

# HOWARD HOTELS LIMITED

CIN: L74899DL1989PLC038622

## ANNUAL REPORT 2020-2021

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

NIRANKAR NATH MITTAL, Chairman & Managing Director  
 NIRVIKAR NATH MITTAL, WholeTime Director  
 SHRI KANT MITTAL, Whole Time Director  
 RAKESH KUMAR AGARWAL, Independent Director  
 RAVI KANT BANSAL, Independent Director  
 ARCHANA JAIN, Independent Director

### STATUTORY AUDITORS

#### B G G & ASSOCIATES

Chartered Accountants  
 805, New Delhi House, 27, Barakhamba Road,  
 New Delhi-110 001

### REGISTRAR & SHARE TRANSFER AGENT

LINK INTIME INDIA PVT. LTD.  
 Noble Heights, 1st Floor, NH 2  
 C-1 Block LSC, Near Savitri Market,  
 Janakpuri, New Delhi-110058

### REGISTERED OFFICE

#### HOWARD HOTELS LIMITED

20, Maurya Complex,  
 B-28 Subhash Chowk,  
 Laxmi Nagar, New Delhi-110092

### BANKERS

HDFC BANK LIMITED  
 IDBI BANK LIMITED

### SECRETARIAL AUDITORS

#### SATYENDRA SHARMA & ASSOCIATES

Ind Gali, Pt. Jangjeet Nagar, Rajpur,  
 Agra-282001

### Stock Exchange Where Company's Securities Are Listed

**BOMBAY STOCK EXCHANGE LIMITED**

### CORPORATE OFFICE

#### HOWARD PLAZA

Fatehabad Road, Agra-282001

**Website:** [www.howardhotelsltd.com](http://www.howardhotelsltd.com)

**Email-Id:** [cs@howardhotelsltd.com](mailto:cs@howardhotelsltd.com)

**Tel :** (0562) 4048600

**Facsimile :** (0562) 4048666

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## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 32<sup>nd</sup> (Thirty Second) Annual General Meeting of **HOWARD HOTELS LIMITED** will be held on Friday the 10<sup>th</sup> Day of September, 2021 at 12.00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company at 20, MAURYA COMPLEX, B-28 SUBHASH CHOWK, LAXMI NAGAR, NEW DELHI DL 110092 IN.

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2021, including Audited Balance Sheet and Profit and Loss Statement and Cash Flow Statement together with the Reports of the Board of Directors' and Auditors' thereon;
2. To appoint a Director in place of Mr. Nirvikar Nath Mittal (DIN- 00536470), who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. To Re-appointment of Mr. Nirankar Nath Mittal, as a Chairman & Managing director

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

**"RESOLVED THAT** pursuant to section 196 and all other applicable provisions of the Companies Act, 2013 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby accorded for continuation of holding of office of Chairman and Managing Director by Mr. Nirankar Nath Mittal (DIN: 01533102) who will attain the age of 70 (Seventy) years as on May 15, 2022 upto the expiry of his present term of office i.e 14<sup>th</sup> October, 2022, on the same terms of appointment and remuneration as approved by the shareholders at the 30<sup>th</sup> Annual General Meeting of the Company held on 05<sup>th</sup> September, 2019 .

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place : Agra

Date : **12/08/2021**

By order of the Board  
**HOWARD HOTELS LIMITED**

### Registered office:

Howard Hotels Limited  
20, Maurya Complex,  
B-28 Subhash Chowk,  
Laxmi Nagar,  
Delhi-110092

Sd/-  
**Sonal Agarwal**  
(Company Secretary)  
Mem. No. A58404

### Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business at Sr. 3 to be transacted at the Annual General Meeting is annexed hereto. The relevant details as required under regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of SS-2 (Secretarial Standards – 2) on General meetings by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as Directors under item no. 3 of the Notice, is also annexed.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/79 dated 12<sup>th</sup> May 2020 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 ("SEBI Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM on Friday the 10<sup>th</sup> Day of September, 2021 at 12.00 noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip including Route Map are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address [topoojaanandfcs@gmail.com](mailto:topoojaanandfcs@gmail.com) with copies marked to the Company at [cs@howardhotelsltd.com](mailto:cs@howardhotelsltd.com) and to its RTA at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).

5. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday 04/09/2021 to Friday 10/09/2021**(both days inclusive) for the purpose of AGM.
6. Members are requested to:
  - i) Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their emails address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

    - (a) Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration- fill in the details and upload the required documents and submit.
    - (b) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
7. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2020-21 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2020-21 will also be available on the Company's website [www.howardhotelsltd.com](http://www.howardhotelsltd.com); website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
8. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Voting through electronic means (Remote E-voting):
  - i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited.
  - ii) The remote e-voting period commences on Tuesday the 07/09/2021 at 09.00 A.M to 09/09/2021 at 05.00 P.M. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 03<sup>rd</sup> September, 2021 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Link Intime India Private Limited e-voting platform for voting thereafter.
  - iii) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 03<sup>rd</sup> September, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.
  - iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - v) The facility for e-voting at the AGM will be available and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through e-voting.
  - vi) The Company has appointed Mr. Mukul Tyagi, Partner of M/s Pooja Anand & Associates, Practicing Company Secretaries, Delhi as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - v) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
  - (vii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.howardhotelsltd.com/> and on the website of Link Intime India Private Limited immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE"), where the shares of the Company are listed.
11. Instructions for e-voting and joining the Annual General Meeting are as follows:

**Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9<sup>th</sup> June, 2021.

## HOWARD HOTELS LIMITED

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<b>Individual Share-holders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.</li> <li>After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>Individual Share-holders holding securities in demat mode with CDSL</b>	<ul style="list-style-type: none"> <li>Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<b>Individual Share-holders (holding securities in demat mode) &amp; login through their depository participants</b>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<b>Individual Share-holders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b>	<ol style="list-style-type: none"> <li>Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> ? Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> <li>User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li>PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> </ol> </li> </ol>

Type of shareholders	Login Method
	<p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.</p> <p>" Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</p> <p>? Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>? Click "confirm" (Your password is now generated).</p> <p>2. Click on 'Login' under 'SHARE HOLDER' tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</p> <p>4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</p> <p>5. E-voting page will appear.</p> <p>6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</p>

**Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

**Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	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 call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	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 022- 23058738 or 022-23058542-43.

### **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

#### **InstaVote Support Desk**

#### **Link Intime India Private Limited**

#### **Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>  
% Select the **"Company"** and **"Event Date"** and register with your following details: -
  - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
    - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
    - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
    - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. Mobile No.:** Enter your mobile number.
  - D. Email ID:** Enter your email id, as recorded with your DP/Company.  
%Click **"Go to Meeting"** (You are now registered for InstaMeet and your attendance is marked for the meeting).

#### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the [cs@howardhotelltd.com](mailto:cs@howardhotelltd.com) created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

#### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.



Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**InstaMeet Support Desk**  
**Link Intime India Private Limited**



**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS GIVEN BELOW.**

**ITEM NO. 2**

Details of additional Directors/Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting of the Company

<b>Name of Director</b>	<b>Nirvikar Nath Mittal</b>	<b>Nirankar Nath Mittal</b>
Working experience/Brief Resume	The appointee has vast experience and good knowledge in Hotel industry. He is providing leadership and strategic guidance to the Company.	The appointee has vast experience and good knowledge in Hotel industry. He is providing leadership and strategic guidance to the Company.
Date of Birth	21/07/1953	15/05/1952
Date of appointment/ re-appointment	06/09/2019	10/09/2021
Qualifications	B.A., L.L.B	M.Sc.
Expertise in specific functional areas	Experience in Hotel & Tourism	Hotel & Tourism Administration
List of other Indian Public Limited Companies in which Directorship held as on 31.03.2021	NIL	NIL
Committee membership in other companies	NIL	NIL
Shareholdings in the company as on 31.03.2021	1787833 (19.62%)	1,847,834 (20.28%)
Inter-se relationship	YES. Mr. Nirankar Nath Mittal and Mr. Shrikant Mittal , Directors of the company are relatives of Mr. Nirvikar Nath Mittal .	YES.Mr. Nirvikar Nath Mittal and Mr. Shri Kant, Directors of the company are relatives of Mr. Nirankar Nath Mittal.

Except Mr. Nirankar Nath Mittal, Mr. Nirvikar Nath Mittal and Mr. Shri Kant Mittal, none of the Directors and Key Managerial personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

**ITEM NO. 03**

Mr. Nirankar Nath Mittal was appointed as Chairman and Managing Director of the Company by the members at the 30<sup>th</sup> Annual General Meeting held on 05<sup>th</sup> September, 2019 for a period of 3 years w.e.f. 15/10/2019 and his term of appointment shall expire on 14/10/2022.

Mr. Nirankar Nath Mittal will attained the age of 70 years on May 15, 2022 and as a matter of abundant caution, it is proposed to obtain approval of the shareholders as per the provision of Section 196 of Companies Act, 2013 for continuation of his employment as Chairman & Managing Director, upto the expiry of his present term of office i.e 14<sup>th</sup> October, 2022, on the same terms of appointment and remuneration as approved by the shareholders at the 30<sup>th</sup> Annual General Meeting of the Company held on 05<sup>th</sup> September, 2019 .

Mr.Nirankar Nath Mittal is a Promoter Director of the Company and has been serving as Managing Director of the Company since long time. He has been actively involved in the operations of the Company. He has vast experience and good knowledge in Hotel Industry . He is providing leadership and strategic guidance to the Company.

Except Mr. Nirankar Nath Mittal, Mr. Nirvikar Nath Mittal and Mr. Shri Kant Mittal, none of the Directors and Key Managerial personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

Your directors therefore, recommend the passing of the resolution proposed at the Item No. 03 of the Notice as an special resolution to the shareholders.

Place : Agra  
Date : **12/08/2021**

By order of the Board  
**HOWARD HOTELS LIMITED**

**Registered office:**  
Howard Hotels Limited  
20, Maurya Complex,  
B-28 Subhash Chowk,  
Laxmi Nagar,  
Delhi-110092

**Sd/-**  
**Sonal Agarwal**  
(Company Secretary)  
Mem. No. A58404

## DIRECTOR'S REPORT

## TO THE MEMBERS,

Your Directors are presenting the 32<sup>nd</sup>(Thirty Second)Annual Report of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March 2021.

## FINANCIAL HIGHLIGHTS

The Performance of the Company for the financial year ended 31<sup>st</sup> March 2021 is summarized below:

(Rs. in Lakhs)

PARTICULARS		CURRENT YEAR (2020-21)	PREVIOUS YEAR (2019-2020)
1.	<b>Total Income</b>	<b>172.51</b>	<b>984.41</b>
	Less: i) Operating, Administrative & other Exp.	<b>263.55</b>	<b>955.63</b>
2.	<b>Earnings before interest and depreciation</b>	(91.04)	<b>28.78</b>
	Less: i) Interest	13.50	19.06
	ii) Depreciation	59.66	66.73
3.	<b>Profit before Tax</b>	(164.20)	<b>(57.01)</b>
	Less: provision for Tax		
	i) Current		-
	ii) Deferred	(13.04)	19.33
	iii) Earlier year Tax		0.12
	iv) MAT Credit		-
4.	<b>Profit after Tax</b>	<b>(177.24)</b>	<b>(76.46)</b>
	Add: Balance of Profit as per last Balance Sheet		<b>269.38</b>
	Less: Adjustment of depreciation on account of change in estimated life of fixed assets.		-
	Less: Other Comprehensive income for the year, net of tax	<b>4.23</b>	<b>2.62</b>
5.	<b>Balance available for appropriation</b>	<b>(173.01)</b>	<b>195.54</b>

## COMPANY'S PERFORMANCE

During the year under review, the Company has total revenues of 172.51Lakhs as compared to 984.41Lakhs during the previous year. The net loss for the year under review has been 173.01Lakhs against loss of 73.84Lakhs during the previous year. Your directors are continuously looking for avenues for future growth of the Company in Hotel Industry.

## DIVIDEND

Due to loss during the period under review, no dividend has been recommended for the period under review.

## RESERVES

The appropriations for the year are:

(Rs. in Lakhs)

PARTICULARS		CURRENT YEAR (2020-21)	PREVIOUS YEAR (2019-20)
	Securities Premium A/c as per last Balance Sheet	40.50	40.50
	Addition during the year		
(a)		<b>40.50</b>	<b>40.50</b>
	Balance in P&L A/c as per last Balance Sheet	195.54	269.38
	Addition during the year	(150.96)	(76.46)
	Adjustment of depreciation on account of change in estimated life of fixed assets	-	-
	Remeasurement of post-employment benefit obligations, net of tax	4.23	2.62
(b)		<b>48.80</b>	<b>195.54</b>
	<b>Total Reserve &amp; Surplus (a+b)</b>	<b>89.3</b>	<b>236.04</b>

## HOWARD HOTELS LIMITED

### PAID UP CAPITAL

(Rs. in Lakhs)

PARTICULARS	As at March 31,2021	As at March 31,2020
<b>SHARE CAPITAL</b>		
Authorised Shares 1,00,00,000 Equity Shares of Rs. 10 each	1,000.00	1,000.00
Issued, Subscribed & fully paid up shares 91,13,200 Equity Shares of Rs.10 each fully paid up	911.32	911.32

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

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act,2013, in the prescribed form AOC-2, is appended as **Annexure- III** to the Board's Report.

