from Saraswat Co-operative Bank Limited		
** Secured term loan from Indiabulls Financial Services Limited		
*** Other payables Comprise :		
Statutory liabilities	21.53	19.61
Capital Creditors	26.71	127.11
Creditors for other liabilities	186.36	207.78
 <b>10. Short-Term Provisions</b>		
Short-term provisions consist of the following :		
Provision for Employee Benefits	17.63	14.22
Proposed Dividend on equity Shares	388.73	388.73
Proposed dividend on redeemable preference shares	350.00	350.00
Provision for Dividend Distribution Tax	119.84	119.84
Wealth Tax	-	0.08
	<u>876.20</u>	<u>872.87</u>

# Notes forming part of the Financial Statements

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## Notes forming part of the Financial Statements

### 11. Fixed Assets

Fixed Assets consist of the following :

(₹ in lacs)

Sr.No	DESCRIPTION	GROSS BLOCK (At Cost)			DEPRECIATION			NET BLOCK		
		As at April 1, 2011	Additions during the year	Deductions during the year	As at March 31, 2012	As at April 1, 2011	For the year	Deduction during the year	As at March 31, 2012	As at March 31, 2011
(i)	<b>Tangible assets</b>									
	Land	4,336.77	142.94	-	4,479.71	-	-	-	4,479.71	4,336.77
	Building	1,055.28	77.18	-	1,132.46	78.39	17.83	96.22	1,036.24	976.89
	Office Premises	2,537.28	297.55	-	2,834.83	112.97	35.22	148.19	2,686.64	2,424.31
	Plant & Machinery	235.50	43.91	-	279.41	63.29	11.75	75.04	204.37	172.21
	Computers	239.02	26.79	-	265.81	94.47	32.32	126.79	139.02	144.55
	Furniture & Fixtures	363.71	153.77	6.09	511.39	103.58	27.04	128.51	382.88	260.13
	Motor Vehicle	64.11	-	15.56	48.55	19.04	5.25	17.09	31.46	45.07
	Office Equipments	107.09	20.75	-	127.84	16.73	5.59	22.32	105.52	90.36
	Air Conditioner	64.10	11.42	2.51	73.01	13.72	3.27	15.72	57.29	50.38
	Electrical Installation	85.31	36.95	-	122.26	12.43	4.66	17.09	105.17	72.88
	<b>Total</b>	<b>9,088.17</b>	<b>811.26</b>	<b>24.16</b>	<b>9,875.27</b>	<b>514.62</b>	<b>142.93</b>	<b>10.58</b>	<b>9,228.30</b>	<b>8,573.55</b>
	Previous year	8,964.40	235.44	111.67	9,088.17	428.57	123.73	37.68	8,573.55	8,535.83
(ii)	<b>Intangible assets</b>									
	Software	231.71	146.12	-	377.83	77.15	53.09	130.24	247.59	154.56
	Website (Travelhot.in)	-	231.18	-	231.18	-	1.93	1.93	229.25	-
	<b>Total</b>	<b>231.71</b>	<b>377.30</b>	<b>-</b>	<b>609.01</b>	<b>77.15</b>	<b>55.02</b>	<b>132.17</b>	<b>476.84</b>	<b>154.56</b>
	Previous Year	106.01	125.69	-	231.71	46.60	30.55	77.15	154.56	59.41
(iii)	<b>Capital work -in- progress</b>									
	<b>Total</b>	<b>9,319.88</b>	<b>1,188.56</b>	<b>24.16</b>	<b>10,484.28</b>	<b>591.77</b>	<b>197.95</b>	<b>10.58</b>	<b>10,382.70</b>	<b>9,426.40</b>

# Notes forming part of the Financial Statements

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## 12 Non-Current Investments

Non-current investments consist of the following :

(₹ in lacs)

As at March 31				As at March 31	
2012	2011			2012	2011
In Numbers	In Numbers	Currency	Face Value per share	Description	
<b>Long-term Investment (at cost)</b>					
<b>(A) Trade Investment</b>					
<b>(i) Investment in Subsidiary companies</b>					
<b>Fully paid Equity shares (unquoted)</b>					
4,704	4,704	USD	-	Shares with no par value of Panoramic Ace Properties Inc., USA	5,227.16      5,227.16
220	220	USD	-	Shares with no par value of Sai Properties Inc., USA	240.84      240.84
1,258,665	1,258,665	NZ\$	1	Sai Motel Limited, New Zealand	277.10      277.10
50,000	50,000	INR	10	Panoramic Holidays Limited	5.00      5.00
50,000	50,000	INR	10	Indo Pacific Hotels Limited	5.00      5.00
250,000	250,000	INR	10	Panoramic Tour and Travels Limited	114.00      114.00
8,000,000	8,000,000	INR	10	Sri Vatsa Hotels Limited	1,798.09      1,798.09
					7,667.19      7,667.19
<b>(ii) Investment in Partnership Firm</b>					
				Graciano Cottages , Goa	304.84      274.03
<b>Name of the Partners</b>					
Panoramic Universal Limited					
Mrs. Usha Tari					
				Total Capital	0.88      0.88
<b>Percentage Share</b>					
Panoramic Universal Limited					
Mrs. Usha Tari					
				Grand View Hotel, Restaurant & Bar, Pune	187.89      185.40
<b>Name of the Partners</b>					
Panoramic Universal Limited					
Mrs.Viidyaa S. Moravekar					
Mrs.Usha Tari					
				Total Capital	1.00      1.00
<b>Percentage Share</b>					
Panoramic Universal Limited					
Mrs.Viidyaa S. Moravekar					
Mrs.Usha Tari					
					80%      80%
					15%      15%
					5%      5%

# Notes forming part of the Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

As at March 31				As at March 31		
2012		2011		2012		2011
In Numbers	In Numbers	Currency	Face Value per share	Description		
<b>(B) Others</b>						
<b>(i) Investment in fully paid Equity shares (Quoted)</b>						
53,600	53,600	INR	1	Himachal Futuristic Communications Limited	15.02	15.02
200	100	INR	5	Mahindra & Mahindra Limited*	0.62	0.62
830	3,786	INR	10	Silverline Technologies Limited**	0.27	0.27
5,000	5,000	INR	10	Tips Industries Limited	1.98	1.98
3,500	3,500	INR	10	Wellwin Industry Limited	0.53	0.53
1,900	1,900	INR	10	Carol Info services Limited	0.60	0.60
332	1,514	INR	10	NextGen Animation Mediaa Limited**	0.11	0.11
Less : Provision for Diminution in Value of Long Term Investments					(9.57)	(7.47)
					<u>9.56</u>	<u>11.66</u>
<b>(ii) Investment in fully paid equity shares unquoted</b>						
1,248,260	62,413	INR	1	Inter-Connected Stock Exchange of India Limited*	156.04	156.04
2,400	2,400	INR	10	Panoramic Investment Advisors Private Limited	0.24	0.24
4,358	4,358	INR	10	Saraswat Co-Op Bank Limited	0.44	0.44
					<u>156.72</u>	<u>156.72</u>
<b>(iii) National Savings Certificate</b>					0.06	0.06
<b>Total of Non- Current Investment</b>					<u>8,326.26</u>	<u>8,295.06</u>

## Notes :

- 1 Book value of Quoted Investment : 19.13 19.13
- 2 Book value of Unquoted Investment : 8,316.70 8,283.40
- 3 Market value of Quoted Investment : 13.59 15.43
- 4 Aggregate Provision for diminution in value of investment 9.57 7.47
- 5 \*Number of shares includes bonus shares received
- 6 \*\*Equity Shares of Silverline Technologies Limited demerged and received shares of NextGen Animation Mediaa Limited

## 13. Long-term Loans and Advances (Unsecured)

Long-term Loans and Advances consist of the following :

Considered good		
Capital Advance	503.82	351.11
Security deposits	226.36	215.27
Advance tax (Net of Provisions)	1,101.15	576.93
Minimum Alternative Tax (MAT) credit entitlement	71.01	447.55
	<u>1,902.34</u>	<u>1,590.86</u>

## 14. Other Non-Current Assets

Other Non-Current Assets consist of the following :

Share Issue expenses	36.30	70.80
	<u>36.30</u>	<u>70.80</u>

# Notes forming part of the Financial Statements

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## 15 Current Investments

Current investments consist of the following :

(₹ in lacs)

As at March 31				As at March 31		
2012		2011		2012	2011	
In Numbers	In Numbers	Currency	Face Value per unit	Description		
<b>Investment in mutual funds (unquoted)</b>						
9,77,995	9,77,995	INR	10	Reliance Natural Resource Fund Dividend Plan	100.00	100.00
4,24,124	4,24,124	INR	10	Sundaram BNP Paribas Growth Fund	100.00	100.00
<b>Total Current investments</b>					<u>200.00</u>	<u>200.00</u>

### Notes :

1	Book value of Unquoted Investment :	200.00	200.00
2	Aggregate NAV as at March 31, 2012 of unquoted Investment :	146.69	157.53

## 16. Inventories

Inventories consist of the following :

Raw Materials (at lower of cost or net realisable value)	10.49	8.65
	<u>10.49</u>	<u>8.65</u>

## 17. Trade Receivables (Unsecured)

Trade Receivables consist of the following :

### Over Six months from the date they were due for payment

Considered Good	827.35	13.68
Considered doubtful	-	-

### Others

Considered Good	1,458.45	1,333.10
Considered doubtful	-	-

Less: Provision for doubtful receivables

	-	-
	<u>2,285.80</u>	<u>1,346.78</u>

## 18. Cash and Bank Balances

Cash and bank balances consist of the following :

### Cash & Cash Equivalent

Balance with Banks		
In Current Accounts	201.34	185.48
Cash on Hand	11.77	15.58

### Other Bank Balances \*

	12.10	12.75
	<u>225.21</u>	<u>213.81</u>

\* Other bank balances includes fixed deposits having maturity period more than 12 month held as security against guarantees



