

REGISTERED OFFICE :  
BHIKAJI CAMA PLACE, M.G. MARG,  
NEW DELHI - 110066  
TELEPHONE : 26791234  
FAX : 26791033  
CIN : L55101DL1980PLC011037  
Website : [www.asianhotelsnorth.com](http://www.asianhotelsnorth.com)  
E-mail : [investorrelations@ahlnorth.com](mailto:investorrelations@ahlnorth.com)



## ASIAN HOTELS (NORTH) LIMITED

AHL/CS/1013/2023  
5<sup>th</sup> September, 2023

**Corporate Services Department**  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400 001

**Listing Department**  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E),  
Mumbai – 400 051

**Scrip Code/Scrip ID:500023/ASIANHOTNR Symbol: ASIANHOTNR**

Dear Sirs,

**Subject: Submission of Annual Report 2022-23 & Notice of 42<sup>nd</sup> Annual General Meeting**

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report of the Company for the financial year 2022-23 along with Notice of 42<sup>nd</sup> Annual General Meeting.

Further, this is to inform that the Company has completed the electronic dispatch of the Notice and Annual Report 2022-23 to the shareholders on Tuesday, the 5<sup>th</sup> September, 2023, and the same is also available on the Company's website at [www.asianhotelsnorth.com](http://www.asianhotelsnorth.com).

This is for your information and record please.

Thanking you,

Yours faithfully,  
For Asian Hotels (North) Limited

Tarun Srivastava  
Company Secretary & Compliance Officer



Encl: as above

# 42<sup>nd</sup> Annual Report

2022-23



*Asian Hotels (North) Limited*



# Corporate Information

## BOARD OF DIRECTORS

### Mr. Amritesh Jatia

Chairman and Managing Director

### Mr. Sanjeev Agarwala

Independent Director

### Ms. Mita Namonth Jha

Independent Director

### Mr. Ashish Dhanuka

Executive Director

### Ms. Preeti Gandhi

Independent Director

### Mr. Akhilesh Bhuwarka

Non-Executive Director

## CHIEF FINANCIAL OFFICER

Mr. Ashish Dhanuka

## COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Tarun Srivastava

## STATUTORY AUDITORS

### V.V. Kale & Company

Chartered Accountants

16A/20, W.E.A.,

Main Ajmal Khan Road

Karol Bagh, New Delhi – 110 005

## BANKERS

Bank of Maharashtra

Axis Bank Limited

IndusInd Bank Limited

Punjab National Bank

DBS Bank Limited

Yes Bank Limited

## REGISTRAR AND TRANSFER AGENT (RTA)

### KFin Technologies Limited

Selenium Building, Tower-B,

Plot No. 31 & 32,

Financial District, Nanakramguda,

Serilingampally, Hyderabad, Rangareddi,

Telangana-500 032, India

Toll Free No. 1800 309 4001

Website: [www.kfintech.com](http://www.kfintech.com)

E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

## REGISTERED OFFICE & INVESTOR RELATIONS DEPARTMENT

Bhikaji Cama Place, M. G. Marg, New Delhi – 110 066

Tel: 011 66771225-26, Fax: 011 26791033

Website: [www.asianhotelsnorth.com](http://www.asianhotelsnorth.com) E-mail: [investorrelations@ahlnorth.com](mailto:investorrelations@ahlnorth.com)

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**BSE : SCRIP CODE - ASIANHOTNR,500023**

**NSE: SYMBOL -ASIANHOTNR**



To view this report online or to know  
more about us, please visit

<http://www.asianhotelnorth.com>

**ASIAN HOTELS (NORTH) LIMITED**

CIN: L55101DL1980PLC011037

Registered Office: Bhikaji Cama Place, M. G. Marg, New Delhi – 110066

Phone: 011 66771225/26; Fax: 011 26791033

Website: <https://www.asianhotelsnorth.com>E-mail: [investorrelations@ahlnorth.com](mailto:investorrelations@ahlnorth.com)**NOTICE**

Notice is hereby given that the 42nd (Forty-Second) Annual General Meeting (hereinafter referred to as “the AGM”) of ASIAN HOTELS (NORTH) LIMITED (hereinafter also referred to as “the Company”) will be held on Friday, the 29th September, 2023 at 11.30 a.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following business(es). The venue of the AGM shall be deemed to be the Registered Office of the Company.

**ORDINARY BUSINESS (ES):**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2023 and Reports of Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Ashish Dhanuka (DIN: 07220876), who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment;

**SPECIAL BUSINESS:****3. Re-appointment of Ms. Mita Namonath Jha (DIN:07258314) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“Act”), and the rules made thereunder read with Schedule IV of the Act and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Nomination and Remuneration Policy of the Company and as approved by the Board of Directors of the Company, Ms. Mita Namonath Jha (DIN:07258314), Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing her candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 6 (six) months w.e.f. 7<sup>th</sup> July, 2023 to 6<sup>th</sup> January, 2024.

**RESOLVED FURTHER THAT** any of the Board of Directors and the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Director to give effect to the aforesaid resolution.”

By order of the Board of  
**Asian Hotels (North) Limited**

Place: New Delhi  
Date: 10<sup>th</sup> August, 2023

Tarun Srivastava  
Company Secretary and Compliance Officer  
M. No.: 53209



**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) issued General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively and subsequent circulars issued in this regard, the latest being 10/2022 dated 28th December, 2022 (“hereinafter referred collectively as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 have permitted companies to conduct AGM through VC or OAVM, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) the 42<sup>nd</sup> AGM of the Company is being convened and conducted through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM. The detailed instructions for accessing and participating in the AGM through VC/OAVM facility is mentioned in Note No.14 below and available on the website of the Company. In compliance with the General Circular No. 20/2020 issued by the MCA, item mentioned in special business in this AGM notice are considered unavoidable and forms part of this Notice.

Accordingly, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose names appear in the Register of Members/list of beneficial owners as furnished by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of 1st day of September, 2023 and have their email addresses registered with the Company/Depositories.

Pursuant to the SEBI Circulars, no physical copy of Annual Report will be dispatched to Shareholder unless they expressly request for the same.

KFin Technologies Limited (‘KFinTech’) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The detailed instructions for accessing and participating in the AGM through VC/ OAVM facility is mentioned in Note No.14 below.

Members may note that Notice of the AGM and Annual Report 2022-23 will also be available on the Company’s website [www.asianhotelsnorth.com](http://www.asianhotelsnorth.com), website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and also on the website of the Registrar & Transfer Agent namely KFin Technologies Ltd. (RTA) at [www.kfintech.com](http://www.kfintech.com).

2. **Since the AGM shall be held through VC/OAVM and the physical attendance of Members has been dispensed with in terms of the MCA Circulars, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**

Institutional/Corporate Members are advised to appoint their Authorized Representatives in pursuance of Section 113 of the Act for the purposes of exercising remote e-voting, attending the AGM through VC/OAVM and e-Voting during the AGM. Institutional/Corporate Members intending to appoint their authorized representatives are requested to provide a duly certified copy of the Resolution of its Board or Governing Body under Section 113 of the Act (in PDF Format), authorizing them to exercise remote e-voting, attend the AGM through VC/OAVM and exercise e-Vote at the AGM, and email the same to the Scrutinizer through their registered email at [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) with a copy marked to the Company and the RTA at [investorrelations@ahlnorth.com](mailto:investorrelations@ahlnorth.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com) respectively.

3. Members attending the AGM through VC/OAVM shall be reckoned for the purposes of the quorum under Section 103 of the Act.
4. An explanatory Statement pursuant to Section 102 of the Act related to the special business is annexed hereto and forms part of the Notice.

Additional information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking appointment/ re-appointment at the AGM, is appended and be construed as a part of this Notice.

5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Act or any other documents as may be required electronically during the AGM shall be accessible for the inspection electronically by the Members during the continuance of the AGM.

Documents referred to in the accompanying Notice along with the explanatory statements will be open for inspection by the Members at the Registered Office of the Company and in electronic mode during business hours between 10.00 a.m. and 5.00 p.m. on all working days (except Saturday and Sunday) till the date of the AGM, and also during the AGM.

The members seeking to inspect such documents can send an email to [investorrelations@ahlnorth.com](mailto:investorrelations@ahlnorth.com) requesting the same. On receiving a valid email request from any member, the Company shall make requisite arrangements for inspection of such documents.

6. Members seeking information or clarification regarding any business placed before the AGM may e-mail their query from their registered e-mail address, mentioning their Name, DP-ID and Client-ID/Folio No. and Mobile no. to reach the Company's e-mail address at [investorrelations@ahlnorth.com](mailto:investorrelations@ahlnorth.com) at least 72 hours in advance before the start of the said meeting.
7. Members of the Company are advised to nominate a person pursuant to Section 72 of the Act read with SEBI Circular, in whom the shares held by him/her/them shall vest in the unfortunate event of his/her/their death. Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. Members holding shares in dematerialized form may file their nomination directly with their respective Depository Participant. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she/they may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.asianhotelsnorth.com/Downloads.html>
8. Securities and Exchange Board of India ("SEBI") has mandated that effective 1st April, 2019, securities of listed companies can be transferred only in dematerialized form, and accordingly, the Company and its RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to dematerialize their securities.
9. The Register of Members and Share Transfer Books of the Company will remain closed from the **23rd September, 2023 to 29th September, 2023** inclusive of both days.
10. In compliance with the MCA Circulars and to ensure that this Annual Report 2022-23 and notice for the AGM reaches all members, the Company had published a Notice in "Business Standard" newspaper (published on 23<sup>rd</sup> August, 2023) advising the Members who have not registered/updated their e-mail addresses with the Company to register/update their e-mail addresses in the manner described therein.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a) **For shares held in physical form:** Members holding shares in physical mode are requested to notify change, if any, in their e-mail address, mailing address including pin code, bank details, residential status etc. to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (as amended), as per instructions mentioned in the form. The said form can be downloaded from the company's website at <https://www.asianhotelsnorth.com/Downloads.html> and is also available on the website of the RTA at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd).
  - b) **For shares held in electronic form:** Members holding shares in electronic form should notify any change in their e-mail address, mailing address including pin code, bank details, residential status etc. directly to their respective Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records, which will help the Company and its RTA to provide efficient and better service to the Members.

The Members may contact the Share Department of the Company at the above-mentioned address, telephone numbers and e-mail id or the RTA at their registered office at Selenium Building Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana 500032; Toll Free No. 1800-309-4001; or at the e-mail id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for any assistance/clarification.

12. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has made it mandatory for the holders of physical securities to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers on or before October 1, 2023 to the RTA of the Company. Folios wherein any of the above document(s)/details are not furnished on or before the said date, shall be frozen by the RTA. After December 31, 2025 the frozen folios shall be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

Further, the holders of physical securities are requested to ensure that their PAN is linked to Aadhaar as per the date specified by the Central Board of Direct Taxes to avoid freezing of folio.

The security holder(s) whose folio(s) have been frozen shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the complete documents / details as mentioned above and to receive any payment including dividend, in respect of such frozen folios, only through electronic mode after they comply with the above stated requirements. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.asianhotelsnorth.com/Downloads.html>.





13.
  - a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of The Companies (Management & Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, the Company is pleased to provide to the members the facility to exercise their right to vote by electronic means in respect of the business placed at the AGM through remote e-voting platform and e-voting at the AGM provided by KFin Technologies Ltd.
  - b) The members attending the AGM through VC/OAVM who have not cast their vote through remote e-voting shall be provided the opportunity to vote through e-voting at the AGM.
  - c) The members who have cast their vote prior to the AGM through remote e-voting may also attend the said meeting through VC/ OAVM. However, such members shall not be entitled to cast their votes again at the AGM.
  - d) In case of joint holders attending the Meeting, only such joint holder whose name appears first in order of joint holders will be entitled to vote at the AGM.
  - e) Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.
14. **General instructions for accessing and participating in the AGM through VC/OAVM:**
  - a) Members may note that the VC/OAVM facility, provided by RTA allows participation of 1000 Members on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come first-served principle.
  - b) The window for joining the meeting through VC/OAVM shall open for the Members from 11.15 a.m. IST i.e. 15 minutes before the scheduled time for the commencement of the AGM and shall remain open throughout the proceedings of the AGM.
  - c) Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM.
  - d) Members may join the AGM through VC/OAVM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials.
  - e) Members are requested to follow the procedure as set out below:
    - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com>
    - ii. Enter the login credentials (i.e. User ID and password for e-voting)
    - iii. After logging in, click on "Video Conference" option
    - iv. Then click on camera icon appearing against AGM event of Asian Hotels (North) Limited to attend the Meeting.
  - f) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
  - g) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during the e-voting period from 26<sup>th</sup> September, 2023, 09.00 am to 28<sup>th</sup> September, 2023 till 05.00 pm. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM. Members are requested to remember the same and wait for their turn to be called by the Chairman/Moderator of the Meeting during the Question and Answer Session. Due to inherent limitation of transmission and coordination during the AGM, the Company may curtail the Question and Answer Session. Hence, Members are encouraged to send their questions/queries etc.
  - h) Members who need assistance before or during the AGM, can contact KFin Technologies Limited on [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or call on toll free number 1800 309 4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
  - i) Members are advised to join the AGM using laptops and ensuring internet connectivity with good speed for better sound and video clarity. Those connecting from Mobile Devices or Tablets or through laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any disturbance.

- j) Members are requested to note that, RTA of the Company have launched a mobile application – KPRISM and a website <https://kprism.kfintech.com/> for investors. Members can download the mobile app and see their portfolios serviced by KFINTECH, check dividend status, request for annual reports, change of address, change / update Bank mandate and download standard forms. The android mobile application can be downloaded from Play Store by searching for “KPRISM”.

**15. Instructions for and other information relating to remote e-voting:**

In connection with e-Voting facility provided by Listed Companies SEBI has issued Circular, bearing No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 stating, e-voting process has been enabled to all individual shareholders holding securities in Demat mode to vote through their Demat account maintained with depositories/websites of depositories/depository participants.

Accordingly the Company is allowing individual shareholders holding securities in Demat mode to vote through their Demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in order to access e-Voting facility in following manner:

**15.1 Login method for remote e-Voting for Individual shareholders holding securities in Demat mode is given below:**

NSDL	CDSL
<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the “Beneficial Owner” icon under “Login”, available under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” available under ‘e-voting’ of Value Added Services and you will be able to see the e-voting page.</p> <p>IV. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting serviceprovider website for casting the vote during the remote e-Voting period.</p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p>
<p><b>2. User not registered for IDeAS e-Services</b></p> <p>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select “Register Online for IDeAS” under the list of particulars provided at left side or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields</p> <p>IV. Follow steps given in point 1</p>	<p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow steps given in point 1</p>
<p><b>3. By visiting the e-Voting website of NSDL</b></p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a “Verification” Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>	<p><b>3. By visiting the e-Voting website of CDSL</b></p> <p>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP i.e. KFINTECH where e- Voting is in progress.</p>



<p>Individual Member can login through their demat accounts / Website of Depository Participant</p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>• Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>• Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.</li> </ul>
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**Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or contact at toll free no. 022-48867000 or 022-24997000</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 225 533</p>

**15.2 Login method for e-Voting for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode is given below:**

- A. Members whose e-mail IDs are registered with the Company/Depository Participants, on receiving an e-mail from KFin Technologies Ltd. should:
- i) Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on “Enter”. The Home screen will be displayed and then click on ‘Shareholders’ icon on the homepage.
  - ii) Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of AGM. The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date). Your Folio No. DP ID – Client ID will be your User ID. However, if you hold shares in Demat form and you are already registered with KFinTech for E-voting, you can use your existing User ID and password for casting your vote.
  - iii) After entering these details appropriately, click on “LOGIN”.
  - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$ etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You will also be required to enter a secret question and answer of your choice to enable you to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v) You need to log-in again with the new credentials.
  - vi) On successful log-in, the system will prompt you to select the E-Voting Event Number “EVEN” for Asian Hotels (North) Limited and click on submit.
  - vii) On the voting page, enter the number of shares as on the cut-off date (which represents the number of votes) under each of the heading of the resolutions and cast your vote by selecting the “FOR/AGAINST” option or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option ABSTAIN and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution.
  - viii) You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - ix) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s)
  - x) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
  - xi) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as ABSTAINED.

- xii) Institutional/Corporate Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) or [sankara@cacsindia.com](mailto:sankara@cacsindia.com) with a copy marked to the Company and RTA at [investorsrelations@ahlnorth.com](mailto:investorsrelations@ahlnorth.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com) respectively. They may also upload the same in the E-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Asian Hotels (North) Limited EVEN NO. 7624."
- B. In case of a Member whose e-mail address is not registered/updated with the Company/RTA/Depository Participant(s) including those who becomes member of the Company after email of the Notice of the meeting and holding shares as on the cut-off date i.e. 22nd September, 2023, may obtain the User Id and password in the manner as mentioned below:
- i) Members holding shares in physical mode are requested to notify change, if any, in their e-mail address, mailing address including pin code, bank details, residential status etc. to the Company's RTA in prescribed Form ISR-1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (as amended), as per instructions mentioned in the form. The said form can be downloaded from the company's website at <https://www.asianhotelsnorth.com/Downloads.html> and is also available on the website of the RTA at [https://ris.kfintech.com/clientservices/isc/default.aspx#isc\\_download\\_hrd](https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd)
  - ii) Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register /update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.
  - iii) After due verification, the Company / RTA will forward your login credentials to your registered email address.
  - iv) Follow the instructions given at Note no.15.1 to cast your vote.
  - v) You can also update your mobile number and e-mail address in the user profile details of the folio which may be used for sending further communication(s).
16. Members of the Company holding shares in physical form or in dematerialized form, as at the close of business hours on the cut-off date, being 22nd September, 2023 shall only be entitled to vote on the proposed resolutions; and their shareholding on such date shall only be reckoned for the purposes of arriving at the results of the remote e-voting and e-voting at the AGM.
- The voting rights of the members shall be in proportion to their shares in the paid-up equity share capital of the Company as at the close of business hours on the cut-off date, i.e. 22nd September, 2023.
17. The remote e-voting period commences on 26<sup>th</sup> September, 2023 at 9.00 a.m IST and ends on 28<sup>th</sup> September, 2023 at 5.00 p.m IST. Thereafter, the remote e-voting module shall be disabled for voting. E-vote once cast, cannot be altered subsequently.

Members, who could not cast their vote through remote e-voting, shall be provided the opportunity to vote electronically during the AGM.

**Information and instructions for the electronic voting at the AGM (Insta Poll):** After the items of Notice have been discussed, e-voting through insta poll will be conducted under the supervision of the scrutinizer appointed for voting. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date of 22<sup>nd</sup> September, 2023 and who has not cast his/her vote by remote e-voting, and being present in the AGM, shall be entitled to vote at the AGM.

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 at the AGM. Facility to cast vote through Insta Poll will be made available on the VC/OAVM screen and will be activated once the Insta Poll is announced at the AGM.

Members who may cast their vote through remote e-voting are also entitled to attend the AGM through VC/OAVM but shall not be permitted to vote at the meeting through e-Voting (Insta Poll). In case of voting by both the modes, votes cast through remote e-voting shall only be considered valid.

18. In case of any query pertaining to remote e-voting, please visit Help & FAQs section of KFin Technologies Ltd. website i.e. [https:// evoting.kfintech.com](https://evoting.kfintech.com) or contact KFin Technologies Ltd. at Telephone No.: 1800 309 4001 (toll-free). The members may also contact the following designated officer at KFin's office:
- Mr. Sankara G  
Senior Manager  
KFin Technologies Limited  
Selenium Building, Tower-B, Plot No.31 & 32,  
Financial District, Nanakramguda, Serilingampally,  
Hyderabad, Rangareddi, Telangana, 500 032,  
E-mail: [sankara.gokavarapu@kfintech.com](mailto:sankara.gokavarapu@kfintech.com)



19. The Board of Directors of the Company, at its meeting held on 10th August, 2023, has appointed Mr. Rupesh Agarwal, Managing Partner (Membership No. ACS 16302), failing him Mr. Shashikant Tiwari, Partner (Membership No. FCS 11919), M/s. Chandrasekaran Associates, Company Secretaries, as the Scrutinizer for conducting the remote e-voting process as well as the electronic voting at the AGM (Insta Poll) in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first unblock and determine the votes cast at the meeting through e-voting, and there-after unblock the votes cast through remote e-voting, on both occasions in the presence of at least two (2) witnesses not being in the employment of the Company, and prepare not later than two (2) working days in terms of Listing Regulations or three (3) days in terms of the Act, whichever is earlier from the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Company or in his absence to Mr. Sanjeev Agarwala, Independent Non-Executive Director and Chairman, Audit Committee, as authorized by the Board, whereupon the Chairman/Mr. Sanjeev Agarwala shall declare the result forthwith. The Scrutinizer's decision on the validity of the vote shall be final and binding. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the AGM. Once declared, the result shall be notified to the Stock Exchanges and uploaded on the website of the Company and RTA.
20. Those persons, who have acquired shares and have become Shareholders of the Company after the email of Notice of the AGM by the Company and whose names appear in the Register of Shareholders or Register of beneficial holders as on the cut-off date i.e. 22nd September, 2023 shall view the Notice of the AGM on the Company's website or on the website of KFin Technologies Limited.  
  
Such persons may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he/she is already registered with NSDL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.
21. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company [www.asianhotelsnorth.com](http://www.asianhotelsnorth.com) in the 'Investors' Section, at the earliest soon after the conclusion of the Meeting.

By order of the Board of  
**Asian Hotels (North) Limited**

Tarun Srivastava  
Company Secretary and Compliance Officer  
M. No.: 53209

Place: New Delhi  
Date: 10<sup>th</sup> August, 2023

**ITEM NO. 3**

The Members of the Company had at their Annual General Meeting held on 28<sup>th</sup> September, 2022 approved the appointment of Ms. Mita Namonath Jha (DIN: 07258314), as Non-Executive Independent Director of the Company to hold office for a term of 1 (One) year with effect from 7th July, 2022. The first term of her appointment was completed on 6th July, 2023.

Pursuant to Section 149(10) of the Companies Act, 2013 (the 'Act'), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

Accordingly, the Board of Directors of the Company on 3rd July, 2023 by Circular Resolution No. 1/2023-24, on recommendation of the Nomination and Remuneration Committee, in terms of Section 149 read with Schedule IV of the Act, and relevant Regulation of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), re-appointed Ms. Mita Namonath Jha (DIN: 07258314) subject to the approval of the members of the Company, as Non-Executive Independent Director of the Company for a second term of 6 (six) months, with effect from 7th July, 2023 to 6th January, 2024 as set out in the resolution relating to her re-appointment.

The Company has received notice under Section 160 of the Act, from member signifying intention to propose the candidature of Ms. Mita Namonath Jha for the office of an Independent Director of the Company. Further the Company has also received the consent from Ms. Mita Namonath Jha to act as an Independent Director and she has confirmed that she is neither disqualified from being appointed as a Director nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority.

The Board is of the view that, given the knowledge, experience and performance of Ms. Mita Namonath Jha and contribution to Board processes by her continued association as Director will be of immense benefit and in the best interest of the Company. The Board on the basis of the performance evaluation of Ms. Mita Namonath Jha done by the Nomination and Remuneration Committee recommended the re-appointment for the second term of 6 months. The performance evaluation report of Ms. Mita Namonath Jha has been satisfactory. Ms. Mita Namonath Jha, proposed to be re-appointed as aforesaid, effectively participated in discussions on various agenda items, provided independent judgments wherever required, her views, expertise and suggestions were of immense benefit to the Company.

Ms. Mita Namonath Jha is qualified and registered with the Indian Institute of Corporate Affairs, Govt. of India, to act as an Independent Director.

The Committee and the Board is of the opinion that Ms. Mita Namonath Jha possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act read with rules made thereunder and the Listing Regulations and that she is independent of the management and her continued association as an Independent Director will immensely benefit the Company.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 3 of the Notice for re-appointment of Ms. Mita Namonath Jha as an Independent Director on the Board of the Company.

None of the Directors except Ms. Mita Namonath Jha, Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the special resolution set out at Special Business Item No. 3 of the Notice.



The Board recommends the Special Resolution as set out at item no. 3 for approval by the Members.

**Detailed Profile of Directors seeking re-appointment in the forthcoming Annual General Meeting, forming part of the Notice convening the said meeting and the accompanying Statement under Section 102 of the Companies Act, 2013 (the Act), and further in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Secretarial Standard -2 issued by Institute of Company Secretaries of India which may also be read as part of the Corporate Governance Report.**

Particulars	Mr. Ashish Dhanuka	Ms. Mita Namonath Jha
DIN	07220876	07258314
Date of Birth	15.04.1992	01.02.1968
Age	31 years	55 years
Nationality	Indian	Indian
Qualification	B.Com (H), Calcutta University	MBA, Hull University, UK
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements Experience (including expertise in specific functional area)/Brief Resume	He has about nine years' experience in the industry and has an experience of working in the field of Finance Analysis, Management & Taxation.	Ms. Mita Namonath Jha meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:  She has an experience of over 28 years. She is a proven leader at senior level in diverse industries vis mining & metals, packaging, healthcare, financial services and steel. She specialises in, results- driven leadership with years of progressive experience leveraging legal skills and business acumen to drive business growth, minimize risk and assure compliance.
Terms and Conditions of Appointment / Reappointment	As disclosed in the Corporate Governance Report	As disclosed in explanatory statement at item no. 3
Existing and Proposed Remuneration (including sitting fees, if any)	As disclosed in the Corporate Governance Report and he will be entitled to the proposed remuneration on the approval of the Board of Directors of the Company.	As disclosed in the Corporate Governance Report and she will be entitled to sitting fees for the meetings of the Board and the Committees thereof attended by her.
Date of first appointment on the Board	23.10.2021	07.07.2022
Shareholding in the Company as on 31st March 2023 including shareholding as a beneficial owner	Holding 128 equity shares	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during theyear	4 out of 4	3 out of 3

Directorships in Listed Entities as on 31st March 2023	1. Asian Hotels (North) Limited	1. Asian Hotels (North) Limited 2. Brady & Morris Engineering Company Limited 3. Responsive Industries Limited 4. Starlog Enterprises Limited
Directorships in other Indian Unlisted Companies as on 31st March 2023	1. Vibhor Tracon Private Limited	1. Sharp Mint Limited 2. Axiom Cordages Limited
Details of Listed Companies from which the Director resigned in the past three years i.e FY 2020-21, FY 2021-22 and FY 2022-23	None	1. Balasore Alloys Limited
Membership/ Chairmanship of Committees in Listed Companies as on 31st March 2023	1. Asian Hotels (North) Limited- Member of Stakeholders Relationship Committee	1. Brady & Morris Engineering Company Limited - Member of Audit Committee and Stakeholders Relationship Committee 2. Responsive industries Limited- Member of Audit Committee 3. Starlog Enterprises Limited- Chairperson of Audit Committee and Stakeholders Relationship Committee
Membership/Chairmanship of Committees in Indian Unlisted Companies as on 31st March 2023	None	1. Axiom Cordages Limited- Member of Audit Committee

By order of the Board of  
**Asian Hotels (North) Limited**

Place: New Delhi  
Date: 10<sup>th</sup> August, 2023

**Tarun Srivastava**  
Company Secretary and Compliance Officer  
M. No.: 53209





## DIRECTORS' REPORT

**To the Members of  
Asian Hotels (North) Limited ("the Company or AHNL")**

Your Directors are pleased to submit their Forty second (42<sup>nd</sup>) Report together with the Audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2023 ("year under review").

### FINANCIAL RESULTS & THE STATE OF COMPANY'S AFFAIRS

The summary of the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2023 as compared to the previous financial year on Standalone Basis is as below:

(Amount Rupees in Lakhs)

Particulars	FY 2022-23	FY 2021-22
Revenue from Operations (Net)	25,577.99	13,052.54
Other Income	166.58	409.12
Total Income	25,744.57	13,461.66
Profit/(Loss) before exceptional items and tax	(8,482.06)	(12,481.15)
Exceptional Items		-
Profit/(Loss) before Tax	(8,482.06)	(12,481.15)
Provision for Tax (net of write backs) including Deferred Tax Assets (Net)		-
Net Profit/(Loss)	(8,482.06)	(12,481.15)
Earning per share - Basic & Diluted (Rs.)	(43.60)	(64.16)

### Company's Performance

Total revenue from operations for the financial year 2022-23 was higher at Rs. 25577.99 lakhs as compared to Rs. 13,052.54 lakhs in the previous financial year, showing an increase of 95.96% over the previous financial year.

Combined revenue from Food & Beverage including Wines & Liquor registered a significant increase of 83.74% and the room revenue increased by 134.61% during the year under review, as compared to the previous financial year.

The Total Income for this year was Rs. 25744.57 lakhs, which was higher by 91.24% than the previous year's Total Income of Rs. 13461.66 lakhs.

Further, the Company reported a Net Loss of Rs. 8,482.06 lakhs in this year in comparison to the Net Loss of Rs. 12,481.15 lakhs for previous financial year.

### TRANSFER TO RESERVES

No amount was transferred to the General Reserve for the year under review.

### DIVIDEND

In view of the loss suffered by the Company, your Directors are constrained not to recommend/declared any dividend during/for the year under review.

### FINANCIAL STATEMENTS

In accordance with the provisions of Section 129 of the Companies Act, 2013 ("the Act") read with rules thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), your Directors have presented the financial statements of the Company for the financial year 2022-23, as part of this Annual Report.

In accordance with the provisions of Section 136 of the Act, Balance sheet, statement of profit & loss, cash flow statement, statement of changes in equity and notes to accounts are open for inspection by the members at the registered office of the Company, copies of which may be furnished, if desired by any member.

### MATERIAL CHANGES AND COMMITMENTS IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR UNDER REVIEW TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THIS REPORT.

During the year under review Lexon Hotel Ventures Limited, Mauritius ("Lexon"), a step down subsidiary of the Company, gets under the process of liquidation according to the applicable provisions of the Mauritius Law.

Lexon is a 80% subsidiary of Fineline Hospitality & Consultancy Pte. Ltd. ("FHCPL"). Since Lexon was the only asset under FHCPL and was under liquidation, therefore, liquidation proceedings were also initiated for FHCPL.

It may be noted that FHCPL and Lexon are not a material subsidiary of Asian Hotels (North) Limited.

Further, the ultimate subsidiary company, i.e., Leading Hotels Limited is still under Corporate Insolvency Resolution Process (CIRP).

Furthermore, under One Time Restructuring (OTR), while the OTR stands implemented there are few litigations with the lenders, wherein interim orders in favour of the Company are in operation. There are certain impediments in the OTR compliance which is being considered at the Joint lenders meeting (JLM). These factors and expected future improvement in business operations will be critical for the Company to continue as a Going Concern.

The Company will continue to monitor the material changes in future economic conditions and would recognize any significant impact of these changes affecting the Company, in the financial statements, as and when these conditions arise.

Save as otherwise stated above, your Directors would like to inform that no other material changes and commitments have occurred between the end of the financial year under review and the date of this report that may adversely affect the financial position of the Company.

### **Shopping Arcade**

In a significant decision, your Directors in their meeting held on 23rd May, 2020 decided to revoke all existing license agreements in respect of the shops in Hotel Hyatt Regency's Shopping Arcade.

In pursuance of the aforesaid decision, revocation notices were issued to all the licensees and thereafter they moved to the Delhi High Court. The status quo of the litigation initiated by the licensees with regard to Shopping Arcade area continued the same.

AHNL has filed an application under Section 8 of the Arbitration and Conciliation Act, 1996 before the Delhi High Court. This application pertains to 27 pending cases involving shop owners. Section 8 of the aforementioned act stipulates that a judicial authority, based on the arbitration agreement between the involved parties, is empowered to instruct the parties to engage in arbitration and the matter is now reserved for orders. Additionally, there are 8 related cases of shop owners currently awaiting resolution through arbitration.

Further your Company is making efforts positively to conclude all the legal cases and henceforth in many cases the Company has reached the suitable amicable settlements with most of the parties. In addition renovation has started in 8 shops of Shopping Arcade.

### **Restructuring Plan**

The Covid-19 situation, had adversely impacted the performance of the Company, which resulted in cash flow constraints. Subsequently, the Board of Directors of the Company in 2020-21 considered, and approved the submission of draft restructuring plan to its bankers.

The company filled application regarding OTR of its credit facilities with all the lenders, subsequently invocation of OTR was done on 09th Dec 2020 and Inter creditor agreement was signed on 23rd December 2020 by all the lenders.

Further, to the amended terms of OTR, the Company executed and implemented a Master Amendment Agreement on 7th June, 2021, which forms an integral part of the OTR scheme. Pursuant to the Master Amendment Agreement the lenders agreed that there shall be a moratorium on any instalments due and payable by the Company to lenders for the period between 1st September, 2020 and 30th March, 2022.

However, during the moratorium period few banks declared the Company as NPA, this act of the banks were challenged by the Company before the High Court of Delhi. Subsequently, the Hon'ble Delhi High Court has stayed the illegal declaration of the Company's account as NPA. The stay granted by the High Court has now been extended to all other lenders of the Company. The High Court has also stayed any recovery action against the Company by any banks.

The Company also received Recall Notices issued by other lenders and also challenged those Recall Notices. The Court by order dated 2nd March 2023 has restrained each of the lenders of the Company from initiating any action to recover any amounts from the Company. This order is also still in force as on date.

There are certain impediments in the OTR compliance which is being considered at the Joint Lenders Meeting (JLM). These factors and expected future improvement in business operations will be critical for the Company to continue as a Going Concern.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

During the year under review or between the end of that financial year and the date of this report, no significant or material orders were passed by the Regulators or Courts or Tribunals which may impact the going concern status and future operations of the Company.

### **FOREIGN EXCHANGE RECEIPTS**

The Company's earnings in foreign exchange for the year under review amounted to Rs. 4517.18 lakhs as compared to Rs. 1603.72 lakhs during the previous financial year.



## **CAPITAL STRUCTURE**

The Authorised Share Capital of the Company is Rs. 70,00,00,000 (Rupees Seventy Crores Only) divided into 4,00,00,000 equity shares of Rs. 10 each and 3,00,00,000 preference shares of Rs. 10 each. The Issued/ Subscribed and Paid up share capital of the Company, as on 31st March, 2023, was Rs. 19,45,32,290 divided into 1,94,53,229 equity shares of Rs. 10 each.

There is no change in the Company's capital structure since the last report.

During the year under review, the Company has neither issued equity shares with differential rights as to dividend, voting or otherwise, nor has it issued shares to its employees under any scheme (including sweat equity shares). The Company does not have any outstanding warrants/depository receipts/other convertible securities as on 31st March, 2023 or the date of this report.

The shares are actively traded on BSE and NSE and have not been suspended from trading.

## **UN-CLAIMED SHARES**

There are no shares in the Demat suspense account or unclaimed suspense account of the Company.

During the year under review, no shares in respect of which dividend remained unpaid/unclaimed consecutively for a period of seven years were transferred to IEPF Authority in accordance with Section 124(6) of the Act read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended or re-stated from time to time.