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the <http://www.howardhotelsltd.com/reports/1434531522PolicyonMaterialityofRelatedPartyTransactionsandDealing.pdf>

### PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Loans, guarantees and investments covered under Section 186 of the Companies Act,2013 form part of the notes to the financial statements provided in this Annual Report.

### ACCEPTANCE OF DEPOSITS

The Company has not accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013, and the Companies (Acceptance of Deposit) Rules, 2014, during the year under review.

### EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return inform MGT-9, as required under Section 92 of the Companies Act, 2013, is annexed as **Annexure - I** and forms an integral part of this Report.

### MEETINGS OF THE BOARD

During the financial year ended March 31, 2021, 06 (Six) meetings of the Board were held, as follows:

S. No.	Dates of Board Meeting	Board Strength	No. of directors present
01.	29 <sup>th</sup> June, 2020	6	4
02.	31 <sup>st</sup> July, 2020	6	4
03.	10 <sup>th</sup> August, 2020	6	4
04.	11 <sup>th</sup> September, 2020	6	4
05.	11 <sup>th</sup> November, 2020	6	4
06.	12 <sup>th</sup> February, 2021	6	4

\*The maximum time gap between two meetings was not more than 120days.

### CODE OF CONDUCT

The Company's Code of Conduct, as adopted by the Board of Directors, is applicable to all Directors, Senior Management and Employees of the Company. The Code of Conduct of the Company covers substantial development, disclosure of material information, integrity of financial reporting, continuous improvement of the internal control system and sound investor relations. The same can be assessed at <http://www.howardhotelsltd.com/reports/1434531313CodeofConduct.pdf>

### POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31,2021, The Board consist of 6 members, three of whom are executive/ whole-time directors and three are independent directors. The Board periodically evaluates the need for change in its composition and size.

The policy of the Company on director's appointment and other matters provided under sub section 3 of section 178 of the Companies Act,2013 can be assessed at <http://www.howardhotelsltd.com/reports/1434531471PolicyforSelectionofDirectorsandDeterminingIndependence.pdf>

**DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**BOARD EVALUATION**

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the targets/ criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

The Company has devised a policy for performance evaluation of Independent Directors, Board Committees and other Individual directors which includes criteria for evaluation of the non-executive directors which can be accessed at <http://www.howardhotelsltd.com/reports/1434531471PolicyforSelectionofDirectorsandDeterminingIndependence.pdf> and <http://www.howardhotelsltd.com/reports/1435316045Nomination&RemunerationPolicy.pdf>

**DIRECTORS AND KEY MANAGERIAL PERSON**

Pursuant to the provisions of section 149 of the Act, Mr. Rakesh Kumar Agarwal, Mr. Ravi Kant Bansal and Mrs. Archana Jain are Non-Executive Independent directors of the Company. They have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no change in the circumstances which may affect their status as independent director during the year.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Nirvikar Nath Mittal, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, have offered himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the Annual General Meeting.

Members approval is sought by way of Special Resolution for continuation of employment of Shri Nirankar Nath Mittal as Chairman and Managing Director for remaining period of his office upto 14<sup>th</sup> October, 2022 on attaining 70 years of age. While such continuation of employment may not require any further approval of the shareholders, it is proposed to obtain approval of the shareholders at the ensuing Annual General Meeting.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are –Mr. Nirankar Nath Mittal, Chairman & Managing Director, Mr. Nirvikar Nath Mittal, Wholtime Director, Mr. Shri Kant Mittal, Whole time Director & CFO, Ms. Disha Agarwal, Company Secretary.

The detail of no. of directorship of each director in other Public Company and membership & chairmanship in the Company's Committees and other Public Company's Committees are as under:

Name of Director	Category	*No. of directorship in other public companies	In committees of the Company		**In committees of other public companies	
			Chairmanship	Membership	Chairmanship	Membership
Nirankar Nath Mittal	Executive Non-Independent	NIL	-	-	NIL	NIL
Nirvikar Nath Mittal	Executive Non-Independent	NIL	-	-	NIL	NIL
Shri Kant Mittal	Executive Non-Independent	NIL	-	-	NIL	NIL
Rakesh Kumar Agarwal	Independent, Non-Executive	NIL	2	1	NIL	NIL

## HOWARD HOTELS LIMITED

Archana Jain	Independent, Non-Executive	1	-	3	NIL	NIL
Ravi Kant Bansal	Independent, Non-Executive	NIL	1	2	NIL	NIL

**\*\*\* The directorship held by directors do not include alternate directorship and directorship of foreign Companies, section 8 Companies & private limited Companies.**

### DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, we hereby state:

- that in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation and that there are no 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 as at March 31, 2021 and of the profit and loss of the Company for that period;
- that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the directors have prepared the Annual Accounts on a going concern basis.
- that the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- that the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### POLICY ON SEXUAL HARASSMENT OF EMPLOYEES

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of employees at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (India) and the Rules thereunder. There is an Internal Complaints Mechanism where any wrongful conduct as regards sexual harassment or any other discrimination can be reported. No complaints have been received & pending on Sexual Harassment of employees during FY 2020-21. The policy can be assessed at <http://www.howardhotelsltd.com/reports/1434531591SexualHarassmentPolicy.pdf>

### AUDITORS AND AUDITORS' REPORT

#### STATUTORY AUDITORS

M/s. BGG & Associates, Chartered Accountants (ICAI Firm Registration No. 016874N) were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 07<sup>th</sup> September, 2018, for a term of five consecutive years and to hold office till the conclusion of the 34<sup>th</sup> annual general meeting, to be held in the year 2023. The Auditors have confirmed that they are eligible and not disqualified to continue as statutory auditors.

There is no Audit qualification for the year under review.

#### SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s Satyendra Sharma & Associates, a firm of Company Secretaries in Practice (C.P.No.4843) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report in Form MR-3 is annexed as **Annexure-II** and forms an integral part of this report.

There is no secretarial audit qualification for the year under review.

#### INTERNAL AUDITOR

The Company has re-appointed during the financial year 2020-21 M/s CA Chirag Jain & Co, a reputed firm of Chartered Accountants as internal auditor of the Company to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry. But due to pre-occupation in other assignments, he has resigned from the office of Internal Auditor as on 26/07/2021.

The Company has approached M/s Raj Singhal & Co., a reputed firm of Chartered Accountants as Internal Auditor of the Company, having more than 30 years of experience in taxation, statutory audit and Bank Audit. M/s Raj Singhal & Co, has sent his consent letter for his appointment as on 12/08/2021.

Your directors has recommend the appointment of M/s Raj Singhal & Co as internal auditor of the Company

#### REGULATORY ACTIONS

There is neither any regulatory action initiated nor pending under SEBI regulations or Company Law during the financial year 2020-21.

**CASH FLOW ANALYSIS**

The Cash Flow Statement for the year 2020-21 is annexed with the Annual Accounts of the Company.

**EXPLANATIONS / COMMENTS BY BOARD OF DIRECTORS ON ADVERSE REMARK MADE BY AUDITOR**

The report on qualifications, reservations or adverse remarks or disclaimers made by M/s. BGG & Associates, Chartered Accountants, Statutory Auditors, in their Audit report and by Mr. Satyendra Sharma, Company Secretary in Practice, in his Secretarial Audit Report are self-explanatory.

**DISCLOSURES:****BOARD COMMITTEES:-**

The Company has 3 Board Level Committees. All decisions and recommendations of the Committees are placed before Board for information and approval. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

- A. Audit Committee
- B. Nomination & Remuneration Committee
- C. Stakeholder's Relationship Committee.

**A. AUDIT COMMITTEE**

The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the SEBI (LODR) Regulations, 2015. Mr. Rakesh Kumar Agarwal, Non –Executive Independent Director is the Chairperson of the Audit Committee. The other members of the Audit Committee include Mr. Ravi Kant Bansal and Mrs. Archana Jain. All the recommendations made by the Audit Committee were accepted by the Board.

During the financial year ended March 31, 2021, 4 (Four) meetings of the Audit Committee were held, as follows:

S. No.	Date	Committee Strength	No. of Members present
01.	June 29, 2020	3	2
02.	September 11, 2020	3	2
03.	November 11, 2020	3	2
04.	February 12, 2021	3	2

**B. NOMINATION & REMUNERATION COMMITTEE**

The composition, quorum, powers, role and scope are in accordance with Section 178 of the Companies Act, 2013 and the provisions of Regulation 19 of the SEBI (LODR) Regulations, 2015. Mr. Rakesh Kumar Agarwal, Non –Executive Independent Director is the Chairperson of the Nomination & Remuneration Committee. The other members of the Nomination & Remuneration Committee include Mr. Ravi Kant Bansal and Mrs. Archana Jain.

During the financial year ended March 31, 2021, 1 (One) meeting of the Nomination & Remuneration Committee was held as follows:

S. No.	Date	Committee Strength	No. of Members present
01.	February 03, 2021	3	2

Moreover, the Company's Nomination & remuneration policy for Directors, Key managerial personnel and other employees is posted on the website of the Company and can be accessed at <http://www.howardhotelsltd.com/reports/1435316045Nomination&RemunerationPolicy.pdf>

**C. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The composition, quorum, powers, role and scope are in accordance with Section 178 of the Companies Act, 2013 and the provisions of Regulation 20 of the SEBI (LODR) Regulations, 2015. Mr. Ravi Kant Bansal, Non –Executive Independent Director is the Chairperson of the Stakeholders' Relationship Committee. The other members of the Stakeholders' Relationship Committee include Mr. Rakesh Kumar Agarwal and Mrs. Archana Jain.

During the financial year ended March 31, 2021, 1 (One) meetings of the Stakeholders' Relationship Committee were held as follows:

S. No.	Date	Committee Strength	No. of Members present
01.	December 18, 2020	3	2

- There were no pending share transfers/ investors' complaints as on March 31, 2021.

**ATTENDANCE OF DIRECTORS**

The detail of Director's attendance in the Board Meeting and their Committees during the F.Y. ended as on March 31, 2021 and in the last AGM of the Company is as follows:

## HOWARD HOTELS LIMITED

S.NO.	Name of Director	No. of Board Meeting attended out of 06 held during the year	No. of audit Committee meetings attended	No. of Nomination & Remuneration Committee meetings attended	No. of Stakeholders Relationship Committee meetings attended	Attendance at the last AGM
01.	Nirankar Nath Mittal	6	-	-	-	YES
02.	Nirvikar Nath Mittal	6	-	-	-	YES
03.	Shri Kant Mittal	6	-	-	-	NO
04.	Rakesh Kumar Agarwal	6	4	1	-	YES
05.	Ravi Kant Bansal	1	2	1	1	NO
06.	Archana Jain	1	2	-	1	NO

### MEETINGS OF INDEPENDENT DIRECTORS

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Lead Independent Director. The Lead Independent Director takes appropriate steps to present Independent Directors' views to the Chairman and Managing Director. One meeting of Independent Directors was held during the year i.e. on 08<sup>th</sup> February, 2021.

### WHISTLE BLOWER POLICY & VIGIL MECHANISM COMMITTEE

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behaviour. During the year under review, no employee was denied access to the Audit Committee. The said policy has been also put up on the website of the Company and can be accessed at <http://www.howardhotelsltd.com/reports/1432376932VIGILMECHANISMREPORT.pdf>

### PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith marked as **Annexure IV**.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, during the year under review, no employee, whether employed for the whole or part of the year, was drawing remuneration in excess of the limits set out in the said rules. Hence the details required under the said Rules are not given.

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised. The full Annual Report including the aforesaid information is being sent electronically to all those members who have registered their email addresses and is available on the Company's website.

### CORPORATE GOVERNANCE

Pursuant to regulation 15(2) of Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 provisions of regulation 27 i.e. Corporate Governance and para C, D & E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to the Company.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis of financial condition and results of operation of the Company for the year under review, as required under Regulation 34 of SEBI (LODR) Regulations, 2015, is given separately under the head "Management Discussion & Analysis Report" in Annual Report as **Annexure-V**.

