

## 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  
 UNION BANK OF INDIA

### SECRETARIAL AUDITORS

#### SATYENDRA SHARMA & ASSOCIATES

IInd 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 34TH (THIRTY FOURTH) ANNUAL GENERAL MEETING OF HOWARD HOTELS LIMITED WILL BE HELD ON MONDAY 11TH SEPTEMBER, 2023 AT 11:30 A.M. THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESSES. 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 110092.

### **ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2023, 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.
3. **To appoint Statutory Auditor**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. B G G & Associates, Chartered Accountants (ICAI Firm Registration No. 016874N), be and are hereby appointed as the Statutory Auditors of the Company, for a second term of subsequent five years commencing from the financial year 2023-24, to hold office from the conclusion of the 34th Annual General Meeting until the conclusion of the 39th Annual General Meeting, to be held in 2028, on such remuneration plus service taxes, out-of-pocket expenses, etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

### **SPECIAL BUSINESS:**

4. **Re-appointment of Mrs. Archana Jain (DIN: 02420715), as an Independent 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 the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 and the rules made there under, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Archana Jain (DIN: 02420715) who was appointed as an Independent Director and whose term has expired, and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5(five) Consecutive years with effect from 11th February, 2024 to 10th February, 2029 on the board of the company on the same terms and conditions.

Place : Agra

Date : **12/08/2023**

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/-  
**Mr. Shashank Mishra**  
(Company Secretary cum Compliance Officer)  
Membership No. A-69714

### **Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to item at S. No. 4 to be transacted at the Annual General Meeting is annexed hereto.
2. In view of General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022 and Circular No. 10/2022 issued by the Ministry of Corporate Affairs (MCA) and Circular Number SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), this year also, Companies are allowed to hold their Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (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 34<sup>th</sup> Annual General Meeting of the Members of the Company is being held through VC/OAVM on Monday the 11<sup>th</sup> Day of September, 2023 at 11.30 A.M. 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. The relevant disclosures/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. 2 and 4 of the Notice, is also annexed.
5. 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/Authorization etc., authorizing 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 to [atgco.cs@gmail.com](mailto:atgco.cs@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).
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday 04/09/2023 to Monday 11/09/2023** (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013.
7. 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.
8. Electronic copy of the Annual Report for the year ended 31st March, 2023 along with the Notice of the 34<sup>th</sup> Annual General Meeting of the Company is being sent to all the members whose email IDs are registered with RTA/Depository Participants. Please be informed that as per the circular / notification issued by MCA / SEBI in this regard, this year also the companies are not required to send physical copy of the Annual Report for the financial year 2022-23 to the shareholders, unless specifically asked by a shareholder.
9. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2022-23 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.
10. 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.
11. 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.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.howardhotelsltd.com](http://www.howardhotelsltd.com). It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
13. 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, MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 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 34<sup>th</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) In continuation of this **Ministry's General Circular No. 20/2020**, dated 05th May, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 and after due examination, it has been decided to allow companies whose AGMs were due in year 2023, to conduct their AGMs on or before 30.09.2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 10/2022 dated December 28, 2022.
  - ii) The remote e-voting period commences on **Friday 08/09/2023 at 09.00 A.M to Sunday 10/09/2023 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, 01<sup>st</sup> September, 2023** 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, 01<sup>st</sup> September, 2023** 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 ATG & Co. (formerly known as 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.
14. Instructions for e-voting and joining the Annual General Meeting are as follows:

**Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
  - A. **User ID:**  
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.  
*\*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*  
*\*Shareholders holding shares in NSDL form, shall provide ‘D’ above*
    - Set the password of your choice (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).
    - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. 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).
4. 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.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL 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.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

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

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

### Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders 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".

### InstaVote Support Desk

### Link Intime India Private Limited

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

- 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: -
  - 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
  - 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.
  - Mobile No.:** Enter your mobile number.
  - 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:

- Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on [cs@howardhotelsltd.com](mailto:cs@howardhotelsltd.com) created for the general meeting.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- 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**

## HOWARD HOTELS LIMITED

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

**ITEM NO. 4**

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, if any, it is proposed to re-appoint Mrs. Archana Jain (DIN: 02420715) as an Independent Director of the Company for a further period of Five years, starting from 11th February, 2024 and ending on 10th February, 2029 subject to the approval of the shareholders. They fulfils the conditions as specified in the Companies Act, 2013 and rules made there under for their re – appointment as an Independent Director of the Company and is independent of the management.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Archana Jain, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of 5 (five) consecutive years from 11th February, 2024 and ending on 10th February, 2029.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as an Independent Director. As per Section 150 of the Act, their appointment is to be approved by the shareholders and hence the same is placed for consideration and approval at the ensuing AGM.

**Except Mrs. Archana Jain**, None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution. The Board of Directors recommends the Special Resolution for approval of the Members.