## **PROMOTERS**

The Company was promoted by the Jatia Group, comprising inter-alia, Mr. Shiv Kumar Jatia, Mr. Amrithesh Jatia and in turn the companies held by them namely Fineline Holdings Ltd., Mauritius, Yans Enterprises (H.K.) Ltd., Mauritius and Asian Holdings Pvt. Ltd. Such persons directly or indirectly own and control various operating companies of the Jatia Group viz. Asian Hotels (North) Limited and Leading Hotels Limited. All the said constituents singularly and collectively, including the operating companies comprise the Jatia Group. Some of the said constituents exercise control over the Company as directors and/or shareholders.

Presently, the promoters and promoter group stake stands at 50.69% of the total paid-up capital.

## **SUBSIDIARIES**

Your Company holds 100% equity as well as preference capital in Fineline Hospitality and Consultancy Pte. Ltd., Mauritius (FHCPL). FHCPL holds 80% equity stake in Lexon Hotel Ventures Ltd., Mauritius (Lexon), and Lexon in turn holds 99.76% equity stake in Leading Hotels Limited (Leading), an Indian subsidiary.

Thus, FHCPL has 79.81% economic interest in Leading.

It may be noted that FHCPL and Lexon are not a material subsidiary of Asian Hotels (North) Limited.

Further your Directors may inform you that under the provisions of the Mauritius Law, FHCPL a wholly owned subsidiary and Lexon, a step down subsidiary of the Company, are under the process of liquidation. Lexon is a 80% subsidiary of FHCPL. Since Lexon was the only asset under FHCPL and under liquidation, liquidation proceedings were also initiated for FHCPL.

In respect of ultimate subsidiary company, i.e., Leading Hotels Limited, an Order under section 7 of Insolvency & Bankruptcy Code 2016, read with rule 4 of the Insolvency & Bankruptcy (Application to Adjudicating Authority) Rules, 2016 passed on June 25, 2021 for initiating Corporate Insolvency Resolution Process (CIRP).

During the year under review, no company became a subsidiary or joint venture or associate of the Company. Similarly, no company ceased to be a subsidiary or joint venture or associate during the year under review.

## **Performance and financial position of the subsidiaries**

The subsidiaries of the Company namely Fineline Hospitality and Consultancy Pte. Ltd., Mauritius (FHCPL) and Lexon Hotel Ventures Ltd., Mauritius (Lexon) have been admitted for liquidation under the provisions of Mauritius Law. Accordingly, the Consolidated Financials are not required to be prepared and therefore the Statement containing salient features of the financial statements of Company's subsidiaries in Form AOC-1 pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2015 is not annexed to the financial statement as it is not applicable on the Company.

## **STATUTORY AUDITORS & THEIR REPORT**

M/s. V.V. Kale & Company, Chartered Accountants (Firm Registration Number: 000897N), were appointed as the statutory auditors of the Company in the 39th Annual General Meeting to hold office from the conclusion of that meeting till the conclusion of the 44th Annual General Meeting of the Company.

The Statutory Auditors' Report for FY 2022-23 is self-explanatory and does not contain any qualification, reservation or adverse remark or disclaimer, the same forms part of this Annual Report.

No frauds have been reported under Section 143(12) of the Act by the Auditors of the Company.

## INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

The Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

In the opinion of the Statutory Auditors of the Company, as expressed by them in their report, the Company has adequate internal financial control systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023.

## INTERNAL AUDITORS

During the year under review, M/s. Virendra & Associates, Chartered Accountants, New Delhi, the internal auditors of the Company conducted periodic audits of the Company. The Audit Committee reviews the detailed Internal Audit reports submitted by the Internal Auditors and takes note of the actions taken on the observations and recommendations made by them.

Your Directors are confident that there are adequate internal financial control systems and procedures which are being followed and complied with.

No frauds have been reported under Section 143(12) of the Act by the Internal Auditors of the Company.

## SECRETARIAL AUDITORS & THEIR REPORT

M/s. Chandrasekaran Associates, Company Secretaries, the Secretarial Auditors of the Company, have submitted their report for the financial year ended on 31st March, 2023 which is annexed as **Annexure 'A'** and forms part of this Report.

Secretarial Auditors in their Report dated 26th May, 2023, has expressed qualified opinion in respect of the following points and the management reply are also mentioned below correspondence to that points:

- As on 31st March, 2022, the Company falls under the category of top 2000 listed entities on the basis of market capitalization and consequent upon the resignation of Mr. Rajeev Uberoi, the Company is not having minimum number of Directors as prescribed in Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from 10.04.2022 till 06.07.2022.

*Management Reply: The casual vacancy arised due to resignation of Mr. Rajeev Uberoi, Independent Director which was filled within 3 months from the date of resignation. Since then the minimum number of Directors are as per the prescribed limit. Company has adhered to the optimum combination of Board of Directors as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*

- Since Company does not have any regular non-executive chairperson and consequent upon the resignation of Mr. Rajeev Uberoi, Independent Director, the minimum number of Independent Director on the Board of the Company falls below prescribed limit as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, from 10.04.2022 till 06.07.2022.

*Management Reply: The casual vacancy arised due to resignation of Mr. Rajeev Uberoi, Independent Director which was filled within 3 months from the date of resignation. Since then the Independent Directors are as per the prescribed limit. Company has adhered to the optimum combination of Board of Directors as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*

Further, no frauds have been reported under Section 143(12) of the Act by the Secretarial Auditors of the Company.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Rajeev Uberoi, Director (DIN: 01731829) due to his professional preoccupation resigned from the office of Director of the Company with effect from 10th April, 2022.

During the year under review, Ms. Saumya Goel, Company Secretary and Compliance Officer (KMP) resigned from the Company with effect from 20th May, 2022.

During the year under review, Ms. Mita Namonth Jha, Director (DIN: 07258314) appointed as an Additional Director in the category of Independent Director of the Company to hold office upto date of forthcoming AGM with effect from 7th July, 2022.

During the year under review, Mr. Tarun Srivastava appointed as Company Secretary and Compliance Officer (KMP) of the Company with effect from 9th August, 2022.

During the year under review, Mr. Amrutesh Jatia, Managing Director (DIN: 02781300) was appointed as the Chairman of the Company w.e.f. 22nd September, 2022



During the year under review, Mr. Akhilesh Bhuwarka, Director (DIN: 02764273) re-appointed as Director of the Company, liable to retire by rotation.

During the year under review, Mr. Amrutesh Jatia (DIN: 02781300) with the approval of shareholders, appointed as Managing Director of the Company for five years with effect from 23rd October, 2021 to 22nd October, 2026.

During the year under review, Mr. Ashish Dhanuka (DIN: 07220876), with the approval of shareholders, appointed as Director of the Company from an Additional Director.

During the year under review, Mr. Ashish Dhanuka (DIN: 07220876) with the approval of shareholders, appointed as Whole Time Director designated as Executive Director and Chief Financial Officer of the Company with effect from 23rd October, 2021 to 22nd October, 2024.

During the year under review, Ms. Preeti Gandhi (DIN: 08552402) with the approval of shareholders, re-appointed as an Independent Director of the Company with effect from 13th September, 2022 to 12th September, 2025.

During the year under review, Mr. Sanjeev Agarwala (DIN: 09342150) with the approval of shareholders, appointed as an Independent Director of the Company with effect from 4th October, 2021 to 3rd October, 2023.

During the year under review, Ms. Mita Namonth Jha (DIN: 07258314) with the approval of shareholders, appointed as an Independent Director of the Company with effect from 7th July, 2022 to 6th July, 2023.

Further the Board of Directors of the Company has recommended the re-appointment of Ms. Mita Namonth Jha (DIN: 07258314) as an Independent Director of the Company for term of six months with effect from 7<sup>th</sup> July, 2023 subject to the approval of the shareholders at the 42nd AGM.

During the year under review, except as stated above, there was no change in the Directors or Key Managerial Personnel of the Company

#### **DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 134(5) OF THE COMPANIES ACT, 2013**

Pursuant to Section 134(5) of the Act, your Directors confirm as under:

- that in the preparation of the annual accounts for the year ended 31st March, 2023, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- that the Directors have selected such accounting policies and 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 at the end of the financial year under review and of the loss of the Company for that year;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the Directors have prepared the annual accounts for the Financial year ended 31st March, 2023 on a going concern basis;
- that the Directors have laid down internal financial controls that are being followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

Significant accounting policies followed by the Company, and the required disclosures are detailed in the Notes to the Financial Statements. Further, applicable Ind AS and related presentation and disclosure norms have been complied with.

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

The information required in terms of Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, pertaining to the conservation of energy, technology absorption and foreign exchange earnings and outgo, to the extent possible in the opinion of your Directors, and forming part of this Report, is given in **Annexure 'B'**.

#### **PARTICULARS OF EMPLOYEES & DISCLOSURES UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

The information pursuant to Section 197(12) of the Act, read with Rules 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of directors, key managerial personnel and employees of the Company is given in **Annexure 'C'** and **Annexure 'D'** respectively, and forms part of this Report.

## CORPORATE GOVERNANCE

Save as otherwise stated above, the Company has complied with the requirements of corporate governance as stipulated in the Listing Regulations.

Pursuant to the provisions of the Listing Regulations, the Corporate Governance Report, together with the Auditors' Certificate thereon, is annexed hereto as **Annexure 'E'** and **Annexure 'F'** respectively.

## CORPORATE SOCIAL RESPONSIBILITY

Due to heavy losses incurred by the Company since FY 2014-15, the Company was not obliged to make any contribution towards CSR activities from the financial years 2014-15 to 2022-23 as per Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

During the year, Board of Directors dissolved the Corporate Social Responsibility Committee (CSR Committee) in its meeting held on 28th May, 2022 and the Corporate Social Responsibility (CSR) policy is no longer effective. Henceforth the requirement of attachment of details about the policy developed and implemented by the Company on Corporate Social Responsibility initiatives taken during the year is no longer applicable to the Company.

## RISK MANAGEMENT

The Company has a well-defined Risk Management framework, which is designed to enable risk to be identified, assessed and mitigated appropriately. This framework seeks to create transparency, minimize adverse impact on business objective and enhance Company's competitive advantage. The Company is faced with different types of risks, each risk is carefully mapped and each of such risk requires different approaches for mitigation. The Risk Management Policy lays down the process for identification and mitigation of risks. The policy is available on the website of the Company and can be assessed at [http://www.asianhotelsnorth.com/pdf/RiskManagementPolicy11082011\\_8Sep2021.pdf](http://www.asianhotelsnorth.com/pdf/RiskManagementPolicy11082011_8Sep2021.pdf)

Further, based on the market capitalization of the Company, the provisions relating to the formation of a Risk Management Committee is not applicable to the Company.

## MEETINGS OF THE BOARD OF DIRECTORS

During the year under review, Four (4) Board meetings were held, details of which are given in the Corporate Governance Report annexed to this Report as **Annexure 'E'**.

## VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company has established a vigil mechanism and the Board of Directors of the Company had approved and adopted a 'Whistle Blower Policy' which is uploaded on the website of the Company and can be accessed at <http://www.asianhotelsnorth.com/pdf/WhistleBlowerPolicyeffective01042019.pdf>

The 'Whistle Blower Policy' provides that all employees and directors of the Company are eligible to make protected disclosures to the competent authority i.e. the Chairman of the Audit Committee with respect to any improper activity concerning the Company. The policy provides for direct access to the Chairman of the Audit Committee. The mechanism provides for adequate safeguards against victimization of employees and directors to avail the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

During the year under review, neither any case was reported under the Whistle Blower Policy nor was anyone denied access to the said competent authority or the Audit Committee.

## ANNUAL RETURN

In terms of Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return of the Company is available on the website of the Company and can be accessed at <https://www.asianhotelsnorth.com/annual-returns.html>

The aforesaid Annual Return will be filed with the Ministry of Corporate Affairs post annual general meeting, within the prescribed timelines in prescribed form MGT-7 (including form MGT-8). Thereafter, the final Form MGT-7 and Form MGT-8 would be uploaded on the Company's website at the above mentioned link.

## BOARD EVALUATION

Annual evaluation of the performance of the Board, its Committees and of individual directors has been made by the Board. The Board followed the following mechanism for evaluating the performance of the Board, its Committees and individual directors including the Chairman and independent Directors of the Company:

- a. the Independent Directors through their exclusive meeting evaluate the performance of Non-Independent Directors, the Chairman and the Board as a whole;



- b. the Nomination and Remuneration Committee considers the views of the Independent Directors through their exclusive meeting regarding the performance of Non-Independent Directors and based there-upon makes its recommendations to the Board about their performance;
- c. the Nomination and Remuneration Committee evaluates the performance of Independent Directors and makes its recommendations to the Board about their performance; and
- d. the Board finally evaluates the performance of all individual directors, the Chairman, the Board as a whole and Committees of the Board thereof. While evaluating the performance of the Board, it considers the views of the Independent Directors through their exclusive meeting.

The Board of Directors of the Company has in place an evaluation criteria for assessment of its own performance, that of the committees of the Board and the individual directors. Leadership abilities, understanding the business dynamics, strategic planning for sustainable growth and protection of minority shareholders interest are the essential criteria of the performance evaluation of the Directors.

The Board in its meeting held on 29th May, 2023, has discussed its overall performance and concluded that the Board and its Committees have been performing satisfactorily. Further, based on the feedback received from fellow directors, the Board also evaluated the performance of the individual directors (including the Chairman) and found it satisfactory.

The details of the evaluation criteria are enumerated in the Nomination, Remuneration and Evaluation Policy which can be accessed at: <http://www.asianhotelsnorth.com/pdf/NominationRemunerationandEvaluationPolicyeffective01042019.pdf>

#### **DECLARATION BY INDEPENDENT DIRECTORS**

During the year under review, all the Independent Non-executive Directors have confirmed and submitted declaration to the effect that they meet the criteria of independence as laid down under Section 149 and 150 of the Act read with rules framed thereunder and other applicable provisions of the Act read with relevant regulations of the Listing Regulations. Independent Non-Executive Directors have also submitted declarations for the financial year 2023-24 confirming that they continue to meet the criteria of independence as laid down under aforesaid provisions.

Further, they have confirmed that they have obtained registration with the Indian Institute of Corporate Affairs as an Independent Director and such registration continues to be valid; and that they shall ensure renewal of such registration within a period of thirty days from the date of its expiry, as applicable; and that they shall pass the Online Proficiency Self-Assessment Test conducted by the abovenamed institute within a period of two years from the date of inclusion of their respective names in the databank, if applicable, in pursuance of Section 150 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019.

Further, in terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective of independent judgment and without any external influence.

Reliance was placed on these confirmations/declarations while ascertaining the adequacy of number of independent directors for the purposes of compliance with Regulation 17 and other applicable regulations of the Listing Regulations.

All the Independent Directors have also confirmed that they have complied with the Company's code of conduct. Based on the declarations received, in the opinion of the Board, all the independent non-executive directors fulfill the conditions specified under Section 149 of the Act and the Listing Regulations, as amended, and that they are independent of the management. The Board also recommends their continued association with the Company as an independent directors.

In the opinion of the Board of Directors of the Company, all Independent Directors of the Company possess requisite expertise and experience (including the proficiency) and are the person of high integrity and repute as prescribed under section 149(6) of the Act and the Companies (Appointment and Disqualification of Directors) Rules, 2014 read with the Companies (Accounts) Rules, 2014 (including amendment thereof).

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All contracts, arrangements or transactions entered in to by the Company during the financial year 2022-23, were in the ordinary course of business and were at an arm's length basis. Relevant Related Party Disclosures under the provisions of the Act and the Listing Regulations, as applicable, are provided in the Note no. 39 to the financial statements.

For all foreseeable repetitive related party transactions, prior omnibus approval of the Audit Committee is obtained as per applicable laws, on yearly basis, considering that such approval is in the interest of the Company.

During the year under review, the Company had not entered into any contract, arrangement or transaction with related parties which could be considered material in accordance with the Company's policy on materiality of related party transactions read with the provisions of the Listing Regulations. Accordingly, there are no transactions which are required to be reported in Form AOC-2 in pursuance of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

The Policy on the related party transactions is available on the Company's website at <https://www.asianhotelsnorth.com/pdf/FY2223/Policy%20for%20Related%20Party%20Transactions%20as%20on%2001.04.2022.pdf>

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Your Company has not given any Loans, Guarantees or made any investments under the provisions of section 186 of the Companies Act, 2013 during the year under review.

### **NOMINATION, REMUNERATION AND EVALUATION POLICY**

The roles, responsibilities, powers and terms of reference of the Nomination and Remuneration Committee were in conformity with Section 178 of the Act and Rules made there-under, and Regulation 19 of the Listing Regulations and relevant Schedule thereto, as amended or re-stated from time to time, during the year under review. Moreover, the Board of Directors has ensured that the said policy enumerates the criteria laid down for nomination/selection, appointment, evaluation and remuneration of the directors and key managerial personnel; and determines qualifications, positive attributes and independence of directors and/or key managerial personnel, and is uploaded on the website of the Company at <https://www.asianhotelsnorth.com/pdf/NominationRemunerationandEvaluationPolicyeffective01042019.pdf>

The salient features of the said policy are as under:

- a) Role of the Nomination and Remuneration Committee
  - Ensure diversity of Board;
  - Formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board their appointment;
  - Identify persons who are qualified to become Directors and/or Senior Management Personnel (SMP) and recommend to the Board their appointment;
  - Recommend to the Board a remuneration policy for the directors, key managerial/senior management personnel; and
  - Specify the manner for effective evaluation of performance of the Board, its committees and each category of directors
- b) Appointment of Directors/KMPs/SMPs as per criteria set-out in the Nomination, Remuneration and Evaluation Policy
- c) Guiding principles for quantum and composition of remuneration, remuneration structure for whole-time directors and non-executive directors
- d) Criteria for evaluation of performance of whole-time directors, non-executive directors and independent non-executive directors

### **COMMITTEES OF THE BOARD**

The Company has following committees, which have been established as a part of the corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee (dissolved w.e.f. 28<sup>th</sup> May, 2022)

The details with respect to the compositions, powers, roles, terms of reference and number of meetings held during the year of relevant committees are given in detail in the Corporate Governance Report of the Company, which forms part of this Directors Report.

### **CHANGE IN THE NATURE OF BUSINESS**

During the year under review, there has been no change in the nature of business of the Company.

### **DEPOSITS**

During the year under review, the Company has not invited or accepted or renewed any deposits covered under section 73 of the Companies Act, 2013 and the Rules made thereunder. Further, no amount of principal or interest are outstanding at the end of financial year 2022-23.

### **LISTING ON STOCK EXCHANGES**

The equity shares of the Company are listed on The National Stock Exchange of India Limited and BSE Limited. Further, your Directors would like to inform that the Company has paid up to date Annual Listing Fees to the respective Stock Exchanges.





## **SECRETARIAL STANDARDS**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

## **MAINTENANCE OF COST RECORDS**

The Company is not required to maintain cost records as per sub-section (1) of Section 148 of the Companies Act, 2013.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

Pursuant to Para B of Schedule V to the Listing Regulations, the Management Discussion and Analysis Report is given below:

### **INDUSTRY STRUCTURE & DEVELOPMENTS AND OPPORTUNITIES & OUTLOOK**

The Indian economy is expected to grow at 5.9% during the year 2023-24, while the global growth is estimated to be 3.0% in 2023 and 2024 according to a report by the International Monetary Fund.

The Indian hospitality sector is expected to witness high growth over the long term. Domestic travel, high disposable income and the advent of better locations are expected to drive this growth. India is expected to have 1,00,000 start-ups by the year 2025 which will not only create employment for millions of people, but also provide an impetus to business travel and related events. The travel market in India is projected to reach US\$ 125 billions by FY 2027 from an estimated US\$ 75 billion in FY 2020. International tourist arrivals are expected to reach 30.5 million by 2028.

The Indian tourism and hospitality industry has emerged as one of the key drivers of growth among the services sector in India. Tourism in India has significant potential considering the rich cultural and historical heritage, variety in ecology, terrains and places of natural beauty spread across the country. Another factor is India's emergence as a destination to avail world class medical facilities at competitive cost.

Tourism is also a potentially large employment generator besides being a significant source of foreign exchange for the country.

The deepening penetration of internet usage and smart phones in India has led to increased booking of hotels through online portals and applications in recent times. This is also expected to significantly enlarge the size of the Indian online hotel industry in the coming years.

Travel and tourism are two of the largest industries in India, with a total contribution of about US\$ 178 billion to the country's GDP.

The hotel industry in India is significantly under-served. Various policies are being introduced to promote the tourism and hospitality sectors to meet the demand of new tourists in the coming years. US\$ 2.1 billion is allocated to Ministry of Tourism in budget 2023-24 as the sector holds huge opportunities for jobs and entrepreneurship for youth. Under the Union Budget 2023-24, an outlay of US\$ 170.85 million has been allocated for the Swadesh Darshan Scheme. 68 destinations/sites have been identified in 30 States/UTs for development under the PRASHAD Scheme as on March 31, 2022.

According to World Travel and Tourism Council (WTTTC), India is ranked 10th among 185 countries in terms of travel & tourism's total contribution to GDP in 2019. During 2019, contribution of travel & tourism to GDP was 6.8% of the total economy, Rs. 1,368,100 crore (US\$ 194.30 billion). In 2020, the Indian tourism sector accounted for 39 million jobs, which was 8% of the total employment in the country.

In 2021, the travel & tourism industry's contribution to the GDP was US\$ 178 billion; this is expected to reach US\$ 512 billion by 2028. In India, the industry's direct contribution to the GDP is expected to record an annual growth rate of 7-9% between 2019 and 2030. In 2020, the travel & tourism industry's contribution to the GDP was US\$ 121.9 billion.

The travel market in India is projected to reach US\$ 125 billion by FY27 from an estimated US\$ 75 billion in FY20. The Indian airline travel market was estimated at US\$ 20 billion and is projected to double in size by FY27 due to improving airport infrastructure and growing access to passports. The Indian hotel market including domestic, inbound and outbound was estimated at US\$ 32 billion in FY20 and is expected to reach US\$ 52 billion by FY27, driven by the surging demand from travellers and sustained efforts of travel agents to boost the market.

By 2028, international tourist arrivals are expected to reach 30.5 billion and generate revenue over US\$ 59 billion. However, domestic tourists are expected to drive the growth, post pandemic. International hotel chains are increasing their presence in the country, and it will account for around 47% share in the tourism and hospitality sector of India by 2020 and 50% by 2022.

As per the Ministry of Tourism, Foreign Tourist Arrivals (FTAs) in February 2023 were 865,779 with a positive growth rate of 259.4% as compared to 240,896 in February 2022.

FTAs during the period January-February 2023 were 1,733,939 as compared to 442,442 in January-February, 2022.

The percentage share of Foreign Tourist Arrivals in India during February 2023 among the top 15 source countries was highest from Bangladesh (20.3%) followed by the USA (16.4%), UK (11.1%), Canada (5.8%), Australia (3.7%), Malaysia (3.0%), Sri Lanka (2.8%), Russian Federation (2.7%), Germany (2.5%), France (2.4%), Nepal (1.9%), Thailand (1.7%), Singapore (1.5%), Italy (1.2%) and Japan (1.2%).

## THREATS, RISKS AND CONCERNS

Rapidly changing customer demands and a boom in guest-facing connected technologies are among the factors changing the risk landscape for hospitality companies. Travel and hospitality is a lucrative industry. Over the years, the industry witnessed a tremendous rise in business. However, despite the gains, inevitable challenges in the accommodation sector make running hotel businesses a little more difficult.

Talent management is a major challenge for the hospitality sector. Every hotel requires quality staff on all fronts; be it administration, maintenance, kitchen, housekeeping, or frontdesk. Lack of skill in the educated youths graduating from education houses is also proving to be a major challenge in the hotel industry.

Price inflation of daily use products, eatables, and other supplies has risen steeply in the last few years. While that has affected all industries, it takes a huge portion of the issues and challenges faced by the tourism and hospitality industry.

Another increased threat in the Industry is the Security threat. While our data security methods have advanced considerably, so have the possibilities of data leaks and virus attacks. Threats of digital data theft and confidential data leaks are a matter of concern for hoteliers globally.

These days, more and more property owners are renting out their rooms or property occasionally. Homestays and vacation rentals promise an authentic local experience besides being convenient. Owing to this, travelers prefer to choose those homestays over hotels and resorts. Other than that, new hotels are entering the market every day. This growing number of homestays and competition is one of the challenges in the hospitality industry.

Every industry is prone to challenges and pitfalls, and the hospitality industry is no exception.

The last couple of years is accurate proof of it. But that same period is also proof that there's nothing the industry can't overcome. The way the industry has got back on its feet is indeed commendable.

## COMPANY'S STRATEGY FOR SUSTAINED GROWTH IN MEDIUM TO LONG TERM

For the sustained growth of an organization, it is imperative that the Company keeps exploring newer opportunities of growth either through expansion or venturing into new projects. Few of the major focus and attention is on the following:

- Confirmation of minimum one head of state for the G20 summit in September along with other high paying delegations from GCC Countries.
- Identification of EMC/PCOs to be targeted for Pharma/Automobile/Medical/Sports associations events in Quarter 3 & 4 2023 as per city calendar.
- Target on Tourism Boards / Airline/Cruise events for Q4 and Q1 next year.
- Continued focus on Diplomatic community and Ministry to capture future visits and delegation – Confirmed business from Ministries, Embassies, other corporate group. Pipeline from World Health Organization and International Labour Organization.
- Focus to increase on PSU accounts, Gurgaon market. Touch base with all LNR contracted companies for next year.
- Identification of Wedding planners across PAN India, targeting higher APC by selling at minimum revenue. Focus to be on Residential weddings on all auspicious dates. We are working on intercultural weddings on non Saya dates.
- High focus to increase penetration from OTA's through online presence at an optimum price mix data.
- Identification of long staying and regular accounts of Competition hotels, to focus on immediate basis.

## REVIEW OF OPERATIONAL AND FINANCIAL PERFORMANCE

The Company achieved aggregate revenue of Rs. 25,577.99 lakhs from operations for the year ended 31st March, 2023. The said revenue in the prior year was Rs. 13,052.54 lakhs. Detailed discussions are given under 'Financial Results & the State of Company's Affairs' herein-above.

## SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Key financial ratios for the year under review vis-à-vis prior year are as under:

S. No.	Key Financial Ratio	FY 2022-23	FY 2021-22
i	Operating Profit Margin (%)	21.27	4.60
ii	Net Profit Margin (%)	(32.95)	(92.72)
iii	Debtors Turnover	23.00	18.16
iv	Inventory Turnover	34.51	23.31
v	Current Ratio	0.10	0.07
vi	Debt Equity Ratio	6.66	4.32
vii	Interest Coverage Ratio	0.14	0.02
viii	Return on Net Worth (%)	(52.23)	(50.50)

Remarks for change in ratio by more than 25% with respect to previous year:-



**Operating Profit Margin Ratio**

There is improvement in ratio as there is recovery in business during FY 2022-23.

**Net Profit Margin Ratio**

Ratio is adverse due to losses incurred by company. There is improvement in ratio as company has made operational profit during the year.

**Debtors Turnover Ratio**

Ratio has become more favorable as compared to previous year because last year due to COVID- 19 pandemic operations of hotels & restaurants halted for some months which resulted in delay in collection from corporate clients.

**Inventory Turnover Ratio**

Ratio has become more favorable as compared to previous year because last year due to COVID- 19 pandemic operations of hotels & restaurants closed for substantial period during year which resulted in ineffective utilization of inventory.

**Current Ratio**

There is improvement in ratio due to increase in current assets as there is improvement in business operations.

**Debt-Equity Ratio**

Ratio is adverse because of continuous increase in Debts (due to capitalization of Interest & Creation of FITL) and decrease in Equity due to continuous loss.

**Interest Coverage Ratio**

Ratio is adverse as company unable to generate enough cash to service its outstanding Debts. There is improvement in ratio due to recovery in the business.

**Return on Net Worth Ratio**

Ratio is marginally adverse as company has continuously suffered losses from previous years.

**SEGMENT WISE PERFORMANCE**

During the year under review, the Company operates only in one major reportable segment, i.e. Hospitality / Hotel Business. Other business segments i.e. power generation operations & Real Estate operations are governed by different set of risks and returns. However, the respective revenue streams and net profit / (loss) related to those segments though not material for disclosure purposes as separate reportable segment, but, as per condition laid down by Lenders of the Company in One Time Restructuring (OTR) Scheme requires a separate disclosure. Accordingly, in compliance with conditions laid down by the said lenders, the Company has done Segment reporting for Hospitality / Hotel Business, power generation operations & Real Estate operations.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has standard operating procedures for each operational area. It has in place adequate reporting systems in respect of financial performance, operational efficiencies and reporting with respect to compliance of various statutory and regulatory matters. As detailed above, the Internal Auditors have regularly conducted exhaustive audits pertaining to different operational areas and their reports detailing their findings and observations were periodically placed before the Audit Committee. The Audit Committee also takes status of the actions taken on the observations of and recommendations made by the Internal Auditors.

The Company has in place adequate internal controls and systems and these are operating effectively.

**HUMAN RESOURCES AND INDUSTRIAL RELATIONS**

An organization's success depends largely on its human resources, its management and good industrial relations. Your Company has always viewed human resource development as a critical activity for achieving its business goals. The Company has maintained cordial industrial relations during the year, and continued to provide comprehensive welfare facilities to its employees to take care of their health, efficiency, economic betterment, etc. and to enable them to give their best at the workplace. It has always supported participative culture in the management of the enterprise through a consultative approach with the collectives, establishing a harmonious relationship for industrial peace leading to higher productivity. Employees' participation is also ensured through information-sharing with collectives and employees on a regular basis while seeking their support, suggestions and cooperation.

The Company has in place a Policy against Sexual Harassment and has also formed an Internal Complaints Committee (ICC) in compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review, no complaint was received or outstanding at the end of the year under review in pursuance of the

Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company enjoys harmonious relationship with its employees. The Company had 644 employees on its rolls as on 31st March, 2023 (previous year end 620)

#### **AWARDS AND RECOGNITIONS**

The awards we win years after years validate our efforts and encourage us to continue to lead by example. The Hotel Hyatt Regency Delhi is recognised for its dining and entertainment experience at award-winning restaurants including: Cafe an all-day dining restaurant; The China Kitchen - the authentic Chinese restaurant; La Piazza for traditional Italian, TK's Oriental Grill serving Far East Oriental cuisine, Polo Lounge the traditional lounge bar; Latitude 66 ° the Pop-up restaurant serving innovative Indian cuisine with a select beverage list on offer and Sidewalk, the pastry and confectionary store.

The details of awards received during the year are as follows:

Times Food and Nightlife Award – Syrah – Best Middle eastern – Premium Dining restaurant

Best Business Hotel – Iconic Awards

Indian Restaurant Awards – The China Kitchen – Best Independent Restaurant

#3 Everyday Eats in India by Tripadvisor Traveler's Choice Best of the Best Awards - Syrah

HT City Hall of Fame Awards – La Piazza – Exemplary Italian Restaurant – La Piazza

HT City Hall of Fame Awards – World-Class Eastern Mediterranean – Syrah

HT City Hall of Fame Awards – Iconic Chinese Restaurant – The China Kitchen

#### **DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES**

No agreement subsists as on the date of notification of clause 5A to para A of part A of schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **PROCEEDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016**

The Company has not made any application or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ("IBC Code") during the year. Further, at the end of the year, Company does not have any proceedings related to IBC Code, therefore the same is not applicable.

#### **THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

During the year under review, the Company has not made one time settlement therefore, the same is not applicable.

#### **ACKNOWLEDGEMENT**

Your Directors place on record their sincere appreciation and gratitude to the Company's valued customers, the Government of India, State Government of Delhi, and the Financial Institutions and Banks for their continued support and confidence in the Company.

Your Directors also place on record their sincere gratitude to Hyatt International for their co-operation and guidance. Your Directors also commend the sincere efforts put in by the employees at all levels for the growth of the Company.

For and on behalf of  
**Asian Hotels (North) Limited**

**Place :** New Delhi  
**Dated:** 10th August, 2023

**Ashish Dhanuka**  
Executive Director & CFO  
DIN: 07220876

**Amritesh Jatia**  
Chairman and Managing Director  
DIN: 02781300

### **ANNEXURE 'A' FORMING PART OF THE DIRECTORS' REPORT**



**Form No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE YEAR ENDED MARCH 31, 2023**

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,  
The Members,  
**M/s Asian Hotels (North) Limited**  
Bhikaji Cama Place,  
M. G. Marg, New Delhi-110066

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Asian Hotels (North) Limited** (hereinafter referred as "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the "Act") and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, to the extent applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (including erstwhile Regulations); Not Applicable
  - e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - g) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable
  - h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; Not Applicable
- (vi) The Management has identified and confirmed the following Laws as being specifically applicable to the Company:
  1. Delhi Eating House Registration Regulation, 1980;
  2. Food Safety & Standard Act, 2006;
  3. The Food Safety and Standard Rules, 2011; and
  4. Delhi Entertainment & Betting Tax Act, 1996.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- (i) As on 31st March, 2022, the Company falls under the category of top 2000 listed entities on the basis of market capitalization and consequent upon the resignation of Mr. Rajeev Uberoi, the Company is not having minimum number of Directors as prescribed in Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 from 10.04.2022 till 06.07.2022.
- (ii) Since Company does not have any regular non-executive chairperson and consequent upon the resignation of Mr. Rajeev Uberoi, Independent Director, the minimum number of Independent Director on the Board of the Company falls below prescribed limit as per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, from 10.04.2022 till 06.07.2022.

We further report that the Company has not made intimation to the Stock Exchange regarding inability to repay the installments and interest due thereon as per One time Restructuring sanction letter issued by the respective bank. As confirmed by the management and as per the Managements' view the above said matter is sub-judice and further the above said One time Restructuring was Owing to the onset of the Covid-19 pandemic, the RBI introduced a moratorium on payment of loan instalments to the banks for the period March 01, 2020 till August 31, 2020, through various circulars under the Covid-19 – Regulatory Package. The detailed representation has also been filed with the stock exchanges and further as on date nothing has come from the stock exchanges. As per the Managements' and as per the Managements' view even as on date, the Lenders are drawing benefits from the OTR Scheme and holding securities which have been created under the Resolution Plan/ OTR Scheme. Therefore, the OTR stands implemented as on date and there is no default on part of the Company. Consequently, there is no requirement to make any disclosure as per the SEBI Circular dated 21.11.2019.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except as mentioned above. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act:

Adequate notice is given to all directors to schedule the Board/ Committee Meetings. Agenda and detailed notes on agenda were sent in advance (and at a shorter notice for which necessary approvals obtained, if any) and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

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

**For Chandrasekaran Associates**  
Company Secretaries  
FRN: P1988DE002500  
Peer Review Certificate No: 1428/2021

**Shashikant Tiwari**  
**Partner**  
Membership No. F11919  
Certificate of Practice No. 13050  
**UDIN: F011919E000383048**

**Date:** 26.05.2023

**Place:** Delhi

Note:

- 1) This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.
- 2) The management has confirmed that the records submitted to us are true and correct. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report of which, the due date has been ended/expired on or before March 31, 2023 pertaining to Financial Year 2022-23.