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

Particulars required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are given as under:

#### A) Conservation of energy:

(i)	the steps taken or impact on conservation of energy;	The Energy Conservation efforts in the Company are being pursued on a continuous basis and the Company is making its full efforts to minimize wastage and to make optimum utilization of energy.
(ii)	the steps taken by the company for utilizing alternate sources of energy;	N.A.
(iii)	the capital investment on energy conservation equipments;	N.A.



**B) Technology absorption:**

(i)	the efforts made towards technology absorption;	N.A.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution;	N.A.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	N.A.
(a)	the details of technology imported;	N.A.
(b)	the year of import;	N.A.
(c)	whether the technology been fully absorbed;	N.A.
(d)	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A.
(iv)	the expenditure incurred on Research and Development.	N.A.

**C) Foreign Exchange Earnings & Outgo**

The MCA has notified Appendix B to Ind AS 21, foreign currency transactions and advance consideration. The appendix clarifies how to determine the date of transaction for the exchange rate to be used on initial recognition of a related asset, expense or income where an entity pays or receives consideration in advance for foreign currency denominated contracts.

The amendment came into force on 1 April 2018. The company is in the process of assessing the detailed impact of the amendment and its impact on the financial statements. The effect on adoption of Ind AS 21 is expected to be insignificant.

**CORPORATE SOCIAL RESPONSIBILITY**

The Company has not constituted the Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013 as the said provision is not applicable to the Company.

**INDUSTRIAL RELATIONS**

The industrial relations remained cordial and peaceful throughout the year in the Company. The Directors wish to place on record their appreciation for the contribution of the workers and officers of the Company at all level.

**DEPOSITORY SYSTEMS**

As the members are aware, the Company's shares are compulsorily tradable in electronic form. As on March 31, 2021, 7702005 of the Company's paid-up capital representing 84.51% Equity Shares is in dematerialized form with both the depositories as compared to 84.47% representing 7698405 equity shares for the previous year ended March 31, 2020.

Your Company has established connectivity with both depositories - National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through RTA i.e. M/s. Link Intime India Pvt. Ltd.

**DISCLOSURES REGARDING SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

During the Financial year 2020-21, neither Company has become nor ceased to its subsidiaries, joint venture or associate company.

**RISK MANAGEMENT COMMITTEE**

The Company has not constituted the risk management committee in accordance with Section 134 (3) (n) of the Companies Act, 2013 as the said provision is not applicable to the Company.

**ACKNOWLEDGEMENT**

The Board acknowledges with gratitude the assistance, co-operation and encouragement extended to the Company by Central Government, State Government, Financial Institutions, SEBI, Stock Exchanges, Custodian, Regulatory/Statutory Authorities, Registrars & Share Transfer Agent and other related Department of Tourism. Your directors thank the customers, client, vendors, dealers, Company's bankers and other business associates for their continuing support and unstinting efforts in the Company's growth. The Board also wishes to place on record their deep appreciation for the commitment displayed by all the executives, officers and staff, resulting in successful performance during the year. The company has achieved impressive growth through the competence, hard work, solidarity, cooperation and support of employees at all levels. Your Directors is also thankful to the stakeholders, shareholder and depositors for their continued patronage.

For & on behalf of Board of Directors of  
**HOWARD HOTELS LIMITED**

Sd /-

**Nirankar Nath Mittal**

(Chairman & Managing Director)

DIN: 01533102

Place: Agra

Date: 12/08/2021

**FORM NO. MGT 9**

Extract of Annual Return as on the financial year ended on March 31, 2021  
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014

**I. REGISTRATION & OTHER DETAILS:**

CIN	L74899DL1989PLC038622
Registration Date	11-12-1989
Name of the Company	HOWARD HOTELS LIMITED
Category/Sub-category of the Company	Public Company / Limited by shares
Address of the Registered office & contact details	20, Maurya Complex, B-28 Subhash Chowk, Laxmi Nagar, New Delhi-110092, Delhi-110092
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Link Intime India Pvt. Ltd. Noble Heights, 1st Floor, NH 2 C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi-110058 . Tel: 011-41410592-94

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

S. No.	Name and Description of main products / services	NIC Code of the Product/service*	% to total turnover of the company#
1	Hotel Industry	551	100%

# On the basis of Revenue from Operations

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. No.	Particulars	Country	CIN	Holding/ Subsidiary/ Associate	%holding as at March 31,2021	Applicable Section
1	NIL	NIL	NIL	NIL	NIL	NIL

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**(i). Category-wise Shareholding**

Sr. No	Category of Shareholders	Shareholding at the beginning of the year (As on 1 <sup>st</sup> April 2020)				Shareholding at the end of the year (As on 31 <sup>st</sup> March, 2021)				% Change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	5543500	0	5543500	'60.8293	5543500	0	5543500	'60.8293	'0.0000
(b)	Central Government / State Government(s)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Financial Institutions / Banks	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Any Other (Specify)									
	Sub Total (A)(1)	5543500	0	5543500	'60.8293	5543500	0	5543500	'60.8293	'0.0000
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(b)	Government	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Institutions	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000

Sr. No	Category of Shareholders	Shareholding at the beginning of the year (As on 1 <sup>st</sup> April 2020)				Shareholding at the end of the year (As on 31 <sup>st</sup> March, 2021)				% Change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	5543500	0	5543500	'60.8293	5543500	0	5543500	'60.8293	'0.0000
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(b)	Venture Capital Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Alternate Investment Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Venture Capital Investors	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(f)	Financial Institutions / Banks	400	0	400	0.0044	0	0	0	0.0000	-0.0044
(g)	Insurance Companies	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	400	0	400	'0.0044	0	0	0	'0.0000	-0.0044
[2]	Central Government/ State Government(s)/ President of India	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Sub Total (B)(2)									
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	981039	952895	1933934	21.2212	986898	949295	1936193	21.2460	0.0248
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	922853	151900	1074753	11.7934	933533	151900	1085433	11.9106	0.1172
(b)	NBFCs registered with RBI	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Employee Trusts	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Any Other (Specify)									
	Foreign Nationals	0	233200	233200	2.5589	0	233200	233200	2.5589	0.0000
	Hindu Undivided Family	48952	0	48952	0.5372	48603	0	48603	0.5333	-0.0039
	Non Resident Indians (Non Repat)	14879	0	14879	0.1633	14991	0	14991	0.1645	0.0012
	Non Resident Indians (Repat)	17258	0	17258	0.1894	17258	0	17258	'0.1894	0.0000
	Clearing Member	200	0	200	0.0022	1200	0	1200	'0.0132	0.0110
	Bodies Corporate	169324	76800	246124	2.7007	156022	76800	232822	2.5548	0.1459
	Sub Total (B)(3)	2154505	1414795	3569300	39.1663	2158505	1411195	3569700	39.1707	0.0044
	Total PublicShareholding									
	(B)=(B)(1)+(B)(2)+(B)(3)	2154505	1414795	3569300	39.1663	2158505	1411195	3569700	39.1707	0.0044
	Total (A)+(B)	7698405	1414795	9113200	100.0000	7702005	1411195	9113200	100.0000	0.0000
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	<b>Total (A)+(B)+(C)</b>	<b>7698405</b>	<b>1414795</b>	<b>9113200</b>	<b>100.0000</b>	<b>7702005</b>	<b>1411195</b>	<b>9113200</b>	<b>100.0000</b>	<b>0.0000</b>

## HOWARD HOTELS LIMITED

### ii) Shareholding of Promoters (including Promoter Group)

S. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 1st April, 2020)			Shareholding at the end of the year (As on 31st March, 2021)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Nirankar Nath Mittal	1716834	'18.8390	'0.0000	1716834	'18.8390	1716834	0.00
2	Nirvikar nath Mittal	1,787,833	19.62	-	1,787,833	19.62	-	0.00
3	Saurabh kantmittal	211,166	2.32	-	211,166	2.32	-	0.00
4	Shri Kant Mittal	211,166	2.32	-	211,166	2.32	-	0.00
5	Neena Mittal	60000	0.66	-	60000	0.66	-	0.00
6	Brijlata Mittal	1425501	15.64	-	1425501	15.64	-	0.00
7	Sarita Mittal	131000	1.44	-	131000	1.44	-	0.00
	<b>Total</b>	<b>5543500</b>	<b>60.83</b>	<b>5543500</b>	<b>60.83</b>	<b>0.00</b>		

**Note:**131000 equity shares of Late Smt. SaritaMittal held with Mr. Nirankar Nath Mittal are under process of transmission.

### iii) Change in Promoters' (including Promotor Group) Shareholding (please specify, if there is no change)

Sr. No.	Name of Shareholder	Shareholding at the beginning of the year (As on 1st April, 2020)		Increase/ Decrease in Shareholding			Cumulative Shareholding At the End of the year (As on 31st March, 2021)	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE	REASON	NO. OF SHARES	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY
NO CHANGE								

### iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year As on 1st April, 2020		Cumulative Shareholding at the end of the year As on 31st March, 2021	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	HITESH RAMJI JAVERI	353755	3.8818	374429	4.1086
2	PARMOD KUMAR JAIN	150000	1.6460	150000	1.6460
3	ANIL KUMAR SHARMA	112950	1.2394	112950	1.2394
4	HARSHA HITESH JAVERI	100000	1.0973	100000	1.0973
5	SADHNA KHARE	80000	0.8778	80000	0.8778
6	TARUN KANT	66172	0.7261	66172	0.7261
7	STERLITE INVESTMENT CO, PVT. LTD	59800	0.6562	59800	0.6562
8	CENTURY MAHANIVESH LTD	52190	0.5727	52190	0.5727
9	VED PRAKASH HUF	48500	0.5322	48500	0.5322
10	RAJESH TRIPATHY	41500	0.4554	41500	0.4554

**v. Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name of Director/ Key Managerial Person	Shareholding at the beginning of the year As on 1st April, 2019		Increase/ Decrease in Shareholding	Cumulative Shareholding at the end of the year As on 31 <sup>st</sup> March, 2020	
		NO. OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY		NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY
1.	NIRANKAR NATH MITTAL -Managing Director	1,847,834	20.28	NO CHANGE	1,847,834	20.28
2.	NIRVIKAR NATH MITTAL -Whole Time Director	1,787,833	19.62	NO CHANGE	1,787,833	19.62
3.	SHRIKANT MITTAL - Whole Time Director	211,166	2.32	NO CHANGE	211,166	2.32

**Note:**131000 equity shares of Late Smt. Sarita Mittal held with Mr. Nirankar Nath Mittal are under process of transmission.

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment. This is subject to the finalization of the financial statement by the Statutory Auditors of the company.

(Rs. in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	2.15	200.00	0	202.15
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	2.15	200.00	0	202.15
<b>Change in Indebtedness during the financial year</b>				
* Addition	0	0	0	0
* Reduction	2.15	0	0	2.15
<b>Net Change</b>	(2.15)	0	0	(2.15)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	240.99	0	240.99
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total ( i+ii+iii)</b>	0	240.99	0	240.99

## HOWARD HOTELS LIMITED

### VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole time Director/ or Manager

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager		
		Nirankar Nath Mittal	Nirvikar Nath Mittal	Shri kant Mittal
		Managing Director	Whole-Time Director	Whole-Time Director
1	<b>Gross Salary</b>			
	a). Salary as per provisions contained in section 17(1) of the Income tax Act,1961	0.00	0.00	0.00
	b). Value of perquisites u/s 17(2)of the Income tax Act,1961	3.25	0.00	0.00
	c). Profit in lieu of salary u/s 17(3)of the Income tax Act,1961	-	-	
2	Stock Option	-	-	
3	Sweat equity	-	-	
4	Commission <ul style="list-style-type: none"> <li>as% profit</li> <li>Others,Specify</li> </ul>	-	-	
5	Others,Specify	-	-	
	<b>Total (A)</b>	<b>3.25</b>	<b>0.00</b>	<b>0.00</b>
	Ceiling as per the Act			

#### A. Remuneration to Other Director

S. No.	Particulars of Remuneration	Name of Directors		
		Rakesh Kumar Agarwal	Ravi Kant Bansal	Archana Jain
1	<b>Independent Directors</b>			
1	<b>Independent Directors</b>			
	Fee for attending board /committee meetings	65,000.00	30,000.00	25,000.00
	Commission	-	-	
	Others, please specify	-	-	
	Total (1)	65,000.00	30,000.00	25,000.00
2	<b>Other Non-Executive Directors</b>			
	Fee for attending board /committee meetings	-	-	
	Commission	-	-	
	Others, please specify	-	-	
	Total (2)	-	-	
	Total (B)=(1+2)	65,000.00	30,000.00	25,000.00
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			

## B. Remuneration to Key Managerial Personnel and other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel
		Ms. Disha Agarwal (Company Secretary)
1	Gross salary	2.20
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	• as % of profit	-
	• others, specify	-
5	Others, please specify	-
	<b>Total</b>	2.20

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment/ compounding of offences for the year ending March 31, 2021.