Place : Agra  
Date : **12/08/2023**

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

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

**Sd/-**  
**Mr. Shashank Mishra**  
(Company Secretary cum Compliance Officer)  
Membership No. A-69714



**Information of Director to be appointed/re-appointed at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in accordance with provisions of Companies Act, 2013, read with the Secretarial Standard 2.**

Name of Director	Mr. Nirvikar Nath Mittal	Mrs. Archana Jain
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 Business Administration. She is providing leadership and strategic guidance to the Company.
Date of Birth	21/07/1953	08/11/1967
Date of appointment/ re-appointment	19/09/2022	27/08/2020
Qualifications	B.A., LL.B	Post Graduate
Expertise in specific functional areas	Hotel & Tourism Administration	Business Administration
List of other Indian Public Limited Companies in which Directorship held as on 31.03.2023	NIL	1. CENTURY MAHANIVESH LIMITED
Committee membership in other companies	NIL	NIL
Shareholdings in the company as on 31.03.2023	1,787,833 (19.62%)	NIL
Inter-se relationship	YES. Mr. Nirankar Nath Mittal and Mr. Shri Kant Mittal, Directors of the company are relatives of Mr. Nirvikar Nath Mittal	Not related to any of the director of the company.

Place : Agra  
Date : **12/08/2023**

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

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

Sd/-  
**Mr. Shashank Mishra**  
(Company Secretary cum Compliance Officer)  
Membership No. A-69714

**DIRECTOR'S REPORT****TO THE MEMBERS,**

Your Directors are presenting the 34<sup>th</sup> (Thirty Fourth) Annual Report of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March 2023.

**FINANCIAL HIGHLIGHTS**

The Performance of the Company for the financial year ended 31<sup>st</sup> March 2023 is summarized below:

(Rs. in Lakhs)

PARTICULARS	STANDALONE	
	CURRENT YEAR (2022-23)	PREVIOUS YEAR (2021-2022)
Revenue & Other Income	1033.50	436.06
Total Expenses	916.40	507.55
Profit /(Loss) before exceptional item & Taxes	117.10	(71.49)
Exceptional Item	-	-
Profit/(Loss) before Tax	117.10	(71.49)
Total Tax Expense	42.96	5.86
Profit/(Loss) for the year	74.14	(77.35)

**COMPANY'S PERFORMANCE**

During the year under review, the Company has total revenues of 1033.50 Lakhs as compared to 436.06 Lakhs during the previous year. The net profit/loss for the year under review has been 74.14 Lakhs against profit/loss of (77.35) Lakhs during the previous year. Your directors are continuously looking for avenues for future growth of the Company in Hotel Industry.

**DIVIDEND**

No dividend is recommended for the financial year ended 31<sup>st</sup> March, 2023.

**TRANSFER TO RESERVES**

The amount of profits of Rs. 74.14 Lakhs is proposed to be carried to reserves during the period under review.

**CHANGES IN SHARE CAPITAL**

There has been no change in the Authorized and Paid-up share capital of the Company during the year. Your Company has neither issued any equity shares with differential rights nor granted any employees stock options/ sweat equity shares to the Directors, Officers or employees of the Company during the year.

**CHANGE IN NATURE OF BUSINESS**

There was no change in the nature of business of the Company during the financial year 2022-23.

**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.

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, Wholetime Director, Mr. Shri Kant Mittal, Whole time Director & CFO, Mr. Shashank Mishra, Company Secretary.

Mrs. Archana Jain (DIN: 02420715) is proposed as an Independent Director of the Company for a further period of Five years, starting from 11th February, 2024 and ending on 10th February, 2029 subject to the approval of the shareholders. in ensuing Annual General Meeting. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature as Independent Director.

The brief profile of Mr. Nirvikar Nath Mittal and Mrs. Archana Jain along with details as regards their expertise, other directorships, membership in committees of other companies and shareholding in the Company are annexed as Annexure - I to the notice of AGM in accordance applicable provisions of SEBI Regulations and the Companies Act, 2013.

The Board has carried out performance evaluation of all its Independent Directors and is of the opinion that all the Independent Directors of the Company are competent and eligible to continue as Independent Directors of the Company.

Pursuant to provisions of Sections 2(51) and 203 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Nirankar Nath Mittal, Chairman and Managing Director, Mr. Shrikant Mittal, Chief Financial Officer and Mr. Shashank Mishra, Company Secretary and Compliance Officer are the Key Managerial Personnel of the Company.

Mr. Shashank Mishra was appointed as Company Secretary and Compliance Officer of the Company in place of Mr. Mayank Mittal with effect from 24th August, 2022. Mr. Mayank Mittal ceased to be the Company Secretary and Compliance Officer of the Company with effect from close of business hours on 23rd August, 2022.

#### **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, are appended as **Annexure - I** 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.

#### **ANNUAL RETURN**

Pursuant to provisions of Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Annual Return of the Company is available on website of the Company at <https://www.howardhotelsltd.com>.

#### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The Company does not have any subsidiary, joint venture or associate company.

#### **MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY**

There were no other material changes or commitments affecting the financial position of the Company, which have occurred since the end of financial year.

#### **SECRETARIAL STANDARDS**

The Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India, as amended from time to time.

#### **BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

As the company is not falling under the Top-1000 listed entities, the provisions of regulation 34(2)(f) of the Listing Regulations pertaining to the Business Responsibility and Sustainability Report (BRSR), are not applicable.