## **ANNEXURE-A TO SECRETARIAL AUDIT REPORT**

To,  
The Members,  
**M/s Asian Hotels (North) Limited**  
Bhikaji Cama Place,  
M. G. Marg, New Delhi-110066

1. Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of Management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**For Chandrasekaran Associates**  
Company Secretaries  
FRN: P1988DE002500  
Peer Review Certificate No: 1428/2021

**Shashikant Tiwari**  
**Partner**  
Membership No. F11919  
Certificate of Practice No. 13050  
**UDIN: F011919E000383048**

**Date:** 26.05.2023  
**Place:** Delhi

## ANNEXURE 'B' FORMING PART OF THE DIRECTORS' REPORT

**PARTICULARS AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014**

### A. CONSERVATION OF ENERGY

S. No.	Energy Conservation measures taken during the financial year 2022-23	Impact ( Estimated Saving per Annum)
1	<p>The company went ahead with replacement of 7 nos existing cooling towers. These cooling towers were old, inefficient and required frequent maintenance. The replacement expenditure was Rs 30 Lakhs.</p> <p>The company revamped its capacitor panel to further improve the power factor and replacement of existing lamps with L.E.D lamps. This was done at a cost of about Rs 10 Lakhs.</p>	Approximate saving of 30 Lakhs achieved during FY 2022-23

S. No.	Steps taken by the company for utilizing the alternate sources of energy during financial year 2022-23	Status
1	<p>Company entered in a contract with APPCL for providing Green power through Open access system. Company had taken a power quantum of 1 MW in Open access and this has resulted in savings on account of lower units cost as compared to BSES. The savings this year is less on account of additions charges levied by the Govt.</p>	Approximate saving of 67 Lakhs achieved during the financial year 2022-23

S. No.	Additional investment made / proposed during financial year 2023-24 for sustainability efforts	Impact
1	<p>The company plans to improve efficiency of its laundry machines by modification from multiple motors to single motor with VFD. The modification expense will be Rs 13 Lakhs.</p> <p>The company plans to revamp and upgrade its BMS (Building Management System) which will result in ease of technical operations and savings.</p>	<p>This would result in an annual saving of Rs 3.5 Lakhs.</p> <p>This initiative will result in an annual saving of Rs 5 Lakhs.</p>

### A. TECHNOLOGY ABSORPTION

In the opinion of the Board, the required particulars, pertaining to technology absorption in terms of Rule 8(3) of the Companies (Accounts) Rules, 2014, are not applicable as hotels form part of the service industry and the Company does not have any significant manufacturing operations.

### B. FOREIGN EXCHANGE EARNINGS AND OUTGO

- i) The Company has a strong commitment to international business, and is continuously exploring avenues to increase its foreign exchange earnings.
- ii) During the year under review, foreign exchange earnings amounted to Rs. 4517.18 Lakhs (Rs. 1603.72 Lakhs in the previous year) against which the outgo in foreign exchange was equivalent to Rs 3040.19 Lakhs (Rs. 1547.20 Lakhs in the previous year).
- iii) Details of foreign exchange earnings and outgo are given at Note 37 to the Financial Statements.





**ANNEXURE ‘C’ FORMING PART OF THE DIRECTORS’ REPORT**

Disclosure under Section 197(12) of the Companies Act, 2013 (the Act) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. **Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended 31st March, 2023:**

Name of the Director	Nature of Directorship	Ratio
Mr. Amrutesh Jatia	Managing director	0
Mr. Ashish Dhanuka	Executive Director	4.82:1

As the Company suffered loss, no commission was paid to the Non-executive Directors for the year under review. Non-executive directors were paid only the sitting fee for attending the meetings of the Board and Committees thereof. Accordingly, the calculation of required ratio, only on the basis of sitting fee paid would not be appropriate.

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

Name of the Director/KMP	Office held	Increase/(Decrease) (%)
Mr. Amrutesh Jatia	Chairman and Managing Director	Nil
Mr. Ashish Dhanuka	Executive Director and Chief Financial Officer	100.14%
Ms. Saumya Goel*	Company Secretary	Nil
Mr. Tarun Srivastava**	Company Secretary	Nil

Mr. Amrutesh Jatia received no remuneration during the financial year ending 31st March, 2023

\*Ms. Saumya Goel resigned from the position of Company Secretary w.e.f. 20th May, 2022. She received remuneration of Rs. 1,42,353/- during her tenure in financial year 2022-23.

\*\*Mr. Tarun Srivastava was appointed as Company Secretary w.e.f. 9th August, 2022. He has received remuneration of Rs. 7,08,984/- during the financial year 2022-23.

Non-executive directors are paid commission on profit as remuneration. Further, they are paid sitting fees for attending the meetings of the Board and Committees thereof. As mentioned above, due to the loss suffered by the Company, no commission was paid to any director in respect of the year under review. Hence, there is no case for increase in remuneration of any non-executive directors.

3. **The percentage increase/(decrease) in the median remuneration of employees in the financial year under review: 7.40%**
4. **The number of permanent employees on the rolls of Company as on 31st March, 2023: 644**
5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentage increase in salary of all employees (other than the Managing Director and Executive Director) during the year under review is 11.25%

Average percentage increase in salary of Managing Director and Executive Director during the year under review is 100.14%. Mr. Amrutesh Jatia, Chairman and Managing Director is getting no remuneration. Further, designation of Mr. Ashish Dhanuka was changed from Chief Financial Officer to Executive Director and Chief Financial Officer and accordingly remuneration was increased as per the industry standards. He was paid the remuneration in accordance with the shareholders’ approvals obtained within the limits prescribed under Schedule V of the Act, as applicable. Any component paid in excess is recovered from the concerned person.

6. **Affirmation that the remuneration is as per the remuneration policy of the company:**

The remuneration paid is as per the Nomination, Remuneration and Evaluation Policy of the Company.

## ANNEXURE 'D' FORMING PART OF THE DIRECTORS' REPORT

PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(2) & 5(3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

S. NO.	NAME	AGE (YRS.)	DESIGNATION/ NATURE OF DUTIES	REMUNERATION (RS.)	QUALIFICATION	EXPERIENCE (YRS.)	DATE OF COMMENCEMENT OF EMPLOYMENT	LAST EMPLOYMENT HELD/ DESIGNATION/ PERIOD
<b>TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWNS</b>								
1	Shrikant Suresh Wakharkar	55	General Manager	1,74,00,330	Diploma in Hotels Management, IHM, Bhubaneswar	34	15.02.2022	Grand Hyatt Kochi, General Manger (3 years)
2	Zhang Hongsheng	44	Chef De Cuisine	89,23,646	Beijing Culinary School	26	10.06.2021	Grand Hyatt Beijing, Chef De Partie (4 Yrs 4 months)
3	Alessandro Sandrolini	53	Executive Chef	58,02,696	Trade School Graduate	37	22.09.2022	Allia Hinu Bay
4	Vipin Vasudeva	60	Vice President - Projects	53,30,607	B.E. (Civil)	37	15.01.2010	Magus Estates and Hotels Limited, Vice President – Projects (5 Yrs.)
5	Mohamed Hussein Ibrahim Kaseem	39	Chef De Cuisine	50,90,218	Diploma in Hotel and Toursim	17	08.10.2020	Andaz Dubai, Sous Chef (7 months)
6	Sun Donghong	33	Sous Chef	47,46,308	Graduation	17	16.07.2021	Ritz Carlton, Dim Sim Chef, (2 Yrs 9 months)
7	Yang Yangyang	36	Sous Chef	42,17,710	Graduation from Shaanxi Institute of Cooking and Tourism	20	01.11.2021	Wuhan Cocha Danfan Catering Co. Ltd.
8	Meenakshi Prabhakar	53	Director of HR	41,25,822	MSc in Clinical, Psychology, Diploma in Personal Management and Industrial relations.	31	15.03.2017	MDB Group – Delhi, Head Human Resource Corporate (1year)
9	Ivan Gabriele	51	Executive Chef	30,59,880	Master in Hotel Management	23	10.02.2016	New World Manila Bay Hotel, Philippines, Executive Chef (1 Yr.)
10	Kunal Dewan	40	Director of Operations	29,74,027	B.Com, Post Graduation in International Hospitality	19	22.10.2018	Embassy Group, Head-Luxury Residential Business (4 months)
<b>EMPLOYED THROUGHOUT THE YEAR AND IN RECEIPT OF REMUNERATION NOT LESS THAN RS. 102 LAC</b>								
1	Shrikant Suresh Wakharkar	55	General Manager	1,74,00,330	Diploma in Hotels Management, IHM, Bhubaneswar	34	15.02.2022	Grand Hyatt Kochi, General Manger (3 years)
<b>*EMPLOYED FOR PART OF THE YEAR AND IN RECEIPT OF REMUNERATION NOT LESS THAN RS. 8.50 LAC PER MONTH</b>								
NIL								

**Notes:**

- The above table is based on payouts made during the year.  
Total remuneration comprises Basic Salary, HRA, Special Allowance, Company's contribution to Provident Fund, LTA, Personal pay, Performance incentive, Ex-gratia payment and monetary value of other perquisites, if any, on the basis of Income Tax rules. No commission is payable for the year under review to the Managing Director due to the loss incurred.
- Nature of appointment of above mentioned employees is of non-contractual, except for Mr. Ivan Gabriele who is on contractual basis.
- None of the above-named employee is a relative of any Director of the Company
- No employee mentioned herein above holds 2% or more equity shares of the Company.
- Mr. Kunal Dewan resigned w.e.f. 26th September, 2022.



## ANNEXURE 'E' FORMING PART OF THE DIRECTORS' REPORT CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate governance is about commitment to values and ethical business conduct. It implies application of those values and ethics to manage day to day affairs and dealings with all the stakeholders. It is about how an organization is managed. Further, dissemination of timely and accurate information regarding financial position and general state of affairs of the entity is an important part of corporate governance.

The Company is committed to good governance practices while conducting its business and endeavors to uphold the core concept of Corporate Governance. The four pillars, on which the corporate governance rests, are transparency, integrity, accountability and compliance of laws, and Asian Hotels (North) Limited ('the Company'), has imbibed these principles and endeavors to follow these diligently.

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company's 'Corporate Governance Report' is given below:

### BOARD OF DIRECTORS

In consonance with the requirements of Regulation 17 of the Listing Regulations, the Board of Directors of the Company is constituted of an appropriate mix of executive, non-executive and women director on one hand, and an adequate number of independent directors amongst the non-executive directors, on the other hand, to maintain the Board's independence, and to ensure exercising effective governance and control over its executive functioning. At the beginning of the year under review, the Board had six directors comprising three independent non-executive directors, one non-executive non-independent director, and two executive directors being the Chairman & Managing Director and Executive Director and CFO.

During the year under review, there were changes in the composition of Board of Directors of the Company and its constitution was in compliance with the provisions of the Companies Act, 2013 (the Act) and Listing Regulations. The changes in the composition of Board of Directors are given below:

- Dr. Rajeev Uberoi, due to his professional preoccupation resigned from the office of Director of the Company w.e.f. 10th April, 2022 and also confirmed that there was no other material reason whatsoever for his resignation
- Ms. Mita Namonath Jha was appointed as an Additional Director in the capacity of Independent Non-Executive Director by the Board vide Circular Resolution No. 2/2022-23 dated 7<sup>th</sup> July, 2022 to hold the office for a period of one year i.e. upto 6<sup>th</sup> July, 2023
- Mr. Amrutesh Jatia was appointed as Chairman of the Board in addition to Managing Director of the Company by the Board of Directors vide Circular Resolution No. 4/2022-23 dated 22nd September, 2022.

At the 41<sup>st</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2022 the following resolutions were approved and adopted relating to directorships:

- Mr. Akhilesh Bhuwalka (DIN: 02764273), who retired by rotation, was re-appointed as a director liable to retire by rotation;
- Mr. Amrutesh Jatia (DIN: 02781300) was appointed as a Managing Director of the Company for a term 5 consecutive years from 23<sup>rd</sup> October, 2021 to 22<sup>nd</sup> October, 2026;
- Mr. Ashish Dhanuka (DIN: 07220876) whose term as an Additional Director expired at the aforesaid meeting, was appointed as Director of the Company;
- Mr. Ashish Dhanuka (DIN: 07220876) was appointed as a Whole Time Director of the Company designated as Executive Director and Chief Financial Officer for a period of 3 years commencing from 23<sup>rd</sup> October, 2021 to 22<sup>nd</sup> October, 2024;
- Ms. Preeti Gandhi (DIN:08552404) was re-appointed as an Independent Director of the Company for a second term of 3 consecutive years w.e.f. 13<sup>th</sup> September, 2022 to 12<sup>th</sup> September, 2025;
- Mr. Sanjeev Agarwala (DIN:09342150) who was appointed as an Additional Director in the capacity of Independent Non-Executive Director to hold office for a term of two consecutive years from 4<sup>th</sup> October, 2021 to 3<sup>rd</sup> October, 2023, was appointed as Independent Non-Executive Director of the Company;
- Ms. Mita Namonath Jha (DIN:07258314) who was appointed as an Additional Director in the capacity of Independent Non-Executive Director to hold office for a term of one year from 7<sup>th</sup> July, 2022 to 6<sup>th</sup> July, 2023, was appointed as an Independent Non-Executive Director of the Company.

The Company follows the prescribed Board procedures and furnishes detailed notes in advance on the businesses to be dealt with at the Board Meetings in terms of Regulation 17 of the Listing Regulations. The Board has been meeting regularly ensuring that the gap between two consecutive meetings does not exceed one hundred and twenty days. The Company was generally in compliance with

the requirements of Regulation 17 of the Listing Regulations, as applicable at the relevant time. During the year under review, four Board meetings were held respectively on 28<sup>th</sup> May, 2022, 9<sup>th</sup> August, 2022, 11<sup>th</sup> November, 2022 and 10<sup>th</sup> February, 2023

Pursuant to the provisions of Para C of Schedule V to the Listing Regulations, the relevant information including the composition of the Board, category of the directors, details of directorships held, committee memberships/chairmanships held, and the attendance of the directors at the Board meetings and the previous Annual General Meeting (AGM) held during the year under review are given below:

S. No.	Name of the Director & Directors Identification Number@	Category	Board meetings attended vis-à-vis meetings held during their respective tenure including the meeting in which appointed	Last AGM attended: 28 <sup>th</sup> September, 2022	No. of other Directorships^	No. of Committee memberships in public companies ^ #	No. of Chairmanship in such Committees^ #
1.	Mr. Amritesh Jatia (DIN: 02781300)	Executive (Chairman & Managing Director) & Promoter Director	4 of 4	YES	4*	3	1
2.	Mr. Ashish Dhanuka (DIN:07220876)	Executive (Executive Director & Chief Financial Officer)	4 of 4	YES	2	1	0
3.	Mr. Akhilesh Bhuwalka (DIN: 02764273)	Non – Executive Director	1 of 4	YES	4	1	0
4.	Ms. Preeti Gandhi (DIN: 08552404)	Independent Non-Executive Director	3 of 4	YES	1	2	1
5.	Dr. Rajeev Uberoi (DIN: 01731829)	Independent Non-Executive Director	0 of 0**	NA	8	3	0
6.	Mr. Sanjeev Agarwala (DIN: 09342150)	Independent Non-Executive Director	4 of 4	YES	1	2	1
7.	Ms. Mita Namonath Jha (DIN: 07258314)	Independent Non-Executive Director	3 of 3	YES	6	6	2

@ Inter-se relationship of directors: There is no inter-se relationship among the Directors.

^ Reflects status as per the latest declarations received from the directors. Includes directorship/membership/chairmanship of the Board/ Committees of Asian Hotels (North) Limited and excludes foreign bodies corporate. Further, directorships include Section 8 companies and companies limited by guarantee.

#Only membership and/or chairmanship of Audit Committee and Stakeholders' Relationship Committee in public limited companies have been taken for this purpose. Wherever the director is a chairman of a Committee, it is also reflected in the count for membership of Committees.

\* Number of Directorships and Number of Membership & Chairmanship in such Committees of public limited companies includes Leading Hotels Limited, for which Order under Section 7 of the Insolvency & Bankruptcy Code 2016, has been passed on June 25, 2021 for initiating Corporate Insolvency Resolution Process (CIRP).

\*\* Dr. Rajeev Uberoi was appointed as Non-Executive Independent Director for a period of 5 years i.e. 11.08.2021 to 10.08.2026. He resigned from the office of Director on 10.04.2022

The number of Directorships, Chairmanships and Committee memberships of each Director is in compliance with the relevant provisions of the Act and the Listing Regulations.

None of the independent non-executive directors is serving as an independent director in more than seven listed companies. Further, none of the directors of the Company holding the position of a whole-time director/Managing Director in any listed company is serving as an independent director in more than three listed companies.

As mandated by the Listing Regulations, none of the Directors of the Company are members of more than ten Board level committees nor are the Chairperson of more than five Board level committees in public limited companies in which they are Directors.

As on 31<sup>st</sup> March, 2023, except Ms. Mita Namonath Jha none of the other Director holds directorship in any other listed company. The detail of directorships held by the Ms. Mita Namonath Jha is given below:



S. No.	Name of Director and Category	Name of the Listed Company where the person is a director *	Category of Directorship
1	Ms. Mita Namonath Jha, Independent Non-Executive Director	1 Brady and Morris Engineering Company Limited 2 Responsive Industries Limited 3. Starlog Enterprises Limited	Independent Non-Executive Director

\* Excludes the Directorship held in Asian Hotels (North) Limited.

**CORE SKILLS/EXPERTISE/COMPETENCIES IDENTIFIED, IN CONTEXT OF OUR BUSINESS BY THE BOARD OF DIRECTORS**

The Board of Directors have identified the following core skills/expertise/competencies as required in the context of its business for it to function effectively and those actually available with the Board; and the names of the Directors who have/had such skills at the end of the year under review, are tabulated below:

Extensive experience in Accounting, Management & Taxation, Finance function entailing Strategy, Business Plans, Capital Budgeting, Administrative and Operational function etc.	Mr. Amrithesh Jatia, Mr. Ashish Dhanuka & Mr. Akhilesh Bhuwalka
Core strengths: Hospitality, Fund raising in Equity and Debt capital market, Private Equity, Investments, Derivatives, Mergers and Acquisitions, Healthcare, Financial Services, Steel, Assignment Deals, Talent Management, Brand Endorsements. Extensive advisory in general corporate and commercial matters and litigation strategy. Result driven leadership, Strategic planning and business acumen to drive business growth, minimize risk and assure compliance for sustainable growth of the Company.	Mr. Sanjeev Agarwala, Ms. Mita Namonath Jha and Ms. Preeti Gandhi

In the opinion of the Board, all the Independent Non-Executive Directors as on 31<sup>st</sup> March, 2023, namely Mr. Sanjeev Agarwala, Ms. Mita Namonath Jha and Ms. Preeti Gandhi fulfilled the conditions specified in the Listing Regulations and the Act and were independent of the Management during the year under review and continue to be independent during their tenure subsequent to the year under review.

Dr. Rajeev Uberoi, Independent Non-Executive Director, resigned before the expiry of his tenure from the office of Director with effect from 10<sup>th</sup> April, 2022 due to his preoccupations and confirmed that there was no other material reason whatsoever for his resignation.

All the Directors of the Company have affirmed that they are not debarred from holding the office of Director by virtue of any order of SEBI or other such statutory authority.

**COMMITTEES OF DIRECTORS**

Apart from committees for different operational purposes, the Company’s Board has the following Committees constituted in pursuance of various provisions of the Act and the Listing Regulations. All recommendations of the Committees were placed before the Board for approval or information, if required. During the year under review, all the recommendations of/submissions by the Committees which were mandatorily required, were accepted by the Board. Based on the market capitalization of the Company, the provisions relating to the formation of a Risk Management Committee is not applicable to the Company.

**a) Audit Committee:**

At the commencement of the year under review, the Committee comprised of four members namely Mr. Sanjeev Agarwala, Ms. Preeti Gandhi, Dr. Rajeev Uberoi, Independent Non-executive Directors, and Mr. Amrithesh Jatia, Managing Director. During the year under review, Dr. Rajeev Uberoi resigned from the Office of Director effective 10<sup>th</sup> April, 2022 and accordingly ceased to be member of the Audit Committee.

The Chairman of the Audit Committee also attended the last Annual General Meeting of the Company held on 28<sup>th</sup> September, 2022.

The Chief Financial Officer of the Company and the Audit Partner/representative(s) of the Statutory Auditors are the permanent special invitees to the committee meetings unless otherwise decided by the Committee.

The terms of reference of the Committee, its role, responsibilities, powers, and terms of reference are in consonance with the provisions of Section 177 and other applicable provisions of the Act and rules made thereunder; Regulation 18 and other applicable provisions of the Listing Regulations and relevant Schedule thereto; and relevant provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended or re-stated from time to time.

The Terms of reference and role of the Audit Committee inter-alia includes:

- Oversight of financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

- Reviewing with the management the annual financial statements and auditor's report thereon before submission to the Board for approval;
- Evaluation of internal financial controls;
- Reviewing financial statements of unlisted subsidiaries;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Reviewing implementation/compliance of the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders (the Insider Trading Code); and
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors to the Company.
- Such matters as stated in section 177 of the Companies Act, 2013 and Part-C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other role as may be prescribed by law or by the Board of Directors from time to time.

The Audit Committee's business and meetings are conducted in terms of the above-referred provisions. The quorum requires presence of at least two members, both being independent non-executive directors.

Mr. Sanjeev Agarwala, Independent Non-Executive Director, is a Fellow Chartered Accountant in India, Certified Public Accountant from United States, a public speaker and erstwhile faculty member at Becker CPA in Dubai Knowledge Village., is the Chairman of the Audit Committee. He is chairman/ member of Audit Committee.

Ms. Preeti Gandhi is a Law Graduate, her expertise vest in counseling management while balancing legal expertise and business judgement. She is a member of Audit Committee.

Mr. Amrutesh Jatia, Chairman & Managing Director of the Company has about sixteen years' experience. He has been monitoring execution and progress of various projects initiated by the Jatia Group. He possesses leadership experience in handling business operations and strategic planning with a vision of the future. He is a member of the Audit Committee.

The Company Secretary of the Company acts as Secretary to the Committee.

During the year under review, four meetings of the Committee were held respectively on 28<sup>th</sup> May, 2022, 9<sup>th</sup> August, 2022, 11<sup>th</sup> November, 2022 and 10<sup>th</sup> February, 2023 and the gap between two consecutive Audit Committee Meetings did not exceed one hundred and twenty (120) days. The composition of the Committee and attendance of the member directors at the Audit Committee meetings is as under:

Name of the Director	Category	No. of Meetings Attended
Mr. Sanjeev Agarwala	Independent Non-Executive Director and Chairman of the Committee	4 of 4
Ms. Preeti Gandhi	Independent Non-Executive Director	4 of 4
Dr. Rajeev Uberoi*	Independent Non-Executive Director	0 of 0
Mr. Amrutesh Jatia	Managing Director/ Promoter Director	4 of 4

\*Dr. Rajeev Uberoi, ceased to be member of the Audit Committee of the Company effective from 10<sup>th</sup> April, 2022, due to his resignation as Director of the Company.

#### b) Stakeholders Relationship Committee:

The roles, responsibilities, powers and terms of reference of the Stakeholders' Relationship Committee as defined in, and in conformity with the provisions of Section 178 and other applicable provisions of the Act read with Regulation 20 and other applicable provisions of the Listing Regulations, as amended or re-stated from time to time.

The Terms of reference and role of the Stakeholders Relationship Committee inter-alia includes:

- Look into various aspects of shareholders' interests;
- Redressal of investors' grievances;
- Ensuring effective measures and initiatives for reducing quantum of unclaimed dividend; and
- Consider and approve issuance of share certificates and transmission etc of shares.
- Such matters as stated in section 178 of the Companies Act, 2013 and Para B of Part-D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other role as may be prescribed by law or by the Board of Directors from time to time.



At the commencement of the year under review, the Committee comprised of five members namely Ms. Preeti Gandhi, Mr. Sanjeev Agarwala, Independent Non-Executive Directors, Mr. Amritesh Jatia and Mr. Ashish Dhanuka, Executive Directors and Mr. Akhilesh Bhuwalka, Non-Executive Director. Committee meets at the regular intervals as per the requirement and the quorum requires presence of at least two members, including an independent non-executive director. During the year under review there was no change in the composition of the Committee.

The Chairperson of the Stakeholders Relationship Committee also attended the last Annual General Meeting of the Company held on 28<sup>th</sup> September, 2022.

The Committee’s primary responsibility is to supervise redressal of shareholders’ grievances. It acts as a catalyst for matters concerning shareholders and is quite proactive in its approach. There were no complaints which were lying unresolved or unattended at the beginning of the year, the Company received 28 complaints during the year under review, which were appropriately attended and /or resolved. There was no complaint lying unresolved or unattended as at the year end. The Company Secretary of the Company acts as the Secretary to the Committee.

During the year under review, four meetings of the Committee were held respectively on 28<sup>th</sup> May, 2022, 9<sup>th</sup> August, 2022, 11<sup>th</sup> November, 2022 and 10<sup>th</sup> February, 2023.. The composition of the Committee and attendance of the member directors at the Stakeholders Relationship Committee meetings is as under:

Name of the Director	Category	No. of Meetings Attended
Ms. Preeti Gandhi	Independent Non-Executive Director and Chairperson of the Committee	3 of 4
Mr. Sanjeev Agarwala	Independent Non-Executive Director	4 of 4
Mr. Amritesh Jatia	Managing Director/Promoter Director	4 of 4
Mr. Akhilesh Bhuwalka	Non-Executive Director	1 of 4
Mr. Ashish Dhanuka	Independent Non-Executive Director	4 of 4

**Name, Designation and Address of the Compliance Officer**

Mr. Tarun Srivastava  
 Company Secretary & Compliance Officer  
 Asian Hotels (North) Limited  
 Bhikaji Cama Place, M G Marg, New Delhi, 110066  
 E-mail: [tarun.srivastava@ahlnorth.com](mailto:tarun.srivastava@ahlnorth.com)  
 Phone: 011-66771220

**c) Nomination and Remuneration Committee:**

The role, responsibilities, powers and terms of reference of the Nomination and Remuneration Committee as defined in, and in conformity with Section 178 of the Act and Rules made there-under, and Regulation 19 of the Listing Regulations and relevant Schedule thereto, as amended or re-stated from time to time, during the year under review. Moreover, the Board of Directors has ensured that the Nomination, Remuneration and Evaluation Policy of the Company is updated to conform to the aforesaid provisions, which inter-alia details the criteria for performance evaluation of the independent directors.

The Board followed the following mechanism for evaluating the performance of the Board, its Committees and individual directors including the Chairman and independent directors of the Company:

- a) the Independent Directors through their exclusive meeting evaluate the performance of Non-Independent directors, the Chairman and the Board as a whole;
- b) the Nomination and Remuneration Committee considers the views of the Independent Directors through their exclusive meeting regarding the performance of Non-Independent Directors and based there-upon make its recommendations to the Board about their performance;
- c) the Nomination and Remuneration Committee evaluates the performance of Independent Directors and make its recommendations to the Board about their performance; and
- d) the Board finally evaluates the performance of all individual directors, the Chairman, the Board as a whole and Committees thereof. While evaluating the performance of the Board, it considers the views of the Independent Directors through their exclusive meeting.

The Board of Directors of the Company has in place an evaluation criteria for assessment of its own performance, that of the committees of the Board and the individual directors. Leadership abilities, understanding the business dynamics, strategic planning for sustainable growth and protection of minority shareholders’ interest, are the essential criteria for the performance evaluation of the directors.

The Board in its meeting held on 29<sup>th</sup> May, 2023, has discussed its overall performance on the parameters as laid down in the Nomination, Remuneration and Evaluation Policy, as amended and adopted by the Board in its meeting held on 12<sup>th</sup> February, 2019, and concluded that the Board and its Committees have been performing satisfactorily. Further, based on the aforesaid policy, and the feedback received from fellow directors, the Board also evaluated the performance of the individual directors (including the Chairman) and found it satisfactory.

There was no action required to be taken during the year under review based on the previous year's observations on the Board Evaluation. Further, no action is proposed to be taken based on the observations on the Board Evaluation for the year under review.

The details of the evaluation criteria are enumerated in the Nomination, Remuneration and Evaluation Policy which can be accessed at <http://www.asianhotelnorth.com/pdf/NominationRemunerationandEvaluationPolicyeffective01042019.pdf>

The terms of reference and role of the Nomination and Remuneration Committee inter-alia includes:

- Ensure diversity of Board;
- Formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board their appointment;
- Identify persons who are qualified to become directors and/or senior management personnel and recommend to the Board their appointment;
- Recommend to the Board a remuneration policy for the directors, key managerial/senior management personnel; and
- Specify the manner for effective evaluation of performance of the Board, its committees and each category of directors
- Appointment of directors/KMPs/SMPs as per criteria set-out in the Nomination, Remuneration and Evaluation Policy
- Guiding principles for quantum and composition of remuneration, remuneration structure for whole-time directors and non-executive directors
- Criteria for evaluation of performance of whole-time directors, non-executive directors and independent non-executive directors
- Such matters as stated in section 178 of the Companies Act, 2013 and Para A of Part-D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other role as may be prescribed by the law or by the Board of Directors from time to time.

At the commencement of the year under review, the Committee comprised of two independent non-executive directors as its members, viz. Ms. Preeti Gandhi as Chairperson of the Committee and Mr. Sanjeev Agarwala and one Non-Executive Director namely Mr. Akhilesh Bhuwalka as its members. Any two members form the quorum. During the year under review, there was no change in the composition of the Committee.

The Chairman of the Nomination and Remuneration Committee also attended the last Annual General Meeting of the Company held on 28<sup>th</sup> September, 2022.

The Company Secretary of the Company acts as the secretary to the Committee.

During the year under review, three meetings of the Committee were held respectively on 28<sup>th</sup> May, 2022, 9<sup>th</sup> August, 2022 and 10<sup>th</sup> February, 2023. The composition of the Committee and attendance of the member directors at the Nomination and Remuneration Committee meetings is as under:

Name of the Director	Category	No. of Meetings Attended
Ms. Preeti Gandhi	Independent Non-Executive Director and Chairperson of the Committee	3 of 3
Mr. Sanjeev Agarwala	Independent Non-Executive Director	3 of 3
Mr. Akhilesh Bhuwalka	Non-Executive Director	1 of 3

**d) Corporate Social Responsibility (CSR) Committee:**

In the meeting held on 28<sup>th</sup> May, 2022, the Board decided to dissolve the Committee in accordance with the provisions of the Companies Act, 2013 read with relevant rules made there under, considering that the Company has been in continuous losses and falls below the prescribed threshold limit. Once the Company will be in a better financial position to fall under criterial for Corporate Social Responsibility, the Board will review and accordingly ensure forming of Corporate Social Responsibility Committee.





**SENIOR MANAGEMENT**

As on 31<sup>st</sup> March, 2023, the following 6 Senior Management Personnel are there and the details are as given below:

- Mr. Devendra Bhatnagar, Chief Operating Officer
- Mr. Shrikant Wakharkar, General Manager, Hyatt Regency Delhi
- Mr. Vipin Vasudeva, Vice President – Projects
- Mr. Ramvir Pal, Vice President – Treasury
- Mr. Ashish Dhanuka- Chief Financial Officer (KMP)
- Mr. Tarun Srivastava- Company Secretary (KMP)

**Changes in senior management since the close of the previous financial year:**

During the year under review, Ms. Saumya Goel, Company Secretary and Compliance Officer (KMP) resigned from the Company with effect from 20th May, 2022.

During the year under review, Mr. Tarun Srivastava appointed as Company Secretary and Compliance Officer (KMP) of the Company with effect from 9th August, 2022.

Mr. Ramvir Pal, was appointed as Vice President – Treasury of the Company in the board meeting dated 10<sup>th</sup> February, 2023

**DIRECTORS' REMUNERATION**

The remuneration package of the whole-time directors comprises a fixed component in the form of salary, perquisites and allowances, and in case of adequacy of profit, may include on case to case basis, a variable component of commission on profit.

Non-executive directors, i.e. directors other than the managing director/whole-time director are entitled to remuneration by way of commission on profit. Effective 1st April, 2019, the non-executive directors are entitled to remuneration by way of commission on profit for a period of five years in such a manner that the aggregate of commission payable to all such non-executive directors does not exceed 1% of the net profit of the Company computed in terms of Section 198 of the Act, with the liberty to the Board to vary the amount or proportion payable to each one of the non-executive directors every year provided that individually none of such directors receives a sum exceeding Rs. 7,50,000/- in respect of any financial year. However, in view of the loss suffered by the Company in respect of the year under review, no commission could be provided/paid to the non-executive directors.

In addition to the above, non-executive directors are entitled to sitting fees for the meetings of the Board and the Committees thereof attended by them and reimbursement of expenses, if any, in connection therewith.

The tenure of office of the Mr. Amritesh Jatia, Chairman & Managing Director, is for five years from the date of appointment, and can be terminated by either party by giving two months' notice in writing. There is no separate provision of severance fee. The tenure of office of the Mr. Ashish Dhanuka, Executive Director and Chief Financial Officer, is for three years from the date of appointment, and can be terminated by either party by giving two months' notice in writing. There is no separate provision of severance fee.

No stock option was offered to the directors or employees of the Company. In fact, the remuneration structure of executive as well as non- executive directors, as detailed below, does not provide for stock options. The notice period and severance fee are governed by the terms and conditions described in the respective resolutions and the Company policy in respect thereof.

Details of remuneration and sitting fees paid/payable to the directors for the year under review are given below:

REMUNERATION & SITTING FEES (In Rs.)						
Name of Director	Salary & perquisites	Bonuses	Stock option	Pension	Sitting Fees <sup>^</sup>	Total
Mr. Amritesh Jatia	-	-	-	-	-	-
Mr. Akhilesh Bhuwalka	-	-	-	-	-	-
Ms. Preeti Gandhi	-	-	-	-	19,00,000.00	19,00,000.00
Mr. Sanjeev Agarwala	-	-	-	-	8,00,000.00	8,00,000.00
Ms. Mita Namonth Jha	-	-	-	-	1,50,000.00	1,50,000.00
Mr. Ashish Dhanuka	15,92,388.00	99,823.00	-	-	-	16,92,211.00
Grand Total	15,92,388.00	99,823.00	-	-	28,50,000.00	45,42,211.00

<sup>^</sup>Excluding Service Tax/GST, as applicable.