For & on behalf of Board of Directors of  
**HOWARD HOTELS LIMITED**

Place: Agra  
Date: 12/08/2021

Sd/-  
**Nirankar Nath Mittal**  
(Chairman & Managing Director)  
DIN: 01533102



SATYENDRA SHARMA  
B.Com, FCS, IRP

SATYENDRA SHARMA & ASSOCIATES  
COMPANY SECRETARIES  
M-3, BLOCK 51, ANUPAM PLAZA-II  
1ST FLOOR, SANJAY PLACE, AGRA-282002  
M. NO. 9719667691

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2021**

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

To,  
The Members,  
**Howard Hotels Limited;**  
**CIN: L74899DL1989PLC03862**  
20, Maurya Complex, B-28 Subhash Chowk,  
Laxmi Nagar, New Delhi.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HOWARD HOTELS LIMITED (hereinafter called the Company)**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Due to Adverse conditions arise by Covid-19 and nationwide lockdown as per notifications of the Government of India, we have not physically verify the documents and conclude the audit on the basis of the documents provided by the management through Electronic means. I am not responsible for the discrepancies in the documents provided, in case there is a difference between the physical documents and the documents provided electronically in future, and then the management is solely responsible for this difference.

Based on my verification of the Company 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021 ('audit period') 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:

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

- (i) The Companies Act, 2013 (the Act) and the rules & amendments (if any) made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules & amendments (if any) made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed & amendments (if any) made thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations & amendments (if any) made thereunder;
- (v) SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 & amendments (if any) made thereunder;

SATYENDRA SHARMA  
B.Com, FCS, IRP

SATYENDRA SHARMA & ASSOCIATES  
COMPANY SECRETARIES  
M-3, BLOCK 51, ANUPAM PLAZA-II  
1ST FLOOR, SANJAY PLACE, AGRA-282002  
M. NO. 9719667691

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') alongwith its amendments (if any) made thereunder:-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The SEBI (Prohibition of Insider Trading) Regulations, 1992 read with provisions of SEBI(PIT) regulations, 2015, as applicable ;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **not applicable to the company during the audit period.**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **not applicable to the company during the audit period.**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **not applicable to the company during the audit period.**

- (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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **not applicable to the company during the audit period**; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **not applicable to the company during the audit period**;

I/we have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and the Listing Agreement entered into by the company with BSE Limited.

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

**I further report that**, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

SARAI Act, 1867, hence there is no adverse remark in the report.

**SATYENDRA SHARMA**  
**B.Com, FCS, IRP**

**SATYENDRA SHARMA & ASSOCIATES**  
**COMPANY SECRETARIES**

**M-3, BLOCK 51, ANUPAM PLAZA-II**  
**1ST FLOOR, SANJAY PLACE, AGRA-282002**  
**M. NO. 9719667691**

**I 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. 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 Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I 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.

**For SATYENDRA SHARMA & ASSOCIATES**  
**COMPANY SECRETARIES**

Place : Agra  
Date : 12/08/2021

**Sd/**  
**(SATYENDRA SHARMA)**  
PROP. CP NO: 4843

**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and

Rule 8 (2) of the Companies (Accounts) Rules, 2014)

This form pertains to the disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**Details of contracts/arrangements not at arm's length basis**

There were no contracts or arrangements entered into during the year ended March 31, 2020, which were not at arm's length basis.

Name of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of contracts / arrangements / transactions	Salient features	Justification for entering into such contracts / arrangements / transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which special resolution was passed in General meeting u/s 188(1)
NIL							

**Details of contracts/arrangements at arm's length basis**

Name of the related party	Nature of relationship	Duration of the contract	Salient terms	Amount (Rs. in Lakhs)
Nirankar Nath Mittal	Managing Director	ongoing	Loan Taken Loan Repaid	6.051.00
Nirvikar Nath Mittal	Director	ongoing	Loan Taken Loan Repaid	7.052.00
Shrikant Mittal	Director	ongoing	Loan Taken Loan Repaid	7.0057.00
Brijlata Mittal	Relative of KMP	ongoing	Loan Repaid	60.00
UBS Buildtech Private Limited	Company in which Director having significant Influence	ongoing	Loan Taken Loan Repaid	73.001.00
Shree Nath Exports (India) Private Limited	Company in which Director having significant Influence	ongoing	Loan Taken Loan Repaid	91.001.00
Rishi Real Estate India Private Limited	Company in which Director having significant Influence	ongoing	Loan Taken	73.00
Nirankar Nath Mittal	Firm in which Director's are interested	ongoing	Lease Rent	0.05

Place: Agra

Date: 12/08/2021

On behalf of the board of directors  
FOR Howard Hotels Ltd.

Sd/-  
Mr. Nirankar Nath Mittal  
(Chairman & Managing Director)  
DIN: 01533102

## Particulars of Employees

(a) The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 are as under:

(Rs. In lakhs)

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2020-21(' in lakhs)	% increase in Remuneration in the Financial Year 2020-21	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Nirankar Nath Mittal [Chairman & Managing Director]	3.25	Nil	Nil
2.	Mr. Nirvikar Nath Mittal [Whole-time Director]	Nil	Nil	Nil
3.	Mr. Shrikant Mittal [Whole-time Director]	Nil	Nil	Nil
4.	Ms. Disha Agarwal [Company Secretary & Compliance Officer]	2.20	Nil	NA

- i. The median remuneration of employees of the Company during the financial year was 1.09 lacs
- ii. There were 12 permanent employees "ONROLL" of the Company as on March 31, 2021; Due to COVID -19, the Hotel is not in position to carry on with the extra staff
- iii. There has been no increase in managerial remuneration during the financial year under review;
- iv. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees;
- v. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees;

b) Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sl. No.	Employee Name	Designation	Qualification	Total Experience (Years)	D.O.J	Age	Name of Last Organization	Total Remuneration (per month)
1	Amrendra Kumar Karn	General Manager	Global Human Resource Management	22	20-OCT-2020	48	Sunfree hotel Muscut Oman	1,41,000.00
2	Rahul Sharma	ASST. FRONT OFFICE MANAGER	B.COM & DIPLOMA -HM	14	07/01/2020	39	ITC MUGHAL, AGRA	36000.00
3	SUMIT TALWAR	EXE. SOUS CHEF	B.COM & DIPLOMA -HM	16	12/08/2020	38	JP HOTEL, AGRA	32,000.00
4	JITENDRA SHARMA	ACCOUNT MANAGER	M.COM	23	15/07/2020	54	SOROVER VRINDAVAN, MATHURA	32,000.00
5	ASHOK KUMAR CHAHAR	RESTAURANT MANAGER	MSC IN H.M	10	01/04/2019	36	COCONUT GROVE HOTEL GOA	18761.00

\*The aforementioned employees are ON ROLL of the Company as on 31<sup>st</sup> March, 2021.

For & on behalf of Board of Directors of  
HOWARD HOTELS LIMITED

Place: Agra  
Date: 12/08/2021

Sd /-  
Nirankar Nath Mittal  
(Chairman & Managing Director)  
DIN: 01533102

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****INDUSTRY STRUCTURE AND DEVELOPMENT**

It has been over a year since COVID-19 was declared a global pandemic. The past year has seen more than 145 million infections. While the recovery rate has been a good 85% more than 3 million fatalities have been registered. Governments across the world responded to the pandemic first with global travel advisories, suspension of visas and international flights, prohibition against mass gatherings, cancellation of sporting and cultural events, and then with closure of offices and educational institutions, halting of inter-state transport, railways and other measures to enforce lockdowns in their respective nations. The restrictions were gradually lifted with in a regulated environment. Actions taken by governments differed basis their infrastructural preparedness, number of testing done, reported number of cases and political consensus, but they all followed a basic minimum approach with regard to social distancing, hygiene and call for wearing a mask. The pandemic and the consequent lockdowns had a immediate impact on most industries and sectors, leading to a steep decline in the gross domestic Product of most countries. Several industries had to re-invent their operating model and distribution system to adapt to innovative ways of working. Several organization have looked inwardly at their supply chains and other processes and, wherever possible, directed employees to work from home for reasons of safety and health. Many organizations have restricted travel, conferences, events and embarked on cost reduction and austerity measures to protect their own cashflows and profitability.

**GLOBAL ECONOMY**

Global tourism suffered its worst-ever year in 2020, with international arrivals dropping by 74% according to the latest data from the United Nations World Tourism Organization. International arrivals at destinations worldwide were a billion fewer in 2020 than in the previous year. This was due to an unprecedented fall in demand caused by the strict ravel restrictions imposed by governments to curtail the spread of the pandemic. International tourist arrivals dropped by 87% in January 2021, amid new outbreaks and tighter travel restrictions following a decline of 85% in the quarter ended December 2020. In Aisa Pacific, the count dropped by 96% since the region continues to have the highest level of travel restrictions in place, Europe and Africa both saw a decline of 85% in arrivals, while the Middle East recorded a drop of 84 % . International arrivals in the Americas decreased by 77% in January 2021 (Source: UNWTO, Barometer January, 2021)

**OPPURTUNITIES AND THREATS**

The post pandemic world in 2020 brought about a shift in how we all look at food and interact with our favorite restaurants, In fact more than ever, technology began to find at larger home in restaurants and not just being relegated to POS (Point of Sale) or Reservation Management.

Many restaurants began to experiment with technology in the kitchen to highlight their safety and hygiene standards, others experimented with technology to create a complete 'bubble' for customer, form marketing and communications, to order taking, to bill payment.

A result of the COVID Pandemic and subsequent lockdowns, has been that restaurants have now connected more closely with their customers. This goes a long way in developing loyal repeat customers which is very valuable and also a deeper understanding the profile of these customers.

The success of a few IPO's in the F&B industry only goes to show how positive the environment remains for F&B companies in India. The industry is still in its infancy and as the country continues to challenge the growth metrics of other nations and consumption continues to expand in India, the F&B industry will continue to remain an active space with a bright future ahead.

**SEGMENT WISE OR PRODUCT WISE PERFORMANCE**

According to the US Travel Association, travel spending declined by 42 percent in 2020 (nearly \$500 billion) from 2019, with international travel and business travel suffering the sharpest declines. International travel spending fell 76% (compared to 34% for domestic travel) while business travel spending reduced 70% (compared to 27% for leisure travel) (U.S. Travel Association, 2020). Since the World Health Organization declared COVID-19 a global pandemic in March 2020, hotels worldwide have seen precipitous declines in occupancy.

With the increasing availability of vaccination and a gradual return of travel and other economic activities in society, hotels, together with other service-oriented asset types, will begin to receive more foot traffic and welcome back their guests. As one of the most impacted industries by the pandemic, the lodging industry has seen several prominent hotels in major destinations close. While the hotel industry is no stranger to event-induced down cycles, the pernicious nature of this pandemic has been particularly challenging.

**RISK AND CONCERN**

The Company's management systems, organizational structures, processes, standards and code of conduct together form the risk management governance system of the Company and management of associated risks.

Your company's management monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

There is no impact on internal financial controls due to the COVID-19 situation. However, as the situation is uncertain, dynamic and constantly evolving, the company intends to reassess its position periodically.

**OUTLOOK**

Your Management is positive about the possibilities of growing the 'HOWARD' brand in the coming years. HOWARD continues to benefit from an extremely loyal customer base that has supported us through the years. After the COVID induced lockdown, your company witnessed an overwhelming support from these customers as we reopened we are grateful to all of our patrons who supported us during difficult past year.

**INTERNAL CONTROL SYSTEM AND ITS ADEQUACY**

The Company has adequate internal control system which is commensurate with the nature of its business and the size and complexity of its operations. This internal control system, its adequacy and its effectiveness is periodically reviewed by the Audit Committee. These systems have been designed to ensure optimal utilization of resources, accurate and timely reporting of financial transactions, complying with applicable statute and safeguarding the assets from unauthorized use. The Audit Committee also, monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.

**DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The past financial year has been tough on the company. Your company had to face very severe restrictions as a result of the COVID induced lockdowns, with the total closure of operations for the first 6 months of the financial year. Once the unlock process began, unfortunately, the alcohol industry was one of the last to 'unlock' and our operations only resumed in September. The path to recovery was slow as we faced numerous operational challenges, such as reduced hours of operation (due to curfew) and restrictions on capacity. As a result, your company was forced to declare a loss for the first time.

The Company strongly believes that in the coming year as options for vaccines are announced and locking across the country continues and customers continue to grow in confidence about stepping out, we believed at the outlet level that our operations should return to pre-covid levels faster than the preceding year. Your company continues to remain cautiously optimistic and will use this time to consolidate our operations.