#### **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>

#### **AUDITORS AND AUDITORS' REPORT**

M/s. B G G & Associates, Chartered Accountants (ICAI Firm Registration No. 016874N), are appointed as the Statutory Auditors of the Company subject to the approval of members, for a second term of subsequent five years commencing from the financial year 2023-24, to hold office from the conclusion of the 34th Annual General Meeting until the conclusion of the 39th Annual General Meeting, to be held in 2028, on such remuneration plus service taxes, out-of-pocket expenses, etc. as may be mutually agreed upon by the Board of Directors and the Auditors. The Auditors have confirmed that they are eligible and not disqualified to continue as statutory auditors.

# HOWARD HOTELS LIMITED

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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 appointed during the financial year 2022-23 M/s Raj Singhal & 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.

## **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.

## **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 - III**.

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.

## **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 - IV**.

## **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.

## **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, 2023, 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 RESPONSIBILITY STATEMENT**

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

- i). 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;
- ii). 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, 2023 and of the profit and loss of the Company for that period;
- iii) 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;
- iv) that the directors have prepared the Annual Accounts on a going concern basis.
- v) 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.
- vi) 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 is 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 2022-23. The policy can be assessed at <http://www.howardhotelsltd.com/reports/1434531591SexualHarassmentPolicy.pdf>

#### **REGULATORY ACTIONS**

There is neither any regulatory action initiated nor pending under SEBI regulations or Company Law during the financial year 2022-23.

#### **CASH FLOW ANALYSIS**

The Cash Flow Statement for the year 2022-23 is annexed with the Annual Accounts of the Company.

#### **MEETINGS OF THE BOARD**

During the financial year ended March 31, 2023, 05 (five) meetings of the Board were held, as follows:

S. No.	Dates of Board Meeting	Board Strength	No. of directors present
01.	28.05.2022	6	6
02.	12.08.2022	6	5
03.	24.08.2022	6	4
04.	11.11.2022	6	4
05.	14.02.2023	6	4

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

#### **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:

## HOWARD HOTELS LIMITED

- 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, 2023, 4 (Four) of the Audit Committee were held, as follows:

S. No.	Date	Committee Strength	No. of Members present
01.	28.05.2022	3	2
02.	12.08.2022	3	2
03.	11.11.2022	3	2
04.	14.02.2023	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, 2023, 1 (One) meeting of the Nomination & Remuneration Committee was held as follows:

S. No.	Date	Committee Strength	No. of Members present
01.	28.05.2022	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, 2023, 1 (One) meetings of the Stakeholders' Relationship Committee were held as follows:

S. No.	Date	Committee Strength	No. of Members present
01.	28.05.2022	3	2

- There were no pending share transfers/ investors' complaints as on March 31, 2023.

### 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, 2023 and in the last AGM of the Company is as follows:

S.NO.	Name of Director	No. of Board Meeting attended out of 04 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	5	-	-	-	YES
02.	Nirvikar Nath Mittal	5	-	-	-	YES
03.	Shri Kant Mittal	5	-	-	-	NO
04.	Rakesh Kumar Agarwal	5	4	1	1	YES
05.	Ravi Kant Bansal	1	2	1	1	NO
06.	Archana Jain	2	2	1	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 14<sup>th</sup> February, 2023.

**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 behavior. 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>

**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:

**i. CONSERVATION OF ENERGY****I. Steps taken or impact on conservation of energy.**

The company remains in constant pursuit to carry out its activities in an environment friendly manner as well as to reduce the consumption of energy. This is monitored regularly and suitable actions are implemented wherever needed & feasible.

**II. The steps taken by the company for utilizing alternate source of energy.**

The Company takes adequate measures in conserving energy in all its activities.

**III. Capital Investment on energy conservation equipment's: NIL****ii. TECHNOLOGY ABSORPTION**

The Company strives continuously to use the updated technology in all its activities.

**iii. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign Exchange Earning: NIL

Foreign Exchange Outgo: NIL

**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.

**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.

**REGISTRAR AND 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

**PREVENTION OF INSIDER TRADING**

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated and adopted the revised 'Code of Conduct to regulate, monitor and report trading by designated persons in Listed or Proposed to be Listed Securities' of the Company ('the Insider Trading Code'). The object of the Insider Trading Code is to set framework, rules and procedures, which all concerned should follow, both in letter and spirit, while trading. The Company has also adopted the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('the Code') in line with the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018 and formulated a Policy for determination of 'legitimate purposes' as a part of the Code. The Code also includes policy and procedures for inquiry in case of leakage of Unpublished Price Sensitive Information ('UPSI') and aims at preventing misuse of UPSI.

## HOWARD HOTELS LIMITED

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The policy and the procedures are periodically reviewed and Trading window closure is intimated to all concerned and to the Stock Exchanges in advance. A digital platform is being maintained by the Company, which contains the names and other prescribed particulars of the persons covered under the Insider Trading Code.

### **DETAIL OF APPLICATION MADE OR PROCEEDING PENDING UNDER IBC-2016**

During the year under review, there was no application made or proceeding pending in the name of the Company under IBC-2016.