# Notes forming part of the Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>19. Short-Term Loans and Advances (Unsecured)</b>		
Short-term Loans and Advances consist of the following :		
<b>Considered good</b>		
Loans and Advances to Employees	4.23	-
Loans and advances to Related Parties*	4,022.24	1,848.58
Other Loans and advances	297.26	448.68
	<u>4,323.73</u>	<u>2,297.26</u>
<b>Additional Information :</b>		
* Loans and advances to related parties paid to wholly owned subsidiaries comprise :		
Indo Pacific Hotels Limited	120.40	-
Panoramic Holidays Limited	596.65	172.10
Panoramic Tour & Travels Limited	42.22	44.18
Sri Vatsa Hotels Limited	2,856.88	1,306.13
Sai Motels Limited	406.09	326.17
<b>20. Other Current Assets</b>		
Other Current assets consist of the following :		
Interest Accrued on Fixed Deposits	4.28	3.30
Prepaid Expenses	29.18	6.89
	<u>33.46</u>	<u>10.19</u>

# Notes forming part of the Financial Statements

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(₹ in lacs)

	2011-12	2010-11
<b>21 Revenue From Operations</b>		
Revenue from Operations consist of the following :		
Income from Information technology	2,885.31	6,099.60
Income from Hospitality	852.16	578.64
Other Operating Income *	760.17	452.33
	<u>4,497.64</u>	<u>7,130.57</u>
Additional information:		
* Other operating income includes:		
(i) Management fee and (ii) Group entry fee at Panvel resort water park		
<b>22 Other Income (net)</b>		
Other Income (net) consist of the following :		
Interest Income	20.99	21.47
Dividend Income	0.76	2.05
Profit on Sale of Investment	-	2.91
Share of (Loss)/Profit from Partnership Firms *	(6.25)	60.80
Rent Received	6.93	-
Foreign Exchange Gain/(Loss)	243.74	(4.83)
Miscellaneous Income	51.82	9.22
	<u>317.99</u>	<u>91.62</u>
Additional information:		
* Share of (Loss)/Profit from Partnership Firms includes :		
Grand View Hotel Restaurant & Bar, Pune	2.38	85.31
Graciano Cottages, Goa	(8.63)	(24.51)
<b>23 Cost of Material Consumed</b>		
Material Consumed consist of the following :		
Opening Stock	8.65	9.21
Add: Purchase during the year	218.68	142.00
	<u>227.33</u>	<u>151.21</u>
Less: Closing Stock	10.49	8.65
	<u>216.84</u>	<u>142.56</u>
<b>24 Employee Benefit Expenses</b>		
Employee benefit expenses consist of the following :		
Salaries and Allowances	710.72	916.55
Bonus and Ex-Gratia	10.36	6.83
Contribution to PF & ESIC	40.38	52.12
Gratuity	(5.95)	8.30
Leave Encashment	10.20	23.46
Staff Training & Development expenses	0.43	0.29
Staff Welfare expenses	24.45	21.07
Directors' Remuneration	40.81	49.50
Commission to Managing Director	20.13	26.06
	<u>851.53</u>	<u>1,104.18</u>

# Notes forming part of the Financial Statements

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	(₹ in lacs)	
	2011-12	2010-11
<b>25 Operation and other Expenses</b>		
Operation and other expenses consist of the following :		
Advertisement and Sales Promotion	50.60	53.20
Audit Fees	5.62	4.94
Bad & Doubtful Debts Written off	-	0.87
Bank Charges	5.39	7.40
Books & Periodicals	0.80	0.57
Commission / Discount Expenses	3.53	2.27
Commission to Non-Executive Director	10.06	-
Communication Expenses	29.06	43.96
Computer Expenses	5.51	2.05
Electricity & Water Charges	120.21	81.14
Entertainment Expenses	1.03	0.55
Fuel Charges	15.12	17.39
Housekeeping Expenses	30.63	16.30
Insurance Charges	4.32	5.14
Kitchen & Restaurant Expenses	10.95	5.20
Loss on Disposal / Sale of Fixed Assets	8.48	33.68
Membership & Subscription	2.68	8.28
Office Expenses	11.93	8.85
Other General Expenses	87.24	82.33
Printing & Stationery	16.65	12.17
Professional Fees	66.50	96.28
Provision for Diminution in Value of Investment	2.10	(1.51)
Rates & Taxes	18.87	18.70
Recruitment Charges	0.22	-
Rent	2.68	21.14
Repairs & Maintenance :		
Building	17.95	7.41
Machinery	2.36	3.64
Others	66.46	44.03
Sales Tax \ Vat \ Service Tax	25.63	16.85
Travelling & Conveyance Expenses	80.88	65.47
	703.46	658.30
<b>26 Finance Cost</b>		
Interest on Secured Loan	19.78	39.48
	19.78	39.48
<b>27 Retirement benefit Plan:</b>		

The present value of the defined benefit obligation and current service cost were measured using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date.

The following table sets out the non funded status of the gratuity plan and the amounts recognized in the Company's financial statements as at March 31, 2012.

# Notes forming part of the Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>i) Change in Benefit Obligations :</b>		
Projected Benefit Obligations ,beginning of the year	47.40	38.13
Service Cost	7.58	10.39
Interest Cost	3.79	3.05
Actuarial (Gain) / Loss on obligations	(16.13)	(1.82)
Benefits Paid	(6.67)	(2.35)
Actuarial (Gain) / Loss on obligations		
<b>Projected Benefit Obligations, end of the year</b>	<b>35.97</b>	<b>47.40</b>
<b>ii) Change in Plan assets :</b>	<b>N.A.</b>	<b>N.A.</b>
	<b>2011-12</b>	<b>2010-11</b>
<b>iii) Net Gratuity and other cost</b>		
Service Cost	7.58	10.39
Interest on defined benefit obligation	3.79	3.05
Expected return on plan assets	N.A.	N.A.
Net actuarial (Gain)/ Loss recognized in the year	(16.13)	(1.82)
Actuarial (Gain) / Loss on obligations	-	-
<b>Net gratuity and other cost</b>	<b>(4.76)</b>	<b>11.62</b>
<b>iv) Category of Assets as at March 31, 2012</b>	<b>N.A.</b>	<b>N.A.</b>
<b>v) Assumption used in accounting for the gratuity plan March 31, 2012:</b>		
Discounting Rate (p.a)	8%	8%
Increase in Compensation Level	5%	5%
<b>Expected rate of return on Plan assets</b>	<b>N.A.</b>	<b>N.A.</b>
<b>28. Investment in Partnership Firms as at March 31, 2012</b>		
The details of Partnership Firms are as follows:		
<b>a) Graciano Cottages, Goa</b>		
Total Capital & Current Account		
Capital Account	0.83	0.83
Current Account	304.01	273.20
<b>Percentage Share of Profit / (Loss)</b>		
Panoramic Universal Ltd	95%	95%
Mrs. Usha Tari	5%	5%
<b>b) Grand View Hotel Restaurant &amp; Bar, Pune</b>		
Total Capital & Current Account		
Capital Account	0.80	0.80
Current Account	187.09	184.60

# Notes forming part of the Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

	2011-12	2010-11
<b>Percentage Share of Profit / (Loss)</b>		
Panoramic Universal Limited	80%	80%
Mrs.Viidyaa S. Moravekar	15%	15%
Mrs.Usha Tari	5%	5%

## 29. Segment Reporting

The group has identified business segments (industry practice) as its primary segment and geographic segment as its secondary segments.

Business segments are primarily IT business and Hospitality business comprising customers providing software products, Room Rentals, Food and Beverages and allied services relating to hotel operations.

For the year ended March 31, 2012

(₹ in lacs)

	IT Business	Hospitality Business	Total
<b>REVENUE</b>			
External Revenue and Other Income	<b>2,885.31</b>	<b>1,930.32</b>	<b>4,815.63</b>
	6,099.60	1,122.59	7,222.19
Inter-Segment Revenue	-	-	-
<b>Total</b>	<b>2,885.31</b>	<b>1,930.32</b>	<b>4,815.63</b>
	6,099.60	1,122.59	7,222.19
<b>RESULTS</b>			
Profit before Depreciation, Interest & Tax	<b>2,417.53</b>	<b>626.27</b>	<b>3,043.80</b>
	2,444.69	146.35	2,591.04
Depreciation	<b>22.40</b>	<b>175.55</b>	<b>197.95</b>
	(2.79)	157.07	154.28
Interest	<b>1.30</b>	<b>18.48</b>	<b>19.78</b>
	20.69	18.79	39.48
Profit Before tax			<b>2,826.07</b>
			2,397.28
Tax expenses			<b>942.30</b>
			565.72
<b>Profit for the year</b>			<b>1,883.77</b>
			1,831.56
<b>As at March 31, 2012</b>			
<b>OTHER INFORMATION</b>			
Segment Assets	<b>8,069.59</b>	<b>19,656.70</b>	<b>27,726.29</b>
	7,633.88	15,825.93	23,459.81
Segment Liabilities	<b>49.41</b>	<b>10,628.13</b>	<b>10,677.54</b>
	50.74	7,383.59	7,434.33

Secondary Segment Reporting is made on the basis of geographical regions. Revenues are segregated on the basis of the location of the customer who is invoiced or in relation to which the revenue is otherwise recognized.

	Asia	Rest of the World	Total
External Revenue	<b>4,815.63</b>	-	<b>4,815.63</b>
	7,222.19	-	7,222.19

**Note:** Previous year figures are in italics.



# Notes forming part of the Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>30. Contingent Liabilities not provided for :</b>		
I Estimated amount of capital commitments not provided for:	2,016.43	1,816.00
II Contingent Liabilities not provided for:	Nil	Nil
III Guarantees given on behalf of wholly owned subsidiary	695.41	616.14
<b>31. Payment to Auditors for the year ended March 31, 2012</b>		
For Audit	5.57	4.89
For other services	0.05	0.05

## 32. Related Party Disclosures

### A. Related parties and their relationship

#### a) Subsidiaries:-

##### Subsidiaries (Direct holding)

Indo Pacific Hotels Limited  
Panoramic Holidays Limited  
Panoramic Tour and Travels Limited  
Sri Vatsa Hotels Limited  
Panoramic Ace Properties Inc. USA  
Sai Properties Inc. USA  
Sai Motels Limited-New Zealand