Due to the challenging business environment as aforesaid, Gross revenue of the Company has decreased from Rs. 984.41 lakhs to Rs. 172.71 lakhs (in terms of percentage 82.45%)

**HUMAN RESOURCES**

People management is the backbone of your company and it is regarded as one of the important resources for the success of Company. The Company strongly believes that the employees' welfare, development and their performance are important contributors to the Company. The Whistle Blower Policy plays an important role as a watchdog. The Company's total permanent employee strength as on 31<sup>st</sup> March, 2021 stood at 12. Due to strict lockdown and curfew during the financial year under review, the Hotel was not working and this situation continues till now. So, the hotel is not in position to carry on with the extra staff. The Company continues to maintain open and cordial employee relations.

**KEY FINANCIAL RATIOS**

Particulars	2020-21	2019-20
Debtors Turnover Ratio	0.21	0.7
Inventory Turnover Ratio	0.04	0.02
Interest Coverage Ratio	0	-0.33
Current Ratio	.61	1.09
Debt Equity Ratio	0.24	0.17
Operating Profit Margin (%)	-53%	-3%
Net Profit Margin (%)	-95%	-5.87%
Return on Net Worth	-0.16	-0.05
Earnings Per Share (EPS) (Rs. )	-1.66	-0.84

For & on behalf of Board of Directors of  
HOWARD HOTELS LIMITED

Place: Agra  
Date: 12/08/2021

Sd /-  
Nirankar Nath Mittal  
(Chairman & Managing Director)  
DIN: 01533102

## Independent Auditor's Report

**To the Members of Howard Hotels Limited**

### **Report on the Audit of the Financial Statements**

#### **Opinion**

We have audited the accompanying Ind AS financial statements of Howard Hotels Limited (the 'Company'), which comprise the Balance Sheet as at 31 March 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2021, and its Loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the financial statement in accordance with the Standards on Auditing 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 financial statements.

#### **Emphasis of Matter**

We draw your attention to Note 38 to financial statement which explains uncertainty and the management's assessment of the financial impact on the financial statement of the Company due to lockdown and other restriction imposed by the Government of India and other conditions related to the COVID-19 pandemic situation which might impact the operation of the Company, for which a definitive assessment in the subsequent period is highly dependent upon circumstances as they evolve.

Our opinion is not modified in respect of abovementioned matter.

#### **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.

We have determined that there are no Key Audit matters to communicate in our report.

#### **Information other than the Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

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

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

#### **Management's Responsibility for the 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 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 Section 197(16) of the Act, we report that the Company has paid remuneration to its director during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.
- 2) As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 3) Further to our comments in Annexure A, as required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS 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 March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
  - g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company does not have any pending litigations which would impact its financial position;
    - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2021;
    - (iv) The disclosure in the financial statements regarding holding as well as dealing in specified bank notes during the period from 08 November 2016 to 30 December 2016 have not been made since they do not pertain to the financial year ended 31 March 2021.

**For B G G & Associates**

Chartered Accountants

FRN:- 016874N

**CA Alok Kumar Bansal**

Partner

M. No. :- 092854

UDIN :-21092854AAAADP6896

Place :-Agra

Date :- June 29,2021

### **“Annexure A” to the Independent Auditor’s Report**

**(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Howard Hotels Limited of even date)**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three year. In accordance with this programme, certain fixed assets were verified during the year 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) According to the Information and explanation given to us and on the basis of examination of books of account and other documents, the title deeds of immovable properties owned by the Company are held in the name of the Company.
- ii. According to the information & explanation given to us, physical verification of inventory has been conducted at reasonable intervals by the management. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the book of accounts.
- iii. According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 Companies Act 2013. Accordingly, Clauses (a), (b) and (c) of sub Para iii of paragraph 3 of the order are not applicable.
- iv. According to the information & explanation given to us, the Company has neither given any loans or guarantees nor made any investment and securities as per provisions of section 185 and 186 of the Companies Act, 2013. Accordingly, this Clause Para iii of paragraph 3 of the order are not applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public as mentioned in the directives issued by Reserve Bank of India and provisions of sections 73 to 76 of the Companies Act, 2013 or any other relevant provisions of the Act and the rules framed there under.
- vi. To the best of our knowledge and explanation given to us, the Central Government has not prescribed maintenance of cost records under clause of sub section (1) of section 148 of the Companies Act, 2013 for the services rendered by the company. Hence, the provisions of paragraph 3(vi) of the Order is not applicable.
- vii. (a) According to the information and explanations given to us and according to the books and records produced before us, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees’ state insurance, income tax, goods and services tax, sales tax, custom duty, service tax, excise duty, cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, goods and services tax, service tax, sales tax, custom duty, excise duty and cess were in arrears, as at 31-Mar-2021 for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us, there are no dues of income tax or goods and services tax or wealth tax or service tax which have not been deposited on account of any dispute.
- viii. According to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments), including term loan.
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. According to the information & explanation provide to us, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures during the year, hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors. Accordingly, the provision of paragraph 3(xv) of the Order are not applicable to the Company.

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

**For B G G & Associates**

Chartered Accountants

FRN:- 016874N

**CA Alok Kumar Bansal**

Partner

M. No. :- 092854

UDIN :-21092854AAAADP6896

Place :-Agra

Date :- June 29,2021

### "Annexure B" to the Independent Auditor's Report

(Referred to in paragraph 3 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Member of Howard Hotels Limited of even date)

#### Report on the Internal Financial Controls Over Financial Reporting under clause (i) of Sub-section 3 of section 143 of Companies Act, 2013

We have audited the internal financial controls over financial reporting of Howard Hotels Limited ("the Company") as of 31 March, 2021 in conjunction with our audit of the Ind AS 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. 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. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### 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, to the best of our information and according to the explanations given to us, 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 31 March, 2021, based on 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 B G G & Associates**  
Chartered Accountants  
FRN:- 016874N

**CA Alok Kumar Bansal**  
Partner

Place :- Agra  
Date :- June 29, 2021

M. No. :- 092854  
UDIN :- 21092854AAAADP6896

**HOWARD HOTELS LIMITED**  
**Balance Sheet as at 31st March, 2021**

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	Note	As at	As at 31st March 2021	31st March, 2020
<b>ASSETS</b>				
<b>I Non-current assets</b>				
(a) Property, plant and equipment		5	1,285.66	1,333.69
(b) Other Intangible assets		6	2.15	2.96
(c) Financial assets				
(i) Other Financial assets		7	7.69	7.14
(d) Deferred tax assets (Net)		8	9.25	-
(e) Other Non Current Asset		9	9.66	12.88
Total Non-current assets			<u>1,314.40</u>	<u>1,356.67</u>
<b>II Current assets</b>				
(a) Inventories		10	7.34	14.69
(b) Financial assets				
(i) Trade receivables		11	36.88	73.54
(ii) Cash and cash equivalents		12	6.35	50.66
(iii) Loans		13	23.71	20.73
(c) Other current assets		14	18.29	18.49
(d) Total Current assets			<u>92.57</u>	<u>178.11</u>
<b>TOTAL ASSETS</b>			<u>1,406.97</u>	<u>1,534.78</u>
<b>EQUITY AND LIABILITIES</b>				
<b>III EQUITY</b>				
(a) Equity share capital		15	911.32	911.32
(b) Other equity		16	89.30	236.04
Total equity			<u>1,000.62</u>	<u>1,147.36</u>
<b>LIABILITIES</b>				
<b>IV Non-current liabilities</b>				
(a) Financial liabilities				
(i) Borrowings		17	-	-
(b) Provisions		18	14.31	22.18
(c) Deferred tax Liabilities (Net)		8	-	2.31
Total Non-current liabilities			<u>14.31</u>	<u>24.49</u>
<b>V Current liabilities</b>				
(a) Financial liabilities				
(i) Borrowings		19	240.99	200.00
(ii) Trade Payables		20	-	-
(A) total outstanding dues of micro enterprises and small enterprises			-	-
(B) total outstanding dues of creditors other than micro and small enterprises			45.54	47.74
(iii) Other financial liabilities		21	36.83	51.36
(b) Other current liabilities		22	25.97	21.37
(c) Provisions		18	42.72	42.46
Total Current liabilities			<u>392.05</u>	<u>362.93</u>
<b>Total liabilities</b>			<u>406.36</u>	<u>387.42</u>
<b>TOTAL EQUITY AND LIABILITIES</b>			<u>1,406.97</u>	<u>1,534.78</u>

Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements

As per our report of even date

**For B G G & ASSOCIATES**

Chartered Accountants

(Firm Registration Number: 016874N)

Sd/-

**CA Alok Kumar Bansal**

Partner

M.No. 092854

**For and on behalf of the Board**

Sd/-

**Nirankar Nath Mittal**

Chairman & MD

DIN: 01533102

Sd/-

**Disha Agarwal**

Company Secretary

A57512

Sd/-

**Nirvikar Nath Mittal**

Whole Time Director

DIN: 00536470

Sd/-

**Shri Kant Mittal**

Whole Time Director and CFO

DIN: 01533368

Place : New Delhi

Date : 29 June, 2021

Place : Agra

Date : 29 June, 2021

# HOWARD HOTELS LIMITED

## HOWARD HOTELS LIMITED Statement of Profit and Loss for the year ended 31 March 2021

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	Note	For the year ended 31 March 2021	For the year ended 31 March 2020
I Revenue from operations	23	171.51	970.93
II Other income	24	1.20	13.48
<b>III Total income (I+II)</b>		<b>172.71</b>	<b>984.41</b>
<b>IV Expenses</b>			
(a) Cost of material consumed	25	24.25	136.55
(b) Employee benefits expense	26	76.71	327.42
(c) Finance costs	27	13.50	19.06
(d) Depreciation and amortization expense	28	59.66	66.73
(e) Other operating and general expenses	29	162.59	491.66
<b>Total expenses</b>		<b>336.71</b>	<b>1,041.42</b>
<b>V Profit/(loss) before exceptional items and tax (III-IV)</b>		<b>(164.00)</b>	<b>(57.01)</b>
VI Exceptional items		-	-
<b>VII Profit/(loss) before tax (V+VI)</b>		<b>(164.00)</b>	<b>(57.01)</b>
<b>VIII Income tax expense</b>			
(a) Current tax		-	-
(b) Deferred tax		(13.04)	19.33
(c) Earlier Year Tax		-	0.12
<b>Total tax expense</b>		<b>(13.04)</b>	<b>19.45</b>
<b>IX Profit/(loss) for the year (VII-VIII)</b>		<b>(150.96)</b>	<b>(76.46)</b>
<b>X Other comprehensive income</b>			
<b>Items that will not be reclassified to profit or loss in subsequent periods:</b>			
(i) Remeasurements of post-employment defined benefit obligations		5.71	3.54
(ii) Income tax effect		(1.48)	(0.92)
<b>Other comprehensive income for the year, net of tax</b>		<b>4.23</b>	<b>2.62</b>
<b>XI Total comprehensive income for the year (IX+X)</b>		<b>(146.74)</b>	<b>(73.84)</b>
<b>XII Earnings per share in Rs.</b>	33		
Basic earnings per equity share		(1.66)	(0.84)
Diluted earnings per equity share		(1.66)	(0.84)

Summary of significant Accounting policies 3

The accompanying notes are an integral part of the financial statements

As per our report of even date

**For B G G & ASSOCIATES**

Chartered Accountants

(Firm Registration Number: 016874N)

Sd/-

**CA Alok Kumar Bansal**

Partner

M.No. 092854

**For and on behalf of the Board**

Sd/-

**Nirankar Nath Mittal**

Chairman & MD

DIN: 01533102

Sd/-

**Nirvikar Nath Mittal**

Whole Time Director

DIN: 00536470

Sd/-

**Disha Agarwal**

Company Secretary

A57512

Sd/-

**Shri Kant Mittal**

Whole Time Director and CFO

DIN: 01533368

Place : New Delhi

Date : 29 June, 2021

Place : Agra

Date : 29 June, 2021

**HOWARD HOTELS LIMITED**  
**Statement of Cash Flows for the year ended 31 March 2021**

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>A. Cash flow from operating activities</b>		
<b>Net profit/(loss) before tax</b>	(164.00)	(57.01)
Adjustment to reconcile profit before tax to net cash flows :		
Depreciation/amortization	59.66	66.73
(Profit)/Loss on sale of property, plant and equipment	-	0.89
Other comprehensive income	5.71	3.54
Finance Cost	13.50	19.06
<b>Operating profit before working capital changes</b>	<b>(85.13)</b>	<b>33.22</b>
Adjustments for change in working capital		
Decrease / (increase) in inventory	7.35	7.14
Decrease / (increase) in Trade receivables	36.65	27.01
Decrease / (increase) in Non current Assets	(0.55)	(0.52)
(Decrease) / increase in Retirement Benefits	(7.62)	4.52
(Decrease) / increase in Current liabilities	(9.93)	(25.70)
(Decrease) / increase in Trade payables	(2.20)	(5.58)
Decrease / (increase) in Other Current Assets	(2.78)	(0.65)
Decrease/(Increase) in other assets	3.22	3.59
<b>Cash generated from operation</b>	<b>(60.99)</b>	<b>43.02</b>
Income Tax (paid)	-	-
<b>Net cash flows from operating activities</b>	<b>(60.99)</b>	<b>43.02</b>
<b>B. Cash flow from investing activities</b>		
Sale of fixed assets	-	2.73
Purchase of property, plant and equipment, including intangible assets, capital work in progress	(10.82)	(40.93)
<b>Net cash flows/(Used in) from investing activities</b>	<b>(10.82)</b>	<b>(38.20)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds/(Repayments) of Short term borrowings (net)	40.99	-
Proceeds/(Repayments) of Long term borrowings (net)	-	(1.61)
Interest Paid	(13.50)	(19.06)
<b>Net cash flows from financing activities</b>	<b>27.49</b>	<b>(20.67)</b>
Net increase/decrease in cash & cash equivalents (A+B+C)	(44.32)	(15.85)
Cash & cash equivalents at the beginning of the year	50.66	66.51
<b>Cash &amp; cash equivalents at the closing of the year</b>	<b>6.35</b>	<b>50.66</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	0.64	0.89
With banks on current account	5.71	38.92
Deposits with original maturity for less than 3 months	-	10.85
<b>Total cash and cash equivalents [Refer note no. 12]</b>	<b>6.35</b>	<b>50.66</b>

Note : The above Cash flow statement has been prepared under the Indirect method setout in Ind AS-7 'Statement of Cash Flow' notified under the Companies (Indian Accounting Standards) Rules, 2015.