### **DETAIL OF DIFFERENCES BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTION**

During the year under review, there has been no One Time Settlement of loan taken from Banks and FIs.

### **DISCLOSURE OF AGREEMENT**

There are no agreements which are required to be reported in accordance with clause 5A of paragraph A of Part A of Schedule III of the SEBI regulations.

### **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**

Place: Agra  
Date: 12/08/2023

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



**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)**

Form for 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 the third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into by the company with any Related party, during the year ended March 31, 2023, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis:

There were no material contracts or arrangements or transactions entered into by the company with any related party during the year ended March 31, 2023. However, the particulars of related party transactions carried out in the ordinary course of business at arm's length basis are appearing at Note No. 33 forming part of the financial statements of this Annual Report.

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, 2023, 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)
NirankarNath Mittal	-	-	-	0.00
NirvikarNath Mittal	-	-	-	0.00
Shrikant Mittal	-	-	-	0.00
Brijlata Mittal	-	-	-	0.00
UBS Buildtech Private Limited	-	-	-	0.00
Shree Nath Exports (India) Private Limited	-	-	-	0.00
Rishi Real Estate India Private Limited	-	-	-	0.00
NirankarNath Mittal	-	-	-	0.00

Place: Agra

Date: 12/08/2023

On behalf of the board of directors  
For Howard Hotels Limited

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

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st MARCH 2023**  
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies*  
*(Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
HOWARD HOTELS LIMITED  
CIN: L74899DL1989PLC038622  
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.

Based on my verification of the HOWARD HOTELS LIMITED 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, 2023 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 HOWARD HOTELS LIMITED ("The Company") for the financial year ended on, 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;
- (v) SEBI (Listing Obligations & Disclosure Requirements), Regulation 2015 & and Amendments;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; 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 have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange;

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.

**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 the glitch on the part of the company in filing the financial results for the quarter/ financial year on March 2022 has been resorted and the company has already responded to the queries / preliminary action sought by the BSE in a considerable and time bound manner.

**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: 04/07/2023**

**Sd/-  
CS SATYENDRA SHARMA  
M. No. 5476  
CP No. 4843**

**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 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 are as under:

(Rs. In lakhs)

S. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2022-23 (' in lakhs)	increase in Remuneration in the Financial Year 2022-23	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. NirankarNath Mittal [Chairman & Managing Director]	24.00	Nil	23.10
2.	Mr. NirvikarNath Mittal [Whole-time Director]	22.80	Nil	22.00
3.	Mr. Shrikant Mittal [Whole-time Director & CFO]	18.00	Nil	17.25
4.	Mayank Mittal (upto 23.08.2022) Shashank Mishra [Company Secretary & Compliance Officer]	0.72 2.04	Nil Nil	NA NA

- i. The median remuneration of employees of the Company during the financial year was 8.64 lacs
- ii. There has been an increase of 664% in managerial remuneration during the financial year under review;
- iii. 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;
- iv. 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	BINAY BHARADWAJ	EXE. SOUS CHEF	HM	16	10/25/2021	40	TEMPLE TREE, SIRDHI	38,500.00
2	JITENDRA SHARMA	ACCOUNT MANAGER	M.COM	25	7/15/2020	56	SOROVER VRINDAVAN, MATHURA	47,000.00
3	NARENDRA SHARMA	EXECUTIVE	H.M	7	12/15/2022	26	HARDA HAVELI HARDA MP	21000.00

*\*The aforementioned employees are ON ROLL of the Company as on 31<sup>st</sup> March, 2023*

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

Place: Agra  
Date: 12/08/2023

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

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### GLOBAL ECONOMY

The global economy witnessed a recovery in 2022 following two years of a pandemic-inflicted environment. The International Monetary Fund (IMF) in their report of April 2023 estimates growth in global Real Gross Domestic Product (GDP) for 2022 to increase by 3.4% on the back of a 6.3% increase in 2021. A higher-than-usual growth in 2021 was due to a low-base effect of 2020 as a result of the global pandemic during which GDP contracted by 2.8%. 2022 saw inflationary trends across the globe, particularly in developed economies of United States of America (US), United Kingdom (UK) and Europe, which resulted in tighter monetary interventions by central banks which in turn stifled growth. Continuing invasion of Ukraine by the Russian Federation disrupted supply chains causing an increase in food, commodity and energy prices. Finally, a resurgence of COVID-19 in China weighed on the global economy in 2022.

IMF forecasts global growth for 2023 to decelerate to 2.8% from 3.4% in 2022 before rising to 3.0% in 2024. This forecast is lower than expected growth rates a year ago. The economic slowdown in 2023 is concentrated in advanced economies especially the Euro Area and UK where growth is expected to fall to 0.8% and -0.3% in 2023. A lower growth in 2023 is attributable to prevailing tight monetary and financial conditions, recent signs of stress in the banking system, rising debt levels in certain countries including lower and middle-income countries, rising geoeconomic fragmentation, stickier than expected inflation and no signs of truce in the Russia-Ukraine war. In contrast, emerging and developing economies are showing stronger economic prospects than advanced economies. In the medium-term, the IMF forecasts global inflation to fall to 7.0% in 2023 and to 4.9% in 2024 on the back of gradual softening of interest rates, unwinding supply chain disruptions and a fully reopened Chinese economy putting the global economy back on the growth track. (Source: IMF - World Economic Outlook Update, April 2023). The World Bank's Global Economic Prospects report of January 2023 was more conservative in its estimates by forecasting global economic output to decelerate sharply to 1.7% in 2023 and thereafter grow by 2.7% in 2024.