#### c) Subsidiaries (Indirect holding)

Georgian Motel Corp. USA  
Sai Living Hudson Inc. USA  
Travel Universe Inc. USA

#### b) Enterprises Controlled by directors/relatives:-

Pancard Clubs Limited  
Pan Herbbo Limited  
Herbo Effect India Limited  
Panoramic Resorts (India) Limited  
Sai Nirmaan Properties Limited  
Hotel Pinnacle Limited  
Panoramic Record Storage & Management Limited  
(formerly Athiti Resorts Limited)  
Golden Valley Hotels Limited  
Seaview Retreats Limited  
Panoramic Unnathi Private Limited  
Panoramic Agriculture and Farms Private Limited  
Panoramic Hotels Limited  
Pan Product Impex Private Limited  
Panoramic Structures Private Limited  
Panoramic Land Developers Private Limited  
Panoramic Investment Advisors Private Limited  
Smooth Financials Private Limited  
Panoramic Husbandries Private Limited  
Panoramic Agricultural Services Private Limited  
Panoramic Greeneries Private Limited  
Leo Resorts and Hotels Private Limited  
Grand View Hotel, Restaurant & Bar  
Graciano Cottages  
Panoramic Realestate Consultants LLP

### B. Key Management Personnel

- a) Mrs. Viidyaa Moravekar  
b) Mr. Arun Tari

Managing Director (ceased from 01-12-2012)  
Managing Director (w.e.f. 01-12-2012)

# Notes forming part of the Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

## C. Related party transactions for the year ended March 31, 2012

The Company entered into transactions with related parties during the year. These transactions along with the relevant balances are set out as under :

	(₹ in lacs)	
	2011-12	2010-11
<b>(i) Transactions with Directors</b>		
<b>a) Remuneration</b>		
Mr. Arun B. Tari	15.05	13.97
Mrs. Viidyaa S. Moravekar	25.76	35.53
<b>b) Commission to Managing Director</b>		
Mrs. Viidyaa S. Moravekar	20.13	26.06
<b>c) Commission to Non-Executive Director</b>		
Mrs. Viidyaa S. Moravekar	10.06	-
<b>(ii) Transactions with Subsidiary Companies and Partnership firm</b>		
<b>a) Reimbursement of expenses received</b>		
Panoramic Tour and Travels Limited	6.03	7.32
Panoramic Holidays Limited	7.68	50.13
<b>b) Sale of Room Nights and Food &amp; Beverages</b>		
Panoramic Holidays Limited	13.49	7.69
Panoramic Tour and Travels Limited	1.13	0.57
<b>c) Travelling Expenses</b>		
Panoramic Tour and Travels Limited	30.86	7.88
<b>d) Rent Received</b>		
Panoramic Tour and Travels Limited	2.40	2.29
Panoramic Holidays Limited	4.53	-
<b>e) Interest on Capital</b>		
Grand View Hotel, Restaurant & Bar	0.10	0.10
<b>(iii) Transactions with Associate Companies</b>		
<b>a) Management Fee received</b>		
Pancard Clubs Limited	377.50	330.90
<b>b) Sale of Room Nights and Food &amp; Beverages</b>		
Pan Herbbo Limited	0.06	4.02
Pancard Clubs Limited	55.93	8.35
<b>c) Interest on Security Deposit received</b>		
Pancard Clubs Limited	20.00	20.00

# Notes forming part of the Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	2011-12	2010-11
<b>(iv) Dividend paid -Equity Shares</b>		
a) Deepashree Tari	0.01	0.01
b) Manda Mohan Phatarphekar	3.52	2.94
c) Pancard Clubs Limited	88.13	73.44
d) Panoramic Land Developers Private Limited	1.29	1.07
e) Panoramic Resorts (India) Limited	2.44	2.03
f) Sudhir S Moravekar	193.49	161.25
g) Usha Tari	0.33	0.28
<b>(v) Dividend paid-Preference Shares</b>		
Pancard Clubs Limited	350.00	350.00
<b>(vi) Amount due from Subsidiary as at March 31, 2012</b>		
a) Sri Vatsa Hotels Limited	2,856.88	1,306.13
b) Panoramic Holidays Limited	596.65	172.10
c) Panoramic Tour and Travels Limited	42.22	44.18
d) Sai Motels Limited	406.09	326.16
e) Indo Pacific Hotels Limited	120.40	-
<b>33. Earning in Foreign Currencies</b>		
Software Export	2,885.31	3,291.52
<b>34. Expenditure in Foreign Currencies</b>		
Foreign Bank Charges	0.61	2.35
Other Expenses	9.26	29.72
<b>35. Value of Imports: (C.I.F. Value)</b>		
Raw Materials	NIL	NIL
Capital Goods	NIL	NIL
Components and Spares	NIL	NIL
<b>36. Earnings Per Share (EPS)</b>		
Profit for the year	1883.77	1831.56
Less: Preference share dividend (including dividend distribution tax)	406.78	406.78
Amount available for equity shareholders	1,476.99	1,424.78
Number of Equity Shares	77,745,000	77,745,000
Nominal Value of Equity Share (in ₹)	5	5
Basic and Diluted Earnings Per Equity Share (in ₹)	1.90	1.83

# Notes forming part of the Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

	(₹ in lacs)	
	2011-12	2010-11
<b>37. Loans/Advances in the nature of Loans given to Subsidiaries and Associates (Pursuant to clause 32 of the Listing Agreement) :-</b>		
a) Sai Motels Limited (NZ) (Maximum Balance during the year ₹ 406.09 lacs )	406.09	326.16
b) Sri Vatsa Hotels Limited (Maximum Balance during the year ₹ 2,856.88 lacs )	2,856.88	1,306.13
c) Panoramic Holidays Limited (Maximum Balance during the year ₹ 596.65 lacs)	596.65	172.10
d) Panoramic Tour and Travels Limited (Maximum Balance during the year ₹ 44.18 lacs)	42.22	44.18
e) Indo Pacific Hotels Limited (Maximum Balance during the year ₹ 120.41 lacs)	120.40	-

**Notes :-**

- 1 Loans/Advances shown above, to subsidiary fall under the category of Loans/Advances in nature of Loans, where there is no repayment schedule and are re-payable on demand.
- 2 There are no investments by the loanees in the shares of the parent company and /or subsidiary companies.

- 38.** These financial statements have been prepared in the format prescribed by the Revised Schedule VI to the Companies Act, 1956. Previous years' figures have been recast / restated.

# Auditors' Report on Consolidated Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

## Auditors' Report on Consolidated Financial Statements

### To The Board of Directors

Panoramic Universal Limited

1. We have audited the attached consolidated Balance Sheet of Panoramic Universal Limited (the Company) and its subsidiaries and partnership firms (collectively referred to as "the Group") as at March 31, 2012 and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management and have been prepared by the Management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. a) We did not audit the financial statement and consolidated financial statement of certain subsidiaries and partnership firm, whose financial statements reflect total net assets of ₹207.47 Crores as at March 31, 2012, total revenue of ₹ 59.15 Crores and net cash flows amounting to Rs (4.87) Crores for the year then ended. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the company and our opinion is based solely on the report of the said other auditors.
- b) We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standards (AS) 21, Consolidated Financial Statements (AS) 23 and Accounting for Investment in Associates in Consolidated Financial Statement, as notified by the Companies (Accounting Standards) Rules, 2006.
4. Based on our audit as aforesaid, and on consideration of reports of other auditors on the separate financial statements and consolidated financial statements and on the other financial information of the components and to the best of our information and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (i) in the case of the Consolidated Balance Sheet, of the State of Affairs of the Group as at March 31, 2012;
  - (ii) in the case of the Consolidated Statement of Profit and Loss, of the Profit of the Group for the year ended on that date; and
  - (iii) in the case of the Consolidated Cash Flow Statement, of the Cash Flows of the Group for the year ended on that date.

**For H. H. Topiwala & Co**  
Chartered Accountants  
Registration No.111022W

**(H. H. Topiwala)**  
Proprietor

Mumbai, August 25, 2012

Membership No. 38660



# Consolidated Balance Sheet as at March 31, 2012

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	Note	As at March 31, 2012	As at March 31, 2011
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	8,887.25	8,887.25
Reserves and Surplus	3	18,150.47	16,984.37
Share Application Money pending allotment	4	-	3,500.00
<b>Non-Current Liabilities</b>			
Long-Term Borrowings	5	3,376.22	3,507.14
Deferred Tax Liabilities (Net)	6	263.24	151.02
Other Long Term Liabilities	7	3,500.00	-
Long-Term Provisions	8	55.68	73.75
<b>Current Liabilities</b>			
Short-Term Borrowings	9	9,109.25	5,649.05
Trade Payables	10	331.36	655.81
Other Current Liabilities	11	2,898.39	1,798.84
Short-Term Provisions	12	877.25	872.87
<b>TOTAL</b>		<b>47,449.11</b>	<b>42,080.10</b>
<b>II. ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	13		
Tangible Assets		26,457.54	24,153.39
Intangible Assets		1,972.52	1,819.00
Capital work-in-progress		3,968.99	2,678.78
Non-current Investment	14	166.48	168.57
Long-Term Loans and Advances	15	2,619.50	1,454.60
Other Non-Current Assets	16	411.39	251.12
Minority Interest		173.14	268.91
<b>Current Assets</b>			
Current Investments	17	210.50	210.04
Inventories	18	126.70	97.51
Trade Receivables	19	3,473.00	2,776.07
Cash and Bank Balances	20	1,142.48	1,495.33
Short-Term Loans and Advances	21	4,877.36	6,595.40
Other Current Assets	22	1,849.51	111.38
<b>TOTAL</b>		<b>47,449.11</b>	<b>42,080.10</b>
<b>III. Notes forming part of the Consolidated Financial Statements 1-36</b>			

As per our Report attached  
**For H. H. Topiwala & Co.**  
 Chartered Accountants  
 Registration No. 111022W

For and on behalf of the Board

**(H. H. Topiwala)**  
 Proprietor

Membership No. 38660

Mumbai, August 25, 2012

**(Arun Tari)**  
 Managing Director

**(Sanjive Arora)**  
 Group Company Secretary - Corporate Affairs  
 Mumbai, August 25, 2012

**(Viidyaa Moravekar)**  
 Director

# Consolidated Statement of Profit and Loss Account

## for the year ended March 31, 2012

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	Note	2011-12	2010-11
<b>I. INCOME</b>			
Revenue from Operations	23	10,498.77	15,694.72
Other Income (net)	24	505.98	114.41
<b>Total Revenue</b>		<b>11,004.75</b>	<b>15,809.13</b>
<b>II. EXPENSES</b>			
Cost of Material Consumed	25	268.21	865.58
Purchase of Stock-in-Trade		-	2,726.11
Employee benefit expenses	26	3,443.05	3,307.75
Operation and other expenses	27	4,913.38	3,332.17
Finance costs	28	216.34	261.05
Depreciation and amortisation expense	13	903.48	664.03
<b>Total Expenses</b>		<b>9,744.46</b>	<b>11,156.69</b>
<b>Profit before Tax</b>		<b>1,260.29</b>	<b>4,652.44</b>
<b>Tax expenses</b>			
Current tax		885.61	1,517.29
Deferred tax		104.37	80.61
<b>Profit for the year before Minority Interest</b>		<b>270.31</b>	<b>3,054.54</b>
Minority Interest		0.14	20.40
<b>Profit for the year</b>		<b>270.17</b>	<b>3,034.14</b>
Earnings Per equity share: - Basic & Diluted (in ₹)		(0.18)	3.38
Number of equity shares (Face Value ₹ 5 each)		77,745,000	77,745,000
<b>III. Notes forming part of the Consolidated Financial Statements 1-36</b>			