Other than sitting fees as indicated above and reimbursement of expenses incurred for attending the meetings of the Company, the Non-Executive Directors did not have any pecuniary relationship or transactions with the Company during the year. As on 31<sup>st</sup> March, 2023, Non-Executive Directors do not hold instruments convertible into equity shares of the Company.

#### Details of fixed component and performance linked incentives, along with the performance criteria:

Salary and Allowances are fixed component payable to Executive Director as per terms approved by the Board and Shareholders.

#### OTHER BOARD RELATED DISCLOSURES

##### Exclusive Meeting of the Independent Directors of the Company

Pursuant to Schedule IV of the Companies Act, 2013 and Regulation 25 of the Listing Regulations, During the year under review, an exclusive meeting of the independent directors was held on 28<sup>th</sup> May, 2022 for the Financial Year 2022-23, inter-alia to review the performance of directors other than independent directors, and the Board as a whole; to review the performance of the Chairperson of the Company; taking into account the views of executive directors and non-executive directors and to assess the quality, quantity and timeliness of flow of information between the Company, management and the Board. Mr. Sanjeev Agarwala and Ms. Preeti Gandhi had attended the said meeting.

##### Familiarization Programme for Independent Directors

The Company, in pursuance of Regulation 25(7) of the Listing Regulations, has in place a Familiarization Programme for its independent directors to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. Such Policy on Familiarization Programme has been uploaded on the website of the Company and can be accessed at <http://www.asianhotelsnorth.com/pdf/PolicyonFamiliarisationProgrammeforIndependentDirectors.pdf>

During the year under review, a Familiarization Programme was conducted for the benefit of the independent directors on 10<sup>th</sup> February, 2023. The said Programme was attended by Mr. Sanjeev Agarwala, Ms. Mita Namonth Jha and Ms. Preeti Gandhi. The details of such Familiarization Programmes have been uploaded on the website of the Company and can be accessed at <https://www.asianhotelsnorth.com/pdf/FY2223/Details%20of%20Familiarisation%20Programmes%20attended%20as%20on%2010022023.pdf>

As mandated, the Company has issued formal letters of appointment to its independent directors. The terms and conditions of appointment of independent directors are available on the website of the Company and can be accessed at [https://www.asianhotelsnorth.com/pdf/specimentletterofappointmentofIDs\\_1Sep2022.pdf](https://www.asianhotelsnorth.com/pdf/specimentletterofappointmentofIDs_1Sep2022.pdf)

##### Shareholding of Non-Executive Directors

As on 31<sup>st</sup> March, 2023, none of the Non-Executive Directors except Mr. Sanjeev Agarwala held any equity share in the Company. Mr. Sanjeev Agarwala holds 17000 equity shares in the Company.

#### GENERAL BODY MEETINGS

Financial Year	Nature of Meeting	Venue	Date	Time
2019-20	39th AGM#	Held through video conferencing or other audio visual means at Hotel Hyatt Regency Delhi, Bhikaiji Cama Place, M.G. Marg, New Delhi- 110066 which was the deemed venue of the meeting.	24.12.2020	11.30 a.m.
2020-21	40th AGM^	Held through video conferencing or other audio visual means at Hotel Hyatt Regency Delhi, Bhikaiji Cama Place, M.G. Marg, New Delhi- 110066 which was the deemed venue of the meeting.	29.09.2021	11.00 a.m.
2021-22	41 <sup>st</sup> AGM**	Held through video conferencing or other audio visual means at Hotel Hyatt Regency Delhi, Bhikaiji Cama Place, M.G. Marg, New Delhi- 110066 which was the deemed venue of the meeting.	28.09.2022	10.30 a.m.

# No special resolution was passed at the 39<sup>th</sup> AGM. During the financial year 2019-20, no postal ballot exercise was undertaken by the Company.

^ No special resolution was passed at the 40<sup>th</sup> AGM. During the financial year 2020-21, no postal ballot exercise was undertaken by the Company.

\*\*Following four businesses were placed before 41<sup>st</sup> AGM, and were approved by the shareholders as special resolutions:

- 1) Appointment of Mr. Ashish Dhanuka (DIN: 07220876) as a Whole Time Director of the Company
- 2) Re-appointment of Ms. Preeti Gandhi (DIN: 08552404) as an Independent Director of the Company
- 3) Appointment of Mr. Sanjeev Agarwala (DIN: 09342150) as an Independent Director of the Company
- 4) Appointment of Ms. Mita Namonth Jha (DIN: 07258314) as an Independent Director of the Company



During Financial Year 2022-23, no special resolution was passed through postal ballot. Further, no special resolution is proposed to be passed through postal ballot. However, if required, the same shall be passed in compliance of provisions of the Act, Listing Regulations or any other applicable laws.

### **SUBSIDIARY COMPANIES**

Your Company holds 100% equity as well as preference capital in Finline Hospitality and Consultancy Pte. Ltd., Mauritius (FHCPL). FHCPL holds 80% equity stake in Lexon Hotel Ventures Ltd., Mauritius (Lexon), and Lexon in turn holds 99.76% equity stake in Leading Hotels Limited (Leading), an Indian subsidiary.

Thus, FHCPL has 79.81% economic interest in Leading.

It may be noted that FHCPL and Lexon are not a material subsidiary of Asian Hotels (North) Limited

Further your Directors may inform you that the under the Mauritius Law, FHCPL a wholly owned subsidiary and Lexon a step down subsidiary of the Company, is under the process of liquidation.

In respect of ultimate subsidiary company, i.e., Leading Hotels Limited, an Order under section 7 of Insolvency & Bankruptcy Code 2016, read with rule 4 of the Insolvency & Bankruptcy (Application to Adjudicating Authority) Rules, 2016 passed on June 25, 2021 for initiating Corporate Insolvency Resolution Process (CIRP).

During the year under review, no company became a subsidiary or joint venture or associate of the Company. Similarly, no company ceased to be a subsidiary or joint venture or associate during the year under review. Minutes of the Board meetings of the subsidiaries are periodically placed and taken note of by the Board of the Company.

### **MATERIAL DISCLOSURES**

#### **Code of Conduct**

The Board of Directors of the Company had approved and adopted a Code of Conduct, namely 'AHNL Code of Conduct', applicable to all the Board Members and Senior Management Personnel and the same is uploaded on the website of the Company and can be accessed at <http://www.asianhotelsnorth.com/pdf/CodeofConducteffective01042019.pdf>

All concerned have affirmed their compliance with the said Code during the year under review. As required, a declaration to this effect by the Managing Director of the Company is annexed to this report as **Annexure I**.

#### **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.

#### **Independence of Directors**

During the year under review, all independent non-executive directors have confirmed and submitted declaration to the effect that they meet the criteria of independence as laid down under Section 149 and 150 and rules framed thereunder and other applicable provisions of the Act read with relevant regulations of the Listing Regulations. Independent non-executive directors have also submitted declarations for the financial year 2023-24 confirming that they continue to meet the criteria of independence as laid down under aforesaid provisions. Further, they have confirmed that they have obtained registration with the Indian Institute of Corporate Affairs as an Independent Director and such registration continues to be valid; and that they shall ensure renewal of such registration within a period of thirty days from the date of its expiry, as applicable; and that they shall pass the Online Proficiency Self-Assessment Test conducted by the above named institute within a period of two years from the date of inclusion of their respective names in the databank, if applicable, in pursuance of Section 150 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019, Further, in terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Reliance was placed on these confirmations/declarations while ascertaining the adequacy of number of independent directors for the purposes of compliance with Regulation 17 and other applicable regulations of the Listing Regulations.

In the opinion of the Board, the independent non-executive directors fulfill the conditions specified under Section 149 of the Act and the Listing Regulations, as amended, and that they are independent of the management.

#### **Related Party Transactions**

The Board of Directors of the Company has revised, approved and adopted 'Policy for Related Party Transactions', which has been uploaded on the website of the Company and can be accessed at <https://www.asianhotelsnorth.com/pdf/FY2223/Policy%20for%20Related%20Party%20Transactions%20as%20on%2001.04.2022.pdf>

There were no materially significant related party transactions that may have had potential conflict with the interest of the Company at large. Details of related party transactions i.e. transactions of the Company with its promoters, directors, key managerial personnel or

their relatives and subsidiaries of the Company are detailed under Note 39 to the Financial Statements. The Board certifies that these transactions are in the ordinary course of business, and are on an arm's length basis. These transactions have been approved by the Audit Committee and the Board of Directors from time to time. Save as otherwise detailed above, the directors and key managerial personnel had no pecuniary relationship or transactions with the Company during the year under review.

#### **Policy for Determining Material Subsidiaries**

In compliance with Regulation 24 of the Listing Regulations, the audit committee of the Company reviews the consolidated financial statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the Board meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

The Board of Directors of the Company had approved and adopted 'Policy for Determining Material Subsidiaries', which has been uploaded on the website of the Company and can be accessed at <https://www.asianhotelnorth.com/pdf/PolicyforDeterminingMaterialSubsidiarieseffective01042019.pdf>

#### **Risk Assessment and Minimization Procedure**

The Company's Board is conscious of the need to periodically undertake the risk assessment, and minimization procedures there-for.

The Board of Directors in its meeting held on 28th May, 2022 placed and approved the Risk Management Policy, pursuant to the provisions of Section 134 of the Companies Act, 2013 to identify and evaluate business risks and opportunities for mitigation of the same on a continual basis. This framework seeks to create transparency, minimize adverse impact on business objective and enhance Company's competitive advantage. In your company, risks are carefully mapped and a risk management framework is involved. The Company is faced with different types of risks, each of such risks requires different approaches for mitigation. Risk Management Policy lays down the process for identification and mitigation of risks. The policy is available on the website of the Company and can be assessed at [https://www.asianhotelnorth.com/pdf/RiskManagementPolicy11082011\\_8Sep2021.pdf](https://www.asianhotelnorth.com/pdf/RiskManagementPolicy11082011_8Sep2021.pdf)

Further, based on the market capitalization of the Company, the provisions relating to the formation of a Risk Management Committee is not applicable to the Company.

#### **Whistle Blower Policy/Vigil Mechanism**

Pursuant to Section 177(9) and 177(10) of the Act and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy with vigil mechanism for the Directors and Employees of the Company to report to the management about the genuine concerns, unethical behavior, fraud or violation of Company's Code of Conduct, leakage, or suspected leakage of Unpublished Price Sensitive Information with respect to the Company. The Board of Directors of the Company had approved and adopted a 'Whistle Blower Policy' which is uploaded on the website of the Company and can be accessed at <https://www.asianhotelnorth.com/pdf/FY2324/WhistleBlowerPolicy01.04.2019.pdf>

The 'Whistle Blower Policy' provides that all employees and directors of the Company are eligible to make protected disclosures to the competent authority i.e. the Chairman of the Audit Committee with respect to any improper activity concerning the Company. The policy provides for direct access to the Chairman of the Audit Committee. During the year under review, neither any case was reported under the Whistle Blower Policy nor was anyone denied access to the said competent authority or the Audit Committee.

The details of establishment of the above vigil mechanism forms part of the Directors' Report.

#### **Code on Insider Trading/Fair Disclosures**

The Board of Directors of the Company had approved and adopted code of conduct for prohibition of insider trading, namely 'Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders'.

'Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders', inter-alia prohibits dealing in securities of the Company by designated persons who are in possession of unpublished price sensitive information in relation to the Company. The said Code lays down the procedures to be followed, and disclosures to be made while dealing in the securities of the Company. Further, in pursuance of Regulation 9A(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the Insider Trading Regulations), the Board has also approved and adopted 'The Policy for Procedure of Inquiry in case of Leak of Unpublished Price Sensitive Information' which forms part of the said Code. The Company Secretary monitors the implementation and compliance of the same.

To align the said Code with the extant statutory and regulatory framework, the Board of Directors vide circular resolution approved on 25th December, 2019, amended and adopted the same effective 26th December, 2019, by including the requisite provisions of Chapter IIIA of the Insider Trading Regulations.

'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information', as amended, and 'Policy for Determination of Legitimate Purposes', which forms part of the aforesaid Code, is uploaded on the website of the Company and can be accessed at <https://www.asianhotelnorth.com/pdf/FY2223/Code%20of%20Internal%20Procedures%20and%20Conduct%20for%20Regulating,%20Monitoring%20and%20Reporting%20by%20Insiders%20effective%2001.04.2019.pdf>



There has been no change in the accounting policies and practices save as detailed in Notes to the Financial Statements. Further, there is no accounting matter/transaction wherein a treatment different from that prescribed in the extant Accounting Standards has been followed while preparing the financial statements for the year under review.

**Disclosure on Commodity Price Risk/Foreign Exchange Risk/Hedging Activities**

The Company has not entered into any derivative contract during the year under review.

Details of un-hedged foreign currency exposure of the Company are given in Note 38 to the Financial Statements.

**Funds raised through preferential allotment or qualified institutions placement**

During the Financial Year 2022-23, no funds were raised through preferential allotment or qualified Institution Placements as specified under Regulation 32(7A) of SEBI Listing Regulations.

**CEO/CFO Certification**

A certificate, in accordance with the requirements of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, duly signed by the Managing Director and Executive Director & Chief financial Officer in respect of the financial statements for the year under review was placed before the Board and taken on record and annexed as **Annexure II** to this report.

**Total fees paid/payable to the Statutory Auditors**

The details of total fees for all services paid/payable by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditor is a part, are as follows:

Particulars	Amount (Rupees in Lacs including GST)
Fee for the statutory audit and limited reviews for the financial year 2022-23	21.24
Tax Audit Fee for the financial year 2021-22	2.36
Fee for Certification work during the financial year 2022-23	-
Out of pocket expenses during the financial year 2022-23	-
Total	23.60

**Disclosures in relation to the Sexual Harassment of Women at Workplace place:**

- a) No. of Complaints filed during the financial year : Nil
- b) No. of Complaints disposed of during the financial year : NA
- c) No. of Complaints pending as at the end of the financial year : NA

**Credit Ratings**

During the year under review no credit rating was procured by the Company.

The details of credit ratings obtained by the Company in the Financial Year 2021-22 are given below:

- Acuite Ratings & Research vide its rating letter dated 5th May, 2021 assigned the Independent Credit Evaluation (ICE) symbol as RP4 based on the restructuring plan submitted by the Company.
- Brickwork Ratings India Private Limited vide letter dated 14th July, 2021, has downgraded the credit rating of the Company from BWR B Negative to BWR D in respect of Term Loan and Cash Credit/Overdraft aggregating Rs. 416.24 crore;

**Certificate from a Company Secretary in Practice**

M/s. Chandrasekaran Associates, Company Secretaries, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

The aforesaid certificate is enclosed as **Annexure III** to this report.

**Details of non-compliances by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority on any matter related to capital markets, during the last three years:**

Timely compliance of multifarious and complex regulatory framework is always a challenge. Compliance status of all applicable laws is reviewed by the Board on quarterly basis.

During the period ended on 31st March, 2021, there was delay in filing of Audited Financial Results on both Stock exchanges i.e. BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE) by 5 days and subsequently both the Stock Exchanges imposed the penalty of Rs. 29,500 each, which eventually submitted by the Company.

The above mentioned penalties were imposed on the Company because it could not finalize the financial results of the year 2020-21 within the stipulated time due to disruption of work caused by the prolonged lock-down enforced to contain the prevailing global pandemic COVID 19. Even after the lock-down was relaxed, restrictions on movement and non-availability of public transportation severally impacted the attendance. Moreover, due to the similar reasons, the Auditors' offices were also sparsely operational for a long time due to which audit was also delayed.

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and no penalties or strictures have been imposed on the Company by SEBI, or any other statutory authority, except as mentioned above and except for the observations made by the Secretarial Auditors in their Report for the FY 2022-23, annexed as Annexure-A in the Directors' Report, which are self-explanatory and do not require any further explanation/comment from the Board of Directors. You may refer to section 'Secretarial Auditors and their Report' forming part of Directors' Report.

**SHAREHOLDERS' INFORMATION**

**Profile of Directors seeking appointment/re-appointment**

Mr. Ashish Dhanuka (DIN: 07220876), Director retires by rotation at the ensuing annual general meeting and being eligible, is proposed to be re-appointed.

Ms. Mita Namonth Jha (DIN: 07258314) who was appointed as Non-Executive Independent Director under Section 149 of the Companies Act 2013, is proposed to be re-appointed for a period of 6 months effective 7<sup>th</sup> July, 2023. It is proposed to seek approval of the shareholder for her re-appointment.

Detailed profiles of the above named Director seeking appointment/ re-appointment is given on page no. 15-17, as part of Notice convening the forthcoming annual general meeting in compliance with Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2).

**Means of Communication**

All official declarations, quarterly/half-yearly/annual results, intimations, notices, reports and news releases are first forwarded to the Stock Exchanges and, if considered necessary, subsequently released to the media. Further, all periodic statutory reports and other official news releases are uploaded on the Company's official website [www.asianhotelsnorth.com](http://www.asianhotelsnorth.com)

**Annual General Meeting**

Day, Date & Time: Friday, the 29th September, 2023 at 11.30 A.M

Venue: The meeting shall be held through video conferencing or other audio visual means and the Company's registered office at Bhikaji Cama Place, M.G. Marg, New Delhi – 110066 shall be the deemed venue of the meeting

**Financial Year/Calendar**

The Company follows 1<sup>st</sup> April to 31<sup>st</sup> March as its financial year.

The calendar for the current financial year 2023-24 is proposed as under:

Financial Reporting for the quarter ending 30 <sup>th</sup> June, 2023	On 10 <sup>th</sup> August, 2023
Financial Reporting for the half year ending 30 <sup>th</sup> September, 2023	On or before 14 <sup>th</sup> November, 2023
Financial Reporting for the third quarter ending 31 <sup>st</sup> December, 2023	On or before 14 <sup>th</sup> February, 2024
Financial Reporting for the year ending 31 <sup>st</sup> March, 2023	On or before 30 <sup>th</sup> May, 2024

Book Closure	From Saturday, the 23rd September, 2023 to Friday, the 29th September, 2023 (inclusive of both days)
--------------	------------------------------------------------------------------------------------------------------

<b>Dividend Payment Date</b>	No dividend is proposed for the year under review.
<b>Listing on Stock Exchanges</b>	<b>BSE Limited</b>
	Phiroz Jeejeebhoy Towers
	Dalal Street, Mumbai - 400 001; and
	<b>The National Stock Exchange of India Limited</b>
	Exchange Plaza, 5th Floor, Plot No. C/1,
	G Block Bandra-Kurla Complex, Bandra (E), Mumbai – 400051
	The Company has paid up to date Annual Listing Fees to the respective Stock Exchanges.



	During the year under review, there was no instance of suspension of trading in the Company's shares by the stock exchanges.
<b>Script Code/Script ID</b>	BSE – 500023/ASIANHOTNR NSE – ASIANHOTNR
<b>International Securities Identification Number (ISIN) for Equity shares</b>	INE 363A01022

**Stock Market Data**

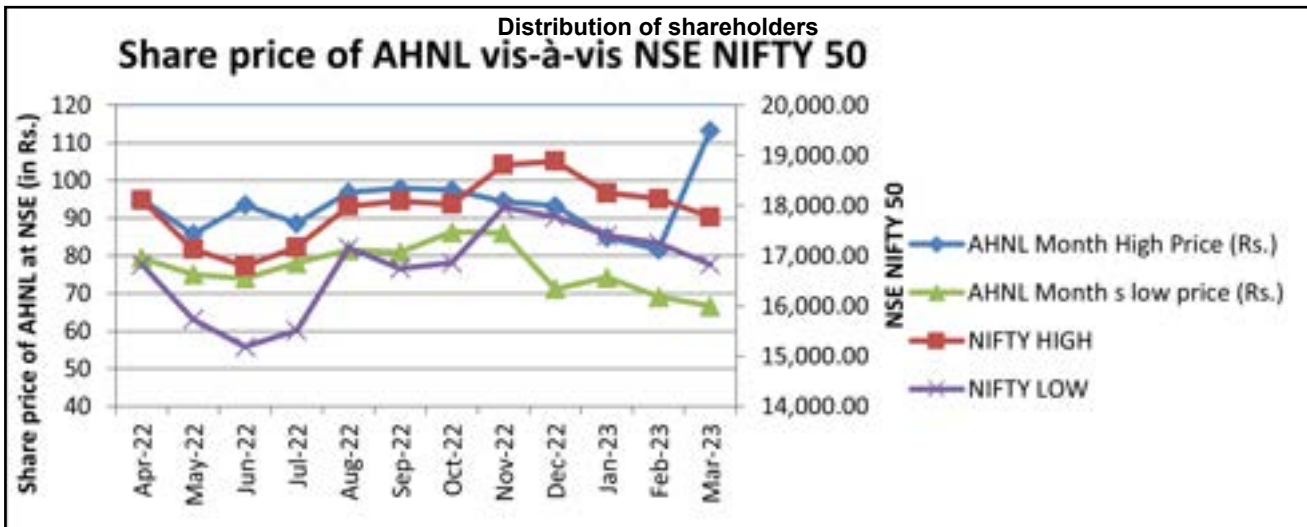
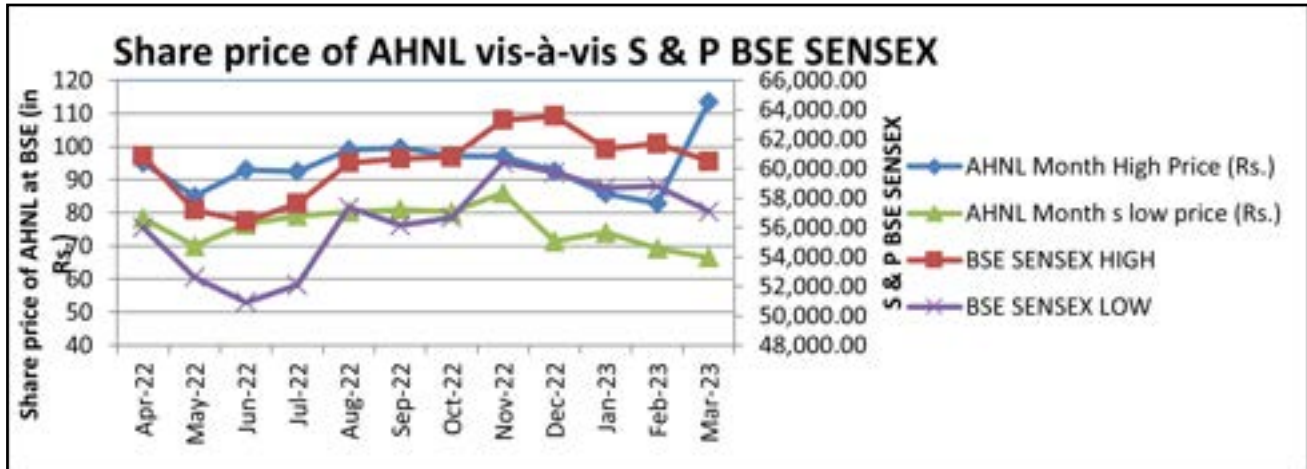
The monthly high and low quotations as well as the volume of shares traded at BSE Limited and The National Stock Exchange of India Limited are as follows:

Month	BSE Limited			The National Stock Exchange of India Limited		
	Month's High Price (Rs.)	Month's Low Price (Rs.)	Volume (In Nos.)	Month's High Price (Rs.)	Month's Low Price (Rs.)	Volume (In Nos.)
Apr 2022	95.15	78.40	71503	95.00	79.40	884970
May 2022	85.00	70.00	26180	85.80	75.10	73606
Jun 2022	93.00	76.55	25242	93.50	74.00	253809
Jul 2022	92.50	79.10	10815	88.60	78.10	148476
Aug 2022	99.00	80.30	193284	96.85	81.50	341431
Sep 2022	99.65	81.00	26326	97.90	80.85	308717
Oct 2022	97.20	80.25	16631	97.50	86.30	120272
Nov 2022	96.95	86.00	27653	94.45	86.05	17639
Dec 2022	92.60	71.40	22527	93.30	71.20	71840
Jan 2023	85.80	74.05	17144	84.95	74.20	151966
Feb 2023	82.90	69.20	22063	81.70	69.15	53193
Mar 2023	113.53	66.60	132353	113.30	66.60	292162

Source: www.bseindia.com & www.nseindia.com

**Share Price performance in comparison to S & P BSE SENSEX & NSE NIFTY 50**

MONTH	S & P BSE SENSEX		NSE NIFTY 50	
	HIGH	LOW	HIGH	LOW
Apr 2022	60845.10	56009.07	18114.65	16824.70
May 2022	57184.21	52632.48	17132.85	15735.75
Jun 2022	56432.65	50921.22	16793.85	15183.40
Jul 2022	57619.27	52094.25	17172.80	15511.05
Aug 2022	60411.20	57367.47	17992.20	17161.25
Sep 2022	60676.12	56147.23	18096.15	16747.70
Oct 2022	60786.70	56683.40	18022.80	16855.55
Nov 2022	63303.01	60425.47	18816.05	17959.20
Dec 2022	63583.07	59754.10	18887.60	17774.25
Jan 2023	61343.96	58699.20	18251.95	17405.55
Feb 2023	61682.25	58795.97	18134.75	17255.20
Mar 2023	60498.48	57084.91	17799.95	16828.35



Number of equity shareholders	As on 31st March, 2023				As on 31st March, 2022			
	No. of Shareholders	% of Total Shareholders	Number of shares held	% Share holding	No. of Shareholders	% of Total Shareholders	Number of shares held	% Share holding
Up-to 500	11560	95.93	667797	3.43	12264	95.79	751168	3.86
501 – 1000	252	2.09	188749	0.97	293	2.29	219970	1.13
1001 – 2000	108	0.90	152998	0.79	115	0.90	164242	0.84
2001 – 3000	28	0.23	72425	0.37	35	0.27	88854	0.46
3001 – 4000	15	0.12	52919	0.27	15	0.12	52495	0.27
4001 – 5000	10	0.08	48010	0.25	9	0.07	41599	0.21
5001 – 10000	18	0.15	137518	0.71	18	0.14	144344	0.74
10001 – above	59	0.49	18132813	93.21	54	0.42	17990557	92.48
<b>TOTAL</b>	<b>12050</b>	<b>100.00</b>	<b>19453229</b>	<b>100.00</b>	<b>12803</b>	<b>100.00</b>	<b>19453229</b>	<b>100.00</b>





**Category wise shareholding**

CATEGORY	As on 31st March, 2023		As on 31st March, 2022	
	No. of shares held	% of shareholding	No. of shares held	% of shareholding
<b>A. Promoters Shareholding</b>				
-Indian	31600	0.16	31600	0.16
-Foreign	9830025	50.53	9830025	50.53
<b>Total Promoters shareholding</b>	<b>9861625</b>	<b>50.69</b>	<b>9861625</b>	<b>50.69</b>
<b>B. Public Shareholding</b>				
-Mutual Funds/Financial Institutions/Banks and Insurance Companies	25997	0.13	1428988	7.34
-FIIs	214	0.00	214	0.00
-NRIs -repatriable basis	2074074	10.66	1394800	7.17
-non-repatriable basis	268267	1.38	98064	0.50
-Bodies Corporate (Domestic)	3789577	19.48	2356059	12.11
-Bodies Corporate (Foreign)	0	0.00	690802	3.55
-Individuals (Indian Public)	3257505	16.75	3447146	17.72
-Clearing Members	14062	0.07	13063	0.02
Investor Education and Protection Fund	161908	0.83	162468	0.84
<b>Total Public shareholding</b>	<b>9591604</b>	<b>49.31</b>	<b>9591604</b>	<b>49.30</b>
<b>GRAND TOTAL*</b>	<b>19453229</b>	<b>100</b>	<b>19453229</b>	<b>100</b>

\*There are no outstanding warrants/depository receipts/convertible instruments which may have impact on the equity.

**Share Transfer System**

SEBI has mandated that, effective from 01 April 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. The communication, inter alia, contained procedure for getting the shares dematerialised. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

During the year, the Company had obtained, on yearly basis, a certificate, from a Company Secretary in Practice, certifying that the Company has not received any request relating to registration of share transfer during FY 2022-23. The Company has also not received request for consolidation, sub-division, renewal, exchange or endorsement as required under Regulation 40(9) of the Listing Regulations and filed a copy of the said certificate with the Stock Exchanges. Trading in equity shares of the Company is permitted only in dematerialised form. Transfer of dematerialised shares is done through the depositories with no involvement of the Company.

**Share Transfer Agent**

KFIN Technologies Limited

Selenium Building, Tower-B, Plot Number 31 & 32 Financial District,

Nanakramguda Serilingampally Hyderabad, Rangareddy, Telangana – 500 032

Toll free number **1800 309 4001**

<https://www.kfintech.com> and / or <https://ris.kfintech.com/> e-mail : [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

### Dematerialization of Shares/liquidity

19326878 shares (equivalent to 99.35%) of the total outstanding shares of the Company are held in dematerialized form as on 31<sup>st</sup> March, 2023. During the year under review, the Company's shares were frequently traded in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

### Dividend Information

The Company keeps uploading regularly, on its website as also on the website of the Ministry of Corporate Affairs, Government of India (MCA), complete details of unpaid/unclaimed dividends from time to time. Further, in an endeavor to serve its shareholders, the Company has been notifying the shareholders about the dividends which remain unpaid/unclaimed, by sending them individual reminders from time to time.

Any amount described under Section 125(2) of the Act, including dividend, which remains unpaid/unclaimed for a period of seven years from the date of transfer to unclaimed dividend account is required to be transferred by the Company in accordance with the provisions of Section 124(5) of the Act, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly, during the year under review, no unpaid/unclaimed dividend was transferred to the IEPF, as no dividend has been paid by the Company for the FY 2014-15. Accordingly no shares in respect of which dividend has been unpaid/unclaimed for a period of seven consecutive years were transferred to IEPF Authority as per Section 124(6) of the Act.

No dividend has been paid by the Company for the FY 2014-15 onwards

**Loans and Advances in the nature of loan by the Company and/or its subsidiaries to firms/companies in which directors are interested:** Nil

### Plant Location

The Company primarily operates in one business segment i.e. Hospitality/Hotel Operations, and presently owns only one five-star deluxe hotel, namely

#### **HOTEL HYATT REGENCY DELHI**

Bhikaji Cama Place,  
M. G. Marg, New Delhi -110 066

### Address for Correspondence

The investors may forward their queries to the Company at its registered office address given below. However, queries pertaining to shareholding, transfer, transmission, dividend etc., may be addressed directly to the Registrar & Transfer Agent (details of which are mentioned above for your reference).

### Registered Office

#### **ASIAN HOTELS (NORTH) LIMITED**

Bhikaji Cama Place, M. G. Marg, New Delhi – 110 066

Telephone No.: 011 66771225-1226

Fax No.: 011 26791033

Email Id.: [investorrelations@ahlnorth.com](mailto:investorrelations@ahlnorth.com)

### Details of Compliance with Mandatory Requirements

The Company has complied with all the mandatory requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 except for the observations made by the Secretarial Auditors in their Report for the FY 2022-23, annexed as Annexure-A in the Directors' Report, which are self-explanatory and do not require any further explanation/comment from the Board of Directors. You may refer to section 'Secretarial Auditors and their Report' forming part of Directors' Report.

### DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES

No agreement subsists as on the date of notification of clause 5A to para A of part A of schedule III of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### Outstanding GDR/ADR

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence as on March 31, 2023, the Company does not have any outstanding GDRs / ADRs/ Warrants or any convertible instruments.



<b>Adoption of Discretionary Requirements as specified in sub-regulation 1 of Regulation 27 read with Part E of Schedule II to the Listing Regulations</b>	<p>The Company had an Executive Chairperson namely Mr. Shiv Kumar Jatia who was Chairman &amp; Managing Director. Mr. Shiv Kumar Jatia resigned from the office of Chairman &amp; Managing Director and office of Director of the Company effective 21st October, 2021. After resignation of Mr. Shiv Kumar Jatia, the Company does not have a regular Chairperson. Mr. Amritesh Jatia has been appointed as the Managing Director of the Company effective 23rd October, 2021. Further, Mr. Amritesh Jatia was appointed as Chairman of the Board in addition to Managing Director of the Company by the Board of Directors vide Circular Resolution No. 4/2022-23 dated 22nd September, 2022 .</p> <p>The Company has so far not implemented the non-mandatory requirement of sending half yearly financial performance including summary of significant events to each household of shareholders, as specified in sub regulation 1 of Regulation 27 read with Part E of Schedule II to the Listing Regulations.</p>
	<p>The Company is conscious of the qualified opinion expressed by its Secretarial Auditors, and is making concerted efforts to correct the position. Necessary submissions have already been made in the Stock Exchanges.</p>
	<p>The Internal Auditors of the Company report directly to the Audit Committee and present their reports at its meetings.</p>

## ANNEXURE I TO THE CORPORATE GOVERNANCE REPORT

The Board of Directors  
Asian Hotels (North) Limited  
Bhikaji Cama Place  
M.G. Marg  
New Delhi – 110 066

**Subject: Code of Conduct – Declaration under Para D of Schedule V and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)**

Dear Sirs/Madam,

This is to certify that pursuant to Para D of Schedule V and other applicable regulations of the Listing Regulations, the members of the Board of Directors and Senior Management Personnel have affirmed having complied with Code of Conduct for Board of Directors and Senior Management Personnel for the financial year ended 31st March, 2023.

**Amritesh Jatia**  
Chairman and Managing Director  
DIN: 02781300

Place: New Delhi  
Date: 10th August, 2023

## ANNEXURE II TO THE CORPORATE GOVERNANCE REPORT

**CEO/CFO CERTIFICATION AS REQUIRED PURSUANT TO REGULATION 17(8) & PART B OF SCHEDULE II TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To  
**The Board of Directors**  
Asian Hotels (North) Limited  
Bhikaji Cama Place, M.G. Marg, New Delhi-110 066

This is to certify that:

- 1) We have reviewed the financial statements and the cash flow statement for the financial year 2022-23 (1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023) and that to the best of our knowledge and belief:
  - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
  - 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.
- 2) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- 3) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, wherever there were any and of which we were aware of, and the steps we have taken or propose to take to rectify the same.
- 4) We have indicated to the Auditors and the Audit Committee:
  - significant changes in internal control over financial reporting during the year;
  - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Amritesh Jatia**  
Chairman and Managing Director  
DIN: 02781300

**Ashish Dhanuka**  
Executive Director & Chief Financial Officer  
DIN: 07220876

Place: New Delhi  
Date: 29<sup>th</sup> May, 2023

**ANNEXURE III TO THE CORPORATE GOVERNANCE REPORT  
CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS****(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
 The Members  
**Asian Hotels (North) Limited**  
 Bhikaji Cama Place  
 M. G. Marg  
 New Delhi 110066

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Asian Hotels (North) Limited having CIN: L55101DL1980PLC011037 and having Registered Office at Bhikaji Cama Place, M. G. Marg, New Delhi, 110066 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and declarations received from respective Directors, We hereby certify that as on Financial Year ended March 31, 2023 none of the Directors on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

S. No.	Name of Directors	DIN	Date of appointment in Company
1	Mr. Amritesh Jatia	02781300	05/12/2016
2	Mr. Akhilesh Bhuwalka	02764273	18/06/2020
3	Ms. Preeti Gandhi	08552404	13/09/2020
4	Mr. Sanjeev Agarwala	09342150	04/10/2021
5	Mr. Ashish Dhanuka	07220876	23/10/2021
6	Ms. Mita Namonath Jha	07258314	07/07/2022

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

**For Chandrasekaran Associates**  
 Company Secretaries  
 FRN: P1988DE002500  
 Peer Review Certificate No.: 1428/2021

**Shashikant Tiwari**  
 Partner  
 Membership No. F11919  
 Certificate of Practice No. 13050  
 UDIN: F011919E000383081

Date: 26<sup>th</sup> May, 2023  
 Place: Delhi

**ANNEXURE 'F' FORMING PART OF THE DIRECTORS' REPORT****AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To the Members of  
Asian Hotels (North) Limited,

We have examined the compliance of conditions of Corporate Governance by **Asian Hotels (North) Limited**, for the year ended 31st March, 2023 as per the Regulations 17 to 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and amendments thereof.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. 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, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (incl. any amendment thereof) read with Uniform Listing Agreement executed by the Company with the Stock Exchanges.