Summary of significant Accounting policies

The accompanying notes are an integral part of the financial statements

As per our report of even date

**For B G G & ASSOCIATES**

Chartered Accountants  
(Firm Registration Number: 016874N)

Sd/-

**CA Alok Kumar Bansal**  
Partner  
M.No. 092854

**For and on behalf of the Board**

Sd/-

**Nirankar Nath Mittal**  
Chairman & MD  
DIN: 01533102

Sd/-

**Disha Agarwal**  
Company Secretary  
A57512

Sd/-

**Nirvikar Nath Mittal**  
Whole Time Director  
DIN: 00536470

Sd/-

**Shri Kant Mittal**  
Whole Time Director and CFO  
DIN: 01533368

Place : New Delhi  
Date : 29 June, 2021

Place : Agra  
Date : 29 June, 2021



**HOWARD HOTELS LIMITED**  
**Statement of changes in equity for the year ended 31 March 2021**

(All amounts in Indian Rupees Lakhs unless otherwise stated)

	<b>Note</b>	<b>Nos.</b>	<b>Rs. in Lakhs</b>
<b>(A) Equity share capital</b>			
<b>As at 1 April 2019</b>	15	9,113,200	<b>911.32</b>
Changes in equity share capital		-	
<b>As at 31 March 2020</b>		9,113,200	<b>911.32</b>
Changes in equity share capital		-	
<b>As at 31 March 2021</b>		<b>9,113,200</b>	<b>911.32</b>
<b>(B) Other equity</b>			
<b>Particulars</b>	<b>Securities premium</b>	<b>Retained earnings</b>	<b>Total other equity</b>
<b>Balance as at 1 April 2019</b>	<b>40.50</b>	<b>269.38</b>	<b>309.88</b>
Profit/(loss) for the year	-	(76.46)	(76.46)
Other comprehensive income	-	2.62	2.62
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>(73.84)</b>	<b>(73.84)</b>
<b>Balance as at 31 March 2020</b>	<b>40.50</b>	<b>195.54</b>	<b>236.04</b>
<b>Balance as at 1 April 2020</b>	<b>40.50</b>	<b>195.54</b>	<b>236.04</b>
Profit/(loss) for the year	-	(150.96)	(150.96)
Other comprehensive income	-	4.23	4.23
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>(146.74)</b>	<b>(146.74)</b>
<b>Balance as at 31 March 2021</b>	<b>40.50</b>	<b>48.81</b>	<b>89.31</b>

The accompanying notes form an integral part of these financial statements

As per our report of even date

**For B G G & ASSOCIATES**

Chartered Accountants

(Firm Registration Number: 016874N)

Sd/-

**CA Alok Kumar Bansal**

Partner

M.No. 092854

**For and on behalf of the Board**

Sd/-

**Nirankar Nath Mittal**

Chairman & MD

DIN: 01533102

Sd/-

**Nirvikar Nath Mittal**

Whole Time Director

DIN: 00536470

Sd/-

**Disha Agarwal**

Company Secretary

A57512

Sd/-

**Shri Kant Mittal**

Whole Time Director and CFO

DIN: 01533368

Place : New Delhi

Date : 29 June, 2021

Place : Agra

Date : 29 June, 2021

**HOWARD HOTELS LIMITED**  
**Notes to the financial statements for the year ended 31 March 2021**

(All amounts in Indian Rupees Lakhs unless otherwise stated)

**5 Property, plant and equipment**

Particulars	Freehold Land	Buildings	Plant & Machinery	Furniture and fixtures	Data Processing System	Vehicles	Total
<b>Gross Block</b>							
<b>At 1 April 2019</b>	33.45	1,442.65	578.76	272.27	52.31	156.85	2,536.28
Additions	-	-	28.46	8.06	0.53	0.62	37.68
Disposals / adjustments	-	-	(3.30)	(14.80)	-	-	(18.10)
<b>At 31 March 2020</b>	33.45	1,442.65	603.92	265.52	52.84	157.47	2,555.86
Additions	-	-	5.61	3.08	0.23	1.90	10.82
Disposals / adjustments	-	-	-	-	-	-	-
<b>At 31 March 2021</b>	33.45	1,442.65	609.53	268.60	53.07	159.37	2,566.68
<b>Accumulated Depreciation</b>							
<b>At 1 April 2019</b>	-	341.17	462.09	230.58	50.36	86.30	1,170.51
Charge for the year	-	28.20	14.01	9.07	1.16	13.71	66.14
Disposals / adjustments	-	-	(0.42)	(14.06)	-	-	(14.48)
<b>At 31 March 2020</b>	-	369.38	475.68	225.58	51.51	100.02	1,222.17
Charge for the year	-	24.36	10.55	6.17	0.17	17.60	58.85
Disposals / adjustments	-	-	-	-	-	-	-
<b>At 31 March 2021</b>	-	393.74	486.23	231.75	51.68	117.61	1,281.02
<b>Net Block</b>							
At 31 March 2021	33.45	1,048.91	123.29	36.85	1.39	41.76	1,285.66
At 31 March 2020	33.45	1,073.27	128.24	39.94	1.33	57.46	1,333.69

**6 Intangible Assets**

Particulars	Computer Software
<b>Gross Block</b>	
<b>At 1 April 2019</b>	9.83
Additions	3.25
Disposals / adjustments	-
<b>At 31 March 2020</b>	13.08
Additions	-
Disposals / adjustments	-
<b>At 31 March 2021</b>	13.08
<b>Accumulated Amortization</b>	
<b>At 1 April 2019</b>	9.53
Charge for the year	0.59
Disposals / adjustments	-
<b>At 31 March 2020</b>	10.12
Charge for the year	0.81
Disposals / adjustments	-
<b>At 31 March 2021</b>	10.94
<b>Net Block</b>	
At 31 March 2021	2.15
At 31 March 2020	2.96

## HOWARD HOTELS LIMITED

(All amounts in Indian Rupees Lakhs unless otherwise stated)

7	Other Financial assets	As at 31 March 2021	As at 31 March 2020
	Deposits with original maturity for more than 12 months (including interest accrued thereon)	7.69	7.14
	<b>Total</b>	<b>7.69</b>	<b>7.14</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

8	(a) Deferred Tax (Net)	As at 31 March 2021	As at 31 March 2020
	<b>Deferred Tax Liabilities</b>		
	Property, Plant & Equipment: Impact of difference between tax depreciation and depreciation/ amortisation for financial reporting	170.72	166.49
	<b>Total (A)</b>	<b>170.72</b>	<b>166.49</b>
	<b>Deferred Tax Assets</b>		
	Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	16.58	21.49
	Carried Forward Tax Losses as per Income Tax Act	122.47	72.18
	Mat Credit Entitlement	40.91	70.51
	<b>Total (B)</b>	<b>179.97</b>	<b>164.18</b>
	<b>Deferred Tax Liabilities/(Assets) (Net) [C=A-B]</b>	<b>(9.25)</b>	<b>2.31</b>

(b)	Reconciliation of deferred tax	As at 31 March 2021	As at 31 March 2020
	Opening Deferred Tax Liabilities/(Assets)	2.31	(17.94)
	Deferred tax (credit)/charge recorded in statement of profit & loss	(13.04)	19.33
	Deferred tax (credit)/charge recorded in OCI	1.48	0.92
	<b>Closing Deferred Tax Liabilities/(Assets)</b>	<b>(9.24)</b>	<b>2.31</b>

(c)	Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate	As at 31 March 2021	As at 31 March 2020
	Accounting profit/(loss) before income tax	(164.00)	(57.01)
	At India's statutory income tax rate of 26% (31 March 2020: 26%)	(42.64)	(14.82)
	Adjustments in respect of current income tax of previous years	-	0.12
	MAT Credit written off	29.60	34.07
	Others	0.00	0.08
	<b>At the effective income tax rate of 9.30% (31 March 2020: (34.11%))</b>	<b>(13.04)</b>	<b>19.45</b>
	<b>Income Tax expenses reported in the Statement of Profit &amp; Loss</b>	<b>(13.04)</b>	<b>19.45</b>

In pursuance of Section 115BAA of Income Tax Act, 1961 announced by Government of India through Taxation Laws (Amendment) Ordinance, 2019, the Company has an irrevocable option of shifting to a lower rate and simultaneously forgo certain tax incentives including loss of accumulated MAT Credit. Accordingly, The Company has not exercised this option due to unutilised MAT Credit available.

9	Other Non Current Asset	As at 31 March 2021	As at 31 March 2020
	Income Tax Refund	7.16	9.38
	Capital Advance	2.50	3.50
	<b>Total</b>	<b>9.66</b>	<b>12.88</b>

## ANNUAL REPORT 2020-21

(All amounts in Indian Rupees Lakhs unless otherwise stated)

10 Inventories	As at 31 March 2021	As at 31 March 2020
<b>(Valued at lower of cost and net realizable value)</b>		
Food, Beverage, Tobacco, etc.	2.57	8.48
Crockery, Cutlery, Glassware, etc.	2.92	2.99
Stores and Spare Parts, etc.	1.85	3.22
<b>Total</b>	<b>7.34</b>	<b>14.69</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

11 Trade receivables	As at 31 March 2021	As at 31 March 2020
Trade receivables	36.88	73.54
<b>Total receivables</b>	<b>36.88</b>	<b>73.54</b>
<b>Break-up of security details</b>		
Secured, considered good	-	-
Unsecured, considered good	36.88	73.54
Significant increase in Credit Risk	-	-
Credit impaired	-	-
<b>Total</b>	<b>36.88</b>	<b>73.54</b>
<b>Total trade receivables</b>	<b>36.88</b>	<b>73.54</b>

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

(All amounts in Indian Rupees Lakhs unless otherwise stated)

12 Cash and cash equivalents	As at 31 March 2021	As at 31 March 2020
<b>Balances with banks:</b>		
-In current accounts	5.71	38.92
- Cash on hand	0.64	0.89
-Deposits with original maturity for less than 3 months (including interest accrued thereon)	-	10.85
<b>Total</b>	<b>6.35</b>	<b>50.66</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

13 Current Loans	As at 31 March 2021	As at 31 March 2020
<b>(Unsecured, considered good)</b>		
Security deposits	23.71	20.58
Others	-	0.15
	<b>23.71</b>	<b>20.73</b>
<b>Break-up:</b>		
Secured, considered good	-	-
Unsecured, considered good	23.71	20.73
Significant increase in Credit Risk	-	-
Credit impaired	-	-
<b>Total</b>	<b>23.71</b>	<b>20.73</b>

## HOWARD HOTELS LIMITED

(All amounts in Indian Rupees Lakhs unless otherwise stated)

14 Other current assets	As at 31 March 2021	As at 31 March 2020
Prepaid expenses	14.09	13.73
Advances to suppliers and vendors	4.19	4.76
	<b>18.29</b>	<b>18.49</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

15 Share capital	As at 31 March 2021	As at 31 March 2020
<b>Authorised share capital</b>		
1,00,00,000 (31 March 2020: 1,00,00,000) Equity Shares of Rs.10/- each	1,000.00	1,000.00
	<b>1,000.00</b>	<b>1,000.00</b>
<b>Issued, Subscribed and fully paid up shares</b>	<b>As at 31 March 2021</b>	<b>As at 31 March 2020</b>
91,13,200 (31 March 2020: 91,13,200) Equity Shares of Rs. 10/- each fully paid up	911.32	911.32
<b>Total</b>	<b>911.32</b>	<b>911.32</b>

**(a) Reconciliation of shares outstanding at the beginning and at the end of reporting period**

Particulars	As at 31 March 2021		As at 31 March 2020	
	No.	Rs. in Lakhs	No.	Rs. in Lakhs
Equity Shares at the beginning of the year	9,113,200	911.32	9,113,200	911.32
Add: Allotted during the year	-	-	-	-
<b>Equity Shares at the end of year</b>	<b>9,113,200</b>	<b>911.32</b>	<b>9,113,200</b>	<b>911.32</b>

**(b) Terms/ rights attached to equity shares**

The company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends only 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.