### INDIAN HOSPITALITY AND TOURISM INDUSTRY

India's economic recovery from the pandemic exhibited a K-Shaped recovery where certain sectors like information technology, e-Commerce and financial services registered healthy recoveries while other sectors such as retail trade and consumer discretionary were highly impacted. Travel and hospitality remained beneficiaries of such recovery. India's service exports have risen at a staggering pace since the pre-pandemic period. Service exports have increased by more than US\$60 billion per year as India gains global market share. Exports are not only of Information Technology services but also professional management and consultancy, research and development and expanding Global Capability Centres.

This growth is expected to bring in higher employment, higher disposable income and thus a higher propensity to spend by 'white-collar' people working in such sectors. This is an important factor in making economic growth broadbased and inclusive. HSBC's Economic Research believes that there is a growth relay at play. It reported - "The formal sector drove growth from the pandemic lows and is now passing the baton to the informal sector, which was weak for several years but has started to grow across the rural and urban sectors. As a result, for now, overall growth remains stable." (HSBC's Global Economic Research, March and April 2023) **The outlook for FY 2023-24 is optimistic.** Retail inflation ebbed out to 5.6% in March 2023 from a peak of 7.79% in April 2022 and is expected to moderate to 5.2%. Core inflation which remained above 6% for the year eased to 5.8% in March 2023. Among the high frequency indicators, direct and indirect tax collection has shown strong momentum, bank balance sheets are strong, adequately capitalised and credit offtake during the year was highest since FY 2011-12. RBI paused increase in interest rates in April, 2023 after a 250 basis points increase during FY 2022- 23 citing reasons of resilient economic activity and expected moderation in inflation. The Indian Rupee is stable, the Current Account Deficit is expected to remain moderate and consumer sentiment is high. (Source: RBI Monetary Policy, April 2023, Revised Estimates – Ministry of Finance, April 2023).

### 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.

### 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

## HOWARD HOTELS LIMITED

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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.

### HUMAN RESOURCES

Your Company's employees are its most valuable asset, who enable the Company to deliver a level of service that is amongst the highest in the hospitality industry. A combination of a robust talent management strategy and a transparent performance management system, leading to an attractive long term compensation philosophy, is employed to attract and retain the best available talent.

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

The Company effectively aspires Revenue growth, Excellence, Spend optimization, Effective asset management and Thrift and financial prudence. RESET focused on multipronged tactical initiatives to maximize opportunities of revenue and in the process, lay the foundations for future revenue streams. It also maintained an astute attention on optimising expenditure by renegotiating operating supplies, reorganising people, reducing fixed operating costs and discretionary spends on repairs, selling, distribution, marketing and administration costs at hotels and the corporate office. Hotels continued its focus on service excellence by strengthening standards of safety and hygiene and introducing digitally enabled contactless processes. The company prioritised its renovation plans and maintained sufficient liquidity to meet its obligations.

### KEY FINANCIAL RATIOS:

Particulars	2022-23	2021-22
Debtors Turnover Ratio	31.78	12.41
Inventory Turnover Ratio	6.67	6.30
Interest Coverage Ratio	8.93	-4.34
Current Ratio	0.915	0.492
Debt Equity Ratio	0.28	0.26
Operating Profit Margin (%)	7.17%	-17.74%
Net Profit Margin (%)	7.17%	-17.74%
Return on Net Worth	6.19%	-4.94%
Earnings Per Share (EPS) (Rs.)	0.81	-0.85

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

Place: Agra  
Date: 12/08/2023

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

## **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 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow 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 2023, and its Profit (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 attention to Note No. 48 of the Financial Statements which state that the amount shown in trade receivables and trade payables along with corresponding advances are subject to confirmation from them.

Our opinion is not modified in respect of abovementioned matters.

#### **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**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the 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, 2020 (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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**. 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 2023;
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- V. During the year the Company has not declared or paid dividend under section 123 of the Companies Act, 2013.
- VI. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

**For B G G& Associates**

Chartered Accountants

FRN:- 016874N

**CA Alok Kumar Bansal**

Partner

M. No. :- 092854

UDIN :- 23092854BGYPFY4404

Place :-Agra

Date :- May 24,2023

### **“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) In respect of the Company’s Property, Plant and Equipment and Intangible Assets: (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment. (B) The company is maintaining proper records showing full particulars of intangible 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. 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.
- (d) The company has not revalued its Property, Plant and Equipment or intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) According to the information & explanation given to us, physical verification of inventory has been conducted at reasonable intervals by the management. In our opinion, the frequency of such verification is reasonable and the coverage and procedure of such verification by the management is appropriate. 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.
- (b) According to the information and explanations given to us and from our examination of books of account and other documents the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; during the year.
- iii. According to the information and explanation given to us, the Company has not made any investment or provided any guarantee or security or granted any loans or advance in nature of loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 Companies Act 2013 during the year. Accordingly, Clauses (a) to (f) 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 generally 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-2023 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues referred to in sub clause (a) which have not been deposited on account of any dispute.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) According to the information and explanations given to us, and our examination of the records of the Company, the Company has not defaulted in repayment of loans or borrowings to any banks and financial institutions. The Company did not have any dues to debenture holders during the year.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us and our examination of the records of the Company that the term loans were applied for the purpose for which the loans were obtained.