We state that, such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For V.V. Kale and Company,**

Chartered Accountants

Firm Registration Number: 000897N

**Vijay V. Kale**

(Partner)

M.No: 080821

UDIN: 23080821BGUXDW8566

Place: New Delhi

Date: 10<sup>th</sup> August, 2023



## Independent Auditor's Report

### To the Members of Asian Hotels (North) Limited Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of Asian Hotels (North) Limited ("the Company"), which comprises of the Balance Sheet as at 31st March 2023, the statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

#### Emphasis of Matters

We draw attention to the following matters in the Notes to the standalone financial statements:

##### A. Contingent Liabilities

We draw attention to Note 33 which describes the uncertainty related to the outcome of certain disputes and law-suits filed against the Company. The impact (if any) of these disputes/law-suits on the standalone financial statements of the Company could not be ascertained.

##### B. One Time Restructuring & Status of Repayments

- We draw attention to Note 18 to the Financial Statements relating to long term borrowings. As a fallout of the COVID-19 in India in April 2020, the RBI had issued Resolution Framework for One Time Restructuring. In accordance to the same, the financial institution lenders entered into an Inter-Creditor Agreement on December 10, 2020 invoking the resolution process. As per the terms of the One Time Restructuring, the Company was required to infuse additional funds by way of CRE Sales and also equity investment. However, the Company was unable to do either due to reasons specified in the said Notes.
- Accordingly, the Company has been unable to repay various Installments due till 31<sup>st</sup> March, 2023 as per OTR Sanction letter issued by the respective banks amounting to Rs. 12,976.67 Lakhs (in aggregate for all banks taken together) and Interest payment amounting to Rs. 7723.94 Lakhs (in aggregate for all banks taken together).
- As per Note 18 to the Financial Statements, as per the management, the delay has been due to non-receipt of NOC for such sale from the lender banks despite several reminders and delay in capital infusion by prospective investor due to recover action initiated by lenders. The account of the Company has been marked as NPA by all the lender banks, but, the Company is not in agreement to the same as the lender banks did not implement the OTR due to reasons specified above. The Company has also challenged the loan recall notices issued by the banks in Delhi High Court & that the Hon'ble High Court has granted stay on all such actions and the said matter is sub-judice.
- As per Note 21 to the Financial Statements, the balance in Cut Back account was INR 132.83 Lakhs as at 31<sup>st</sup> March, 2023. The lender banks and the Company had initially agreed to a 10% cut back (against the revenue receipts in the Bank Account of the Company) which will be adjusted against the principal outstanding as of 1<sup>st</sup> March, 2020. The lender banks in the meeting held in the month of April 2023 have proposed to increase the cut back to 12.5%. The Company does not expect any material issues arising from the same on the cash flows of the Company.

##### C. Assignment of Borrowings of the Company

We draw attention to Note 18 to the Financial Statements wherein it is specified that the loans granted by two lenders have been assigned to an Asset Reconstruction Company and Non-Banking Finance Company. Assignment made by one of the lenders has been challenged by the Company before the Hon'ble High Court and that interest provisioning is made accordingly without taking into effect of such assignment.

##### D. Non-provisioning of Commitment Charges

We draw attention to Note 43 to the Financial Statements. The company has not provided for the commitment charges amounting to Rs. 755.26 Lakhs which is payable by company under Space buying Agreement signed with different parties. As informed to us, the Company is confident of securing waivers / settlement from them for the same. This will be an ongoing evaluation and based on the outcome of the settlement with the respective parties additional provisioning may be required to be done in the future.

**E. Current Status of Business Operations and ability to continue as a Going Concern**

We draw attention to Note 45 to the Financial Statements relating to the Current Status of Business Operations. The Company's financial statements are prepared on a going concern basis, which contemplates the utilization of assets and the satisfaction of obligations in the normal course of business.

While impact of COVID is still felt, operating profitability for the Company is improving significantly and it will be further aided by several cost reduction measures being adopted by the Company. During the FY 2022-23, company has been able to generate revenue at pre-covid levels. The Company is in amicable discussions with Banks and Financial Institutions, to resolve financial matters in the best interest for bankers as well as shareholders. The Management is confident that its planned financial settlement will enable the Company to continue as a going concern.

Above factors and expected financial settlement with the lenders will be critical for the Company to continue as a Going Concern.

**F. Loss of control over Foreign Subsidiaries**

We draw attention to Note 44 to the Financial Statements. In respect of foreign subsidiaries, i.e., M/s Finline Hospitality & Consultancy Pte Ltd. (FHCPL) & M/s Lexon Hotels Venture Ltd., Mauritius (Lexon) notice for appointment of liquidator has been accepted by the competent authority in Mauritius. As a result of the same, the Company has lost control of these entities. Accordingly, the Company has not presented Consolidated Financial Statements for FY 2022-23.

**Our opinion is not modified in respect of the above matters "A" to "F" above.**

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

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter Description	Response to Key Audit Matter
<p><b>A. Assessment of recoverability of Deferred Tax Assets recognized on tax losses (Refer Note 8 to the Financial Statements.)</b></p> <ul style="list-style-type: none"> <li>- The Company has recognised deferred tax assets on unabsorbed depreciation and deductions based on actual payments (together hereinafter referred to as "tax losses") incurred till FY 2020-21. The assets have been recognised on the basis of the Company's assessment of availability of future taxable profit to offset such tax losses based on business projections for the future years.</li> <li>- The recoverability of the deferred tax assets depends upon factors such as the projected taxable profitability of business and the period considered for such projections, the rate at which those profits will be taxed and the period over which tax losses will be available for recovery.</li> </ul> <p>This was considered as a key audit matter as the amount is material to the financial statements and significant judgement in key assumptions was required by the Company's Management in the preparation of forecasts of future taxable profits based on the underlying business plans.</p>	<p><b>Principal Audit Procedures</b></p> <p>Our procedures included, amongst others, the following:</p> <ul style="list-style-type: none"> <li>(i) Evaluation of the design and testing pertaining to effectiveness of Company's controls relating to taxation and the assessment of carrying amount of deferred tax assets relating to unabsorbed tax losses;</li> <li>(ii) Assessing the reasonableness of the period of projections used in the deferred tax asset recoverability assessment considering that the Company operates in a highly competitive industry which is subject to disruptions through changing macro scenario;</li> <li>(iii) Comparing the Company's performance for the year with the approved budget to assess the reasonableness of the assumptions;</li> <li>(iv) Comparing the Company's projections of future taxable profit to the approved business plans;</li> <li>(v) Testing, whether projections prepared were consistent with our understanding and knowledge of current business and the general economic environment in which the Company operates and whether the tax losses can be utilized within the forecast recoupment period;</li> <li>(vi) Testing the assumptions used by analyzing the impact on taxable profit using different growth rates and profit margins;</li> <li>(vii) Reviewing the adequacy of disclosures made in the financial statements with regard to deferred taxes.</li> </ul> <p>Following the concept of prudence the Company has not recognized fresh deferred tax assets on the additional losses incurred in FY 2021-22 and FY 2022-23.</p>





	<p>Based on the above procedures performed, our testing did not identify any material exceptions with respect to the reasonability of the assumptions and estimates used by the management in assessing the recoverability of Deferred Tax Asset recognised in respect of tax Losses in the past. However, the evaluation process is ongoing and in case of non-realization of the planned results, the Deferred Tax Asset already recognized in the past may require reversal in line with the relevant accounting standards.</p>
<p><b>B. Assessment of ability to continue as Going Concern</b></p> <ul style="list-style-type: none"> <li>- The Company has earned operational profits during FY 2022-23.</li> <li>- Due to the creation of provision for diminution in the value of investment in the Subsidiary Company in FY 2020-21, the Net Worth of the Company as at 31<sup>st</sup> March, 2023 has continued to be hit.</li> <li>- The Company had approached the lenders for One Time Restructuring and that majority lenders had invoked the One Time Restructuring plan in line with RBI Resolution Framework.</li> <li>- The Company was unable to repay its loan instalments as per the One Time Restructuring Plan on account of non-receipt of NOC for CRE sales from the lenders and action taken by a lender to recall the loan due to which proposed equity infusion by the prospective investor did not go through. The company is in discussion with the lenders for financial settlement.</li> <li>- The ability of the Company to resolve the ongoing issues with the lenders and complete the financial settlement will be critical in its continuation as a Going Concern.</li> </ul> <p>This was considered as a key audit matter as the ability to continue as a going concern is material to the preparation of financial statements.</p>	<p>Our procedures included, amongst others, the following:</p> <ul style="list-style-type: none"> <li>(i) Evaluation of the design and testing pertaining to effectiveness of Company's controls relating to evaluation of Going Concern Assumption;</li> <li>(ii) Assessing the reasonableness of the period of projections used in One Time Restructuring Proposals submitted to the lenders under RBI Resolution Framework for resolution of stressed assets on account of COVID-19 situation;</li> <li>(iii) Reviewing actions undertaken by management to monetize CRE Assets;</li> <li>(iv) Comparing the Company's projections of future taxable profit to the approved business plans;</li> <li>(v) Evaluation of Operating Financial Results of Companies operating in Comparable segments / industries</li> <li>(vi) Evaluating existence of any long term arrangements confirming the ability of the Company to continue as a going concern.</li> <li>(vii) Reviewing the adequacy of disclosures made in the financial statements with regard to Status of Business Operations.</li> </ul> <p>Based on the above procedures performed, our testing did not identify any material exceptions with respect to the reasonability of the usage of Going Concern assumption as at 31<sup>st</sup> March, 2023. However, the same will be subject to on-going review and assessment during FY 2023-24 as the ability of the Company to continue as a Going Concern will be greatly dependent on financial settlement with the lenders.</p>

**Other Matters**

The Company has total MSME dues as at 31<sup>st</sup> March, 2023 amounting to INR 149.48 Lakhs which are outstanding for a period beyond 45 days as stipulated in the Micro, Small and Medium Enterprises Act, 2006. As per Section 16 of the said Act, the Company is required to pay interest on such delayed payments amounting to INR 8.89 Lakhs. As per the Company, the delay in payments is on account of temporary financial difficulties which had increased on account of COVID-19 situation affecting the Hospitality Industry in particular and that it will clear all MSME dues at the earliest and also obtain the waiver for the interest payment from the MSME vendors concerned.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.
  - (A) As required by Section 143 (3) of the Act, we report that:
    - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
    - c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
    - d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
    - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
    - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
  - (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. the Company has disclosed the impact, wherever necessary, of pending litigations on its financial position in its financial statements - Refer Note 34 to the financial statements;
    - ii. the Company has made provision, as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
    - iv. The Management has represented that, to the best of it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - v. The Management has represented, that, to the best of it's knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - vi. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to my/our notice that has caused me/us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
    - vii. The company has not declared or paid any dividend during the financial year ended 31st March, 2023 and thus the reporting requirement as per Rule 11(f) is not applicable.
  - (C) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act:

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

**For, V V Kale & Co**  
*Chartered Accountants*  
Firm Reg. Number: 000897N

**Vijay V. Kale**  
*Partner*  
Membership No: 080821  
UDIN: 23080821BGUWRL9239

Place: New Delhi  
Date: May 29, 2023

## Annexure - A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of Asian Hotels (North) Limited ("the Company") on the standalone financial statements for the year ended 31<sup>st</sup> March 2023, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
  - (B) The Company has maintained proper records showing full particulars of intangible assets
- (b) As per the information and explanation given to us, physical verification of fixed assets has been carried out in terms of the phased program of verification adopted by the company and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) As per the information and explanation given to us the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year and accordingly, Paragraph 3(i)(d) is not applicable to the Company.
- (e) As per the information and explanations given to us, no proceedings have been initiated and / or pending against the Company under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder and accordingly, Paragraph 3(i)(e) is not applicable to the Company.
- (ii) (a) As per the information and explanation given to us, physical verification of inventory has been conducted at reasonable intervals by the management, the coverage and procedure of such verification by the management is appropriate. Discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (b) As per the information and explanation given to us, company has outstanding working capital limits in excess of five crore rupees during the financial year in aggregate, from banks or financial institutions on the basis of security of current assets during the year but *as per information provided to us no quarterly returns or statements filed with lenders due to default in repayment of dues to lenders & working capital limits remains to be out of order during FY 2022-23. But, the Company has been providing the monthly operating results to the Banks in the requisite format.*
- (iii) As informed to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act') and accordingly, Paragraph 3(iii)(a) to Paragraph 3(iii)(f) of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made & guarantees issued by company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits covered by the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, GST, cess and other material statutory dues have been *generally delayed* during the year depositing by the Company with appropriate authorities.
 

According to the information and explanations given to us, in our opinion, no undisputed amounts payable in respect of statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Service Tax, Goods & Services Tax, Custom Duty, Cess and other statutory dues applicable to it were in arrears as on 31<sup>st</sup> March, 2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and records of the company examined by us, the following dues of income tax and duty of excise as at 31<sup>st</sup> March, 2023 which have not been deposited by the Company on account of any disputes.



Nature of Statute	Year to which it relates	Amount unpaid (excluding interest) (Rs. In Lakhs)	Forum where dispute is pending
Finance Act, 1994 (Service Tax)	2002-2007	214.62 Lakhs	Hon'ble Supreme Court of India
Income tax Act, 1961	2015-16	1290.87 Lakhs	Income Tax Appellate Tribunal

- (viii) According to the information and explanations given to us there are No transactions which have been disclosed as income under the Income Tax Act, 1961 which were previously unrecorded in the books.
- (ix) (a) *According to the information and explanations given to us and based on our examination of the records of the Company, the Company has been unable repay Installments due till 31<sup>st</sup> March, 2023 as per OTR Sanction letter issued by the respective banks amounting to Rs. 12,976.67 Lakhs (in aggregate for all banks taken together) and interest payment amounting to Rs. 7,723.94 Lakhs (in aggregate for all banks taken together) due to inability to monetize CRE Assets located in hotel premises. As per the management, the delay has been due to non-receipt of NOC for such sale from the lender banks despite several reminders and that the matter is now sub-judice before the Hon'ble Delhi High Court.*
- (b) According to the information and explanations given to us, the Company is not declared willful defaulter by any bank or financial institution or other lender.
- (c) According to the information and explanations given to us, no term loans were raised by the Company (other than assignments of existing borrowings) which doesn't result in actual cash inflow but funds the interest liability by way of additional term loan) during the period and accordingly, Paragraph 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and based on our examination, the Company has not raised short term loans utilized for long term purpose.
- (e) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not taken any loans on account of or to meet the obligation of its subsidiaries during the year and accordingly, Paragraph 3(ix)(e) of the Order is not applicable to the Company. As explained to us, the Company did not have any joint venture and associates during the year.
- (f) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not been sanctioned any loan on the pledge of securities held in its subsidiaries during the year. However, there exist loans on the pledge of securities held in the subsidiaries as on the reporting date created in earlier years. The Company has been unable to repay the instalments due against the same during the year. The value of such instalments is included and covered in the total value indicated in Para (ix)(a) above.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further offer (including debt instruments) during the period and accordingly, Paragraph 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not raised moneys by way of preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. and accordingly, Paragraph 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) Based upon the audit procedures performed and according to the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.
- (b) No report has been filed by the auditors under sub-section (12) of section 143 of the Companies Act with the Central Government during the period.
- (c) No whistle blower complaints were reported during the period.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii)(a) to paragraph 3(xii)(c) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) According to the information and explanations give to us and based on our examination of the records of the Company, the company has an internal audit system commensurate with the size and nature of its business.
- (b) Internal Audit report for the period from April to March, 2023 are received and considered by us.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

- (xvi) The Company is not required to be registered as required, under section 45-IA of the Reserve Bank of India Act 1934.
- (xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has incurred cash loss of Rs. 6397.15 Lakhs during the year ending 31<sup>st</sup> March, 2023 & Rs. 9811.88 lakhs during year ended 31<sup>st</sup> March, 2022. The computation of cash profits / (loss) for year ending 31<sup>st</sup> March, 2023 and 31<sup>st</sup> March, 2022 is given below:

Particulars	FY 2022-23	FY 2021-22
Profit/(Loss) before tax	(8482.06)	(12481.15)
Add: Depreciation & Amortization Expenses	2305.60	2510.95
Add: Provision for impairment of Investment in subsidiary	Nil	Nil
Less : Taxes (paid)/ Refund as per Cashflow Statement	(220.69)	158.32
<b>Cash Profit/(Loss)</b>	<b>(6397.15)</b>	<b>(9811.88)</b>

(Rs. in lakhs)

- (xviii) There has been no resignation of the Statutory Auditors during the period.
- (xix) *On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, we are of the opinion that uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. The factors specified in the Emphasis of Matter Paragraphs and Key Audit Matters concerning to state of business operations and the impact on Going Concern are crucial to be able to meet future liabilities / obligations.*
- (xx) The provisions regarding Corporate Social Responsibility are not applicable on the Company since the profits are below the applicability threshold. Accordingly, the provisions of Paragraph 3(xx)(a) and Paragraph 3(xx)(b) of the Order are not applicable on the Company.
- (xxi) Since this report is issued on the standalone financial statements, hence, Paragraph 3(xxi) of the order is not applicable on the Company.

**For, V V Kale & Co**  
Chartered Accountants  
Firm Reg. Number: 000897N

**Vijay V. Kale**  
Partner  
Membership No: 080821  
UDIN: 23080821BGUWRL9239

Place: New Delhi  
Date: May 29, 2023



## **Annexure - B to the Independent Auditors' Report**

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

We have audited the internal financial controls over financial reporting of Asian Hotels (North) Limited ("the Company") as of 31<sup>st</sup> March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

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

#### **Auditors' Responsibility**

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

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

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

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

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

## Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were generally operating effectively as at 31st March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For, V V Kale & Co**  
*Chartered Accountants*  
Firm Reg. Number: 000897N

**Vijay V. Kale**  
Partner  
Membership No: 080821  
UDIN: 23080821BGUWRL9239

Place: New Delhi  
Date: May 29, 2023





**STATEMENT OF ASSETS AND LIABILITIES AS AT 31ST MARCH 2023**

	Note No.	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	4	1,45,652.39	1,47,875.17
(b) Capital Work in Progress	4	104.15	99.15
(c) Financial Assets			
(i) Investments	5	-	-
(ii) Loans	6	13.38	17.69
(iii) Others	7	379.47	385.98
(d) Deferred Tax Assets (Net)	8	3,857.37	3,857.37
(e) Other Non-Current Assets	9	907.19	532.30
		<b>1,50,913.95</b>	<b>1,52,767.66</b>
<b>CURRENT ASSETS</b>			
(a) Inventories	10	918.82	573.24
(b) Financial Assets			
(i) Trade Receivables	11	1,615.38	623.19
(ii) Cash and Cash Equivalents	12	1,891.12	141.04
(iii) Bank Balance other than (ii) above	13	69.49	512.24
(iv) Others	14	377.20	308.43
(c) Other Current Assets	15	1,476.63	669.20
		<b>6,348.64</b>	<b>2,827.34</b>
<b>TOTAL ASSETS</b>		<b>1,57,262.59</b>	<b>1,55,595.00</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	16	1,945.32	1,945.32
(b) Other Equity	17	14,293.60	22,767.87
		<b>16,238.92</b>	<b>24,713.19</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	18	79,559.93	87,259.73
(ii) Other Financial Liabilities	19	53.30	78.48
(b) Provisions	20	302.56	308.25
		<b>79,915.79</b>	<b>87,646.46</b>
<b>CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	21	28,606.86	19,516.78
(ii) Trade Payables	22	-	-
(A) total outstanding dues of micro enterprises and small enterprises; and		149.48	154.31
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		8,389.81	9,317.58
(iii) Other Financial Liabilities	23	12,768.99	3,907.64
(b) Other Current Liabilities	24	11,117.60	10,282.83
(c) Provisions	25	75.14	56.21
		<b>61,107.88</b>	<b>43,235.35</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>1,57,262.59</b>	<b>1,55,595.00</b>

Corporate Information, Basis of Preparation & Significant Accounting Policies 1-3  
The accompanying notes 1 to 46 are an integral part of the Standalone Financial Statements

As per our report of even date attached  
**For V V KALE & CO.**  
Chartered Accountants  
Firm Registration No. 000897N

**On behalf of the Board of Directors**  
**Asian Hotels (North) Limited**

**Vijay V. Kale**  
Partner  
Membership Number: 080821

**AMRITESH JATIA**  
Chairman & Managing Director  
DIN: 02781300

**ASHISH DHANUKA**  
Executive Director and Chief Financial Officer  
DIN: 07220876

Place: New Delhi  
Dated: 29.05.2023  
UDIN: 23080821BGUWRL9239

**TARUN SRIVASTAVA**  
Company Secretary and Compliance Officer  
Membership No.: 53209

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2023

	Note No.	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
<b>INCOME</b>			
Revenue from operations	26	25,577.99	13,052.54
Other income	27	166.58	409.12
<b>TOTAL INCOME</b>		<b>25,744.57</b>	13,461.66
<b>EXPENSES</b>			
Consumption of provisions, beverages, smokes and others	28	3,596.75	2,158.71
Employee benefits expense	29	5,423.10	4,075.57
Finance Costs	30	11,782.48	10,979.27
Depreciation and amortization expenses	4	2,305.60	2,510.95
Other expenses	31	11,118.70	6,218.31
<b>TOTAL EXPENSES</b>		<b>34,226.63</b>	25,942.81
<b>Profit/(Loss) before exceptional items and tax</b>		<b>(8,482.06)</b>	(12,481.15)
<b>Exceptional items</b>		-	-
<b>Profit/(Loss) before tax</b>		<b>(8,482.06)</b>	(12,481.15)
Tax items			
Current tax		-	-
Earlier years tax provisions (written back)		-	-
Deferred tax asset / (liability)		-	-
<b>Total tax items</b>		-	-
<b>Profit/(Loss) for the year</b>		<b>(8,482.06)</b>	(12,481.15)
<b>Other Comprehensive Income / (Loss)</b>			
Items that will not be re-classified to Profit or Loss			
Re-measurement gains/ (losses) on post employment benefit plans		7.80	41.41
<b>Other Comprehensive Income for the year / (Loss)</b>		<b>7.80</b>	41.41
<b>Total Comprehensive Income/ (Loss) for the year</b>		<b>(8,474.26)</b>	(12,439.74)
<b>Earning Per Equity Share (Basic and Diluted) (In Rs.)</b>	32	<b>(43.60)</b>	(64.16)

Corporate Information, Basis of Preparation & Significant Accounting Policies 1-3  
The accompanying notes 1 to 46 are an integral part of the Standalone Financial Statements

As per our report of even date attached  
**For V V KALE & CO.**  
Chartered Accountants  
Firm Registration No. 000897N

**On behalf of the Board of Directors**  
**Asian Hotels (North) Limited**

**Vijay V. Kale**  
Partner  
Membership Number: 080821

**AMRITESH JATIA**  
Chairman & Managing Director  
DIN: 02781300

**ASHISH DHANUKA**  
Executive Director and Chief Financial Officer  
DIN: 07220876

**Place: New Delhi**  
**Dated: 29.05.2023**  
**UDIN: 23080821BGUWRL9239**

**TARUN SRIVASTAVA**  
Company Secretary and Compliance Officer  
Membership No.: 53209



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023**

	As at 31-03-2023 (Rs. In Lakhs)	As at 31-03-2022 (Rs. In Lakhs)
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit/ (loss) Before Tax</b>	<b>(8,482.06)</b>	<b>(12,481.15)</b>
Adjustments for:		
Depreciation and amortization	2,305.60	2,510.95
Interest and finance charges	11,782.48	10,979.27
Interest income	(14.23)	(37.31)
(Gain)/Loss on fixed assets sold/ discarded (net)	-	32.05
Net unrealized (gain)/loss on foreign currency transaction and translation (relating to other heads)	1,237.47	-
Provision for bad & doubtful debts/advances (written back)	30.71	36.90
Excess Provisions / Liability no longer required written back	(127.10)	(359.66)
Non-operating Income	-	-
<b>Operating Profit before Working Capital Changes</b>	<b>6,732.87</b>	<b>681.05</b>
Adjustments for changes in working capital :		
(Increase)/decrease in trade receivables, loans & advances and other assets	(2,046.15)	135.40
(Increase)/decrease in inventories	(345.58)	8.34
Increase/(decrease) in trade payables, other liabilities and provisions	171.17	486.93
<b>Cash Generated from Operations</b>	<b>4,512.31</b>	<b>1,311.72</b>
Income taxes (paid)/refund received	(220.69)	158.32
<b>Net Cashflow from Operating Activities</b>	<b>4,291.62</b>	<b>1,470.04</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(82.83)	(76.89)
Additions in capital work in progress	(5.00)	-
Proceeds from sale of fixed assets	-	30.80
Investments in bank deposits (with original maturity over 3 months)	442.75	(442.75)
Proceeds from bank deposits (with original maturity over 3 months)	-	-
Interest received	17.90	33.64
Sale of Investment in shares	-	142.54
<b>Net Cashflow from Investing Activities</b>	<b>372.82</b>	<b>(312.66)</b>

**(C) CASH FLOW FROM FINANCING ACTIVITIES**

Proceeds from long term borrowings		
Receipts	-	-
Payments	(1,739.75)	(608.70)
Proceeds from short term borrowings		
Receipts	500.00	1,881.09
Payments	(725.41)	(1,026.57)
Interest and finance charges	(949.19)	(1,359.68)
<b>Net Cashflow from Financing Activities</b>	<b>(2,914.36)</b>	<b>(1,113.87)</b>
<b>Net Increase/(Decrease) in Cash and Cash Equivalents</b>	<b>1,750.08</b>	<b>43.51</b>
<b>Cash and bank balances at the beginning of the year</b>	<b>141.04</b>	<b>97.53</b>
<b>Cash and bank balances at the end of the year</b>	<b>1,891.12</b>	<b>141.04</b>

**NOTES:**

- 1) The above cash flow statement has been prepared as per the "Indirect method" set out in the Indian Accounting Standard (Ind AS) - 7 Statement of Cash Flows
- 2) Figures in bracket indicate cash outflow.
- 3) Previous year figures have been regrouped and recast wherever necessary to confirm to current year's classification.

**Cash and cash equivalents at the end of the year consist of cash on hand, cheques, draft on hand and balance with banks as follows:**

<b>DETAIL OF CASH AND CASH EQUIVALENTS</b>	<b>As at 31-03-2023 (Rs. In Lakhs)</b>	<b>As at 31-03-2022 (Rs. In Lakhs)</b>
Balances with banks		
In current accounts	1,878.89	130.21
In Bank OD	-	-
Cash on hand	12.23	10.83
Cheque on hand	-	-
	<b>1,891.12</b>	<b>141.04</b>

As per our report of even date attached  
**For V V KALE & CO.**  
 Chartered Accountants  
 Firm Registration No. 000897N

**On behalf of the Board of Directors**  
**Asian Hotels (North) Limited**

**Vijay V. Kale**  
 Partner  
 Membership Number: 080821

**AMRITESH JATIA**  
 Chairman & Managing Director  
 DIN: 02781300

**ASHISH DHANUKA**  
 Executive Director and Chief Financial Officer  
 DIN: 07220876

**Place: New Delhi**  
**Dated: 29.05.2023**  
**UDIN: 23080821BGUWRL9239**

**TARUN SRIVASTAVA**  
 Company Secretary and Compliance Officer  
 Membership No.: 53209



**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023**

**(A) EQUITY SHARE CAPITAL**

For the year ended 31st March, 2023

(Rs. In Lakhs)

Balance as at 1st April, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at 31st March, 2023
1,945.32	-	-	-	1,945.32

For the year ended 31st March, 2022

(Rs. In Lakhs)

Balance as at 1st April, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance as at 31st March, 2022
1,945.32	-	-	-	1,945.32

**(B) OTHER EQUITY**

For the year ended 31st March, 2023

(Rs. In Lakhs)

Particulars	Reserves and Surplus							Total Equity
	Capital Reserve	General Reserve	Capital Redemption Reserve	Security Premium	Retained Earnings	Revaluation Reserve	FVOCI Reserve	
Balance as at 1st April, 2022	1.41	8,863.57	990.00	32,994.83	(62,100.12)	41,348.25	669.93	22,767.87
Profit/(Loss) for the year	-	-	-	-	(8,482.06)	-	-	(8,482.06)
Transfer from / to*	-	-	-	-	940.89	(940.89)	-	-
Other Comprehensive income/ (loss) for the year	-	-	-	-	-	-	7.80	7.80
<b>Balance as at 31st March, 2023</b>	<b>1.41</b>	<b>8,863.57</b>	<b>990.00</b>	<b>32,994.83</b>	<b>(69,641.30)</b>	<b>40,407.36</b>	<b>677.73</b>	<b>14,293.60</b>

\* As per para 41 of Ind AS 16 Property, Plant & Equipment, the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost is transferred from Revaluation Reserve to Retained Earnings directly.

For the year ended 31st March, 2022

(Rs. In Lakhs)

Particulars	Reserves and Surplus							Total Equity
	Capital Reserve	General Reserve	Capital Redemption Reserve	Security Premium	Retained Earnings	Revaluation Reserve	FVOCI Reserve	
Balance as at 1st April, 2021	1.41	8,863.57	990.00	32,994.83	(50,559.80)	42,289.08	628.52	35,207.61
Profit/(Loss) for the year	-	-	-	-	(12,481.15)	-	-	(12,481.15)
Transfer from / to*	-	-	-	-	940.83	(940.83)	-	-
Other Comprehensive income/ (loss) for the year	-	-	-	-	-	-	41.41	41.41
<b>Balance as at 31st March, 2022</b>	<b>1.41</b>	<b>8,863.57</b>	<b>990.00</b>	<b>32,994.83</b>	<b>(62,100.12)</b>	<b>41,348.25</b>	<b>669.93</b>	<b>22,767.87</b>

\* As per para 41 of Ind AS 16 Property, Plant & Equipment, the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost is transferred from Revaluation Reserve to Retained Earnings directly.

As per our report of even date attached  
**For V V KALE & CO.**  
 Chartered Accountants  
 Firm Registration No. 000897N

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**ASIAN HOTELS (NORTH) LIMITED**

**Vijay V. Kale**  
 Partner  
 Membership Number: 080821

**AMRITESH JATIA**  
 Chairman & Managing Director  
 DIN: 02781300

**ASHISH DHANUKA**  
 Executive Director and Chief Financial Officer  
 DIN: 07220876

Place: New Delhi  
 Dated: 29.05.2023  
 UDIN: 23080821BGUWRL9239

**TARUN SRIVASTAVA**  
 Company Secretary and Compliance Officer  
 Membership No.: 53209

## NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

### 1. CORPORATE INFORMATION

Asian Hotels (North) Limited (“the Company”) is a public limited company domiciled in India and is listed on the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE). The Company is operating a Five Star Deluxe Hotel, namely Hyatt Regency in Delhi since 1982.

### 2. BASIS OF PREPARATION

For the year ended 31st March 2023, the Company has prepared its financial statements in accordance with the Indian Accounting Standards notified under Section 133 of the companies Act 2013, read together with Companies (Accounts) Rules 2014 (Ind AS). The financial statements have been prepared on historical cost basis, except certain financial assets and liabilities which have been measured at fair value, defined benefits plans and contingent consideration. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purposes of current / non-current classification of assets and liabilities.

#### **Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- a. Expected to be realized or intended to be sold or consumed in normal operating cycle
- b. Held primarily for the purpose of trading
- c. Expected to be realized within twelve months after the reporting period, or
- d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- a. It is expected to be settled in normal operating cycle
- b. It is held primarily for the purpose of trading
- c. It is due to be settled within twelve months after the reporting period, or
- d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### 2A. USE OF ESTIMATES

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the group’s accounting policies. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be adjusted due to estimates and assumptions turning out to be different from those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

#### **Critical estimates and judgments**

The areas involving critical estimates or judgments are:

- a) Estimation of current tax expense and payable – Refer accounting policies - 3.9
- b) Estimated useful life of property, plant & equipment and intangible assets – Refer accounting policies - 3.1
- c) Estimation of defined benefit obligation – Refer accounting policies - 3.8
- d) Estimation of fair values of contingent liabilities - Refer accounting policies - 3.12
- e) Recognition of revenue - Refer accounting policies - 3.4
- f) Recognition of deferred tax assets for carried forward tax losses – Refer accounting policies - 3.9
- g) Impairment of financial assets – Refer accounting policies - 3.2 & 3.5



**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

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

**3. SIGNIFICANT ACCOUNTING POLICIES**

**3.1 Property, Plant and Equipment:**

Property, Plant and Equipment are stated at original cost (including any revalued amount) net of tax / duty credit availed, less accumulated depreciation, and accumulated and accumulated impairment losses, if any. Costs include financing costs of borrowed funds attributable to acquisition or construction of fixed assets, up to the date the assets are put-to-use. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. Where components of an asset are significant in value in relation to the total value of the asset as a whole, and they have substantially different economic lives as compared to principal item of the asset, they are recognized separately as independent items and are depreciated over their estimated economic useful lives. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred unless they meet the recognition criteria for capitalization under Property, Plant and Equipment

**Tangible Fixed Assets:**

- (a) Depreciation is charged using straight line method on the basis of the expected useful life as specified in Schedule II to the Act. A residual value of 5% (as prescribed in Schedule II to the Act) of the cost of the assets is used for the purpose of calculating the depreciation charge. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. However, management reviews the residual values, useful lives and methods of depreciation of property, plant and equipment at each reporting period end and any revision to these is recognized prospectively in current and future periods.
- (b) Depreciation on leasehold improvements is being charged equally over the period of the lease.
- (c) Depreciation on the increased amount of assets due to revaluation is computed on the basis of residual life of the assets as estimated by the valuer on straight line method and charged to Revaluation Reserve and credited to the Other Comprehensive Income based on guidance provided by "Application Guide on the Provisions of Schedule II to the Companies Act, 2013" issued by the Institute of Chartered Accountants of India read with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2016 as amended by the Companies (Indian Accounting standards) (Amendment) Rules, 2016.
- (d) No depreciation is charged on the assets sold/ discarded during the year.
- (e) On transition to Ind AS, the Company had elected to measure its Property, Plant and Equipment at cost as per Ind AS. Further, as per the requirement of paragraph 11 of Ind AS 101, outstanding amount in the revaluation reserve is transferred to retained earning account. This is because after transition, the Company is no longer applying the revaluation model of Ind AS 16, instead it has elected to apply the cost model approach.

**Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses.

An item of intangible asset initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset [calculated as the difference between the net disposal proceeds and the carrying amount of the asset] is included in the income statement when the asset is derecognized. Intangible fixed assets are amortized on straight line basis over their estimated useful economic life.

**Capital Work- in- progress**

Capital work- in- progress represents directly attributable costs of construction to be capitalized. All other expenses including interest incurred during construction period are capitalized as a part of the construction cost to the extent to which these expenditures are attributable to the construction as per Ind AS-23 "Borrowing Costs". Interest income earned on temporary investment of funds brought in for the project during construction period are set off from the interest expense accounted for as expenditure during the construction period.

## NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

### 3.2 Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the Company measures it on the basis of discounted cash flow projections estimated based on current prices. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

In respect of the subsidiaries assets at each balance sheet date, the impairment testing is based on the realizable value of underlying assets as tested by the Board of Directors of the subsidiary.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Impairment losses of continuing operations, including impairment on inventories, are recognized in profit and loss section of the statement of profit and loss, except for properties previously revalued with the revaluation taken to other comprehensive Income (the 'OCI'). For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation.

### 3.3 Foreign Currency Transactions

The Company's financial statements are presented in INR, which is also the Company's functional currency.

#### Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of transaction.

#### Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items, which are measured in terms of historical costs denominated in foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

#### Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements including receivables and payables which are likely to be settled in foreseeable future, are recognized as income or as expenses in the year in which they arise. All other exchange differences are recognized as income or as expenses in the period in which they arise.

The gain or loss arising on translation of non-monetary items is recognized in line with the gain or loss of the item that give rise to the translation difference (i.e. translation difference on items whose gain or loss is recognized in other comprehensive income or the statement of profit and loss is also recognized in other comprehensive income or the statement of profit and loss respectively).

### 3.4 Revenue recognition

Effective 01 April 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) - 'Revenue from contracts with customers' using the cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. 01 April 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets / liabilities have not been retrospectively adjusted. The effect on adoption of Ind-AS 115 was insignificant. Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

- (i) Revenue from rendering of hospitality services is recognized when the related services are performed and billed to the customer or the agreed milestones are achieved and are net of service tax and Goods and Service Tax (GST), wherever applicable.
- (ii) For all debt instruments measured either at amortized cost or at fair value through other comprehensive income [OCI], interest income is recorded using the effective interest rate [EIR]. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period,





NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument [for example, prepayment, extension, call and similar options] but does not consider the expected credit losses.

- (iii) Dividend income from investments is recognized when the Company's right to receive payment is established which is generally when shareholders approve the dividend.
- (iv) Income from generation of electricity is recognized when the actual generated units are transferred and billed to the buyer.
- (v) Income from hiring of vehicles is recognized on accrual basis on the basis of agreed rate.

**3.5 Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**A. Financial Assets**

**a. Initial recognition and measurement:**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place [regular way trades] are recognized on the settlement date, trade date, i.e., the date that the Company settle commits to purchase or sell the asset.

**b. Subsequent measurement:**

For purposes of subsequent measurement, financial assets are classified in four categories:

**i. Debt instruments at amortized cost:**

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows
- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate [EIR] method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

**ii. Debt instruments at fair value through other comprehensive income [FVTOCI]:**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The asset is held with objective of both - for collecting contractual cash flows and selling the financial assets
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income [OCI]. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

**iii. Debt instruments, derivatives and equity instruments at fair value through profit or loss [FVTPL]:**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**iv. Equity instruments measured at fair value through other comprehensive income [FVTOCI]:**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company has made such election on an instrument by- by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

**c. Derecognition:**

A financial asset is primarily derecognized when:

- i. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either [a] the Company has transferred substantially all the risks and rewards of the asset, or [b] the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
- ii. the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

**d. Impairment of financial assets:**

In accordance with Ind AS 109, the Company applies expected credit loss [ECL] model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- b. Trade receivables or any contractual right to receive cash
- c. Financial assets that are debt instruments and are measured as at FVTOCI
- d. Lease receivables under Ind AS 17
- e. Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on Point c and d provided above. The application of simplified approach requires the company to recognize the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

ECL impairment loss allowance [or reversal] recognized during the period is recognized as income/ expense in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:



**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

- a. Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- b. Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

**B. Financial liabilities:**

**a. Initial recognition and measurement:**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

**b. Subsequent measurement:**

The measurement of financial liabilities depends on their classification, as described below:

**i. Financial liabilities at fair value through profit or loss:**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied for liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

**ii. Loans and borrowings:**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

**iii. Financial guarantee contracts:**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

**c. Derecognition:**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

**C. Reclassification of financial assets:**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period

## NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

following the change in business model. The Company does not restate any previously recognized gains, losses [including impairment gains or losses] or interest.

### D. Offsetting of financial instruments:

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

### 3.6 Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a. In the principal market for the asset or liability, or
- b. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted [unadjusted] market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

### 3.7 Inventories

Inventories are valued at the lower of cost or net realizable value. The cost is determined by weighted average method. The net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

Operating equipment in circulation is valued at weighted average cost less estimated diminution in value on account of usage.

### 3.8 Retirement benefits

Retirement benefit costs for the year are determined on the following basis:

- (i) All employees are covered under contributory provident fund benefit of a contribution of 12% of salary. There is no obligation other than the contribution payable to the respective fund.
- (ii) The Company also provides for retirement benefits in the form of gratuity and compensated absences/ Leave encashment in pursuance of the Company leave rules. The Company's liability towards such defined benefit plans are determined based on valuations as at the Balance Sheet date made by independent actuaries. The classification of the Company's net obligation into current and non-current is as per the actuarial valuation report.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not classified to the statement of profit and loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset

### 3.9 Taxes on Income

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 and tax laws prevailing in the respective tax jurisdictions where the Company operates. Current tax items are recognized in correlation to the underlying transaction either in P&L, OCI or directly in equity.

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized on the basis of reasonable certainty that the company will be having sufficient future taxable profits and based on the same the DTA has been recognized in the books.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates [and tax laws] that have been enacted or substantively enacted at the reporting date. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement". The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes it down to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period and utilize the MAT Credit Entitlement.

**3.10 Borrowing costs**

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

Borrowing costs which are not specifically attributable to the acquisition, construction or production of a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a weighted average capitalization rate. The weighted average rate is taken of the borrowing costs applicable to the outstanding borrowings of the company during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized cannot exceed the amount of borrowing costs incurred during that period.

**3.11 Earnings per equity share**

Basic earnings per share is calculated by dividing the net profit or loss from continuing operation and total profit, both attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

**3.12 Provisions, Contingent Liabilities and Contingent Assets:**

Provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made.

A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/ disclosure is made. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognized in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are renewed at each balance sheet date.

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023****3.13 Cash and Cash Equivalents**

Cash and cash equivalent comprise cash on hand and demand deposits with banks which are short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**3.14 Leases**

The determination of whether an arrangement is [or contains] a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

- A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.
- Lease other than finance lease are operating lease and these leased assets are not recognized in the company's statement of financial position but are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. The Company is both a lessee and a lessor under such arrangements. Payments and receipts under such leases are charged or credited to the Statement of Profit and Loss on a straight-line basis over the primary period of the lease unless another systematic basis is more representative of the time pattern of the user's benefit.

**3.15 Exceptional items**

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**4 - PROPERTY, PLANT AND EQUIPMENT**

(Rs. In Lakhs)

	Freehold land	Buildings	Furniture, Fixtures and Furnishing	Plant and Equipments	Office Equipment	Computers	Vehicles	Total	Capital Work-in progress
<b>Cost:</b>									
As at 31st March, 2021	80,074.28	63,689.00	7,735.97	15,172.75	56.85	468.15	785.69	1,67,982.69	148.60
Additions	-	8.54	37.48	79.21	1.10	-	-	126.34	-
Disposals / transfers	-	-	-	-	-	-	104.74	104.74	49.45
As at 31st March, 2022	<b>80,074.27</b>	<b>63,697.53</b>	<b>7,773.44</b>	<b>15,251.96</b>	<b>57.96</b>	<b>468.16</b>	<b>680.95</b>	<b>1,68,004.28</b>	<b>99.15</b>
Additions	-	-	31.91	40.34	0.42	10.16	-	82.83	5.00
Disposals / transfers	-	-	-	-	-	-	-	-	-
As at 31st March, 2023	<b>80,074.27</b>	<b>63,697.53</b>	<b>7,805.35</b>	<b>15,292.30</b>	<b>58.38</b>	<b>478.32</b>	<b>680.95</b>	<b>1,68,087.11</b>	<b>104.15</b>
<b>Accumulated depreciation:</b>									
As at 31st March, 2021	-	-	6,743.09	10,037.87	48.93	417.70	412.47	17,660.06	-
Depreciation charged during the year	-	1,379.59	292.37	744.67	2.43	18.24	73.66	2,510.95	-
Disposals / transfers	-	-	-	-	-	-	41.89	41.89	-
As at 31st March, 2022	-	<b>1,379.59</b>	<b>7,035.46</b>	<b>10,782.54</b>	<b>51.36</b>	<b>435.94</b>	<b>444.23</b>	<b>20,129.12</b>	-
Depreciation charged during the year	-	1,379.51	164.89	682.94	1.59	10.87	65.80	2,305.60	-
Disposals / transfers	-	-	-	-	-	-	-	-	-
As at 31st March, 2023	-	<b>2,759.10</b>	<b>7,200.35</b>	<b>11,465.48</b>	<b>52.95</b>	<b>446.81</b>	<b>510.03</b>	<b>22,434.72</b>	-
<b>Net book value</b>									
As at 31st March, 2022	80,074.27	62,317.94	737.98	4,469.42	6.61	32.22	236.72	1,47,875.17	99.15
As at 31st March, 2023	<b>80,074.27</b>	<b>60,938.42</b>	<b>605.00</b>	<b>3,826.82</b>	<b>5.43</b>	<b>31.51</b>	<b>170.92</b>	<b>1,45,652.39</b>	<b>104.15</b>

Note:- Title deeds of all the immovable properties are held in the name of the company.

**(a) Vehicles includes those financed:**

(Rs. In Lakhs)

	As at 31-03-2023	As at 31-03-2022
Gross value	213.25	267.92
Net value	73.11	119.69

(b) Land (freehold) and Plant and Equipments includes assets relating to the business of generation of electricity (Refer Note 34 on Segment Reporting)

Land (freehold)

	(Rs. In Lakhs)	
	As at 31-03-2023	As at 31-03-2022
Gross value	34.00	34.00
Net value	34.00	34.00

Plant and Equipments

	(Rs. In Lakhs)	
	As at 31-03-2023	As at 31-03-2022
Gross value	1,857.02	1,857.02
Net value	593.83	674.05

(c) Capital Work in Progress consists of :

	As at 31-03-2023	As at 31-03-2022
Balance at the beginning of the year	99.15	148.60
Building under construction	-	-
Plumbing and sanitation	-	-
Air conditioning under installation	-	-
Furniture and Fixtures	-	-
Music, TV and Cinematograph	-	-
Electrification	-	-
Expenditure during construction {Refer Note (d) below}	5.00	-
	<b>104.15</b>	<b>148.60</b>
Less: Capitalized during the year	-	(49.45)
Balance at the end of the year	<b>104.15</b>	<b>99.15</b>

CWIP ageing schedule

CWIP	Amount in CWIP for a period of					Total
	Less than 1year	1-2years	2-3years	More than 3 years		
<b>Expansion II *</b>						
As at 31st March, 2023	5.00	-	0.6	98.55	<b>104.15</b>	
As at 31st March, 2022	-	0.6	3.86	94.69	<b>99.15</b>	
<b>Total CWIP</b>						
As at 31st March, 2023	5.00	-	0.60	98.55	<b>104.15</b>	
As at 31st March, 2022	-	0.60	3.86	94.69	<b>99.15</b>	

\* Development activities are halted due to pending regulatory approvals. The Management is confident that the requisite approvals will be obtained soon.

(d) All other expenses specifically attributable to construction have been accounted for as expenditure during construction. The Company has prepared the following Statement of Expenditure during construction:

	As at 31-03-2023	As at 31-03-2022
<b>STATEMENT OF EXPENDITURE DURING CONSTRUCTION</b>	<b>5.00</b>	-
Legal and professional charges (Including loan processing and arranging fees)	-	-
Miscellaneous expenses	<b>5.00</b>	-





NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023

	(Rs. In Lakhs)	
5 - NON - CURRENT FINANCIAL ASSETS - INVESTMENTS	As at 31-03-2023	As at 31-03-2022
<b>Unquoted investments:</b>		
<b>a. Investment in equity instruments</b>		
i) Subsidiary companies	54,653.62	54,653.62
Less: provision for impairment on the value of investment	(54,653.62)	(54,653.62)
	-	-
<b>b. Investment in preference shares</b>		
Subsidiary companies	7,380.70	7,380.70
Less: provision for impairment on the value of investment	(7,380.70)	(7,380.70)
	-	-
Aggregate amount of unquoted investments	-	-
Aggregate provision for diminution on value of investments	62,034.32	62,034.32

Details of Investments

	Face value per unit in Rs. unless otherwise specified	No. of shares/ units	Value	
			As at 31-03-2023	As at 31-03-2022
			(Rs. In Lakhs)	(Rs. In Lakhs)
<b>Unquoted Investments:</b>				
<b>Investment in equity instruments</b>				
<b>Investment in subsidiary company</b>				
<b>Par value of equity shares</b>				
1. Finline Hospitality & Consultancy Pte Ltd, Mauritius (FHCPL)	No par value	9,42,95,582	54,653.62	54,653.62
Less: Provision for Impairment on the value of investment			(54,653.62)	(54,653.62)
			-	-
<b>Investment in preference shares</b>				
<b>Investment in subsidiary company</b>				
<b>Fully paid up 5% Cumulative Redeemable Preference Shares</b>				
Finline Hospitality & Consultancy Pte Ltd, Mauritius (FHCPL) #	USD 1	1,01,93,679	7,380.70	7,380.70
Less: Provision for Impairment on the value of investment			(7,380.70)	(7,380.70)
<b>Total</b>			-	-

# There is no change in value of investment as company has not provided foreign exchange loss/ gain on amount invested in foreign currency as provision for impairment of investment is provided for full value of investment.

Notes:

- (a) The Company presently holds 100% interest in Finline Hospitality & Consultancy Pte Ltd. (FHCPL), which in turn holds 80% stake in Lexon Hotels Venture Ltd., Mauritius (Lexon); and Lexon in turn holds 99.76% interest in Leading Hotels Limited (Leading). Leading is developing an all Villa Hotel Complex at Goa and an 18 hole, 72 par Championship Golf Course. The said project will be under the management of Four Seasons, a world famed hotel chain and hospitality management company.
- (b) In respect of Ultimate Subsidiary company, i.e., Leading Hotels Limited, an Order under section 7 of Insolvency & Bankruptcy Code 2016, read with rule 4 of the Insolvency & Bankruptcy (Application to Adjudicating Authority) Rules, 2016 was passed on June 25, 2021 for initiating Corporate Insolvency Resolution Process (CIRP). Due to the uncertainty related to realisation of amount from the insolvency process the value of investment was fully impaired during the FY 2020-21 by creation of provision for diminution in the value of the investment.

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**5 - NON - CURRENT FINANCIAL ASSETS - INVESTMENTS ...contd.**

- (c) In respect of Finline Hospitality & Consultancy Pte Ltd. (FHCPL) & Lexon Hotels Venture Ltd., Mauritius (Lexon) an order for appointment of liquidator has been passed by the competent authority in Mauritius. As of result of the same, the Company has lost control of these entities. Accordingly, the Company will not be presenting Consolidated Financial Statements for FY 2022-23.

(Rs. In Lakhs)

<b>6 - NON - CURRENT FINANCIAL ASSETS - LOANS</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
(a) Loans Receivables considered good – Unsecured		
- Loans to employees	13.38	17.69
	<b>13.38</b>	<b>17.69</b>

(Rs. In Lakhs)

<b>7 - NON - CURRENT FINANCIAL ASSETS - OTHERS</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
Unsecured, considered good, unless otherwise stated		
Security deposits	379.47	385.98
	<b>379.47</b>	<b>385.98</b>

(Rs. In Lakhs)

<b>8 - TAXATION - DEFERRED TAX</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
<b>I. Income tax related items charged or credited directly to profit or loss during the year</b>		
Statement of profit or loss	-	-
Current income tax	-	-
Prior year income tax / (reversal)	-	-
Deferred tax expense / (benefit)	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**II. Income Tax Expense**

<b>Reconciliation</b>		
<b>Accounting profit / loss before tax</b>	(8,482.06)	(12,481.15)
Applicable tax rate	26.00%	26.00%
<b>Computed tax expense</b>	<b>-</b>	<b>-</b>

\*Computed tax expense is Nil since business loss is incurred in the respective financial years.

**III. Deferred Tax relates to the following:**

(Rs. In Lakhs)

Particulars	Balance Sheet		Recognized in statement of profit or loss (Expense / (Income))	
	As at 31-03-2023	As at 31-03-2022	2022-23	2021-22
Expense allowable on payment basis	(321.54)	(321.54)	-	-
Unused tax losses / depreciation	6,958.20	6,958.20	-	-
Minimum alternate tax (MAT) credit	778.15	778.15	-	-
Depreciation timing difference	(5,154.77)	(5,154.77)	-	-
Others	1,597.32	1,597.32	-	-
Earlier years tax provisions (written back)	-	-	-	-
Deferred tax asset / (liability) reversals	-	-	-	-
<b>Deferred tax asset / (liability)</b>	<b>3,857.37</b>	<b>3,857.37</b>	<b>-</b>	<b>-</b>



**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**8 - TAXATION - DEFERRED TAX ...contd.**

**III. Deferred Tax relates to the following...contd. :**

**Note :-** Deferred Tax Asset is not recognised during the financial year on additional business loss / unabsorbed depreciation following the concept of prudence. Deferred Tax Assets created till March 31, 2020 have not been reversed as the Company has made operational profits during FY 2022-23 and the Management has drawn plans for further improving profitability including increase of profitability through business lines such as Commercial Real Estate Sales, infusion of funds etc and settlement with the lenders. Accordingly, recognition of any additional Deferred Tax Asset in future shall be dependent on achieving / improving profitability in line with the relevant Accounting Standards. In case the standard is not met, the amount of Deferred Tax Asset outstanding in the books of account shall be reversed.

	(Rs. In Lakhs)	
<b>9 - NON - CURRENT ASSETS - OTHERS</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
Advance income tax/TDS (net of provision for taxation)	555.61	334.92
Others*	351.58	197.38
	<b>907.19</b>	<b>532.30</b>

\*Represents the amount paid to Registrar General High Court of Delhi towards order passed by Delhi High Court in legal suit filed by lessors related to non payment of lease rental of apartments.

	(Rs. In Lakhs)	
<b>10 - INVENTORIES</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
(valued at lower of cost and net realizable value)		
Wines and liquor	261.13	126.18
Provisions, other beverages and smokes	176.90	72.74
Crockery, cutlery, silverware, linen etc.	426.85	342.21
General stores and spares	53.94	32.11
	<b>918.82</b>	<b>573.24</b>

- As per inventory taken and valued by the Management

	(Rs. In Lakhs)	
<b>11 - TRADE RECEIVABLES</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
<b>Unsecured</b>		
Other debts		
Considered good	1,615.38	623.19
Considered doubtful	46.71	16.00
	<b>1,662.09</b>	639.19
Less: Provision for doubtful debts	(46.71)	(16.00)
	<b>1,615.38</b>	<b>623.19</b>
Trade receivables includes:		
Debts related to generation of electricity business (See segment reporting note)	0.21	15.69

Trade receivables ageing schedule for the year ended as on March 31, 2023 and March 31, 2022: (Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months to 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
<b>Undisputed Trade receivables – considered good</b>						
As at 31st March, 2023	1,423.71	12.28	52.11	71.24	56.04	1,615.38
As at 31st March, 2022	445.38	59.46	67.09	11.41	39.85	623.19
<b>Undisputed Trade receivables – credit impaired</b>						
As at 31st March, 2023	20.47	18.06	-	-	8.18	46.71
As at 31st March, 2022	2.62	4.48	5.05	0.86	3.00	16.00

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**11 - TRADE RECEIVABLES ...contd.**

(Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 Months	6 Months to 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
<b>Disputed Trade receivables – considered good</b>						
As at 31st March, 2023	-	-	-	-	-	-
As at 31st March, 2022	-	-	-	-	-	-
<b>Disputed Trade receivables – credit impaired</b>						
As at 31st March, 2023	-	-	-	-	-	-
As at 31st March, 2022	-	-	-	-	-	-
<b>Less: Allowance for credit loss</b>						
As at 31st March, 2023	(20.47)	(18.06)	-	-	(8.18)	(46.71)
As at 31st March, 2022	(2.62)	(4.48)	(5.05)	(0.86)	(3.00)	(16.00)
<b>Total Trade Receivables as at 31st March, 2023</b>	<b>1,423.71</b>	<b>12.28</b>	<b>52.11</b>	<b>71.24</b>	<b>56.04</b>	<b>1,615.38</b>
<b>Total Trade Receivables as at 31st March, 2022</b>	<b>445.38</b>	<b>59.46</b>	<b>67.09</b>	<b>11.41</b>	<b>39.85</b>	<b>623.19</b>

(Rs. In Lakhs)

<b>12 - CASH AND CASH EQUIVALENTS</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
Balances with banks		
In current accounts	1,878.89	130.21
Cash in hand	12.23	10.83
	<b>1,891.12</b>	<b>141.04</b>

(Rs. In Lakhs)

<b>13 - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
Other balances		
Earmarked balances with banks for:		
Unpaid dividends #	0.54	0.54
Bank deposits * / **	68.95	511.70
	<b>69.49</b>	<b>512.24</b>
There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at 31st March, 2023		
# includes excess deposit due to rounding-off of dividend payable on fractional shares	0.09	0.09
*under lien against guarantee given for loan taken by the company	-	442.75
*against bank guarantee given to BSES Rajdhani Power Limited for electricity supply	68.95	68.95

\*\* During the FY 2022-23, Bank Deposits amounting to Rs. 442.75 Lakhs have been takenover by the bankers & adjusted with credit facilities extended by them to the Company.



**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

	(Rs. In Lakhs)	
<b>14 - CURRENT FINANCIAL ASSETS - OTHERS</b>	As at 31-03-2023	As at 31-03-2022
Advances recoverable in cash or kind	377.20	304.76
Interest Accrued on Deposits	-	3.67
	<b>377.20</b>	<b>308.43</b>

	(Rs. In Lakhs)	
<b>15 - CURRENT ASSETS - OTHERS</b>	As at 31-03-2023	As at 31-03-2022
<b>Unsecured, considered good, unless otherwise stated</b>		
Prepaid expenses	370.59	170.42
Unbilled Revenue & Reimbursement	1,106.04	498.78
	<b>1,476.63</b>	<b>669.20</b>

	(Rs. In Lakhs)	
<b>16 - SHARE CAPITAL</b>	As at 31-03-2023	As at 31-03-2022
<b>Authorized:</b>		
40,000,000 Equity Shares of Rs. 10 each (40,000,000 Equity Shares of Rs. 10 each as on 31st March, 2023)	4,000.00	4,000.00
30,000,000 Preference Shares of Rs. 10 each (30,000,000 Preference Shares of Rs. 10 each as on 31st March, 2023)	3,000.00	3,000.00
<b>Issued, Subscribed and paid-up:</b>		
19,453,229 Equity Shares of Rs. 10 each fully paid up (19,453,229 Equity Shares of Rs. 10 each fully paid up as on 31st March, 2023)	1,945.32	1,945.32

**Notes:**

**(a) Reconciliation of the number of shares outstanding at the beginning at the end of the year:**

Authorized Share Capital	As at 31-03-2023		As at 31-03-2022	
	No. of shares	Rs. (Lakhs)	No. of shares	Rs. (Lakhs)
<b>(1) Equity Shares</b>				
Balance at the beginning of the year	4,00,00,000	4,000.00	4,00,00,000	4,000.00
Balance at the end of the year	4,00,00,000	4,000.00	4,00,00,000	4,000.00
<b>(2) Preference Shares</b>				
Balance at the beginning of the year	3,00,00,000	3,000.00	3,00,00,000	3,000.00
Balance at the end of the year	3,00,00,000	3,000.00	3,00,00,000	3,000.00
<b>Issued, subscribed and paid-up capital</b>				
	As at 31-03-2023		As at 31-03-2022	
	No. of shares	Rs. (Lakhs)	No. of Shares	Rs. (Lakhs)
<b>(1) Equity Shares</b>				
Balance at the beginning of the year	1,94,53,229	1,945.32	1,94,53,229	1,945.32
Add: Shares issued during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
Balance at the end of the year	1,94,53,229	1,945.32	1,94,53,229	1,945.32

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023****16 - SHARE CAPITAL ...contd.****(b) Terms / rights attached to equity shares:**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. For the year ended 31st March, 2023, the amount of per share dividend proposed as distribution to equity shareholders is Nil (31st March, 2022: Rs. Nil).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(c) Details of shareholders holding more than 5 % shares in the Company**

	As at 31-03-2023		As at 31-03-2022	
	%	No. of shares	%	No. of shares
<b>Equity Shares of Rs. 10 each fully paid up</b>				
Fineline Holdings Limited, (an overseas promoter entity)	23.10	44,93,145	23.10	44,93,145
Yans Enterprises (H.K.) Limited, (an overseas promoter entity)	27.43	53,36,880	27.43	53,36,880
Yes bank Limited*	-	-	7.21	14,02,991
J C Flowers Assets Reconstruction Pvt. Ltd.*	7.21	14,02,991	-	-

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

\* Yes Bank Limited invoked the pledge on the shares of the Company & during the FY 2022-23, Yes bank Limited has transferred all credit facilities including shareholding in the Company to M/s J C Flowers Assets Reconstruction Pvt. Ltd ("ARC"). The Company has challenged the said invocation & transfer / assignment of credit facilities by Yes Bank Limited to the ARC and that this matter is subjudice before Hon'ble Delhi High Court.

**(d) Details of Promoter shareholding as on 31.03.2023 & 31.03.2022**

Promoter Name	No. of shares as on 31.03.2022	% of total shares	No. of shares as on 31.03.2023	% of total shares	Change during the financial year	% Change during the financial year
<b>Promoter shareholding as on 31.03.2023</b>						
<b>- Individual</b>						
Mr. Shiv Kumar Jatia	25,100	0.13%	25,100	0.13%	-	-
<b>- Promotor group entity</b>						
Asian Holding Private Limited - Domestic Entity	6,500	0.03%	6,500	0.03%	-	-
Yans Enterprises (H.K) Limited - Foreign Entity	53,36,880	27.43%	53,36,880	27.43%	-	-
Fineline Holding Limited - Foreign Entity	44,93,145	23.10%	44,93,145	23.10%	-	-
<b>Promoter shareholding as on 31.03.2022</b>						
<b>- Individual</b>						
Mr. Shiv Kumar Jatia	8,58,027	4.41%	25,100	0.13%	(8,32,927)	-4.28%
<b>- Promotor group entity</b>						
Asian Holding Private Limited - Domestic Entity	5,91,564	3.04%	6,500	0.03%	(5,85,064)	-3.01%
Yans Enterprises (H.K) Limited - Foreign Entity	53,36,880	27.43%	53,36,880	27.43%	-	-
Fineline Holding Limited - Foreign Entity	44,93,145	23.10%	44,93,145	23.10%	-	-


**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**16 - SHARE CAPITAL ...contd.**

**Note 1:** The change in promoter's (SKJ and AHPL) holding during FY 2021-22 is due to invocation of pledge of shares held by Yes Bank Limited & VPCG Exim Pvt. Ltd.

**Note 2:** The Company contends that the invocation of pledge by Yes Bank Limited is illegal in nature & that the matter is now subjudice before the Delhi High Court. The Hon'ble Court has ordered to maintain status quo.

	(Rs. In Lakhs)	
<b>17 - OTHER EQUITY</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
<b>Capital Reserve</b>		
Opening balance	1.41	1.41
Additions during the financial year	-	-
Deductions during the financial year	-	-
Closing balance	1.41	1.41
<b>Capital Redemption Reserve for redeemed NCPS</b>		
Opening balance	990.00	990.00
Additions during the financial year	-	-
Deductions during the financial year	-	-
Closing balance	990.00	990.00
<b>Securities Premium</b>		
Opening balance	32,994.83	32,994.83
Additions during the financial year	-	-
Deductions during the financial year	-	-
Closing balance	32,994.83	32,994.83
<b>General Reserve</b>		
Opening balance	8,863.57	8,863.57
Additions during the financial year	-	-
Adjusted to FVTOCI reserve on transition to Ind AS	-	-
Closing balance	8,863.57	8,863.57
<b>Revaluation Reserve</b>		
Opening balance	41,348.25	42,289.08
Additions during the financial year	-	-
Deductions during the financial year	-	-
Transferred to Surplus of Profit and Loss *	(940.89)	(940.83)
Closing balance	40,407.36	41,348.25
<b>Surplus in Statement of Profit and Loss</b>		
Opening balance	(62,100.13)	(50,559.80)
Transferred from Revaluation Reserve*	940.89	940.83
Profit / (loss) during the year	(8,482.06)	(12,481.15)
Closing balance	(69,641.30)	(62,100.13)
<b>Fair Value through Other Comprehensive Income [FVTOCI] Reserve</b>		
Opening balance	669.93	628.52
Adjusted from surplus in statement of profit and loss		
- Re-measurement gains / (losses) on employee benefits	7.80	41.41
Closing balance	677.73	669.93
<b>Total of other equity - as at 31st March, 2023 &amp; as at 31st March, 2022</b>	<b>14,293.60</b>	<b>22,767.87</b>

\* As per para 41 of Ind AS 16 Property, Plant & Equipment, the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost is transferred from Revaluation Reserve to Retained Earning.

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

	(Rs. In Lakhs)	
<b>18 - NON - CURRENT FINANCIAL LIABILITIES - BORROWINGS</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
<b>Secured Term Loans</b>		
<b><u>From Banks</u></b>		
<b><i>External commercial borrowings</i></b>		
DBS Bank Limited	21,047.76	22,526.58
<b><i>Other Term Loans</i></b>		
Bank of Maharashtra - Rupee Loan	20,089.75	21,665.75
Yes Bank Limited-Rupee loan	11,573.86	12,582.81
Punjab National Bank-Rupee loan	12,114.32	13,014.32
IndusInd Bank-Rupee loan	-	8,712.00
	<b>64,825.69</b>	<b>78,501.46</b>
Less: Adjustment of transaction costs as per Ind AS 109	<b>(1,689.77)</b>	<b>(1,706.63)</b>
	<b>63,135.92</b>	<b>76,794.83</b>
<b><i>Funded Interest Term Loans (FITL)</i></b>		
Bank of Maharashtra - Rupee Loan	2,993.15	3,720.05
Yes Bank Limited-Rupee loan	2,527.63	3,034.55
Punjab National Bank-Rupee loan	1,599.35	1,987.76
Indusind Bank	-	1,380.69
<b><u>From Financial Institution</u></b>		
<b><i>Term Loan</i></b>		
Exclusive Capital Limited (Assigned from Indusind bank Limited)	8,062.00	
<b><i>Funded Interest Term Loans (FITL)</i></b>		
Exclusive Capital Limited (Assigned from Indusind bank Limited)	1,110.90	
<b><i>For acquisition of /secured against vehicles</i></b>		
Kotak Mahindra Prime Limited - Rupee loan	-	3.37
Toyota Financial Services - Rupee loan	-	0.67
<b>Inter Corporate Deposits</b>	<b>130.98</b>	<b>337.81</b>
	<b>79,559.93</b>	<b>87,259.73</b>





**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**18 - NON - CURRENT FINANCIAL LIABILITIES - BORROWINGS ...contd.**

**Notes**

- (i) As a fallout of the COVID-19 in India in April 2020, the RBI had issued Resolution Framework for One Time Restructuring (“OTR”). In accordance to the same, the financial institution lenders (5 No.s) entered into a Inter-Creditor Agreement on 23<sup>rd</sup> December, 2020 invoking the resolution process. As per the Guidelines, once the resolution is invoked, it needs to be implemented within 6 months, i.e., by June 09, 2021. The OTR is for obtaining extension in repayment of principal, reduction in interest rates and conversion of accrued interest into Funded Interest Term Loans (“FITL”). Summary of Revised Interest Rates & Repayment terms are summarized below.
- (ii) The Company has been unable to repay Installments due till March 31, 2023 as per OTR Sanction letter issued by the respective banks amounting to Rs. 12,976.67 Lakhs (in aggregate for all banks taken together) and interest payment amounting to Rs. 7,723.94 Lakhs (in aggregate for all banks taken together) The delay has been due to non-receipt of NOC for such sale from the lender banks despite several reminders.
- iii) During FY 2022-23 YBL assigned all credit facilities to JC Flower Assets Reconstruction Pvt. Ltd. pursuant to assignment agreement dated December 16, 2022. Other lender also issued loan recall notices & initiated recovery action under SARFAESI Act, 2002. Company has argued the said assignment by YBL & recovery actions of other lenders are inconsistent with Interim order passed by the Hon’able Delhi High Court vide order dated 24/02/2022. Hon’able Delhi High Court directed all lender to comply with the order dated 24/02/2022 & stay all recovery actions.

As the future outcome is uncertain, in line with the Inter Creditor Agreement as stated above, the company has accounted all Credit Facilities from lenders as per OTR sanctioned letter issued by them.

Nature of security and terms of repayment for secured current financial liabilities-borrowings:

**(a) DBS Bank Limited -External Commercial Borrowings**

ECBs carry interest @ 4.50% p.a. plus 6 months LIBOR / ARR (as per revised RBI Regulations) and are secured by first pari passu charge of land & building of Hotel Hyatt Regency Delhi and unsold area of New Tower Block A in Hyatt Regency Delhi, first pari passu charge on movable fixed assets (Excluding vehicles, windmills and power saving equipment), first pari passu charge on current assets (Present and Future), personal guarantee of Mr. Shiv Kumar Jatia (Resigned from Chairman & Managing Director w.e.f 22nd October, 2021) & Chairman & Managing Director (Mr. Amritesh Jatia) and pledge of shares representing Company’s investment in foreign subsidiary company. External commercial borrowings are repayable as under:

- (i) USD 161.67 Lakhs is payable in 16 unequal half yearly instalments till March, 2030;
- (ii) USD 175.40 Lakhs is payable in 11 unequal half yearly instalments till March, 2030.