As per our Report attached  
**For H. H. Topiwala & Co.**  
 Chartered Accountants  
 Registration No. 111022W

For and on behalf of the Board

**(H. H. Topiwala)**  
 Proprietor

Membership No. 38660

Mumbai, August 25, 2012

**(Arun Tari)**  
 Managing Director

**(Sanjive Arora)**  
 Group Company Secretary - Corporate Affairs  
 Mumbai, August 25, 2012

**(Viidyaa Moravekar)**  
 Director

# Consolidated Cash Flow Statement

## for the year ended March 31, 2012

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	Note	2011-12	2010-11
<b>I. CASH FLOW FROM OPERATING ACTIVITIES :</b>			
<b>Net Profit before tax</b>		<b>1,260.29</b>	<b>4,652.44</b>
Adjustments for :			
Depreciation and Amortisation		903.48	664.03
Dividend received		(1.36)	(2.39)
Interest received		(58.92)	(23.75)
Loss / (Profit) on sale of Fixed Assets		590.27	42.07
Loss / (Profit) on sale of investment		-	(2.91)
Interest and Finance Charges		216.34	263.52
Preliminary Expenditure written off		45.20	41.86
Provision for Diminution in value of Investment		90.05	(1.51)
		<u>1,785.06</u>	<u>980.92</u>
<b>Operating profit before working capital changes</b>		<b>3,045.35</b>	<b>5,633.36</b>
Movement in Working Capital :			
(Increase) / Decrease in Sundry Debtors		(696.93)	352.08
(Increase) / Decrease in Loans & Advances		(1,390.45)	(1,476.32)
(Increase) / Decrease in Inventories		(29.18)	(26.89)
Increase / (Decrease) in Current Liabilities		4,235.29	1,253.63
Increase / (Decrease) in Provision		(13.69)	(709.74)
(Increase) / Decrease in Minority Interest		95.62	(401.38)
		<u>2,200.66</u>	<u>(1,008.62)</u>
<b>Cash generated from Operations</b>		<b>5,246.01</b>	<b>4,624.74</b>
Direct Tax Paid		(991.91)	(1,598.26)
Prior period Items		-	825.38
<b>Net Cash Flow from Operating Activities</b>		<b>4,254.10</b>	<b>3,851.86</b>
<b>II. CASH FLOW FROM INVESTING ACTIVITIES :</b>			
Purchase of Fixed Assets		(4,651.34)	(2,723.62)
Purchase of Investments		(88.43)	699.62
Sale of Investments		-	(697.14)
Sale of Fixed Assets		(590.27)	53.43
Dividend received		1.36	2.39
Interest received		58.92	23.75
<b>Net cash Flow from Investing Activities</b>		<b>(5,269.76)</b>	<b>(2,641.57)</b>
<b>III. CASH FLOW FROM FINANCING ACTIVITIES :</b>			
Proceeds from Long term Borrowing		(130.92)	(953.22)
Deferred Tax		112.22	640.52
Dividend Paid		(738.73)	(738.73)
Tax on Dividend		(119.84)	(119.84)
Interest Paid		(216.34)	(263.52)
<b>Net cash Flow from Financing Activities</b>		<b>(1,093.61)</b>	<b>(1,434.79)</b>
Adjustment on account of exchange rate		1,756.42	313.77
Net Increase / (Decrease) in cash & cash equivalents		(352.85)	89.27
Cash and Cash equivalents at the beginning of the year		1,495.33	1,406.06
<b>Cash and Cash equivalents at the end of the year</b>	<b>20</b>	<b>1,142.48</b>	<b>1,495.33</b>
<b>IV. Notes forming part of the Consolidated Financial Statements</b>	<b>1-36</b>		

As per our Report attached  
**For H. H. Topiwala & Co.**  
Chartered Accountants  
Registration No. 111022W

For and on behalf of the Board

**(H. H. Topiwala)**  
Proprietor

Membership No. 38660

Mumbai, August 25, 2012

**(Arun Tari)**  
Managing Director

**(Sanjive Arora)**  
Group Company Secretary - Corporate Affairs  
Mumbai, August 25, 2012

**(Viidyaa Moravekar)**  
Director

# Notes forming part of the Consolidated Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

## 1 SIGNIFICANT ACCOUNTING POLICIES:

The consolidated financial statements comprise of Panoramic Universal Limited (the Company) and its subsidiary companies and partnership firms. The consolidated financial statements have been prepared on following basis:

### a) Basis of Accounting:

The financial statements are prepared under the historical cost convention on an accrual basis of accounting in accordance with the generally accepted accounting principles, Accounting Standards notified under Section 211 (3C) of the Companies Act, 1956 and the relevant provisions thereof on going concern basis.

### b) Principles of consolidation

- i) The financial statements of the subsidiary companies and partnership firms used in the consolidation of accounts are drawn up to the same reporting date as of the Company i.e. year ended March 31, 2012.
- ii) The financial statement of the Company and its subsidiary companies and partnership firms are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses. The intra-group balances and intra-group transactions and unrealised profits or losses have been fully eliminated in accordance with Accounting Standard (AS) 21-"Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.
- iii) In case of foreign subsidiaries, revenue items are consolidated at the average month end rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is taken to cumulative currency translation reserve as shown separately.
- iv) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the

financial statements as Goodwill or Capital Reserve as the case may be.

- v) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
- vi) Minority interest in the net assets of considered subsidiaries and partnership firms consists of the amount of equity attributable to minorities at the dates on which investments are made by the company in a subsidiary companies and partnership firms and the minorities' share of investments in equity since the date the parent subsidiary relationship came into existence.

### c) Other significant accounting policies

#### i) Convention:

The Financial Statements are prepared under Historical Cost Convention in accordance with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the presentational requirements laid down by the Companies Act, 1956 on going concern basis

#### ii) Fixed Assets:

Fixed assets are stated at historical cost less depreciation inclusive of taxes, duties, freights and any directly attributable cost of bringing the asset to its working condition for the intended use up to the date of commissioning for operation, attributable to acquisition / construction of the concerned assets.

Capital work-in-progress includes cost of assets not ready for use, advances, expenditure incurred and interest on funds deployed.

Expenditure incurred on renovation/improvement/replacement/repairs in or in

# Notes forming part of the Consolidated Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

relation to existing facility, structure, plant or equipments are charged off to revenue except in situation where these results in a long term economic benefit, in which cases these are capitalised. Where there is extension to building or increase in capacity of equipment & plant, the amounts incurred thereon are capitalised.

## iii) Depreciation and Amortization:

The Company has provided for Depreciation using Straight Line Method, at the Rates specified in Schedule XIV of Companies Act, 1956 except in the case of software in excess of ₹ 25,000 is amortised over a period of 120 months or on the basis of estimated useful life whichever is lower.

Depreciation in respect of the assets in the USA and New Zealand has been provided according to the provisions of the Laws prevailing in the respective countries

## iv) Investments:

Non-current investments are carried at cost of acquisition. However, provision for diminution in value of investments is made to recognise a decline, other than temporary, in the value of investments.

Current investments are carried at the lower of cost and fair value.

## v) Inventories:

Inventories of food materials and beverages, stores and supplies are valued at Lower of Cost or Net Realizable Value. Cost is determined using First-In-First-Out Method.

## vi) Employees benefit:

Post - employment benefit plans Contributions to defined contribution retirements benefits schemes are recognized as an expense when employees have rendered services entitling to contributions.

For defined benefit schemes, the cost of providing benefits is determined using the

Project Unit Credit Method, with actuarial valuations at the balance sheet date, carried out by an independent actuary.

Gratuity is a defined benefit scheme and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. Actuarial gains and losses are charged to the profit and loss account.

Leave encashment is another long term employee benefit and is accrued based on actuarial valuations at the balance sheet date, carried out by an independent actuary. The Company accrues for the expected cost of short term compensated absences in the period in which the employee renders services.

Contributions payable to the recognized provident fund, which is a defined contribution scheme, are charged to the profit and loss account.

## vii) Revenue recognition:

### • Products

Revenues from the sale of software products are recognised upon delivery/ deemed delivery, which is when title passes to the customer, along with risk and rewards

Revenues from product sales are shown as net of levy (if any) and applicable discounts.

### • Services

In respect of Hospitality business, income comprising of Room Rentals, Food and Beverages and allied services relating to hotel operations are recognized when actual services are rendered.

In respect of Tour & Travel Business income comprising of:

- a. Commission on tickets and service charges from customers are recognised on issue of the tickets.
- b. Incentive from airlines are accounted on the basis of tickets issued to



# Notes forming part of the Consolidated Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

- sectors travelled,
- c. Revenue on foreign exchange transactions is recognised at the time of purchase and sale,
- d. Revenue from other income is accounted on accrual basis.

In respect of Sale of Room Nights business, revenue is accounted on pro rata basis equally over usage periods as per various holiday plans. Annual subscription fees, Guest Charges, Utility Charges, Add-on card Charges etc. are recognised on cash basis.

- **Others**

- a. Profit on sale of investments is recorded upon transfer of title by the Company. Investments other than in subsidiaries and associates have been determined and accounted as per Accounting Standards (AS 13) on "Accounting for Investments".
- b. Interest is recognized using the time-proportion method, based on rates implicit in the transaction.
- c. Dividend income is recognized where the Company's right to receive dividend is established

- viii) **Taxation:**

Tax expense comprises current and deferred taxes.

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Current tax is net of credit for entitlement for Minimum Alternative Tax (MAT).