- (d) According to the information and explanations given to us and our examination of the records of the Company, the funds raised on short term basis have not been utilized for long term purposes.
- (e) According to the information and explanations given to us and our examination of the records of the Company, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us and our examination of the records of the Company, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. (a) According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Accordingly, paragraph 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3(x)(b) of the Order is not applicable.
- xi. (a) 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 year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) According to the information and explanations given to us and our examination of the records of the Company, the Company has not received any whistle-blower complaints, during the year.
- 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. (a) In our opinion and based on our examination, the company has an internal audit system which commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the company issued till date, for the period under audit.
- xv. In our opinion, during the year, the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. According to the information and explanations given to us and our examination of the records of the Company, the company has not incurred cash losses during the current financial year but incurred cash losses in the immediately preceding financial year amounting to Rs. 21.69 lakhs.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that no material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. However, as per the current projections of the management, demand in the market and other various factors, Company are expecting to generate more profit in the coming year, hence, company will be capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. According to the information and explanations given to us and our examination of the records of the Company, the provision in section 135 of the Act is not applicable. Accordingly, paragraph 3(xx) of the Order is not applicable.

**For B G G & Associates**  
Chartered Accountants  
FRN:- 016874N

**CA Alok Kumar Bansal**  
Partner

Place :-Agra  
Date :- May 24,2023

M. No. :- 092854  
UDIN :- 23092854BGYPFY4404

## **“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, 2023 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, 2023, 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 :- May 24, 2023

M. No. :- 092854  
UDIN :- 23092854BGYPFY4404

**HOWARD HOTELS LIMITED**  
**Balance Sheet as at 31st March, 2023**

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	Note	As at 31st March 2023	As at 31st March, 2022
<b>ASSETS</b>			
<b>I Non-current assets</b>			
(a) Property, plant and equipment	5	1,263.32	1,242.83
(b) Other Intangible assets	6	0.52	1.33
(c) Capital Work in Progress	7	35.73	16.18
(d) Financial assets			
(i) Other Financial assets	8	8.46	8.07
(e) Deferred tax assets (Net)	9	-	3.86
(f) Other Non Current Asset	10	28.27	3.45
Total Non-current assets		<u>1,336.30</u>	<u>1,275.72</u>
<b>II Current assets</b>			
(a) Inventories	11	25.16	11.74
(b) Financial assets			
(i) Trade receivables	12	31.95	32.59
(ii) Cash and cash equivalents	13	71.40	7.24
(iii) Loans	14	23.89	23.90
(c) Other current assets	15	21.59	19.84
(d) Total Current assets		<u>173.99</u>	<u>95.31</u>
<b>TOTAL ASSETS</b>		<u><u>1,510.29</u></u>	<u><u>1,371.03</u></u>
<b>EQUITY AND LIABILITIES</b>			
<b>III EQUITY</b>			
(a) Equity share capital	16	911.32	911.32
(b) Other equity	17	95.71	17.68
Total equity		<u>1,007.03</u>	<u>929.00</u>
<b>LIABILITIES</b>			
<b>IV Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	18	258.96	235.00
(b) Provisions	19	13.80	13.39
(c) Deferred Tax Liabilities (Net)	9	40.41	-
Total Non-current liabilities		<u>313.17</u>	<u>248.39</u>
<b>V Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	20	5.25	3.76
(ii) Trade Payables	21	-	-
(A) total outstanding dues of micro enterprises and small enterprises	-	-	-
(B) total outstanding dues of creditors other than micro and small enterprises		55.72	70.18
(iii) Other financial liabilities	22	50.65	53.08
(b) Other current liabilities	23	34.99	23.90
(c) Provisions	19	43.48	42.72
Total Current liabilities		<u>190.09</u>	<u>193.64</u>
<b>Total liabilities</b>		<u><u>503.26</u></u>	<u><u>442.03</u></u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u><u>1,510.29</u></u>	<u><u>1,371.03</u></u>

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/-  
**Shashank Mishra**  
Company Secretary  
M.No. 69714