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**

Particulars	As at 31 March 2021		As at 31 March 2020	
	No.	% Holding	No.	% Holding
Nirankar Nath Mittal	1,847,834	20.28%	1,847,834	20.28%
Nirvikar Nath Mittal	1,787,833	19.62%	1,787,833	19.62%
Brij Lata Mittal	1,425,501	15.64%	1,425,501	15.64%
	<b>5,061,168</b>	<b>55.54%</b>	<b>5,061,168</b>	<b>55.54%</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

16 Other Equity	As at 31 March 2021	As at 31 March 2020
Securities premium	40.50	40.50
Retained earnings	48.80	195.54
<b>Total</b>	<b>89.30</b>	<b>236.04</b>

Particulars	As at 31 March 2021	As at 31 March 2020
<b>(i) Securities Premium</b>		
Opening Balance	40.50	40.50
Add : Addition	-	-
<b>Closing Balance</b>	<b>40.50</b>	<b>40.50</b>
Note: Securities Premium is used to record the premium on issue of shares.		
<b>(ii) Retained earnings</b>		
Opening Balance	195.54	269.38
Add : Profit/(loss) for the year	(150.96)	(76.46)
-Remeasurement of post employment benefit obligation, net of tax	4.23	2.62
<b>Closing Balance</b>	<b>48.80</b>	<b>195.54</b>

Note: Retained Earnings represents profits generated and retained by the Company post distribution of dividends to the equity shareholders in the respective years. Retained Earnings can be utilized for distribution of dividends by the Company considering the requirements of the Companies Act, 2013.

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>17 Non-Current Borrowings</b>	<b>As at 31 March 2021</b>	<b>As at 31 March 2020</b>
<b>Secured Loans</b>		
Term Loans from Banks	-	-
Term Loans from Others	-	2.15
<b>Total</b>	<b>-</b>	<b>2.15</b>
Non-current	-	-
Current Maturities (Included in Note No: 21)	-	2.15

The Company has not defaulted in the repayment of borrowings and interest as at Balance Sheet date.

**Term Loans from Others** includes Vehicle loan from Toyota Financial Services India Ltd. carrying interest rate ranging between 8.25 % p.a. to 8.74 % p.a. and repayable in equal monthly instalment. The Loans are Secured by charge over respective asset.

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>18 Provisions</b>	<b>As at 31 March 2021</b>	<b>As at 31 March 2020</b>
Provision for gratuity	57.03	64.64
<b>Total</b>	<b>57.03</b>	<b>64.64</b>
Non-current	14.31	22.18
Current	42.72	42.46

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>19 Current Borrowings</b>	<b>As at 31 March 2021</b>	<b>As at 31 March 2020</b>
<b>Secured Loans</b>		
Bank Overdraft	-	-
<b>Unsecured Loans</b>		
Bank Overdraft	5.99	
Loan from Related Parties	235.00	200.00
<b>Total</b>	<b>240.99</b>	<b>200.00</b>

**Note:**

- Loan from Related Parties are repayable on demand and carry interest @ 6% P.A.(P/Y @ 9% P.A.)
- The Company has not defaulted in the repayment of borrowings and interest as at Balance Sheet date.

## HOWARD HOTELS LIMITED

(All amounts in Indian Rupees Lakhs unless otherwise stated)

20 Trade Payables	As at 31 March 2021	As at 31 March 2020
<b>Current</b>		
Total outstanding dues of micro & small enterprises*	-	-
Total outstanding dues of trade payables other than micro & small enterprises	45.54	47.74
<b>Total</b>	<b>45.54</b>	<b>47.74</b>

\*There are no amounts payable to Micro and Small Enterprises as at 31 March 2021 and 31 March 2020.

(All amounts in Indian Rupees Lakhs unless otherwise stated)

21 Other financial liabilities	As at 31 March 2021	As at 31 March 2020
Current Maturities of Long-Term Borrowings (refer Note No. 17)	-	2.15
Securities & Deposits	4.88	5.38
Expenses Payable	31.95	43.83
<b>Total</b>	<b>36.83</b>	<b>51.36</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

22 Other current liabilities	As at 31 March 2021	As at 31 March 2020
Statutory Dues	4.42	6.84
Advances from customers	21.56	14.53
<b>Total</b>	<b>25.97</b>	<b>21.37</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

23 Revenue from operations	For the year ended 31 March 2021	For the year ended 31 March 2020
- Rooms	84.37	565.95
- Food & Beverage	86.31	384.32
- Other Services	0.83	20.66
<b>Revenue from operations</b>	<b>171.51</b>	<b>970.93</b>

**Note :**

- (a) Revenue disaggregation in terms of nature of services has been included above.  
(b) Reconciliation of Revenue from operations with contract price

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
<b>Contract Price</b>	<b>171.51</b>	<b>1,001.11</b>
Less :		
Discount & Others	-	30.18
<b>Revenue from operations</b>	<b>171.51</b>	<b>970.93</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

24 Other income	For the year ended 31 March 2021	For the year ended 31 March 2020
Interest Income	0.55	3.14
Other Non-Operating Income		
- Rent	-	6.14
- Miscellaneous Income	0.65	4.20
<b>Total</b>	<b>1.20</b>	<b>13.48</b>

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(All amounts in Indian Rupees Lakhs unless otherwise stated)

25 Cost of Material Consumed	For the year ended 31 March 2021	For the year ended 31 March 2020
Food & Beverage, Tobacco, etc. consumed	24.25	136.55
<b>Total</b>	<b>24.25</b>	<b>136.55</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

26 Employee benefits expense	For the year ended 31 March 2021	For the year ended 31 March 2020
Salaries and Wages	69.22	237.96
Contribution to PF and Other Funds	2.37	14.81
Director Remuneration (including perquisites)	3.25	69.81
Sitting Fees	1.20	1.80
Staff Welfare Expenses	0.67	3.04
<b>Total</b>	<b>76.71</b>	<b>327.42</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

27 Finance costs	For the year ended 31 March 2021	For the year ended 31 March 2020
Bank Charges	0.23	0.37
Interest Expense	13.27	18.69
<b>Total</b>	<b>13.50</b>	<b>19.06</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

28 Depreciation and amortization expense	For the year ended 31 March 2021	For the year ended 31 March 2020
Depreciation of Property, Plant and Equipment (Read with Note No. 5)	58.85	66.14
Amortization of Intangible Assets (Read with Note No. 6)	0.81	0.59
<b>Total</b>	<b>59.66</b>	<b>66.73</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

29 Other operating and general expenses	For the year ended 31 March 2021	For the year ended 31 March 2020
Audit Fee	1.25	1.25
Travelling & Conveyance	4.20	9.69
Postage & Telephone	0.14	0.68
Insurance	1.29	3.69
Rates & Taxes	27.50	34.32
Printing & Stationary	0.60	3.80
Guest Supplies	6.40	21.98
Power & Fuel	46.07	188.15
Professional & Legal Expenses	8.73	13.98
Repair & Maintenance		
- Buildings	15.51	14.02
- Furniture & Fixtures	0.88	1.88
- Plant & Machinery	5.44	12.61
- Others	5.03	20.19



# HOWARD HOTELS LIMITED

(All amounts in Indian Rupees Lakhs unless otherwise stated)

	For the year ended 31 March 2021	For the year ended 31 March 2020
Loss on Sale of Property, Plant & Equipment	-	0.89
Rent Expense	0.05	1.71
Marketing & Service Charges	12.65	61.06
Renovation & Renewal Expenses	0.50	13.96
Upkeep & Maintenance	15.92	54.22
Festival Expenses	-	3.34
A.G.M.Expenses	0.12	3.83
Telephone & Internet Expenses	3.99	8.09
Commission on Credit Cards	0.82	2.18
Misc Expenses	5.52	16.15
<b>Total</b>	<b>162.59</b>	<b>491.66</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

## 30 Employee benefit obligations

### (A) Defined benefit plan

**Gratuity:** Provision for gratuity is determined by actuaries using the projected unit credit method.

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

#### (i) Changes in the present value of the defined benefit obligation are as follows:

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	31 March, 2021	31 March, 2020
<b>Defined benefit obligation at the beginning of the year</b>	<b>64.64</b>	<b>60.12</b>
Interest expense	3.88	3.76
Current Service cost	4.15	5.30
Past Service cost	-	-
Benefits paid	(9.93)	(1.00)
Actuarial (gain)/ loss on obligations	(5.71)	(3.54)
<b>Defined benefit obligation at the end of the year</b>	<b>57.03</b>	<b>64.64</b>

#### (ii) The amount to be recognized in the Balance Sheet:

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	31 March, 2021	31 March, 2020
Present value of obligation	57.03	64.64
Fair value of plan assets	-	-
<b>Net assets / (liability) recognized in balance sheet as provision</b>	<b>(57.03)</b>	<b>(64.64)</b>

#### (iii) Net employee benefit expense recognised in the statement of profit and loss:

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	31 March, 2021	31 March, 2020
Interest cost on benefit obligation	3.88	3.76
Current service cost	4.15	5.30
Past service cost	-	-
<b>Net benefit expense</b>	<b>8.02</b>	<b>9.06</b>

**(iv) Net employee benefit expense recognised in the other comprehensive income (OCI):**

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	31 March, 2021	31 March, 2020
Actuarial (gain)/Loss on Obligation	(5.71)	(3.54)
<b>Total Actuarial (gain)/Loss</b>	<b>(5.71)</b>	<b>(3.54)</b>

**(v) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:**

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	31 March, 2021	31 March, 2020
Average Past Service (Years)	4.30	4.20
Average remaining working life (Years)	21.00	23.40
Average Age (Years)	37.00	34.60
Weighted average duration (Years)	5.00	7.00
Discounting rate	6.00 % PA	7.50 % PA
Future salary Increase	5.00 % PA	5.00 % PA

**(vi) Sensitivity Analysis**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase rate. Effect of change in mortality rate is negligible. Please note that the sensitivity analysis presented below may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumptions may be correlated. The results of sensitivity analysis are given below:

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	31 March, 2021	31 March, 2020
Liability with 1% increase in Discount Rate	56.30	63.55
Liability with 1% decrease in Discount Rate	57.81	65.83
Liability with 1% increase in Salary Growth Rate	57.81	65.83
Liability with 1% decrease in Salary Growth Rate	56.28	63.53

**(vii) Maturity Profile of Defined Benefit obligations (Undiscounted Amount)**

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	31 March, 2021	31 March, 2020
0-1 Year	42.72	42.76
1-2 Year	1.47	2.32
2-3 Year	1.56	2.55
3-4 Year	1.55	2.26
4-5 Year	1.47	2.93
5 Year Onwards	8.26	11.82

**(B) Defined contribution plans**

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	31 March, 2021	31 March, 2020
Employer's Contribution to Provident Fund	2.04	11.22
Employer's Contribution to ESI	0.33	3.59
<b>Total</b>	<b>2.37</b>	<b>14.81</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

**31 Segment information**

The Company's operations predominately relate to Hoteliering and accordingly this is the only reportable segment as per Ind AS 108 "Operating Segments".

**Geographical Information**

Particulars	31 March, 2021	31 March, 2020
<b>A. Revenue from external customers</b>		
- Within India	171.51	970.93
- Outside India	-	-
<b>Total revenue as per statement of profit and loss</b>	<b>171.51</b>	<b>970.93</b>

The revenue information above is based on the locations of the customers

No single customer contributes more than 10% or more of the Company's total revenue for the year ended March 31, 2021 and March 31, 2020.

B. Non-current operating assets	31 March, 2021	31 March, 2020
- Within India	1,287.81	1,336.65
- Outside India	-	-
<b>Total</b>	<b>1,287.81</b>	<b>1,336.65</b>

Non-current assets for this purpose consist of property, plant and equipment and intangible assets.