Deferred tax is recognised, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred tax assets in respect of Employee benefits, unabsorbed depreciation and carry forward of losses are recognised if

there is virtual certainty that there will be sufficient future taxable income available to realise such losses.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Provision for current tax and deferred tax in respect of Indian and overseas subsidiaries has made as per Taxation Laws in the respective countries.

- ix) **Impairment of assets:**

There was no impairment loss on Fixed Assets on the basis of review carried out by the Management in accordance with Accounting Standard 28 issued by the Institute of Chartered Accountants of India.

- x) **Foreign Currency Transactions:**

Transactions in foreign currency (currency other than companies' functional currency) are booked at the exchange rate prevailing on the date of the particular transaction. Any gain or loss arising from exchange rate fluctuations has been taken to Profit & Loss Account.

All monetary items denominated in foreign currencies at the end of the period have been translated at the period end rates. In respect of income and expenditure at the overseas branches, average month-end exchange rates have been adopted.

Foreign currency translation treatment in respect of foreign subsidiaries is described in 1 (a) (iii).

- xi) **Deferred Revenue Expenses:**

Deferred Revenue Expenses have been deferred to be written off over a period of five years.

- xii) **Accounting for Provisions, Contingent Liabilities and Contingent Assets:**

# Notes forming part of the Consolidated Financial Statements

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A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

These are reviewed at each Balance Sheet date and are adjusted to reflect the current best estimates. Contingent Liabilities are not recognised in the financial statements but are disclosed by way of Notes forming part of the Financial Statements. The Contingent Assets are

neither recognised nor disclosed in the financial statements.

**xiii) Borrowing Costs:**

Borrowing Costs incurred on acquisition of fixed assets has been classified under "Fixed Assets".

**xiv) Cash and cash equivalents:**

The Company considers all highly liquid financial instruments which are readily convertible into cash and have original maturities of three months or less from the date of purchase to be cash equivalents.

**D The subsidiary companies and partnership firms considered in this consolidated financial statements are:**

Name of the Subsidiary	Country of Incorporation	Proportion of ownership interest
Panoramic Ace Properties Inc. USA	U.S.A.	100%
Sai Properties Inc., USA	U.S.A.	100%
Sai Motels Limited , NZ	New Zealand	100%
Georgian Motel Corp. USA (Georgian Motel Corp is a wholly owned subsidiary of Panoramic Ace Properties Inc)	U.S.A.	100%
Sai Living Hudson Inc. USA (Sai Living Hudson Inc. is a wholly owned subsidiary of Panoramic Ace Properties Inc)	U.S.A	100%
Travel Universe Inc. (Travel Universe Inc. is a wholly owned subsidiary of Panoramic Ace Properties Inc.	U.S.A	100%
Indo Pacific Hotels Limited	India	100%
Panoramic Holidays Limited	India	100%
Sri Vatsa Hotels Limited	India	100%
Panoramic Tour and Travels Limited	India	100%

Name of the Partnership Firms	Country of Origin	Proportion of ownership interest
Graciano Cottages, Goa	India	95%
Grand View Hotel, Restaurant & Bar, Pune	India	80%

# Notes forming part of the Consolidated Financial Statements

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(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>2. Share Capital</b>		
<b>Authorised Capital</b>		
250,000,000 Equity Shares of ₹ 5 each (As at March 31, 2011 : 250,000,000 Equity Shares of ₹ 5 each)	12,500.00	12,500.00
300,000,000 Preference Shares of ₹ 5 each. (As at March 31, 2011 : 300,000,000 Preference Shares of ₹ 5 each)	15,000.00	15,000.00
	<u>27,500.00</u>	<u>27,500.00</u>
<b>Issued, Subscribed and fully Paid-up</b>		
77,745,000 Equity Shares of ₹ 5 each (As at March 31, 2011 : 77,745,000 Equity Shares of ₹ 5 each)	3,887.25	3,887.25
100,000,000 7% Cumulative Non Convertible Redeemable Preference shares of ₹ 5 each. (As at March 31, 2011 : 100,000,000 7% Cumulative Non Convertible Redeemable Preference shares of ₹ 5 each)	5,000.00	5,000.00
	<u>8,887.25</u>	<u>8,887.25</u>

## 2.1 Reconciliation of Number of Shares and share capital

	As at March 31, 2012		As at March 31, 2011	
	Number of Shares	₹ in Lacs	Number of Shares	₹ in Lacs
<b>Equity Shares</b>				
Opening Balance as at April 1, 2011	77,745,000	3,887.25	12,957,500	647.87
Movement during the year	-	-	64,787,500	3,239.38
Closing Balance as at March 31, 2012	<u>77,745,000</u>	<u>3,887.25</u>	<u>77,745,000</u>	<u>3,887.25</u>
<b>Preference Shares</b>				
Opening Balance as at April 1, 2011	100,000,000	5,000.00	100,000,000	5,000.00
Movement during the year	-	-	-	-
Closing Balance as at March 31, 2012	<u>100,000,000</u>	<u>5,000.00</u>	<u>100,000,000</u>	<u>5,000.00</u>

## 2.2 Rights, preferences and restrictions attached to shares

### Equity shares

The Company has one class of equity shares having a par value of ₹ 5 each. Each shareholder is eligible for one vote per share held. The dividend Proposed by Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim Dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

# Notes forming part of the Consolidated Financial Statements

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## Preference shares

Preference shares would be redeemable at par at any time with in twenty years from the date of attotment i.e. January 08, 2008, at the option of the Company and for the purpose of redemption the Company may apply any profits or money of the Company which may lawfully be applied for the purpose, in the redemption of the Redeemable Preference Shares and the Board may determine the manner/procedures for redemption of Preference Shares at its discretion as it may deem fit. These shares would carry dividend of 7% per annum.

## 2.3 Number of shares held by each shareholder holding more than 5 percentage of the issued share capital.

	As at March 31, 2012	As at March 31, 2011
<b>Equity shares</b>		
Mr. Sudhir S. Moravekar	38,698,812 49.78%	38,698,812 49.78%
Panocard Clubs Limited	17,625,000 22.67%	17,625,000 22.67%
<b>Preference shares</b>		
Panocard Clubs Limited	100,000,000 100.00%	100,000,000 100.00%

## 2.4 Shares allotted as fully paid up by way of bonus shares (during 5 years preceding March 31, 2012)

The Company allotted 6,47,87,500 equity shares (in the ratio 5:1) as fully paid up bonus shares by utilising the General Reserves of the Company pursuant to the approval of the Members of the Company vide postal ballot on June 10, 2010.

## 2.5 Other information regarding issue of shares in last five years

- The Company has not issued any shares without payment being received in cash.
- The Company has not undertaken any buy-back of shares.

## 3. Reserves and Surplus

Reserve and Surplus consist of the following reserves:

	(₹ in Lacs)	
<b>Capital Reserve</b>		
Opening Balance as at April 1, 2011	1,220.30	1,220.30
Addition during the year (net)	-	-
	1,220.30	1,220.30
<b>Securities Premium</b>		
Opening Balance as at April 1, 2011	6.69	6.69
Addition during the year (net)	-	-
	6.69	6.69

# Notes forming part of the Consolidated Financial Statements

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(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>General Reserve</b>		
Opening Balance as at April 1, 2011	4.98	1,544.35
Addition during the year (net)	188.38	1,700.00
	<u>193.36</u>	<u>3,244.35</u>
Transfer to Share Capital Account consequent to issue of Bonus Shares	-	3,239.37
	<u>193.36</u>	<u>4.98</u>
<b>Surplus in the Statement of Profit and loss</b>		
Opening Balance as at April 1, 2011	15,008.70	13,707.76
Add : Profit for the year	270.17	3,034.14
Add : Adjustment for earlier year for tax (net)	(1.92)	848.89
Less: Prior Period Adjustments	-	(23.52)
	<u>15,276.95</u>	<u>17,567.27</u>
Less : Appropriations		
General Reserve	188.38	1,700.00
Proposed Dividend on equity shares	388.73	388.73
Dividend on redeemable preference shares	350.00	350.00
Provision for Tax on dividend	119.84	119.84
	<u>14,230.00</u>	<u>15,008.70</u>
<b>Foreign Currency translation reserve</b>		
Opening Balance as at April 1, 2011	743.69	429.95
Addition during the year (net)	1,756.43	313.75
	<u>2,500.12</u>	<u>743.70</u>
	<u>18,150.47</u>	<u>16,984.37</u>
<b>4. Share Application Money</b>	-	3,500.00

## Additional Information

The Share application money for Nil (previous year ₹ 3,500 lacs) has been regrouped and shown under Advance for Joint Venture vide JV contractual agreement for execution of star categorised hotel project at Kumarakom with the consent of the Investor.

## 5. Long-Term Borrowings

Long-term borrowing consist of the Following :

### Secured

#### Term Loan

From bank \*\*

3,326.87

3,435.60

From Others\*\*\*

49.35

71.54

3,376.22

3,507.14

# Notes forming part of the Consolidated Financial Statements

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## Additional information :

\*\* Term Loan of ₹ 219.48 lacs (Previous year ₹ 438.63 lacs) from Saraswat Co-op Bank Limited is secured by Premises at 4th Floor , Aman Chambers, Prabhadevi, Mumbai 400025 and property at Panoramic Resort, Panvel.

Term Loan of ₹ 504.96 Lacs (Previous year ₹ 485.29 lacs) from Zion's Bank is secured by mortgage of Econolodge property in USA

Term Loan of ₹ 1,513.60 lacs (Previous year ₹ 1,428.97 lacs) from Bank of West is secured by mortgage of the Sai Living Hudson Inc property in USA.

Term Loan of Nil (Previous year ₹ 1,422.95 lacs) from Zion's Bank is secured by mortgage of The Georgian Motel Corp. property in USA

Term Loan of ₹ 1,479.46 lacs (Previous year ₹ 78.30 lacs) from Mission Oaks National Bank is secured by mortgage of The Georgian Motel Corp. property in USA

\*\*\*Term Loan of ₹ 73.65 lacs (Previous years ₹ 120.86 lacs) From Indiabulls Financial Services Ltd. is secured against shop premises at Nav Bhavana Premises CHS Ltd. at Prabhadevi, Mumbai 400025.