Sd/-  
**Nirvikar Nath Mittal**  
Whole Time Director  
DIN: 00536470

Sd/-  
**Shri Kant Mittal**  
Whole Time Director & CFO  
DIN: 01533368

Place : Agra  
Date : May 24, 2023

**HOWARD HOTELS LIMITED**  
**Statement of Profit and Loss for the year ended 31 March 2023**

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	Note	For the year ended 31 March 2023	For the year ended 31 March 2022
I Revenue from operations	24	1,025.65	431.04
II Other income	25	7.85	5.01
<b>III Total Income (I+II)</b>		<b>1,033.50</b>	<b>436.06</b>
<b>IV Expenses</b>			
(a) Cost of material consumed	26	123.12	60.11
(b) Employee benefits expense	27	273.42	115.49
(c) Finance costs	28	14.76	13.38
(d) Depreciation and amortization expense	29	53.96	52.27
(e) Other operating and general expenses	30	451.14	266.29
<b>Total Expenses</b>		<b>916.40</b>	<b>507.55</b>
<b>V Profit/(loss) before exceptional items and tax (III-IV)</b>		<b>117.10</b>	<b>(71.49)</b>
VI Exceptional items		-	-
<b>VII Profit/(loss) before tax (V+VI)</b>		<b>117.10</b>	<b>(71.49)</b>
<b>VIII Income tax expense</b>			
(a) Current tax		-	-
(b) Deferred tax		25.50	3.38
(c) Earlier Year Tax		2.48	-
(d) Reversal of Mat Credit	9 (d)	17.46	-
<b>Total tax expense</b>		<b>42.96</b>	<b>5.86</b>
<b>IX Profit/(loss) for the year (VII-VIII)</b>		<b>74.14</b>	<b>(77.35)</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		5.20	7.73
(ii) Income tax effect		(1.31)	(2.01)
<b>Other comprehensive income for the year, net of tax</b>		<b>3.89</b>	<b>5.72</b>
<b>XI Total comprehensive income for the year (IX+X)</b>		<b>78.03</b>	<b>(71.62)</b>
<b>XII Earnings per share in Rs. 10/- each</b>	34		
Basic earnings per equity share		0.81	(0.85)
Diluted earnings per equity share		0.81	(0.85)

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/-

**Shashank Mishra**

Company Secretary

M.No. 69714

Sd/-

**Shri Kant Mittal**

Whole Time Director & CFO

DIN: 01533368

Place : Agra

Date : May 24, 2023

**HOWARD HOTELS LIMITED**  
**Statement of Cash Flows for the year ended 31 March 2023**

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
<b>A. Cash flow from operating activities</b>		
<b>Net profit/(loss) before tax</b>	117.10	(71.49)
Adjustment to reconcile profit before tax to net cash flows :		
Depreciation/amortization	53.96	52.27
(Profit)/Loss on sale of property, plant and equipment	-	-
Other comprehensive income	5.20	7.73
Finance Cost	14.76	13.38
<b>Operating profit before working capital changes</b>	<b>191.02</b>	<b>1.89</b>
Adjustments for change in working capital		
Decrease / (increase) in inventory	(13.42)	(4.40)
Decrease / (increase) in Trade receivables	0.65	4.28
Decrease / (increase) in Non current Assets	(0.39)	(0.37)
(Decrease) / increase in Retirement Benefits	1.17	(0.91)
(Decrease) / increase in Current liabilities	8.66	14.17
(Decrease) / increase in Trade payables	(14.46)	24.64
Decrease / (increase) in Other Current Assets	(1.75)	(1.74)
Decrease/(Increase) in other assets	(24.82)	6.21
<b>Cash generated from operation</b>	<b>146.66</b>	<b>43.78</b>
Income Tax (paid)	-	2.48
<b>Net cash flows from operating activities</b>	<b>146.66</b>	<b>41.31</b>
<b>B. Cash flow from investing activities</b>		
Sale of fixed assets	-	-
Purchase of property, plant and equipment, including intangible assets, capital work in progress	(93.19)	(24.81)
<b>Net cash flows/(Used in) from investing activities</b>	<b>(93.19)</b>	<b>(24.81)</b>
<b>C. Cash flow from financing activities</b>		
Proceeds/(Repayments) of Short term borrowings (net)	1.49	(237.23)
Proceeds/(Repayments) of Long term borrowings (net)	23.96	235.00
Interest Paid	(14.76)	(13.38)
<b>Net cash flows from financing activities</b>	<b>10.69</b>	<b>(15.61)</b>
Net increase/decrease in cash & cash equivalents (A+B+C)	64.16	0.89
Cash & cash equivalents at the beginning of the year	7.24	6.35
<b>Cash &amp; cash equivalents at the closing of the year</b>	<b>71.40</b>	<b>7.24</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	3.03	0.19
With banks on current account	68.37	7.05
<b>Total cash and cash equivalents [Refer note no. 13]</b>	<b>71.40</b>	<b>7.24</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

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/-  
**Shashank Mishra**  
Company Secretary  
M.No. 69714

Sd/-  
**Nirvikar Nath Mittal**  
Whole Time Director  
DIN: 00536470  
  
Sd/-  
**Shri Kant Mittal**  
Whole Time Director & CFO  
DIN: 01533368

Place : Agra  
Date : May 24, 2023

**HOWARD HOTELS LIMITED**  
**Statement of changes in equity for the year ended 31 March 2023**

(All amounts in Indian Rupees Lakhs unless otherwise stated)