- The Company has been unable to repay the Installments amounting to USD 47.95 Lakhs due till March 31, 2023.

**(b) Bank of Maharashtra - Rupee Loan**

Particulars	Terms of Repayment
- Bank of Maharashtra (Term Loan I) of Rs. 20,323.13 Lakhs (carried interest @ 9.80 % per annum)	The loan is repayable in 39 unequal quarterly instalments starting from March, 2022 till March, 2032.
- Bank of Maharashtra (Term Loan II) of Rs. 4,488.75 Lakhs (carried interest @ 9.80 % per annum)	The loan is repayable in 39 unequal quarterly instalments starting from March, 2022 till March, 2032.
- Bank of Maharashtra (FITL I) of Rs. 3502.96 Lakhs (carried interest @ 10.00 % per annum)	The loan is repayable in 20 unequal quarterly instalments starting from June, 2022 till March, 2027.
- Bank of Maharashtra (FITL II) of Rs. 772.97 Lakhs (carried interest @ 10.00 % per annum)	The loan is repayable in 20 unequal quarterly instalments starting from June, 2022 till March, 2027.

All the Above mentioned Loans (Both Term Loans & FITL) are secured by:-

- First pari passu charge of land & building of Hotel Hyatt Regency Delhi
- Pari passu charge of unsold area of New Tower Block A in Hyatt Regency Delhi (1st to 6th Floor except 3000 sq ft at 6<sup>th</sup> Floor) & Cash Flow thereon
- First pari passu charge on movable fixed assets (Excluding Wind Mills, vehicles and power saving equipment), first pari passu charge on current assets (Present and Future)
- Personal guarantee of Mr. Shiv Kumar Jatia (Resigned from Chairman & Managing Director w.e.f 22nd October, 2021) & Chairman & Managing Director (Mr. Amritesh Jatia)

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023****18 - NON - CURRENT FINANCIAL LIABILITIES - BORROWINGS ...contd.**

- Pledge of shares representing Company's investment in foreign subsidiary company on pari passu basis.
- The Company has been unable to repay Installments as per OTR Sanction letter due till March 31, 2023 amounting to INR 3,702.87 Lakhs (principal) and INR 2,719.82 Lakhs (interest) issued by the bank on account of NOC not provided by lenders.

\*Pari Passu charge of unsold area of New Tower Block A in Hyatt Regency (1st to 6th Floor) not part of sanction from the lender

**(c) Yes Bank Limited - Rupee Loan**

Particulars	Terms of Repayment
-Yes Bank Limited (Term Loan III) of Rs. 4,393.60 Lakhs (carried interest @ 9.75% per annum)	The loan is repayable in 43 unequal quarterly instalments till July, 2032.
-Yes Bank Limited (Term Loan IV) of Rs. 10461.41 Lakhs (carried interest @ 9.75 % per annum)	The loan is repayable in 45 unequal quarterly instalments till March, 2033.
-Yes Bank Limited - TL-III (FITL - I) (Mar'20-Aug'20) of Rs. 260.58 Lakhs (carried interest @ 9.75 % per annum)	The loan is repayable in 43 unequal quarterly instalments till July, 2032.
- Yes Bank Limited - TL-IV (FITL - I) (Mar'20-Aug'20) of Rs. 644.19 Lakhs (carried interest @ 9.75% per annum)	The loan is repayable in 45 unequal quarterly instalments till March, 2033.
- Yes Bank Limited - TL-III (FITL - II) (Sep'20-Mar'22) of Rs. 766.00 Lakhs (carried interest @ 10.55% per annum)	The loan is repayable in 20 unequal quarterly instalments starting from June, 30 2022 till March, 2027.
- Yes Bank Limited - TL-IV (FITL - II) (Sep'20-Mar'22) of Rs. 1845.00 Lakhs (carried interest @ 10.55 % per annum)	The loan is repayable in 20 unequal quarterly instalments starting from June, 30 2022 till March, 2027.

All the Above mentioned Loans (Both Term Loans & FITLs) are secured by:-

- First pari passu charge of land & building of Hotel Hyatt Regency Delhi
- First pari passu charge of unsold area of New Tower Block A in Hyatt Regency Delhi (1st to 6th Floor) & Receivable from the sale/lease.
- First pari passu charge on movable fixed assets (Excluding vehicles and power saving equipment), first pari passu charge on current assets.
- Personal guarantee of Mr. Shiv Kumar Jatia (Resigned from Chairman & Managing Director w.e.f 22th October, 2021) & Chairman & Managing Director (Mr. Amrithesh Jatia)
- Pledge of shareholding of Mr. Shiv Kumar Jatia (Resigned from Chairman & Managing Director w.e.f 22th October, 2021), entities controlled by him, Asian Holding Private Limited & Other group Companies (total amounting to 7.29%) in the Company Invoked during FY 2021-22 by Yes Bank Limited.
- First pari passu Pledge of shares representing Company's investment in foreign subsidiary company.
- Charge over two power generation units of 3MW (including its Cashflows) situated at Maharashtra.

**Notes:-**

- Company has been unable to repay installments due till March 31, 2023 amounting to INR 2,247.15 Lakhs (principal) and INR 1,863.21 Lakhs (Interest) as per OTR Sanction letter issued by the bank on account of inability to monetize CRE Assets located in hotel premises.
- Yes Bank Limited has issued ('YBL') "Loan Recall- Cum- Guarantee Invocation Notice" dated 17th February, 2022 & demanded that the Company should repay entire Term loan, Interest Funded Term Loans & Overdraft facilities. In addition, the Bank also invoked the Fixed Deposits provided by Asian Holding Private Limited (Rs. 500 Lakhs) and has exercised pledge on shareholding of Mr. Shiv Kumar Jatia, entities controlled by him, Asian Holding Private Limited & Other group Companies (total amounting to 7.29%) in the Company.
- The Company has challenged this action in Delhi High Court & that the Hon'ble High Court has granted stay on "Loan Recall-Cum- Guarantee Invocation Notice" vide Order Dated 24/02/2022. As per Clause 6.2 of the Inter Creditor Agreement signed between the lenders dated 6th August 2020, the Resolution Plan, that is approved by the Majority Lenders, shall be final and binding on all the Lenders (each Lender agrees and undertakes to be bound by the approved Resolution Plan and to the resolution process and its consequent implementation that has been approved by the Majority Lenders). In accordance with this Agreement and the August 6, 2020 Framework, the Lenders have agreed that, except as provided in Clause 11.4, they shall not initiate any legal action or proceedings (including proceedings under IBC) against the Borrower or any other Person that may jeopardise the successful implementation of the Resolution Plan in accordance with the terms of such Resolution Plan.

**18 - NON - CURRENT FINANCIAL LIABILITIES - BORROWINGS ...contd.**



**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**(d) Punjab National Bank - Rupee Loan**

Particulars	Terms of Repayment
-Punjab National Bank - Term Loan of Rs. 14886.32 Lakhs (carried interest @ 9% per annum)	The loan is repayable in 39 unequal quarterly instalments starting from March, 2022 till March, 2032.
-Punjab National Bank - FITL of Rs. 2284.78 Lakhs (carried interest @ 10% per annum)	The loan is repayable in 20 unequal quarterly instalments starting from June, 30 2022 till March, 2027.

All the Above mentioned Loans (Both Term Loan & FITL) are secured by:-

- First pari passu charge of land & building of Hotel Hyatt Regency Delhi
- First pari passu charge of unsold area of New Tower Block A in Hyatt Regency Delhi
- First pari passu charge on Cashflows of the Company.
- First pari passu charge on movable fixed assets (Excluding vehicles and power saving equipment), first pari passu charge on current assets (Present and Future)
- Personal / corporate guarantee of Mr. Shiv Kumar Jatia (Resigned from Chairman & Managing Director w.e.f 22th October, 2021) & Chairman & Managing Director (Mr. Amritesh Jatia)
- Pledge of shareholding of Mr. Shiv Kumar Jatia (Resigned from Chairman & Managing Director w.e.f 22th October, 2021), entities controlled by him, Asian Holding Private Limited & Other group Companies (total amounting to 0.16%) in the Company.
- First pari passu Pledge of shares representing Company's investment in foreign subsidiary company.
- The Company has been unable to repay Installment as per OTR Sanction letter issued by the bank due till March 31, 2023 amounting to INR 2,169.02 Lakhs (principal) and INR 1,485.74 Lakhs (interest) on account of non receipt of NOC from lenders.

**(e) Exclusive Capital Limited (Assigned from IndusInd Bank Limited)**

IndusInd Bank Limited which was not initially part of OTR Scheme has during FY 2021-22 agreed for One time restructuring of all Credit facilities vide Sanction Letter dated 16th December, 2021. During the year credit facilities of IndusInd Bank Limited were assigned to Exclusive Capital Limited vide assignment agreement dated December 28, 2022. Company has not yet received any communication from Exclusive Capital Limited regarding the revision to the said terms, hence, terms as per OTR scheme agreed with Indusind Bank is applied for accounting & disclosure purposes.

Particulars	Terms of Repayment
-Exclusive Capital Limited term Loan (IndusInd Bank Limited - Term Loan) of Rs. 10058.00 Lakhs (carried interest @ 9% per annum)	The loan is repayable in 38 unequal quarterly instalments starting from March, 2022 till December, 2031.
-Exclusive Capital Limited FITL (IndusInd Bank Limited - FITL) of Rs. 1587.00 Lakhs (carried interest @ 10% per annum)	The loan is repayable in 20 unequal quarterly instalments starting from June, 30 2022 till March, 2027.

All the Above mentioned Loans (Both Term Loan & FITL) are secured by:-

- First pari passu charge of existing and future land & building of Hotel Hyatt Regency Delhi
- First pari passu charge on movable fixed assets (Excluding vehicles and power saving equipment), first pari passu charge on current assets (Present and Future)
- Pari passu charge of unsold area of New Tower Block A and cashflow thereon
- First pari passu charge on current Assets of the company both present and future.
- Pari passu charge of unsold area of New Tower Block A and Cashflow thereon and cashflow from the sale of 40,000 Sq. ft area of Shopping Arcade located in Hyatt Regency Delhi.
- First pari passu charge on all cashflow of the company.
- Personal guarantee of Mr. Shiv Kumar Jatia (Resigned from Chairman & Managing Director w.e.f 22nd October, 2021) & Chairman & Managing Director (Mr. Amritesh Jatia)

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023****18 - NON - CURRENT FINANCIAL LIABILITIES - BORROWINGS ...contd.**

- First pari passu Pledge of shares representing Company's investment in foreign subsidiary company.
  - The Company has been unable to repay Installment as per OTR Sanction letter issued by the bank due till March 31, 2023 amounting to INR 1,575.45 Lakhs (principal) and INR 995.33 Lakhs (interest) on account of non receipt of NOC from lenders.
- (f) Kotak Mahindra Prime Limited -Rupee loan for acquisition of vehicles (carries interest @ 7.78% per annum) is secured against hypothecation of the vehicle financed by the loan. Balance repayable in monthly instalments up to April 2023.

The aggregate values of the vehicle loans outstanding from Kotak Mahindra Prime Ltd is Rs. 3.36 Lakhs as at March 31, 2023.

- (g) Toyota Financial Services India Ltd - Rupee loan for acquisition of a vehicle (carried interest @ 7.74% per annum) is secured against hypothecation of the vehicle financed by the loan. Balance repayable in monthly instalments up to April, 2023.

The aggregate values of the vehicle loans outstanding from Toyota Financial Services India Ltd is Rs. 0.67 Lakhs as at March 31, 2023.

- (h) **Exclusive Capital Limited - Inter Corporate Deposit for Working Capital & Other Business requirements - Unsecured**

Particulars	Terms of Repayment
-Exclusive Capital Limited - ICD of Rs. 250.00 Lakhs (carried interest @ 9% per annum). Outstanding amount of 227.94 Lakhs as at March 31, 2023	The loan is repayable in equal monthly instalments till February, 2026.

The details of future repayment of long term borrowings (including overdue) as at 31st March, 2023 are as follows:

Particulars	(Rs. In Lakhs)			
	Up to 1 year	1 to 5 years	Above 5 years	Total
<b>Secured term loans</b>				
From banks	18,640.55	37,273.80	34,672.02	90,586.37
From financial institution	2,999.87	4,310.90	4,862.00	12,172.77
<b>Other Secured Loans</b>				
From banks	-	-	-	-
From financial institution	4.04	-	-	4.04
<b>Unsecured Loan</b>				
Inter Corporate Deposits	985.99	130.98	-	1,116.97
	<b>22,630.45</b>	<b>41,715.68</b>	<b>39,534.02</b>	<b>1,03,880.15</b>

19 - NON - CURRENT - OTHER FINANCIAL LIABILITIES	(Rs. In Lakhs)	
	As at 31-03-2023	As at 31-03-2022
Security Deposits*	53.30	78.48
	53.30	78.48

\*Includes Amount of Rs. 27.28 Lakhs (Previous Year: Rs. 27.28 Lakhs) received as refundable interest free security deposit for Service Apartment.

20 - NON - CURRENT PROVISIONS	(Rs. In Lakhs)	
	As at 31-03-2023	As at 31-03-2022
<b>Provision for employee benefit</b>		
Gratuity	233.57	262.71
Leave Encashment	68.98	45.54
	<b>302.56</b>	<b>308.25</b>



**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

	(Rs. In Lakhs)	
21 - CURRENT FINANCIAL LIABILITIES - BORROWINGS	As at 31-03-2023	As at 31-03-2022
<b>Secured</b>		
<b>From Banks</b>		
<b>External commercial borrowings</b>		
DBS Bank Limited	6,323.81	3,026.30
<b>Other Term Loans</b>		
Bank of Maharashtra - Rupee Loan	4,164.67	3,147.00
Punjab national Bank - Rupee Loan	2,425.49	1,872.00
Indusind Bank Ltd - Rupee Loan	-	1,346.00
Yes Bank Limited - Rupee Loan	2,582.56	1,765.92
<b>Funded Interest Term Loans (FITL)</b>		
Bank of Maharashtra - FITL	1,282.77	555.87
Punjab national Bank - FITL	685.43	297.02
Indusind Bank Ltd. - FITL	-	229.45
Yes Bank Limited - FITL	1,175.81	668.89
	<b>18,640.54</b>	<b>12,908.45</b>
Less: Balance in Cutback Bank Account (To be remitted to bankers)	(132.83)	
	<b>18,507.71</b>	<b>12,908.45</b>
<b>For acquisition of /secured against vehicles</b>		
ICICI Bank Limited- Rupee loan	-	5.44
<b>Overdraft Facilities</b>		
Yes Bank Limited	4,500.04	4,012.36
Axis Bank Limited	1,208.62	1,254.22
IndusInd Bank	-	557.50
	<b>24,216.37</b>	<b>18,737.97</b>
<b>From Financial Institution</b>		
<b>Term Loan</b>		
Exclusive Capital Ltd (Assigned from Indusind bank Limited)	2,500.63	-
<b>Funded Interest Term Loans (FITL)</b>		
Exclusive Capital Ltd - FITL - TL (Assigned from Indusind bank Limited)	476.10	-
Exclusive Capital Ltd -FITL OD (Assigned from Indusind bank Limited)	23.14	-
<b>Overdraft Facilities</b>		
Exclusive Capital Ltd -Overdraft (Assigned from Indusind bank Limited)	400.58	-
<b>For acquisition of /secured against vehicles</b>		
Kotak Mahindra Prime Limited - Rupee loan	3.36	39.13
Toyota Financial Services - Rupee loan	0.67	7.05
	<b>3,404.48</b>	<b>46.18</b>
<b>Unsecured</b>		
<b>Others</b>		
Intercorporate Deposits* (carry interest @ 9% to 15.25%)	986.01	732.63
	<b>986.01</b>	<b>732.63</b>
	<b>28,606.86</b>	<b>19,516.78</b>

**Nature of security and terms of repayment for secured current financial liabilities-borrowings:**

**(a) Yes Bank Limited**

- Overdraft facilities (carried interest @ 9.85 % per annum)
- Yes Bank Limited -FITL I OD (carried interest @ 10.55 % per annum) - Bullet repayment on March, 2023
- Both facilities are secured by :-
- First pari passu charge of land & building of Hotel Hyatt Regency Delhi
- First pari passu charge of unsold area of New Tower Block A in Hyatt Regency Delhi (1st to 6th Floor except 3000 sq ft at 6th Floor) & Receivable from the sale/lease.

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**21 - CURRENT FINANCIAL LIABILITIES - BORROWINGS...contd.**

- First pari passu charge on movable fixed assets (Excluding vehicles and power saving equipment), first pari passu charge on current assets
  - Personal guarantee of Mr. Shiv Kumar Jatia (Resigned from Chairman & Managing Director w.e.f 22th October, 2021) & Chairman & Managing Director (Mr. Amritesh Jatia)
  - Pledge of shareholding of Mr. Shiv Kumar Jatia, entities controlled by him, Asian Holding Private Limited & Other group Companies (total amounting to 7.2%) in the Company.
  - First pari passu Pledge of shares representing Company's investment in foreign subsidiary company.
  - Charge over two power generation units of 3MW (including its Cashflows) situated at Maharashtra.
  - Presently the OD is overdrawn by Rs. 1300.05 Lakhs.
  - Refer Notes under Note 18 above
- (b) Axis Bank Limited - Overdraft facilities (carried interest @ 11.65% per annum) and is secured by :-
- first pari passu charge of land & building of Hotel Hyatt Regency Delhi and unsold area of New Tower Block A in Hyatt Regency Delhi,
  - first pari-passu charge on the Land and Building pertaining to the existing Hotel complex.
  - first pari passu charge on movable fixed assets (Excluding vehicles, windmills and power saving equipment), first pari passu charge on current assets (Present and Future),
  - personal guarantee of Mr. Shiv Kumar Jatia (Resigned from Chairman & Managing Director w.e.f 22th October, 2021) & Chairman & Managing Director (Mr. Amritesh Jatia),
  - pledge of shares representing Company's investment in foreign subsidiary company
  - Presently the OD is in default & discussion is going with bank to settle the same.
- (c) **Exclusive Capital Limited - Overdraft facilities & FITL (OD) (Assigned from IndusInd Bank Limited)**

IndusInd Bank Limited which was not initially part of OTR Scheme has during FY 2021-22 agreed for One time restructuring of all Credit facilities vide Sanction Letter dated 16th December, 2021. During the year credit facilities of IndusInd Bank Limited assigned to Exclusive Capital Limited vide assignment agreement dated December 28, 2022. The Company is yet to receive communication from Exclusive Capital Limited, accordingly, the terms as per OTR scheme agreed with Indusind Bank is applied for accounting & disclosure purposes.

Particulars	Terms of Repayment
-Exclusive Capital Limited- Overdraft facilities of Rs. 500.00 Lakhs (carried interest @ 9% - 10.40% per annum)	Represents OD limit and hence Repayable on demand
-Exclusive Capital Limited - FITL (OD) of Rs. 0.23 Lakhs (carried interest @ 10% per annum)	Repayable in bullet repayment on 31st March, 2023.

All the Above mentioned Credit facilities are secured by:-

- First pari passu charge of existing and future land & building of Hotel Hyatt Regency Delhi
- First pari passu charge on movable fixed assets (Excluding vehicles, windmills and power saving equipment), first pari passu charge on current assets (Present and Future)
- First pari passu charge on current Assets of the company both present and future.
- Pari passu charge of unsold area of New Tower Block A and Cashflow thereon.
- First pari passu charge on all cashflows of the company.
- Fixed Deposit of Rs. 600.00 Lakhs to be held as exclusive collateral and will be provided by Personal guarantors as per schedule provided by IndusInd Bank.
- Personal guarantee of Mr. Shiv Kumar Jatia (Resigned from Chairman & Managing Director w.e.f 22nd October, 2021) and Chairman & Managing Director (Mr. Amritesh Jatia)
- First pari passu Pledge of shares representing Company's investment in foreign subsidiary company.
- Presently the OD is in default & discussion is going with Exclusive Capital Limited to settle the same.



**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**21 - CURRENT FINANCIAL LIABILITIES - BORROWINGS...contd.**

(d) Exclusive Capital Limited - Inter Corporate Deposit for Working Capital & Other Business requirements - Unsecured

Particulars	Terms of Repayment
-Exclusive Capital Limited - ICD of Rs. 166.28 Lakhs (carried interest @ 9% per annum). Outstanding amount of 84.45 Lakhs as at March 31, 2023	The loan is repayable in equal monthly instalments till January, 2024.

(Rs. In Lakhs)

<b>22 - CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
Due to micro and small enterprises	149.48	154.31
Due to other than micro and small enterprises	8,389.81	9,317.58
	<b>8,539.29</b>	<b>9,471.89</b>

The disclosure pursuant to the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act") is as under:

(Rs. In Lakhs)

<b>DISCLOSURE UNDER MSMED ACT, 2006</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
(a) Principal amount due to suppliers under MSMED Act, 2006	149.48	154.31
(b) Interest accrued and due to suppliers under MSMED Act on the above amount, unpaid*	-	-
(c) Payment made to suppliers (other than interest) beyond the appointed day, during the year	-	-
(d) Interest paid to suppliers under MSMED Act (other than Section 16)	-	-
(e) Interest paid to suppliers under MSMED Act (Section 16)	-	-
(f) Interest due and payable towards suppliers under MSMED Act for payments already made	-	-
(g) Interest accrued and remaining unpaid at the end of each of the year to suppliers under	-	-

The information has been given in respect of such vendors to the extent they could be identified as micro and small enterprises on the basis of information available with the company.

\* The Company is in process of obtaining waivers from the MSME vendors regarding the payment of interest on the outstanding MSME Dues.

**Trade payables ageing schedule for the year ended as on March 31, 2023 and March 31, 2022:** (Rs. In Lakhs)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
<b>Undisputed Trade Payables – MSME</b>					
As at 31st March, 2023	132.69	2.68	11.30	2.81	149.48
As at 31st March, 2022	90.84	39.15	18.10	6.23	154.31
<b>Undisputed Trade payables – Others</b>					
As at 31st March, 2023	1,311.01	638.64	482.81	5,696.61	8,129.08
As at 31st March, 2022	1,993.01	444.77	2,778.24	3,761.11	8,977.13
<b>Disputed Trade payables – MSME</b>					
As at 31st March, 2023	-	-	-	-	-
As at 31st March, 2022	-	-	-	-	-
<b>Disputed Trade payables – Others</b>					
As at 31st March, 2023	-	-	67.59	193.14	260.73
As at 31st March, 2022	1.37	11.64	325.26	2.17	340.45
<b>Total Trade payables as at 31st March, 2023</b>	<b>1,443.70</b>	<b>641.32</b>	<b>561.70</b>	<b>5,892.56</b>	<b>8,539.29</b>
<b>Total Trade payables as at 31st March, 2022</b>	<b>2,085.22</b>	<b>495.56</b>	<b>3,121.60</b>	<b>3,769.51</b>	<b>9,471.89</b>

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

	(Rs. In Lakhs)	
<b>23 - CURRENT - OTHER FINANCIAL LIABILITIES</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
Security deposits*	1,772.32	1,772.32
Interest accrued but not due on borrowings	1,850.62	722.61
Interest accrued due but not paid on borrowings	7,611.83	24.53
Employee Dues	757.27	815.90
Other payables#	776.50	571.83
Unpaid/unclaimed dividend	0.45	0.45
	<b>12,768.99</b>	<b>3,907.64</b>

\*The above includes Rs. 180.12 Lakhs (Previous Year: Rs. 180.12 Lakhs) received as refundable interest free security deposits against leave and license agreements relating to the shops in Hotel Hyatt Regency, Rs. 52.96 Lakhs (Previous Year: Rs. 52.96 Lakhs) received as refundable interest free security deposit for Service Apartment & Rs. 1,500 Lakhs (Previous Year: Rs. 1,500 Lakhs) received as refundable interest free security deposit for parking space in Serviced Apartment Tower.

# Including Rs.506.28 Lakhs Liability against Fixed Deposits provided by one of Promotor group entity to Yes Bank Limited as guarantee for Credit Facilities availed by the Company is invoked by Yes Bank Limited during the FY 2021-22. Accordingly, the amount is owed by the Company to that entity. The matter is pending before Delhi High Court which has ordered Status Quo in the matter of invocation of pledge of shares and Fixed Deposits.

	(Rs. In Lakhs)	
<b>24 - OTHER CURRENT LIABILITIES</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
Advance from customers *	5,992.30	5,685.37
Advance for Sale of Fixed Assets#	45.00	91.88
Statutory liabilities	1,393.13	1,428.77
Unearned Revenue	4.68	-
Other liabilities	3,682.49	3,076.81
	<b>11,117.60</b>	<b>10,282.83</b>

\* Advance includes amount received upon execution of agreements related to apartments amounting to Rs.4846.05 Lakhs (Previous year ended March 31, 2022: Rs.4846.05 Lakhs )

# Advance for Sale of Fixed Assets includes Rs. 45.00 lakhs (Previous Year Rs. 91.87 lakhs) received for the Sale of Windmills Assets Located in Maharashtra.

	(Rs. In Lakhs)	
<b>25- SHORT TERM PROVISIONS</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
Provision for employee benefit		
Gratuity	56.33	42.46
Leave Encashment	18.81	13.76
	<b>75.14</b>	<b>56.21</b>

	(Rs. In Lakhs)	
<b>26 - REVENUE FROM OPERATIONS</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
<b>ROOMS, FOOD, BEVERAGES AND OTHER SERVICES</b>		
Room income	9,531.12	4,062.50
Wines and liquor	2,413.44	1,415.09
Food, other beverages, smokes and banquets	10,793.49	5,772.80
Communications	3.07	3.18
Others*	2,836.87	1,798.97
	<b>25,577.99</b>	<b>13,052.54</b>
	-	53.79

\*Includes related to generation of electricity business





**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

	(Rs. In Lakhs)	
<b>27 - OTHER INCOME</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
Interest Received/Receivable		
From banks	13.44	9.23
From others	0.79	28.08
Excess provisions / credit balances no longer required written back	127.10	359.66
Miscellaneous income	25.25	12.15
	<b>166.58</b>	<b>409.12</b>

	(Rs. In Lakhs)	
<b>28 - CONSUMPTION OF PROVISIONS, BEVERAGES, SMOKES &amp; OTHERS</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
<b>WINES AND LIQUOR</b>		
Opening Stock	126.17	186.11
Add : Purchases	851.25	271.29
	<b>977.42</b>	457.40
Closing Stock	(261.13)	(126.17)
	<b>716.29</b>	331.23
<b>PROVISIONS, OTHER BEVERAGES AND SMOKES</b>		
Opening Stock	72.74	51.66
Add : Purchases	2,984.62	1,848.56
	<b>3,057.36</b>	1,900.22
Closing Stock	(176.90)	(72.74)
	<b>2,880.46</b>	1,827.48
Excise duty expense	-	-
	<b>3,596.75</b>	2,158.71
Percentage of total consumption between:		
Indigenous 97.42% (Previous Year 99.85% )	3,503.82	2,155.46
Imported 2.58% (Previous Year 0.15%)	92.93	3.25

	(Rs. In Lakhs)	
<b>29 - EMPLOYEE BENEFITS EXPENSES</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
Salaries and wages	3,847.00	3,024.09
Contribution to provident and other funds	211.62	169.78
Contract labour and services	959.45	542.06
Staff welfare expense	383.48	327.01
Recruitment and training	21.55	12.63
	<b>5,423.10</b>	<b>4,075.57</b>

	(Rs. In Lakhs)	
<b>30 - FINANCE COSTS</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
Interest expenses	10,670.02	9,303.31
Other borrowing costs (including bank charges)	189.33	574.90
Applicable net loss / (gain) on foreign currency transactions and translation {Refer Note 3.10 on borrowing costs}	923.13	1,101.06
	<b>11,782.48</b>	<b>10,979.27</b>

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

	(Rs. In Lakhs)	
<b>31 - OTHER EXPENSES</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
<b>OPERATING, ADMINISTRATION AND GENERAL EXPENSES</b>		
Linen, room, catering and other supplies/services	1,553.09	582.66
Operating equipment and supplies written off	174.81	58.82
Power, fuel and light (net)	2,154.18	1,627.36
Repairs, maintenance and refurbishing *	787.69	641.24
Rent	113.55	7.71
Rates and taxes	455.91	381.99
Insurance	139.50	113.94
Data processing charges	322.43	266.67
Legal and professional charges	792.37	768.11
Payment to the auditors**	20.00	20.00
Stationery and printing	76.99	56.49
Travelling and conveyance	430.52	274.38
Guest transportation	124.26	40.48
Communication (including telephones for guests)	98.63	117.39
Technical services	1,035.75	289.17
Advertisement, publicity and business promotion	57.42	48.80
Commission and brokerage	831.00	495.36
Charity and donation	-	0.04
Provision for doubtful debts / advances	30.71	36.90
Loss on Fixed Assets sold/discarded (net)	-	32.05
Exchange Fluctuation loss	1,777.78	238.95
Miscellaneous	142.11	119.80
	<b>11,118.70</b>	<b>6,218.31</b>
* includes:		
Repairs to buildings	268.76	130.77
Repairs to machinery	423.85	409.92
**Payments to the auditors for		
- statutory audit	18.00	18.00
- tax audit fee	2.00	2.00
- Out-of-Pocket Expenses	0.20	-
	<b>20.20</b>	<b>20.00</b>

	(Rs. In Lakhs)	
<b>32 - EARNINGS PER EQUITY SHARE</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
Profit/(loss) available for equity shareholders	(8,482.06)	(12,481.15)
Weighted average numbers of equity shares outstanding	1,94,53,229	1,94,53,229
Nominal value per equity share (in Rupees)	10.00	10.00
<b>Earnings /(loss) Per Equity Share- Basic and Diluted (in Rupees)</b>	<b>(43.60)</b>	<b>(64.16)</b>


**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**
**(Rs. In Lakhs)**

<b>33 - CONTINGENT LIABILITIES AND COMMITMENTS</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
(a) Claims against the Company not acknowledged as debts * * pertains to cases filed by certain employees of the Company	-	-
(b) Service tax demand not provided for * *Appeal filed by AHNL before Supreme Court against Customs, Excise and Service Tax Appellate Tribunal (CESTAT) demand for Rs. 2,14,61,690/-	<b>214.62</b>	214.62
(c) Additional bonus liability for the financial year 2014-15 owing to amendment made in "The Payment of Bonus Act, 1965" w.r.e.f. 1st April, 2014, has not been provided for as the matter is subjudice before various High Courts in the country.	-	-
(d) Relating to an accident in the hotel premises, a writ petition has been filed with Delhi High Court by a relative of the injured person, and the Company has been made one of the respondents. The same relative has also filed a consumer complaint/petition, before the National Consumer Dispute Redressal Commission (NCDRC), against the Hyatt Hotels Corporation, Chicago and Hotel Hyatt Regency, Delhi, seeking compensation for the above injured person on various counts. Any consequence on the outcome of the above writ petition and the Consumer complaint before the NCDRC can not be ascertained.		
(e) The Company has received a demand Notice from the Asstt. Assessor & Collector (HQ), South Delhi Municipal Corporation, New Delhi (SDMC) dated 20/02/2022, on account of Property Tax (including interest and penalty) for the years 2004-05 to 2019-20 . The matter of Property Tax in the case of Company and many other similarly situated entities is sub-judice before the Hon'ble High Court of Delhi. The Company has been depositing Property Tax as per order dated 23.5.2014 of the Hon'ble High Court. The Company has been advised that the said demand notice is contrary to the prior orders passed by the Hon'ble High Court, and therefore Company is in the process of taking appropriate legal recourse in the said matter.	<b>9,459.56</b>	3,725.29
(f) Termination of Space Buyer Agreement (SBA) The Company has received Rs. 1,89,00,000/- under the SBA for Property- Unit number 1005 admeasuring approximately 750 sq. ft. super area situated on the 1 st Floor of the Block A- New Tower situated at District Centre, Bhikaji Cama Place, R. K. Puram, New Delhi. The Company has called upon for balance payment i.e. Rs. 47,25,000/- but party defaulted for such payment & Company terminated SBA. Party has filed suit for specific performance seeking relief for value of Rs. 2,36,25,000/- case is pending in Delhi High Court	<b>189.00</b>	189.00
(g) The Company has let out the commercial property Premises unit No. 404, 405 & 406 on 4th floor of Block-A "Hyatt Regency Complex" situated at District Centre, Bhikaji Cama Place, R. K. Puram, New Delhi. The tenant was defaulted in rent payment & demanding its security deposit of Rs. 54,70,206/-. The Tenant has moved to the Hon'ble Delhi High Court for refund of security deposit along with interest @18% p.a. The Company has made counter claim for Rs. 2,60,51,560/-.	<b>54.70</b>	54.70
(h) Income Tax Matters against which appeal filed before Appellate Authority. Considering the facts of the matters, management is of the view that there will not be any material impact on accounts on finalization appeal.	<b>1,290.87</b>	1,329.20
(i) Deposit for Car Parking of Apartment Tower Vistrat Real Estates Private Limited has issued demand notice for refund of refundable security deposit. The matter is pending for arbitration. (Refer Notes to Accounts 23 - Current - Other Financial Liabilities)	<b>1,500.00</b>	1,500.00
(j) Rental Expenses related terminated lease agreements The company has terminated Lease agreements of Apartments. Due to such termination Rent Expenses not provided for from April, 2020 till March, 2022. Some parties have litigated such termination & demanded payment of monthly lease rental.	<b>1,677.60</b>	1,434.32

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

<b>33 - CONTINGENT LIABILITIES AND COMMITMENTS</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
(k) Shopping Arcade The Company has terminated the license agreement of shopping arcade located in premises of hotel & ask to vacate the same with the time provided. Parties has disputed the same. Now matter is subjudice. Management is confident that they will able get shops vacated.	<b>180.13</b>	180.13
(l) Commitment Charges Commitment Charges to various parties not booked on account of litigation & discussion going on with parties for waiver of the same. Company expecting outcome of litigation will be in favour of company & able to secure waiver letter from other parties.	<b>936.27</b>	123.61
(m) TDS related dues appearing on TRACES portal (subject to reconciliation and adjustment)	<b>13.62</b>	3.79
<b>Notes:</b>		
<b>COMMITMENTS</b>		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for:	-	-
(b) Future commitments in respect of assets acquired under Finance Schemes:		
Minimum instalments payable within one year	<b>4.06</b>	53.78
later than one year but not later than five years	-	4.06
Present value of minimum instalments payable within one year	<b>4.04</b>	51.61
later than one year but not later than five years	-	4.04

**34 - SEGMENT REPORTING**

The Company operates only in one major reportable segment, i.e. Hospitality / Hotel Business. Other business segments i.e. power generation operations & Real Estate operations are governed by different set of risks and returns. However, the respective revenue streams and net profit / (loss) related to those segments though not material for disclosure purposes as separate reportable segment, but, as per condition laid down by Lenders of the Company in One Time Restructuring (OTR) Scheme, the Company is required to give a separate disclosure for the same in the financial statements. Accordingly, in compliance with conditions laid down by the said lenders, the Company has done Segment reporting for Hospitality / Hotel Business, power generation operations & Real Estate operations respectively.