(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>6. Deferred Tax Balances</b>		
Major components of the deferred tax balances arising on account of :		
<b>Deferred tax liabilities</b>		
Opening balance	163.24	155.76
Depreciation	113.60	7.48
<b>Total</b>	<u>276.84</u>	<u>163.24</u>
<b>Deferred tax assets</b>		
Opening balance	12.22	645.26
Employee benefits	1.38	(1.81)
Accumulated carried forward loss & Unabsorbed depreciation	-	(631.23)
<b>Total</b>	<u>13.60</u>	<u>12.22</u>
<b>Deferred tax liabilities (Net)</b>	<u>263.24</u>	<u>151.02</u>
<b>7. Other Long-Term Liabilities</b>		
Other long-term liabilities consist of the following :		
<b>From Related Party</b>		
Advances for Joint Venture *	3,500.00	-
	<u>3,500.00</u>	<u>-</u>

Other liabilities Comprise :

## Additional Information

\* Advance for Joint Venture (JV) comprise of contractual agreement between M/s. Indo Pacific Hotels Ltd (WOS of the Company) and M/s. Sai Nirmaan Properties Limited (associate company) to undertake star categorized Hotel project at Kumarkam.



# Notes forming part of the Consolidated Financial Statements

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(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>8. Long-Term Provisions</b>		
Long-term provisions consist of the following :		
Provision for Employee Benefits*	55.68	73.75
	<u>55.68</u>	<u>73.75</u>
* Provision for employee benefits includes provision for gratuity and other retirement benefits		
<b>9. Short-Term Borrowings</b>		
Short-term borrowing consist of the Following :		
<b>Secured</b>		
Cash Credit from bank **	434.48	720.81
<b>Unsecured</b>		
From Others	8,674.77	4,928.24
	<u>9,109.25</u>	<u>5,649.05</u>
** Cash Credit from Saraswat Co-Op Bank Limited is secured by hypothecation of book debts and mortgage of Office Premises at 4th floor, Aman Chambers, Prabhadevi, Mumbai 400 025 and property at Panoramic Resort, Panvel.		
<b>10. Trade Payables</b>		
Trade payable consist of the following :		
Creditors for supplies / Services *	331.36	655.81
	<u>331.36</u>	<u>655.81</u>
* None of the suppliers had informed the Company that they are micro and small enterprises under the Micro, Small and Medium Enterprises Development Act , 2006. Hence information regarding dues to micro and small enterprises could not be furnished.		
<b>11. Other Current Liabilities</b>		
Other current liabilities consist of the following :		
<b>Secured</b>		
Current maturity of long-term debts		
<b>Term Loan</b>		
From bank *	390.64	418.56
From Others **	24.30	49.33
<b>Unsecured</b>		
Advance Received From Customers	1,644.92	484.27
Unpaid dividends	4.17	4.72
Other payable ***	834.36	841.96
	<u>2,898.39</u>	<u>1,798.84</u>

# Notes forming part of the Consolidated Financial Statements

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(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>Additional information</b>		
Current maturities of long-term borrowing consist of :		
* Secured term loan from Saraswat Co-operative Bank Limited.		
** Secured term loan from Indiabulls Financial Services Limited		
*** Other payables Comprise :		
Statutory liabilities	344.02	26.95
Capital Creditors	54.77	127.11
Creditors for other liabilities	435.57	687.90
<b>12. Short-Term Provisions</b>		
Short-term provisions consist of the following :		
Provision for Employee Benefits	18.68	14.22
Proposed Dividend on equity Shares	388.73	388.73
Proposed dividend on redeemable preference shares	350.00	350.00
Provision for Dividend Distribution Tax	119.84	119.84
Wealth Tax	-	0.08
	877.25	872.87

# Notes forming part of the Consolidated Financial Statements

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## Notes forming part of the Consolidated Financial Statements

### 13. Fixed Assets

Fixed Assets consist of the following :

(₹ in lacs )

Sr.No	DESCRIPTION	GROSS BLOCK (At Cost)				DEPRECIATION				NET BLOCK		
		As at April 01, 2011	Additions during the year	Deductions during the year	Translation Adjustment	As at March 31, 2012	As at April 01, 2011	For the year	Deduction during the year	Translation Adjustment	As at March 31, 2012	As at March 31, 2011
(i)	<b>Tangible assets</b>											
	Land	10,050.95	323.02	-	306.52	10,680.49	-	-	-	-	10,680.49	10,050.95
	Building	11,584.14	275.30	1.35	1,214.66	13,072.75	2,357.62	289.22	293.32	2,940.16	10,132.59	9,226.52
	Office Premises	2,569.53	297.55	-	3.62	2,870.70	125.48	41.12	1.78	168.38	2,702.32	2,444.05
	Borrowing Cost	51.12	73.60	-	5.74	130.46	16.22	15.54	2.81	34.57	95.89	34.89
	Plant & Machinery	295.53	44.02	2.94	0.77	337.38	84.92	14.47	0.56	99.40	237.98	210.61
	Computers	271.37	140.57	-	-	411.94	100.24	39.63	-	139.87	272.07	171.13
	Furniture & Fixtures	4,150.13	305.67	7.91	420.91	4,868.80	3,081.35	349.31	2.91	3,779.13	1,089.67	1,068.78
	Motor Vehicle	178.07	4.19	85.25	11.85	108.86	81.67	20.23	49.59	3.64	55.95	96.40
	Office Equipments	589.09	157.30	12.21	53.56	787.74	383.89	36.28	10.63	44.48	333.72	205.20
	Air Conditioner	72.82	17.13	2.51	-	87.44	15.87	4.49	1.27	19.14	68.30	56.95
	Electrical Installation	87.39	37.51	-	-	124.90	12.52	4.86	-	17.38	107.52	74.87
	Capital Improvement	641.03	114.51	-	71.91	827.45	129.25	22.32	-	167.50	659.95	511.78
	Leasehold improvement	1.38	25.85	-	-	27.23	0.13	2.97	-	3.10	24.13	1.25
	<b>Total</b>	<b>30,542.55</b>	<b>1,816.22</b>	<b>112.17</b>	<b>2,089.54</b>	<b>34,336.14</b>	<b>6,389.16</b>	<b>840.44</b>	<b>64.96</b>	<b>713.96</b>	<b>26,457.54</b>	<b>24,153.39</b>
	Previous year	29,162.14	1,160.39	143.28	363.30	30,542.55	5,709.18	627.13	56.33	109.18	24,153.39	23,452.95
(ii)	<b>Intangible assets</b>											
	Software	240.16	147.89	0.72	0.57	387.90	81.20	54.96	-	0.46	136.62	251.28
	Website (Travelhot.in)	-	231.18	-	-	231.18	-	1.93	-	1.93	229.25	-
	Goodwill	1,471.43	-	-	9.64	1,481.07	-	-	-	-	1,481.07	1,471.43
	Franchise	202.35	-	192.32	22.70	32.73	13.73	6.15	1.93	21.81	10.92	188.62
	<b>Total</b>	<b>1,913.94</b>	<b>379.07</b>	<b>193.04</b>	<b>32.91</b>	<b>2,132.88</b>	<b>94.93</b>	<b>63.04</b>	<b>-</b>	<b>2.39</b>	<b>1,972.52</b>	<b>1,819.01</b>
	Previous Year	1,791.46	127.24	8.55	3.79	1,913.94	57.85	36.90	-	0.18	1,819.01	1,733.61
(iii)	<b>Capital work -in- progress</b>											
	<b>Total</b>	<b>32,456.49</b>	<b>2,195.29</b>	<b>305.21</b>	<b>2,122.45</b>	<b>36,469.02</b>	<b>6,484.09</b>	<b>903.48</b>	<b>64.96</b>	<b>716.35</b>	<b>32,399.05</b>	<b>28,651.18</b>

# Notes forming part of the Consolidated Financial Statements

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## 14 Non-Current Investments

Non-current investments consist of the following :

(₹ in lacs)

As at March 31		As at March 31				
2012	2011	2012	2011			
In Numbers	In Numbers	Currency	Face Value per share	Description		
<b>Long-term Investment (at cost)</b>						
<b>(i) Investment in fully paid Equity shares (Quoted)</b>						
53,600	53,600	INR	1	Himachal Futuristic Communications Limited	15.02	15.02
200	100	INR	5	Mahindra & Mahindra Limited*	0.62	0.62
830	3,786	INR	10	Silverline Technologies Limited**	0.27	0.27
5,000	5000	INR	10	Tips Industries Limited	1.98	1.98
3,500	3,500	INR	10	Wellwin Industry Limited	0.53	0.53
1,900	1,900	INR	10	Carol Info services Limited	0.60	0.60
332	1,514	INR	10	NextGen Animation Mediaa Limited**	0.11	0.11
Less : Provision for Diminution in Value of Long Term Investments					(9.57)	(7.47)
					<u>9.56</u>	<u>11.66</u>
<b>(ii) Investment in fully paid equity shares unquoted</b>						
1,248,260	62,413	INR	1	Inter-Connected Stock Exchange of India Limited*	156.04	156.04
2,400	2,400	INR	10	Panoramic Investment Advisors Private Limited	0.24	0.24
4,358	4,358	INR	10	Saraswat Co-Op Bank Limited	0.44	0.44
250	500	INR	10	Zoarastrian Co-Op Bank Limited	0.03	0.05
					<u>156.75</u>	<u>156.77</u>
<b>(iii) National Savings Certificate</b>					0.17	0.14
<b>Total of Non- Current Investment</b>					<u>166.48</u>	<u>168.57</u>

### Notes :

1	Book value of Quoted Investment :	19.13	19.13
2	Book value of Unquoted Investment :	156.92	156.91
3	Market value of Quoted Investment :	13.59	15.43
4	Aggregate Provision for diminution in value of investment	9.57	7.47
5	*Number of shares includes bonus shares received		
6	**Equity Shares of Silverline Technologies Limited demerged and received shares of NextGen Animation Mediaa Limited		

# Notes forming part of the Consolidated Financial Statements

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(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>15. Long-term Loans and Advances (Unsecured)</b>		
Long-term Loans and Advances consist of the following :		
Considered good		
Capital Advance	815.04	351.10
Security deposits	357.44	279.15
Advance tax (Net of Provision)	1,376.00	376.80
Minimum Alternative Tax (MAT) credit entitlement	71.02	447.55
	2,619.50	1,454.60
<b>16. Other Non-Current Assets</b>		
Other Non-Current Assets consist of the following :		
Deferred Expenses	348.65	148.46
Preliminary Expenses	26.28	31.65
Share Issue Expenses	36.46	71.01
	411.39	251.12

## 17 Current Investments

Current investments consist of the following :

(₹ in lacs)