(All amounts in Indian Rupees Lakhs unless otherwise stated)

**32 (A) Related Party Disclosures:**

In accordance with the requirements of Ind AS - 24 'Related Party Disclosures' the names of the related parties where control exists/ able to exercise significant influence along with the aggregate transactions and year end balances with them as identified by the management in the ordinary course of business and on arms' length basis are given below:

**(a) Key Managerial Personnel (KMP):**

Nirankar Nath Mittal	Chairman & Managing Director
Nirvikar Nath Mittal	Whole Time Director
Shri Kant Mittal	Whole Time Director & CFO
Rakesh Kumar Agarwal	Independent Director
Ravi Kant Bansal	Independent Director
Archana Jain	Independent Director w.e.f 12.02.2020
Disha Agarwal	Company Secretary w.e.f 01.06.2019
Ekta Jain	Company Secretary till 31.05.2019

**(b) Enterprises over which KMP/ relatives of KMP exercise significant influence :-**

UBS Buildtech Private Limited  
 Rishireal Estates India Private Limited  
 Shree Nath Exports (India) Pvt Ltd  
 D'Craft Collection  
 Sarita Bio Naturals

**(c) Relative of KMP**

Mr. Varun Mittal  
 Mr. Abhinav Mittal  
 Mrs. Brijlata Mittal

**(B) Related Party Transactions:**

Particulars	KMP		Other Related Parties		Total	
	2021	2020	2021	2020	2021	2020
Short-term Employee Benefits	3.25	69.81	-	17.09	3.25	86.89
Director's Sitting fees	1.20	1.80	-	-	1.20	1.80
Lease Rent	0.05	0.05	-	-	0.05	0.05
Loan Taken	20.00	-	237.00	-	257.00	-
Loan Repaid	160.00	-	62.00	-	222.00	-
Interest Expenses	4.46	12.60	8.76	5.40	13.22	18.00
Rent Received	-	-	-	5.52	-	5.52
<b>Total</b>	<b>188.96</b>	<b>84.26</b>	<b>307.76</b>	<b>28.01</b>	<b>496.72</b>	<b>112.26</b>
<b>Balance outstanding:</b>						
Due from	-	-	-	-	-	-
Due to	-	140.00	242.89	60.00	242.89	200.00

All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and their settlement occurs in cash. For the year ended 31 March 2021, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (PY 31 March 2020: Nil)

(All amounts in Indian Rupees Lakhs unless otherwise stated)

**33 Earnings per share (EPS)**

Basic EPS amounts are calculated by dividing the profit/(loss) for the year attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit/(loss) for the year attributable to the equity shareholders of the company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the Profit/ (Loss) and share data used in the basic and diluted EPS computation :

Particulars	31 March, 2021	31 March, 2020
Profit/(loss) for the year	(150.96)	(76.46)
Weighted average number of equity shares in calculating basic EPS (absolute value in number)	9,113,200	9,113,200
Effect of dilution	-	-
Weighted average number of equity shares in calculating diluted EPS (absolute value in number)	9,113,200	9,113,200
Earnings per share		
- Basic (on nominal value of Rs. 10 per share) Rs./ share	(1.66)	(0.84)
- Diluted (on nominal value of Rs. 10 per share) Rs./ share	(1.66)	(0.84)

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>34 Capital commitments</b>	<b>31 March 2021</b>	<b>31 March 2020</b>
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	21.50	23.06

<b>35 Contingent liabilities</b>	<b>31 March 2021</b>	<b>31 March 2020</b>
- Claims against the Company not acknowledged as debts :	Nil	Nil

**36 Leases****Operating Lease****Company as a lessee:**

The Company has taken certain immovable properties on operating lease. All operating leases entered into by the Company are cancelable.

**Company as a lessor:**

The Company has given certain immovable properties on operating lease. All operating leases entered into by the Company are cancelable.

**Finance Lease**

The company does not have any finance lease as at March 31, 2021.

(All amounts in Indian Rupees Lakhs unless otherwise stated)

### 37 Financial risk management objectives and policies

The Company principal financial liabilities comprise loans and trade payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables, bank balances and short-term deposits, which arise directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is responsible to ensure that Company financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

#### (a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments.

##### (i) Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interests rate primarily relates to the Company's long-term debt obligations with floating interest rates. The Company's policy is to manage its interest cost using a mix of fixed & floating rate borrowings.

The Company doesn't have any exposure to floating rate borrowings, accordingly, as at 31st March, 2021, the Company does not have any interest rate risk.

##### (ii) Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

The predominant currency of the Company's revenue and operating cash flows is Indian Rupees (INR).

The Company operates in india only and is exposed to foreign exchange risk arising from foreign currency received from foreign customers. The exposure of the Company to foreign currency risk is not significant.

##### (iii) Price risk

There are no investments held by the company in any securities and classified in the balance sheet as at fair value through profit or loss or Other comprehensive income. Company does not have a practice of investing in any securities with a view to earn fair value changes gain. Accordingly, the Company is not exposed to market price risk.

#### (b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk for trade receivables, cash and cash equivalents, investments, other bank balances, loans and other financial assets.

Trade receivables consist of large number of customers. In order to mitigate the risk of financial loss from defaulters, the Company has an ongoing credit evaluation process in respect of customers who are allowed credit period. In respect of walk-in customers the Company does not allow any credit period and therefore, the Company is not exposed to any credit risk.

#### (c) Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset.

The Company monitors its risk of shortage of funds using cash flow forecasting models. These models consider the maturity of their financial investments, committed funding and projected cash flows from operations. The Company's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner. A balance between continuity of funding and flexibility is maintained through the use of bank borrowings. The Company also monitors compliance with its debt covenants.

The tables below summarise the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

As at 31-March-2021

Particulars	Carrying amount	Payable on demand	0-12 months	1-5 years	> 5 years	Total
Borrowings	240.99	235.00	5.99	-	-	240.99
Trade payables	45.54	-	45.54	-	-	45.54
Other financial liabilities	36.83	-	36.83	-	-	36.83
<b>Total</b>	<b>323.35</b>	<b>235.00</b>	<b>88.35</b>	<b>-</b>	<b>-</b>	<b>323.35</b>

**As at 31-March-2020**

Particulars	Carrying amount	Payable on demand	0-12 months	1-5 years	> 5 years	Total
Borrowings	202.15	200.00	2.15	-	-	202.15
Trade payables	47.74	-	47.74	-	-	47.74
Other financial liabilities	49.21	-	49.21	-	-	49.21
<b>Total</b>	<b>299.09</b>	<b>200.00</b>	<b>99.09</b>	<b>-</b>	<b>-</b>	<b>299.09</b>

**38 Material impact of COVID-19 pandemic****(a) Impact of the COVID-19 pandemic on the business**

The Government of India declared this pandemic a health emergency and ordered temporary closure of all non-essential businesses, imposed restrictions on travel, etc. The Indian hotels' sector has been hit hard, grappling with significantly low demand, with very few future bookings. Therefore, the company being in the hospitality industry, COVID-19 had a significant and huge impact on the Company. In the back drop of national lock-down declared by the Government of India, the Company's operations are adversely affected.

**(b) Estimation of the future impact of COVID-19**

**Operations :** The pandemic and resultant economic restrictions have a severe impact on the company's operations in the current year.

**Capital and financial resource :** The COVID-19 pandemic has adversely affected the cash flows of the company.

**Profitability :** Due the COVID-19 pandemic, profitability of the company severely affected in FY 2020-2021 as compare to corresponding period. However, profitability impact in Financial Year 2019-2020 was minimal, but there was huge adverse impact on profitability in financial Year 2020-21 as the demand of the customers was minimal.

**Liquidity position :** The negative effect of COVID-19 has reflected in the turnover and profitability of the Company for the financial year 2020-21 & 21-22, but the level of same cannot be ascertained now. The company is assessing the future impact of COVID-19 pandemic on its operation, profitability, liquidity position and demand for its services etc.

**Internal reporting and control :** The company is doing its best to control costs in as many ways as possible. Some of the steps include work-from-home that brought down office administrative costs. Therefore, there has been negligible impact on the internal financial reporting and controlling.

**Supply chain :** The Supply Chain of the-Company was adversely affected due to global lockdown.

**Demand for its products/services :** Due to pandemic fear of COVID-19, the demand for tours and travel shall be comparatively low which shall have a negative impact on the hospitality industry.

**Existing Contracts/agreements where nonfulfillment of the obligations by any party will have significant impact on the listed entity's business :** The Company endeavours to perform its duties as agreed to in various executed operational contracts /agreements and wherever the same is not feasible, amicable resolution is / will be initiated. There is / will be no failure in performance by the Company of its obligations envisaged in contract / agreement entered into by it which may have material effect.

**39 Capital management**

The Company's objectives when managing capital is to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth.

The Company sets the amount of capital required on the basis of annual business and long-term operating plans which include capital and other strategic investments.

The funding requirements are met through a mixture of equity, internal fund generation and short-term and long-term borrowings.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the gearing ratio optimum. Net debt are non-current and current borrowings as reduced by cash and cash equivalents and other bank balances. Equity comprises all components including other comprehensive income.

## HOWARD HOTELS LIMITED

The following table summarizes the capital of the Company:

Particulars	31 March, 2021	31 March, 2020
Cash and cash equivalents	6.35	50.66
Non-current bank deposits	7.69	7.14
<b>Total (a)</b>	<b>14.04</b>	<b>57.80</b>
Non-current borrowings	-	-
Current borrowings	240.99	200.00
Current maturities of non-current borrowings	-	2.15
<b>Total (b)</b>	<b>240.99</b>	<b>202.15</b>
<b>Net debt [c=b-a]</b>	<b>226.95</b>	<b>144.35</b>
Total Capital (d)	1,000.62	1,147.36
Capital and net debt [e=c+d]	1,227.57	1,291.70
Gearing ratio [c/e]	18.49%	11.17%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately recall loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2021 and 31 March 2020.

(All amounts in Indian Rupees Lakhs unless otherwise stated)

### 40 Financial Instruments measurements and disclosures

#### (a) Financial instruments by category

	31 March 2021			31 March 2020		
Particulars	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets</b>						
<b>Non-current</b>						
Other Financial Assets	-	-	7.69	-	-	7.14
<b>Current</b>						
Trade receivables	-	-	36.88	-	-	73.54
Cash and cash equivalents	-	-	6.35	-	-	50.66
Loans	-	-	23.71	-	-	20.73
<b>Total</b>	-	-	74.63	-	-	152.07
<b>Financial Liabilities</b>						
<b>Non-current</b>						
Borrowings	-	-	-	-	-	-
<b>Current</b>						
Borrowings	-	-	240.99	-	-	200.00
Trade payables	-	-	45.54	-	-	47.74
Other financial liabilities	-	-	36.83	-	-	51.36
<b>Total</b>	-	-	323.35	-	-	299.09

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

The carrying amounts of financial assets and liabilities carried at amortised cost are reasonable approximation of their fair values.

**(c) Fair value hierarchy**

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows based on the lowest level input that is significant to the fair value measurement as whole.

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices, for example listed equity instruments, traded bonds and mutual funds that have quoted prices.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques that maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The Company doesn't have financial instruments for which fair value is recognised or disclosed.

**41 Code on Social Security, 2020**

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the Company towards Provident Fund and Gratuity. The draft rules for the Code on Social Security, 2020 have been released by the Ministry of Labour and Employment on November 13, 2020. The Company and its Indian subsidiary are in the process of assessing the additional impact on Provident Fund contributions and on Gratuity liability contributions and will complete their evaluation and give appropriate impact in the financial statements in the period in which the rules are notified become effective and the related rules to determine the financial impact are published.

**42 Recent pronouncements**

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are: Balance Sheet Items:

- i. Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- ii. Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- iii. Specified format for disclosure of shareholding of promoters.
- iv. Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress.
- v. If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- vi. Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of Profit & Loss related Items:

- i. Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements. The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

**43** Figures are rounded off to nearest rupees in Lakhs.

**44** Previous Year figures have been regrouped and rearranged, wherever applicable.

As per our report of even date

**For B G G & ASSOCIATES**

Chartered Accountants

(Firm Registration Number: 016874N)

Sd/-

**CA Alok Kumar Bansal**

Partner

M.No. 092854

**For and on behalf of the Board**

Sd/-

**Nirankar Nath Mittal**

Chairman & MD

DIN: 01533102

Sd/-

**Nirvikar Nath Mittal**

Whole Time Director

DIN: 00536470

Sd/-

**Disha Agarwal**

Company Secretary

A57512

Sd/-

**Shri Kant Mittal**

Whole Time Director and CFO

DIN: 01533368

Place : New Delhi

Date : 29 June, 2021

Place : Agra

Date : 29 June, 2021



*If undelivered, please return to :*

**HOWARD HOTELS LIMITED**

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