<b>Particulars</b>	<b>(Rs. In Lakhs)</b>	
	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>
<b>Segment Revenue</b>		
a. External Sales		
- Hotel Business	25,362.55	12,756.16
- Power generation operations	-	53.79
- Real Estate Operation	215.45	242.59
	<b>25,578.00</b>	<b>13,052.54</b>
b. Other Operating Income		
- Hotel Business	166.58	409.11
- Power generation operations	-	-
- Real Estate Operation	-	-
	<b>166.58</b>	<b>409.11</b>
<b>Total Income (a+b)</b>	<b>25,744.57</b>	<b>13,461.66</b>
<b>Segment Expenses</b>		
- Hotel Business	21,826.65	14,334.28
- Power generation operations	80.73	114.31
- Real Estate Operation	536.78	514.96
	<b>22,444.16</b>	<b>14,963.55</b>



**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**34 - SEGMENT REPORTING ...contd.**

**(Rs. In Lakhs)**

Particulars	As at 31-03-2023	As at 31-03-2022
<b>Finance cost</b>		
- Hotel Business	8,267.76	7,314.27
- Power generation operations	-	-
- Real Estate Operation	3,514.71	3,664.99
	<b>11,782.47</b>	<b>10,979.27</b>
<b>Segment Results</b>		
- Hotel Business	(4,565.28)	(8,483.28)
- Power generation operations	(80.73)	(60.52)
- Real Estate Operation	(3,836.05)	(3,937.36)
<b>Profit before Income Tax</b>	<b>(8,482.06)</b>	<b>(12,481.16)</b>
<b>Income tax Expenses</b>	-	-
<b>Profit After Income Tax</b>	<b>(8,482.06)</b>	<b>(12,481.16)</b>
<b>Segment Assets</b>		
- Hotel Business	1,41,648.52	1,39,212.29
- Power generation operations	628.04	724.25
- Real Estate Operation	14,986.03	15,658.46
	<b>1,57,262.59</b>	<b>1,55,595.00</b>
<b>Segment Liabilities</b>		
- Hotel Business	1,52,105.73	1,48,564.09
- Power generation operations	97.90	144.77
- Real Estate Operation	5,058.96	6,886.14
	<b>1,57,262.59</b>	<b>1,55,595.00</b>

**35. DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 19 EMPLOYEE BENEFITS**

The Company has classified the various benefits provided to employees as under:-

**(a) Defined contribution plans**

-Provident fund

The Company has recognized the following amounts in the statement of profit and loss:

Employers' contribution to provident fund :- Current Year Rs. 194.41 Lakhs (Previous Year Rs. 156.62 Lakhs)

**(b) Defined benefit plans**

- Gratuity

- Compensated absences - Earned leave

In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plans based on the following assumptions-

**Economic Assumptions**

The discount rate and salary increases assumed are the key financial assumptions and should be considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.

**Discount Rate**

The discounting rate is based on the gross redemption yield on medium to long term risk free investments. The estimated term of the benefits/obligations works out to zero years. For the current valuation a discount rate of 7.36% p.a. (Previous Year 7.18% p.a.) compound has been used.

**Salary Escalation Rate**

The salary escalation rate usually consists of at least three components, viz. regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company's philosophy towards employee remuneration are also to be taken into account. Again a long-term view as to trend in salary increase rates has to be taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**35. DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 19 EMPLOYEE BENEFITS ...contd.**

The assumptions used are summarized in the following table:

(Rs. In Lakhs)				
	Gratuity (Unfunded)		Compensated Absences Earned Leave (Unfunded)	
	As at 31-03-2023	As at 31-03-2022	As at 31-03-2023	As at 31-03-2022
Discount rate(per annum)	7.36%	7.18%	7.36%	7.18%
Future salary increase	5.00%	5.00%	5.00%	5.00%
Expected rate of return on plan assets	NA	NA	NA	NA
Mortality Rates	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
Retirement age	58 Years	58 Years	58 Years	58 Years
Withdrawal rates				
- Up to 30 years	3.00%	3.00%	3.00%	3.00%
- From 31 to 44 years	2.00%	2.00%	2.00%	2.00%
- Above 44 years	1.00%	1.00%	1.00%	1.00%

(Rs. In Lakhs)				
	Gratuity (Unfunded)		Compensated Absences Earned Leave (Unfunded)	
	As at 31-03-2023	As at 31-03-2022	As at 31-03-2023	As at 31-03-2022
<b>Change in present value of the defined benefit obligation during the year</b>				
Present value of obligation as at the beginning of the year	305.17	612.88	59.30	61.53
Adjustment*	-	(258.93)	-	-
Interest Cost	21.91	42.35	4.25	4.25
Current Service Cost	28.13	24.43	19.08	19.08
Benefits Paid	(57.51)	(74.15)	(26.45)	(26.45)
Actuarial (Gain)/Loss on arising from Change in Demographic Assumption	-	-	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(3.01)	(5.20)	(1.51)	(1.51)
Actuarial (Gain)/Loss on arising from Experience Adjustment	(4.79)	(36.21)	2.40	2.40
Present value of obligation as at the end of the year	289.90	305.17	57.07	59.30
<b>Change in fair value of plan assets during the year</b>				
Fair Value of plan assets at the beginning of the year	NA	NA	NA	NA
Interest Income	NA	NA	NA	NA
Contributions by the employer	NA	NA	NA	NA
Benefits paid	NA	NA	NA	NA
Return on plan assets	NA	NA	NA	NA
Fair Value of plan assets at the end of the year	NA	NA	NA	NA



**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**35. DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 19 EMPLOYEE BENEFITS ...contd.**

(Rs. In Lakhs)

	Gratuity (Unfunded)		Compensated Absences Earned Leave (Unfunded)	
	As at 31-03-2023	As at 31-03-2022	As at 31-03-2023	As at 31-03-2022
<b>Net Asset/ (Liability) recorded in the Balance Sheet</b>				
Present value of obligation as at the end of the year	(289.90)	(305.17)	(57.07)	(59.30)
Net Asset/ (Liability)-Current	(56.33)	(42.46)	(13.76)	(13.76)
Net Asset/ (Liability)-Non-Current	(233.57)	(262.71)	(45.54)	(45.54)
Expenses recorded in the Statement of Profit & Loss during the year				
Interest Cost	21.91	42.35	4.25	4.25
Current & Past Service Cost	28.13	24.43	19.08	19.08
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	-	-	(1.51)	(1.51)
Actuarial (Gain)/Loss on arising from Experience Adjustment	-	-	2.40	2.40
Total expenses included in employee benefit expenses	50.04	66.78	24.22	24.22
<b>Recognized in Other Comprehensive Income during the year</b>				
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	-	-	-	-
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(3.01)	(5.20)	-	-
Actuarial (Gain)/Loss on arising from Experience Adjustment	(4.79)	(36.21)	-	-
Recognized in Other Comprehensive Income	(7.80)	(41.41)	-	-
<b>Maturity profile of defined benefit obligation</b>				
Within 12 months of the reporting period	56.33	42.46	13.76	13.76
Between 2 and 5 years	139.31	149.74	13.04	13.04
6 Years and onwards	94.27	112.97	32.50	32.50
<b>Quantitative sensitivity analysis for significant assumption is as below:</b>				
Increase/ (decrease) on present value of defined benefit obligation at the end of the year				
Half percentage point increase in discount rate	(8.31)	(9.35)	(2.60)	(2.60)
Half percentage point decrease in discount rate	8.93	10.04	2.85	2.85
Half percentage point increase in salary increase rate	9.09	10.21	2.90	2.90
Half percentage point decrease in salary increase rate	(8.53)	(9.58)	(2.67)	(2.67)

**Expected contribution to the defined benefit plan for the next reporting period**

\*Represents liability crystalized during the year on account of retirement of Mr S K Jatia dated October 21, 2021

(Rs. In Lakhs)

	As at 31-03-2023	As at 31-03-2022
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	54.51	53.50
Expected contribution to the defined benefit plan for the next reporting period (Compensated Absences Earned Leave)	44.05	30.75

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023****36. CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to the provisions of section 135(5) of the Companies Act, 2013 (the Act), the Company has formed its Corporate Social Responsibility (CSR) Committee. As per the relevant provisions of the Act read with Rule 2(1)(f) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company is required to spend at least 2% of the average net profits determined under section 198 of the Companies Act 2013 during the immediately three financial years. However, due to inadequacy of profits as per Section 198 of the Companies Act, 2013, the company is not required to spend any amount on CSR activities for Financial Year 2022-23.

Gross amount required to be spent by the Company during the year: Rs. NIL (Previous year - Rs. NIL)

			(Rs. In Lakhs)	
<b>37 - EARNINGS AND EXPENDITURE IN FOREIGN CURRENCY</b>	<b>As at 31-03-2023</b>	<b>As at 31-03-2022</b>		
<b>(a) Value of imports calculated on CIF basis</b>				
Food and beverages	92.93	3.25		
Stores and spares	-	-		
Capital goods	-	-		
Beverages - through canalizing agencies	-	-		
<b>(b) Expenditure in foreign currency</b>				
Technical services (Royalty)	113.56	52.48		
Technical services (Professional and consultation fees)	705.84	197.82		
Interest on Foreign Currency Loan	2,000.64	1,203.57		
Commission and brokerage	54.87	82.88		
Software Expense	-	1.77		
Advertisement and publicity	-	-		
Entertainment Expense	2.56	3.82		
Subscription Fees	0.95	-		
Room Maintenance Charges	38.96	-		
Miscellaneous	29.87	1.61		
<b>(c) Earning in foreign currency</b>				
Revenue from operations (As reported by the management of the Company and certified by an independent Chartered Accountant)	4,517.18	1,603.72		

**38 - DERIVATIVE INSTRUMENTS**

The amount of foreign currency exposures that are not hedged by a derivative instrument or otherwise as at 31st March, 2023 and 31st March, 2022 are as under:

					(Rs. In Lakhs)	
		<b>As at 31-03-2023</b>		<b>As at 31-03-2022</b>		
		<b>Foreign Currency</b>	<b>(Rs. In Lakhs)</b>	<b>Foreign Currency</b>	<b>(Rs. In Lakhs)</b>	
<b>Payables</b>						
Trade payables (in USD)	<b>86,40,954</b>	<b>7,104.32</b>	81,48,697	6,177.29		
External Commercial Borrowings (ECBs) (in USD)	<b>3,37,07,770</b>	<b>27,713.48</b>	3,37,07,770	25,552.88		
Interest on ECBs (in USD)	<b>22,40,501</b>	<b>1,842.07</b>	7,16,150	542.89		





**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**39 - RELATED PARTY DISCLOSURES AS PER INDIAN ACCOUNTING STANDARD-24**

**(a) Related Parties**

<b>- Subsidiaries</b>	Fineline Hospitality & Consultancy Pte Limited (Under Liquidation) Lexon Hotel Ventures Limited (Under Liquidation) Leading Hotels Limited (Under CIRP process vide order dated June 25, 2021 )	
<b>- Key Management Personnel</b>	Mr. Shiv Kumar Jatia (Resigned w.e.f October 21, 2021) Mr. Amrithesh Jatia (Appointed as Chairman & Managing Director w.e.f September 22, 2022) Mr. Akhilesh Bhuwalka (Appointed w.e.f June 18, 2020) Dr. Lalit Bhasin (Resigned w.e.f. November 8, 2021) Mr. Dinesh Chandra Kothari (Resigned w.e.f August 10,2021) Mr. Rajeev Uberoi (Appointed w.e.f. August 11, 2021 & Resigned w.e.f 10 th April, 2022) Mr. Sanjeev Agarwala (Appointed w.e.f October 04, 2021) Ms. Preeti Gandhi (Appointed w.e.f September 13, 2020) Mr. Dinesh Kumar Jain (Resigned w.e.f June 08, 2021) Ms. Saumya Goel (Appointed w.e.f. August 11, 2021 & Resigned w.e.f May 20, 2022) Mr. Tarun Srivastava(Appointed w.e.f. August 09, 2022 ) Mr. Ashish Dhanuka (Appointed w.e.f. July 24, 2021 as CFO further appointed as Executive Director and CFO w.e.f. 23rd October, 2021) Ms. Mita Namonath Jha (Appointed w.e.f. July 07, 2022 )	Chairman & Managing Director Chairman & Managing Director  Non-Executive Director Independent Director Independent Director Independent Director  Independent Director Independent Director Company Secretary Company Secretary  Company Secretary Executive Director and Chief Financial Officer Independent Director
<b>- Relative of Key Management Personnel</b> (With transactions and / or having opening / closing balances)	Mr. Shiv Kumar Jatia	Father of Mr. Amrithesh Jatia
<b>- Entities controlled by Directors or their relatives</b>	Bhasin & Co. Energy Infrastructure (I) Limited PGA Law Offices LLP RSJ Holdings Ltd, Mauritius Lemon Squeeze 2021 Private Limited	

**(b) Transactions with related parties:**

**(Rs. In Lakhs)**

	Subsidiaries		Key Management Personnel and their relatives		Entities controlled by Directors or their relatives		Total	
	As at 31-03-2023	As at 31-03-2022	As at 31-03-2023	As at 31-03-2022	As at 31-03-2023	As at 31-03-2022	As at 31-03-2023	As at 31-03-2022
Room, Food, Beverages and other services	-	-	-	0.13	-	-	-	0.13
Day to day operations and Technical assistance services	-	-	-	-	-	1.32	-	1.32
Payments made / Expenses incurred on behalf of related party	-	-	-	-	-	0.06	-	0.06
Remuneration	-	-	25.98	392.84	-	-	25.98	392.84
Professional Charges	-	-	-	-	-	9.02	-	9.02
Advance for Services	-	-	-	-	-	-	-	-
Purchases	-	-	-	-	-	-	-	-
Amount written off	-	6.89	-	-	-	25.76	-	32.65
Other Financial Transactions	-	-	156.28	37.78	-	506.28	156.28	544.06
Director's Sitting fees	-	-	28.50	7.50	-	-	28.50	7.50

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**39 - RELATED PARTY DISCLOSURES AS PER INDIAN ACCOUNTING STANDARD-24...contd.**

**Balance Outstanding**

(Rs. In Lakhs)

	Payable		Receivable	
	As at 31-03-2023	As at 31-03-2022	As at 31-03-2023	As at 31-03-2022
Subsidiaries	-	-	-	-
Key Management Personnel and their relatives	419.07	306.53	0.17	0.41
Entities controlled by Directors or their relatives	509.76	511.03	91.61	91.61
<b>Total</b>	<b>928.83</b>	<b>817.55</b>	<b>91.78</b>	<b>92.02</b>

**Note:**

- (i) The above related party transactions have been reviewed periodically by the Board of Directors of the Company vis-à-vis the applicable provisions of the Companies Act, 2013, and justification of the rates being charged/ terms thereof and approved the same.
- (ii) The details of guarantees and collaterals extended by the related parties in respect of borrowings of the Company have been given at the respective notes.

**(c) Disclosure in respect of related party-wise transactions**

(Rs. In Lakhs)

	As at 31-03-2023	As at 31-03-2023
<b>Room, Food, Beverages and other services</b>		
Mr. Dinesh Jain	-	0.13
<b>Day to Day Services</b>		
Lemon Squeezee Private 2021 Limited	-	1.32
<b>Remuneration</b>		
Mr. Shiv Kumar Jatia*	-	370.67
Mr. Dinesh Kumar Jain*	-	6.27
Mr. Ashish Dhanuka*	17.46	9.32
Ms. Saumya Goel*	1.42	6.58
Mr. Tarun Srivastava	7.09	-
<b>Professional Charges</b>		
Bhasin & Co.	-	5.40
PGA Law Offices LLP	-	3.62
<b>Payments Made / Expenses incurred on behalf of Related Party</b>		
Experimental Restaurants Private Limited	-	0.06
<b>Director's Sitting fees</b>		
Ms. Preeti Gandhi	19.00	-
Mr. Rajeev Uberoi	-	3.50
Mr. Sanjeev Agarwala	8.00	4.00
Ms. Mita Namonath Jha	1.50	-
<b>Amount Written off</b>		
Experimental Restaurants Private Limited	-	25.76
Leading Hotels Limited	-	6.89
<b>Other Financial Transactions</b>		
Asian Holdings Pvt. Ltd.	-	506.28
Mr. Shiv Kumar Jatia	-	37.78
Mr. Amritesh Jatia	156.28	-



**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**39 - RELATED PARTY DISCLOSURES AS PER INDIAN ACCOUNTING STANDARD-24...contd.**

Balance Outstanding	(Rs. In Lakhs)			
	Payable		Receivable	
	As at 31-03-2023	As at 31-03-2022	As at 31-03-2023	As at 31-03-2022
Energy Infrastructure (I) Limited	-	-	4.00	4.00
Bhasin & Co.	3.47	3.47	87.61	87.61
Asian Holding Pvt. Ltd.	506.28	506.28	-	-
PGA Law Office LLP	0.01	0.01	-	-
Lemon Squeeze Private 2021 Limited	-	1.26	-	-
Mr. Shiv Kumar Jatia	259.49	300.71	-	-
Mr. Amritesh Jatia	156.28	-	-	-
Mr. Pinaki Misra	-	-	-	0.19
Mr. Akhilesh Bhuwarka	1.25	1.25	0.09	0.09
Ms.Preeti Gandhi	-	0.75	-	0.06
Mr. Rajeev Uberoi	-	2.00	-	-
Mr. Ashish Dhanuka	1.22	1.01	-	-
Ms. Saumya Goel	-	0.81	-	-
Mr. Tarun Srivastava	0.83	-	-	-
Dr. Lalit Bhasin	-	-	0.08	0.08

Note: The above transactions excludes changes due to exchange rate fluctuation.

\* These include Provident Fund paid / payable by the employer.

**40. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have a significant effects on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effects on the recorded fair value that are not based on observable market data.

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**40. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS...contd.**

**I. Figures as at March 31, 2023**

(Rs. In Lakhs)

Financial Instrument	Carrying Amount					Fair value			
	FVTPL	FVOCI	Total Fair Value	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
<b>Non Current Assets</b>									
<b>Financial Assets</b>									
(i) Investments	-	-	-	-	-	-	-	-	-
(ii) Loans	-	-	-	13.38	13.38	-	-	-	-
(iii) Others	-	-	-	379.47	379.47	-	-	-	-
<b>Current Assets</b>									
<b>Financial Assets</b>									
(i) Trade Receivables	-	-	-	1,615.38	1,615.38	-	-	-	-
(ii) Cash and Cash Equivalents	-	-	-	1,891.12	1,891.12	-	-	-	-
(iii) Bank Balance other than (ii) above	-	-	-	69.49	69.49	-	-	-	-
(iv) Others	-	-	-	377.20	377.20	-	-	-	-
	-	-	-	<b>4,346.04</b>	<b>4,346.04</b>	-	-	-	-
<b>Non Current Liabilities</b>									
<b>Financial Liabilities</b>									
(i) Borrowings	-	-	-	79,559.93	79,559.93	-	-	-	-
(ii) Others	-	-	-	53.30	53.30	-	-	-	-
<b>Current Liabilities</b>									
<b>Financial Liabilities</b>									
(i) Borrowings	-	-	-	28,606.86	28,606.86	-	-	-	-
(ii) Trade Payables	-	-	-	8,539.29	8,539.29	-	-	-	-
(iii) Other Financial Liabilities	-	-	-	12,768.99	12,768.99	-	-	-	-
	-	-	-	<b>129,528.37</b>	<b>129,528.37</b>	-	-	-	-

**II. Figures as at March 31, 2022**

(Rs. In Lakhs)

Financial Instrument	Carrying Amount					Fair value			
	FVTPL	FVOCI	Total Fair Value	Amortized Cost	Total	Level 1	Level 2	Level 3	Total
<b>Non Current Assets</b>									
<b>Financial Assets</b>									
(i) Investments	-	-	-	-	-	-	-	-	-
(ii) Loans	-	-	-	17.69	17.69	-	-	-	-
(iii) Others	-	-	-	385.98	385.98	-	-	-	-
<b>Current Assets</b>									
<b>Financial Assets</b>									
(i) Trade Receivables	-	-	-	623.19	623.19	-	-	-	-
(ii) Cash and Cash Equivalents	-	-	-	141.04	141.04	-	-	-	-
(iii) Bank Balance other than (ii) above	-	-	-	512.24	512.24	-	-	-	-
(iv) Others	-	-	-	308.43	308.43	-	-	-	-
	-	-	-	<b>1,988.57</b>	<b>1,988.57</b>	-	-	-	-
<b>Non Current Liabilities</b>									
<b>Financial Liabilities</b>									
(i) Borrowings	-	-	-	87,259.73	87,259.73	-	-	-	-
(ii) Others	-	-	-	78.48	78.48	-	-	-	-
<b>Current Liabilities</b>									
<b>Financial Liabilities</b>									
(i) Borrowings	-	-	-	19,516.78	19,516.78	-	-	-	-
(ii) Trade Payables	-	-	-	9,471.89	9,471.89	-	-	-	-
(iii) Other Financial Liabilities	-	-	-	3,907.64	3,907.64	-	-	-	-
	-	-	-	<b>120,234.52</b>	<b>120,234.52</b>	-	-	-	-

During the reporting period ending March 31, 2023 and March 31, 2022, there were no transfers between Level 1 and Level 2 fair value measurements.



**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Company’s financial risk management is an integral part of how to plan and execute its business strategies. The company’s financial risk management policy is set by the Managing Board.

**Market risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loan borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

**Interest rate risk**

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the company’s position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The company is not exposed to significant interest rate risk as at the specified reporting date.

Refer Note 18 and Note 21 for interest rate profile of the Company’s interest-bearing financial instrument at the reporting date.

**Foreign currency risk**

The Company operates locally, however, the nature of its operations requires it to transact in several currencies and consequently the Company is exposed to foreign exchange risk in various foreign currencies.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies.

**I. Foreign Currency Exposure**

Refer Note 37 for foreign currency exposure as at March 31, 2023 and March 31, 2022 respectively.

**II. Foreign Currency Sensitivity**

1% increase or decrease in foreign exchange rates will have the following impact on the profit before tax

Currency	As at 31st March, 2023		As at 31st March, 2022	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD	(366.60)	366.60	(322.73)	322.73
<b>Total</b>	<b>(366.60)</b>	<b>366.60</b>	<b>(322.73)</b>	<b>322.73</b>

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

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

- (i) Actual or expected significant adverse changes in business,
- (ii) Actual or expected significant changes in the operating results of the counterparty.
- (iii) Financial or economic conditions that are expected to cause a significant change to the counterparty’s ability to meet its obligation,

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023****41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES ...contd.**

- (iv) Significant increase in credit risk on other financial instruments of the same counterparty.
- (v) Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorizes a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized in profit or loss.

- I. Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)

Particulars	(Rs. In lakhs)	
	As at 31-03-2023	As at 31-03-2022
Non-current financial assets - Loans	13.38	17.69
Current financial assets - loans	-	-
<b>Total (A)</b>	<b>13.38</b>	<b>17.69</b>

- II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Losses (ECL)

Particulars	(Rs. In lakhs)	
	As at 31-03-2023	As at 31-03-2022
Trade Receivables	1,615.38	623.19
<b>Total (B)</b>	<b>1,615.38</b>	<b>623.19</b>
<b>Grand Total (A+B)</b>	<b>1,628.76</b>	<b>640.88</b>

Note: Balances with banks are subject to low credit risks due to good credit ratings assigned to these banks.

- III. The ageing analysis of these receivables (gross of provision) has been considered from the date the invoice falls due

Particulars	(Rs. In lakhs)	
	As at 31-03-2023	As at 31-03-2022
Up to 3 months	1,371.87	421.93
3 to 6 months	72.30	26.07
More than 6 months	217.91	191.20
Less: Provision for doubtful debts	(46.71)	(16.00)
<b>Total</b>	<b>1,615.38</b>	<b>623.19</b>

- IV. Provision for expected credit losses again "II" and "III" above

The company has assets where the counter- parties have sufficient capacity to meet the obligations and where the risk of default is very low. Hence based on historic default rates, the Company believes that, no impairment allowance is necessary in respect of above mentioned financial assets.

**Liquidity Risk**

Liquidity Risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.



**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES ...contd.**

**Maturity profile of financial liabilities**

The table below provides details regarding the remaining contractual maturities (including Overdues) of financial liabilities at the reporting date based on contractual undiscounted payments.

(Rs. In Lakhs)

Particulars	As at 31-03-2023				As at 31-03-2022			
	Less than 1 year	1 to 5 years	Above 5 Years	Total	Less than 1 year	1 to 5 years	Above 5 Years	Total
Non-current financial liabilities - Borrowings	-	40,025.91	39,534.02	<b>79,559.93</b>	-	48,358.93	38,900.80	87,259.73
Non-current financial liabilities - Others	-	53.30	-	<b>53.30</b>	-	78.48	-	78.48
Current financial liabilities - Borrowings	28,606.86	-	-	<b>28,606.86</b>	19,516.78	-	-	19,516.78
Current financial liabilities - Trade Payables	8,539.29	-	-	<b>8,539.29</b>	9,471.89	-	-	9,471.89
Current financial liabilities - Others	12,768.99	-	-	<b>12,768.99</b>	3,907.64	-	-	3,907.64
<b>Total</b>	<b>49,915.14</b>	<b>40,079.21</b>	<b>39,534.02</b>	<b>129,528.37</b>	<b>32,896.31</b>	<b>48,437.41</b>	<b>38,900.80</b>	<b>120,234.52</b>

**Capital management**

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximize shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of the financial covenants.

The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

Particulars	As at 31-03-2023	As at 31-03-2022
<b>Total Debt</b>	<b>108,166.79</b>	106,776.51
Equity	<b>16,238.92</b>	24,713.19
Capital and net debt	<b>124,405.71</b>	131,489.70
Gearing ratio	<b>86.95%</b>	81.21%

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**42. Additional Regulatory Information**

**(i) Ratios**

The following are analytical ratios for the year ended March 31, 2023 and March 31, 2022

Particulars	Numerator	Denominator	As at 31st March, 2023	As at 31st March, 2022	Variance
Current Ratio	Current assets	Current liabilities	0.10	0.07	58.87%
Debt – Equity Ratio	Total Debt	*Shareholder's Equity	6.66	4.32	54.17%
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	0.14	0.02	694.47%
Return on Equity (ROE)	Net Profits after taxes	*Average Shareholder's Equity	-41%	-40%	2.67%
Inventory Turnover Ratio	Sales	Average Inventory	34.51	23.31	48.02%
Trade receivables turnover ratio	Revenue	Average Trade Receivable	23.00	18.16	26.69%
Trade payables turnover ratio	Purchases of services and other expenses	Average Trade Payables	1.66	0.86	93.09%
Net capital turnover ratio	Revenue	Working Capital	-0.47	-0.33	41.12%
Net profit ratio	Net Profit	Revenue	-33%	-93%	-64.46%
Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed	2.74%	-1.18%	-332.67%
Return on Investment(ROI)	Income generated from investments	Time weighted average investments	-	-	-

**Note :-**

\*Revaluation Reserve of Rs. 40,407.36 Lakhs (Rs. 41,348.25 Lakhs in FY 2021-22) is considered as part of Shareholder's equity for the purpose of calculation of ratios.

**Remarks for change in ratio by more than 25% with respect to previous year :-**

**Current Ratio**

There is improvement in ratio due to increase in current assets as there is improvement in business operations.

**Debt – Equity Ratio**

Ratio is adverse because of continuous increase in Debts (due to capitalization of Interest & Creation of FITL) and decrease in Equity due to continuous loss.

**Debt Service Coverage Ratio**

Ratio is adverse as company unable to generate enough cash to service its outstanding Debts. There improvement in ratio due to recovery in the business.

**Trade receivables turnover ratio**

Ratio has become more favourable as compared to previous year because last year due COVID- 19 pandemic operations of hotels & restaurants halted for some months in last year which resulted in delay in collection from corporate clients.





**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**42. Additional Regulatory Information ...contd.**

**Inventory Turnover Ratio**

Ratio has become more favourable as compared to previous year because last year due COVID- 19 pandemic operations of hotels & restaurants closed for substantial period during year which resulted in ineffective utilization of inventory.

**Trade payables turnover ratio**

Due to cash crunch company has been unable to repay its operational creditors which resulted in adverse ratio overall. There is improvement during the year due to recovery of business during the year.

**Net capital turnover ratio**

Ratio is negative because Working capital of the company is negative & the ratio has become more adverse because working capital pressure is more and the current liabilities exceed current assets by a higher amount during the current year as compared to the last year.

**Net profit ratio**

Ratio is adverse due to losses incurred by company. There is improvement in ratio as company has made operational profit during the year.

Return on capital employed (ROCE)

- There is improvement in ratio as compared to last year due improvement in EBIT.

**(i) Registration of charges or satisfaction with Registrar of Companies (ROC)**

The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

**(ii) Details of Benami Property held :**

The Company does not have any Benami property, which any proceeding has been initiated or pending against the Company for holding any Benami property.

**(iii) Borrowings secured against current assets**

The Company has borrowings from banks on the basis of security of current assets. Currently OD limits are out of order & negotiation is going on with bankers to restructure the same.

**(iv) Utilisation of borrowed funds and share premium :**

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

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

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:

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

**(v) Utilisation of borrowings availed from banks and financial institutions**

The borrowings obtained by the Company financial institutions have been applied for the purposes for which such loans were taken.

**(vi) Wilful defaulter**

The Company has not been declared wilful defaulter by any bank or financial Institution or other lender.

**(vii) Relationship with struck off companies**

The Company did not have any transactions with Companies struck off u/s companies Act, 2013 or Companies Act, 1956.

**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**42. Additional Regulatory Information ...contd.**

**(viii) Compliance with number of layers of companies**

The Company had complied with the number of layers prescribed under the Section 2(87) of the Act read with the Companies ( Restriction on number of Layers ) Rules,2017.

**(ix) Compliance with approved scheme(s) of arrangements**

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

**(x) Undisclosed income**

The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the income Tax Act,1961 (such as, search or survey or any other relevant provision of the Income Tax Act,1961).

**(xi) Loans or advances to specified persons**

The Company has not granted loans or advances to promoters, directors, key management personnel and the related parties (as defined under Companies Act, 2013) either severally or jointly with any other person, that are: (a) repayable on demand or (b) without specifying any terms or period of repayment.

**(xii) Details of crypto currency or virtual currency**

The Company has not traded or invested in Crypto currency or Virtual Currency during the current or previous years.

**(xiii) Valuation of Property, Plant and Equipment, intangible assets and investment property**

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

**(xiv) Title deeds of immovable properties not held in name of the Company**

The title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the company) are held in the name of the Company.

**Note: 43: Commitment Charges**

The Company has not provided for Commitment charge worth Rs. 755.26 Lakhs in respect of Space Buying Agreement signed with various parties as the Company is confident of securing waivers / settlement from them for the same.

**Note 44: Loss of Control over Foreign Subsidiaries**

In respect of foreign subsidiaries, i.e., M/s Finline Hospitality & Consultancy Pte Ltd. (FHCPL) & M/s Lexon Hotels Venture Ltd., Mauritius (Lexon) notice for appointment of liquidator has been accepted by the competent authority in Mauritius. As a result of the same, the Company has lost control of these entities. Accordingly, the Company will not be presenting Consolidated Financial Statements for FY 2022-23.



**NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023**

**Note: 45 : Current State of Business Operations and Ability to Continue as Going Concern**

The Company's financial statements are prepared on a going concern basis, which contemplates the utilization of assets and the satisfaction of obligations in the normal course of business. While impact of COVID is still felt, operating profitability for the Company is improving significantly and it will be further aided by several cost reduction measures being adopted by the Company. The Company is in amicable discussions with Banks and Financial Institutions, to resolve financial matters in the best interest for bankers as well as shareholders. The Management is confident that its planned financial settlement will enable the Company to continue as a going concern.

**Note: 46 : Regrouped, Recast, Reclassified**

Figures of the earlier year have been regrouped or reclassified to confirm to Ind AS presentation requirements.

The accompanying notes are integral part of the financial statements

As per our report of even date attached  
**For V V KALE & CO.**  
Chartered Accountants  
Firm Registration No. 000897N

**Vijay V. Kale**  
Partner  
Membership Number: 080821

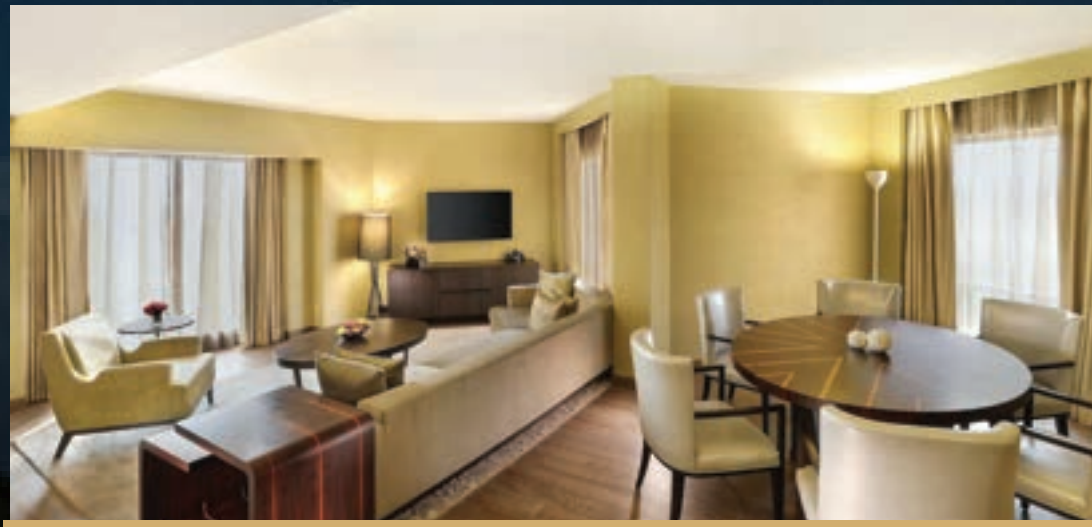
**Place: New Delhi**  
**Dated: 29.05.2023**  
**UDIN: 23080821BGUWRL9239**

**On behalf of the Board of Directors**  
**Asian Hotels (North) Limited**

**AMRITESH JATIA**  
Chairman & Managing Director  
DIN: 02781300

**TARUN SRIVASTAVA**  
Company Secretary and Compliance Officer  
Membership No.: 53209

**ASHISH DHANUKA**  
Executive Director and Chief Financial Officer  
DIN: 07220876





*Asian Hotels (North) Limited*

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