As at March 31				As at March 31	
2012	2011			2012	2011
In Numbers	In Numbers	Currency	Face Value per unit	Description	
<b>Investment in mutual funds (unquoted)</b>					
9,77,995	9,77,995	INR	10	Reliance Natural Resource Fund Dividend Plan	100.00
4,24,124	4,24,124	INR	10	Sundaram BNP Paribas Growth Fund	100.00
69,389	64,752	INR	10	Franklin Templeton Floating rate income fund - Dividend reinvestment	7.50
138	138	INR	10	UTI Treasury Advantage Fund - Growth Plan	3.00
<b>Total Current investments</b>					210.50
					210.04

### Notes :

1	Book value of Unquoted Investment :	210.50	210.04
2	Aggregate NAV as at March 31, 2012 of unquoted Investment :	157.93	167.97

## 18. Inventories

Inventories consist of the following :

Raw Materials (at lower of cost or net realisable value)	126.70	97.51
	126.70	97.51

# Notes forming part of the Consolidated Financial Statements

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(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>19. Trade Receivables (Unsecured)</b>		
Trade Receivables consist of the following :		
<b>Over Six months from the date they were due for payment</b>		
Considered Good	812.12	110.46
Considered doubtful	15.23	-
<b>Others</b>		
Considered Good	2,660.88	2,665.61
Considered doubtful	-	-
Less: Provision for doubtful receivables	(15.23)	-
	<u>3,473.00</u>	<u>2,776.07</u>
<b>20. Cash and Bank Balances</b>		
Cash and bank balances consist of the following :		
<b>a) Cash &amp; Cash Equivalent</b>		
Balance with Banks		
In Current Accounts	919.96	1,416.04
Cash on Hand	39.95	65.04
<b>b) Other Bank Balances *</b>	182.57	14.25
	<u>1,142.48</u>	<u>1,495.33</u>
* Other bank balances includes fixed deposits having maturity period more than 12 month held as security against guarantees		
<b>21. Short-Term Loans and Advances (Unsecured)</b>		
Short-term Loans and Advances consist of the following :		
<b>Considered good</b>		
Loans and Advances to Employees*	190.16	-
Other Loans and advances	4,687.20	6,595.40
	<u>4,877.36</u>	<u>6,595.40</u>
* Advances includes ₹ 184.74 lacs receivable from an ex-employee for funds embezzled by him from few USA subsidiaries. The Company has filed Civil Suit seeking attachments of two properties purportedly acquired from the embezzled funds. The Hon'ble High court of Madras was pleased to pass ad-interim injunction on February 22, 2011 in C.S. No. 119 of 2011 restraining the employee from alienating disposing, encumbering or dealing with the properties referred to in that suit. In view of the above, no provision is presently required.		
<b>22. Other Current Assets</b>		
Other Current assets consist of the following :		
Accrued Income	1,580.56	-
Interest Accrued	76.58	3.64
Prepaid Expenses	192.37	107.74
	<u>1,849.51</u>	<u>111.38</u>



# Notes forming part of the Consolidated Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	2011-12	2010-11
<b>23 REVENUE FROM OPERATIONS</b>		
Revenue From Operations consist of the following :		
Income from Information technology and consultancy service	4,618.72	10,161.09
Income from Hospitality	4,983.30	4,812.12
Income from Tour & Travel	129.01	269.18
Other Operating Income*	767.74	452.33
	<u>10,498.77</u>	<u>15,694.72</u>
<b>Additional information:</b>		
* Other operating income includes		
(i) Management fee and (ii) group entry fee at Panvel Resort water park		
<b>24 Other Income (net)</b>		
Interest Income	58.92	23.75
Dividend Income	1.36	2.39
Profit on Sale of Investment	-	2.91
Rent Received	6.93	-
Foreign Exchange Gain /(Loss)	243.74	(4.83)
Miscellaneous Income	195.03	90.19
	<u>505.98</u>	<u>114.41</u>
<b>25 Cost of Material Consumed</b>		
Material Consumed consist of the following :		
Opening Stock	32.33	39.74
Add: Purchase during the year	246.83	858.17
	<u>279.16</u>	<u>897.91</u>
Less: Closing Stock	10.95	32.33
	<u>268.21</u>	<u>865.58</u>
<b>26 Employee Benefit Expenses</b>		
Employee benefit expenses consist of the following :		
Salaries and Allowances	3,270.50	3,079.12
Bonus and Ex-Gratia	13.67	8.53
Contribution to PF & ESIC	42.97	58.07
Gratuity	(5.70)	9.04
Leave Encashment	10.67	25.16
Staff Training & Development expenses	12.81	0.28
Staff Welfare expenses	36.47	51.39
Directors' Remuneration	41.53	50.10
Commission to Managing Director	20.13	26.06
	<u>3,443.05</u>	<u>3,307.75</u>

# Notes forming part of the Consolidated Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	2011-12	2010-11
<b>27 Operation and other expenses</b>		
Operation and other expenses consist of the following :		
Advertisement and Sales Promotion	480.56	396.50
Audit Fees	10.13	8.10
Bad & Doubtful Debts Written off	11.88	149.40
Bank Charges	101.92	67.07
Books & Periodicals	1.36	0.90
Commission / Discount Expenses	186.54	152.42
Commission to Non Executive Director	10.06	-
Communication Expenses	129.01	136.58
Computer Expenses	11.72	2.90
Consumarable	0.23	-
Electricity & Water Charges	590.27	453.64
Entertainment Expenses	2.25	-
Fuel Charges	15.12	73.61
Housekeeping Expenses	332.63	156.91
Insurance Charges	90.05	108.28
Kitchen & Restaurant Expenses	461.25	30.54
Loss on Disposal / Sale of Fixed Assets	19.95	42.07
Membership & Subscription	14.31	25.14
Office Expenses	37.33	66.47
Other General Expenses*	944.58	306.96
Printing & Stationery	63.77	22.65
Professional Fees	374.40	243.08
Provision for Diminution in Value of Investment	2.10	(1.51)
Purchase of Room Nights	20.84	-
Rates & Taxes	302.98	373.28
Recruitment Charges	1.21	-
Rent	135.59	96.19
Repairs & Maintenance		
Building	64.35	51.93
Machinery	3.20	32.38
Others	287.53	155.13
Sales Tax \ VAT\Service Tax	29.88	38.55
Tour Operating Expenses	2.27	-
Travelling & Conveyance Expenses	174.11	143.00
	<u>4,913.38</u>	<u>3,332.17</u>
* Other General expenses includes employee advances written off amounting to ₹ 738.81 Lacs		
<b>28 Finance Cost</b>		
Interest on Secured Loan	216.34	261.05
	<u>216.34</u>	<u>261.05</u>

# Notes forming part of the Consolidated Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

## 29 Employee retirement benefits:

The present value of the defined benefit obligation and current service cost were measured using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date.

The following table sets out the non funded status of the gratuity plan and the amounts recognized in the Company's financial statements as at March 31, 2012.

	(₹ in lacs)	
	As at March 31, 2012	As at March 31, 2011
<b>i) Change in Benefit Obligations :</b>		
Projected Benefit Obligations, beginning of the year	47.40	38.13
Service Cost	7.58	10.39
Interest Cost	3.79	3.05
Actuarial (Gain) / Loss on obligations	(16.13)	(1.82)
Benefits Paid	(6.67)	(2.35)
Actuarial (Gain) / Loss on obligations	-	-
Projected Benefit Obligations, end of the year	35.97	47.40
<b>ii) Change in Plan assets :</b>	N.A.	N.A.
		(₹ in lacs)
	2011-12	2010-11
<b>iii) Net Gratuity and other cost for the year ended</b>		
Service Cost	7.58	10.39
Interest on defined benefit obligation	3.79	3.05
Expected return on plan assets	N.A.	N.A.
Net actuarial (Gain)/ Loss recognized in the year	(16.13)	(1.82)
Actuarial (Gain) / Loss on obligations	-	-
Net gratuity and other cost	(4.76)	11.62
	-	-
<b>iv) Category of Assets as at March 31, 2012</b>	N.A.	N.A.
<b>v) Assumption used in accounting for the gratuity plan March 31, 2012:</b>		
Discounting Rate (p.a)	8%	8%
Increase in Compensation Level	5%	5%
Expected rate of return on Plan assets	N.A.	N.A.
	-	-
<b>30. Investment in Partnership Firms as at March 31, 2012</b>		
The details of Partnership Firms are as follows:-		
<b>a) Graciano Cottages, Goa</b>		
Total Capital & Current Account		
Capital Account	0.83	0.83
Current Account	304.01	273.20

# Notes forming part of the Consolidated Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	As at March 31, 2012	As at March 31, 2011
<b>Percentage Share of Profit / (Loss)</b>		
Panoramic Universal Ltd	95%	95%
Mrs. Usha Tari	5%	5%
<b>b) Grand View Hotel Restaurant &amp; Bar, Pune</b>		
Total Capital & Current Account		
Capital Account	0.80	0.80
Current Account	187.09	184.60
<b>Percentage Share of Profit / (Loss)</b>		
Panoramic Universal Limited	80%	80%
Mrs.Viidyaa S. Moravekar	15%	15%
Mrs.Usha Tari	5%	5%

## 31 Segment Reporting

The group has identified business segments (industry practice) as its primary segment and geographic segment as its secondary segments.

Business segments are primarily IT business, Hospitality business and Travel business comprising customers providing software products, Room Rentals, Food and Beverages and allied services relating to hotel operations and Commission on tickets and service charges.

For the year ended March 31, 2012

(₹ in lacs)

	IT Business	Hospitality Business	Tour & Travel Business	Total
<b>REVENUE</b>				
External Revenue and Other Income	4,618.72	6,257.02	129.01	11,004.75
	10,161.09	5,378.86	269.18	15,809.13
Inter-Segment Revenue	-	-	-	-
<b>Total</b>	<b>4,618.72</b>	<b>6,257.02</b>	<b>129.01</b>	<b>11,004.75</b>
	10,161.09	5,378.86	269.18	15,809.13
<b>RESULTS</b>				
Profit before Depreciation, Interest & Tax	4,150.94	(1,654.85)	(115.98)	2,380.11
	6,506.18	(1,031.47)	102.81	5,577.52
Depreciation	22.40	873.52	7.56	903.48
	(2.79)	656.97	9.85	664.03
Interest	1.30	215.04	-	216.34
	20.69	235.83	4.53	261.05
Profit Before tax				1,260.29
				4,652.44
Tax expenses				989.98
				1,597.90
<b>Profit for the year before Minority Interest</b>				<b>270.31</b>
				3,054.54

# Notes forming part of the Consolidated Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

As at March 31, 2012

(₹ in lacs)

	IT Business	Hospitality Business	Tour & Travel Business	Total
<b>OTHER INFORMATION</b>				
Segment Assets	<b>8,069.59</b>	<b>38,525.60</b>	<b>853.92</b>	<b>47,449.11</b>
	<i>1,755.90</i>	<i>39,600.26</i>	<i>723.94</i>	<i>42,080.10</i>
Segment Liabilities	<b>330.38</b>	<b>20,001.29</b>	<b>79.72</b>	<b>20,411.39</b>
	<i>131.36</i>	<i>16,065.38</i>	<i>11.74</i>	<i>16,208.48</i>

Secondary Segment Reporting is made on the basis of geographical regions. Revenues are segregated on the basis of the location of the customer who is invoiced or in relation to which the revenue is otherwise recognized.

	Asia	Rest of the World	Total
External Revenue	<b>5,151.30</b>	<b>5,853.45</b>	<b>11,004.75</b>
	<i>7,852.00</i>	<i>7,957.13</i>	<i>15,809.13</i>

**Note:** Previous year figures are in italics.

## 32. Contingent Liabilities not provided for :

I	Estimated amount of capital commitments not provided for:	2,389.71	1,816.00
II	Contingent Liabilities not provided for:	NIL	NIL
III	Guarantees given on behalf of wholly owned subsidiary	695.41	616.14

## 33. Payment to Auditors

For Audit	10.08	8.05
For other services	0.05	0.05

## 34. Related Party Disclosures

### A. Related parties and their relationship

#### a) Subsidiaries:-

##### Subsidiaries (Direct holding)

Indo Pacific Hotels Limited  
Panoramic Holidays Limited  
Panoramic Tour and Travels Limited  
Sri Vatsa Hotels Limited  
Panoramic Ace Properties Inc. USA  
Sai Properties Inc. USA  
Sai Motels Limited-New Zealand

#### c) Subsidiaries (Indirect holding)

Georgian Motel Corp. USA  
Sai Living Hudson Inc. USA  
Travel Universe Inc. USA

#### b) Enterprises Controlled by directors/relatives:-

Pancard Clubs Limited  
Pan Herbbo Limited  
Herbo Effect India Limited  
Panoramic Resorts (India) Limited  
Sai Nirmaan Properties Limited  
Hotel Pinnacle Limited  
Panoramic Record Storage & Management Limited  
(formerly Athiti Resorts Limited)  
Golden Valley Hotels Limited  
Seaview Retreats Limited  
Panoramic Unnathi Private Limited  
Panoramic Agriculture and Farms Private Limited  
Panoramic Hotels Limited  
Pan Product Impex Private Limited

# Notes forming part of the Consolidated Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

Panoramic Structures Private Limited  
 Panoramic Land Developers Private Limited  
 Panoramic Investment Advisors Private Limited  
 Smooth Financials Private Limited  
 Panoramic Husbandries Private Limited  
 Panoramic Agricultural Services Private Limited  
 Panoramic Greeneries Private Limited  
 Leo Resorts and Hotels Private Limited  
 Grand View Hotel, Restaurant & Bar  
 Graciano Cottages  
 Panoramic Real Estate Consultants LLP

## B. Key Management Personnel

a) Sudhir S. Moravekar	President
b) Viidyaa Moravekar	Managing Director (ceased from 01-12-2012)
c) Arun Tari	Managing Director (w.e.f. 01-12-2012)

## C. Related party transactions for the year ended March 31, 2012

The Company entered into transactions with related parties during the year.  
 These transactions along with the relevant balances are set out as under:

	2011-12	2010-11
<b>(i) Transactions with Directors / President</b>		
<b>a) Remuneration</b>		
Mr. Sudhir S. Moravekar	236.51	205.57
Mr. Arun B. Tari	15.05	13.97
Mrs. Viidyaa S. Moravekar	25.76	35.53
<b>b) Commission to Managing Director</b>		
Mrs. Viidyaa S. Moravekar	20.13	26.06
<b>c) Commission to Non-Executive Director</b>		
Mrs. Viidyaa S. Moravekar	10.06	-
<b>(ii) Transactions with Partners</b>		
<b>a) Remuneration</b>		
Mrs. Viidyaa S. Moravekar	0.60	0.60
<b>b) Interest paid</b>		
Mrs. Viidyaa S. Moravekar	0.02	0.02
Mrs. Usha A. Tari	0.01	0.01
<b>(iii) Transactions with Associate Companies</b>		
<b>a) Management Fee received</b>		
Pan Card Clubs Limited	377.50	330.90
<b>b) Sale of Room Nights and Food &amp; Beverages</b>		
Pan Herbbo Limited	0.06	4.02
Pan Card Clubs Limited	55.93	8.35



# Notes forming part of the Consolidated Financial Statements

Panoramic Universal Limited | 21st Annual Report 2011-12

(₹ in lacs)

	2011-12	2010-11
<b>c) Interest on Security Deposit received</b>		
Pancard Clubs Limited	20.00	20.00
<b>(iv) Dividend paid-Equity Shares</b>		
<b>a)</b> Deepashree Tari	0.01	0.01
<b>b)</b> Manda Mohan Phatarphekar	3.52	2.94
<b>c)</b> Pancard Clubs Limited	88.13	73.44
<b>d)</b> Panoramic Land Developers Private Limited	1.29	1.07
<b>e)</b> Panoramic Resorts (India) Limited	2.44	2.03
<b>f)</b> Sudhir S Moravekar	193.49	161.25
<b>g)</b> Usha Tari	0.33	0.28
<b>(viii) Dividend paid -Preference Shares</b>		
<b>a)</b> Pancard Clubs Limited	350.00	350.00
<b>35. Earnings Per Share (EPS)</b>		
Profit for the year	270.17	3,034.14
Less: Preference share dividend (including dividend distribution tax)	406.78	406.78
Amount available for equity shareholders	<u>(136.61)</u>	<u>2,627.36</u>
Number of Equity Shares	77,745,000	77,745,000
Nominal Value of Equity Share (in ₹)	5.00	5.00
Basic and Diluted Earnings Per Equity Share (in ₹)	(0.18)	3.38

**36.** These financial statements have been prepared in the format prescribed by the Revised Schedule VI to the Companies Act, 1956. Previous years' figures have been recast / restated.



**PANORAMIC  
UNIVERSAL LIMITED**

Regd. Office : Aman Chambers, 4th Floor,  
Opp. New Passport Office, Veer Savarkar Road,  
Prabhadevi, Mumbai - 400 025.



*Discount  
Coupon*

Dear Shareholder,

The Company is pleased to issue this coupon which will entitle you to avail a discount of 25% on room tariff as well as 15% on bill value of upto Rs. 2,000/- at the Food & Beverage outlets located in any of the hotels of the Panoramic Group in India. This discount cannot be clubbed with any other Discount Scheme. The Company will not make cash refunds against any coupon or part used thereof, and will not be able to extend the validity of the coupon(s) nor issue duplicate coupon(s) in case of loss or defaced coupon(s). This coupon is not valid for consumption of Beer, Liquor and Cigarettes.



Please DO NOT detach the coupon, but present it intact, when your bill is being prepared



**F&B  
COUPON**

Discount  
**15%**

Bill value upto ₹ 1000/-  
valid upto 30-09-2013



**F&B  
COUPON**

Discount  
**15%**

Bill value upto ₹ 1000/-  
valid upto 30-09-2013



**STAY  
COUPON**

Discount  
**25%**

valid upto 30-09-2013



**STAY  
COUPON**

Discount  
**25%**

valid upto 30-09-2013

**Instructions for Booking Room with us:**

1. Shareholder shall be provided a discount of 25% on the Room Tariff Rate & 15% on Bill Value of upto Rs. 2000/- of Food & Beverages of such clubs / hotels / resorts prevalent at the time of intimation of usage of room nights to the company.
2. Confirmation Vouchers shall be issued on a first-come- first-served basis and are subject to eligibility of the Shareholder as well as availability of room / accommodation at his intended destination.
3. Shareholder shall apply to the company at least thirty (30) days in advance to the company, of the date/s of their intended utilization of room nights giving the details of the destination/s, dates of check-in and check-out in order to enable the company to issue a Confirmation Voucher for his scheduled stay.
4. During the peak season, Shareholder shall have to apply at least Ninety (90) days in advance of the date/s of their intended utilisation of the room nights. Since different hotels have different peak periods, Company's decision as to what period is to be treated as peak season shall be final and binding.
5. On check-out, the shareholder shall have to settle all bills towards food & beverages and utilisation of any other amenities and facilities, such as usage of the air conditioner, additional bed, spa, gymnasium, upgradation of room, telephone / STD / ISD facility, internet facility, etc. at the hotel/club/resort chosen by him in cash or debit card or by credit cards (Master / Visa) only and no cheque payment will be accepted towards the said expenses.
6. The decision of the company shall be final and binding on the shareholder with regard to acceptance or rejection of such applications.
7. The discount is available only for shareholders and their immediate family member like Spouse, Parents & Children and is NOT TRANSFERABLE.
8. F&B Coupon are to be utilised during the stay at the hotel.
9. For further details  
**Contact: +91-22-666 22 777.**  
**Email: vinutha.boga@panoramicworld.biz**
10. Non availability of the room nights at any given date shall not be considered as a valid ground of dispute and the shareholder shall not agitate on such matter in any forum

**Applicable on normal prices displayed at the Foods & Beverage outlets, located at any of the hotels of the Panoramic Group in India. This discount cannot be clubbed with any other Discount Scheme. The decision of the company shall be final and binding**

**Applicable on normal prices displayed at the Foods & Beverage outlets, located at any of the hotels of the Panoramic Group in India. This discount cannot be clubbed with any other Discount Scheme. The decision of the company shall be final and binding**

**"This Discount can not be clubbed with any other Discount Scheme"**

**"This Discount can not be clubbed with any other Discount Scheme"**

## *forward looking statement*

In this annual report we have disclosed forward looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements, written and oral, that we periodically make contain forward looking statements that set out anticipated results based on the management's plan and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'project', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Investors should bear this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future information or otherwise.

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