	Note	Nos.	Rs. in Lakhs
<b>(A) Equity share capital</b>			
As at 1 April 2021	16	91,13,200	911.32
Changes in equity share capital		-	
As at 31 March 2022		91,13,200	911.32
Changes in equity share capital		-	
As at 31 March 2023		<u>91,13,200</u>	<u>911.32</u>
<b>(B) Other equity</b>			
<b>Particulars</b>	<b>Securities premium</b>	<b>Retained earnings</b>	<b>Total other equity</b>
Balance as at 1 April 2021	40.50	48.80	89.30
Profit/(loss) for the year	-	(77.35)	(77.35)
Other comprehensive income	-	5.72	5.72
Total comprehensive income for the year	-	(71.62)	(71.62)
Balance as at 31 March 2022	40.50	(22.82)	17.68
Balance as at 1 April 2022	40.50	(22.82)	17.68
Profit/(loss) for the year	-	74.14	74.14
Other comprehensive income	-	3.89	3.89
Total comprehensive income for the year	-	78.03	78.03
Balance as at 31 March 2023	<u>40.50</u>	<u>55.21</u>	<u>95.71</u>

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/-

**Shashank Mishra**

Company Secretary

M.No. 69714

Sd/-

**Nirvikar Nath Mittal**

Whole Time Director

DIN: 00536470

Sd/-

**Shri Kant Mittal**

Whole Time Director & CFO

DIN: 01533368

Place : Agra

Date : May 24, 2023



## HOWARD HOTELS LIMITED

## Notes to the financial statements for the year ended 31 March 2023

(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 2021</b>	33.45	1,442.65	609.53	268.60	53.07	159.37	2,566.68
Additions -	-	3.39	5.24	-	-	8.63	
Disposals / adjustments	-	-	-	-	-	-	-
<b>At 31 March 2022</b>	33.45	1,442.65	612.92	273.84	53.07	159.37	2,575.31
Additions -	-	42.8952	4.1537	2.1919	24.3964	73.64	
Disposals / adjustments	-	-	-	-	-	-	-
<b>At 31 March 2023</b>	33.45	1,442.65	655.81	278.00	55.26	183.77	2,648.95
<b>Accumulated Depreciation</b>							
<b>At 1 April 2021</b>	-	393.74	486.23	231.75	51.68	117.61	1,281.02
Charge for the year	-	24.36	11.33	7.08	0.24	8.46	51.46
Disposals / adjustments	-	-	-	-	-	-	-
<b>At 31 March 2022</b>	-	418.10	497.56	238.83	51.92	126.07	1,332.48
Charge for the year	-	24.36	12.97	5.53	0.42	9.86	53.15
Disposals / adjustments	-	-	-	-	-	-	-
<b>At 31 March 2023</b>	-	442.46	510.53	244.37	52.34	135.94	1,385.63
<b>Net Block</b>							
At 31 March 2023	33.45	1,000.19	145.28	33.63	2.92	47.83	1,263.32
At 31 March 2022	33.45	1,024.55	115.36	35.01	1.15	33.30	1,242.83

## 6 Intangible Assets

Particulars	Computer Software
<b>Gross Block</b>	
<b>At 1 April 2021</b>	13.08
Additions	-
Disposals / adjustments	-
<b>At 31 March 2022</b>	13.08
Additions	-
Disposals / adjustments	-
<b>At 31 March 2023</b>	13.08
<b>Accumulated Amortization</b>	
<b>At 1 April 2021</b>	10.94
Charge for the year	0.81
Disposals / adjustments	-
<b>At 31 March 2022</b>	11.75
Charge for the year	0.81
Disposals / adjustments	-
<b>At 31 March 2023</b>	12.56
<b>Net Block</b>	
At 31 March 2023	0.52
At 31 March 2022	1.33

## HOWARD HOTELS LIMITED

### 7 Capital-Work-in Progress (CWIP) - Aging Schedule

CWIP	Amount in CWIP for a period of 2023				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Plant & Machinery under Installation	35.73	-	-	-	35.73
Projects temporarily suspended					-

  

CWIP	Amount in CWIP for a period of 2022				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Plant & Machinery under Installation	16.18	-	-	-	16.18
Projects temporarily suspended					

(All amounts in Indian Rupees Lakhs unless otherwise stated)

8 Other Financial assets	As at 31 March 2023	As at 31 March 2022
Deposits with original maturity for more than 12 months (including interest accrued thereon)	8.46	8.07
<b>Total</b>	<b>8.46</b>	<b>8.07</b>

  

9 (a) Deferred Tax (Net)	As at 31 March 2023	As at 31 March 2022
<b>Deferred Tax Liabilities</b>		
Property, Plant & Equipment: Impact of difference between tax depreciation and depreciation/ amortisation for financial reporting	173.01	174.69
<b>Total (A)</b>	<b>173.01</b>	<b>174.69</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	16.50	15.05
Carried Forward Tax Losses as per Income Tax Act	116.10	146.04
Mat Credit Entitlement {refer note 9 (d)}	-	17.46
<b>Total (B)</b>	<b>132.60</b>	<b>178.55</b>
<b>Deferred Tax Assets / (Liabilities) (Net) [C=A-B]</b>	<b>(40.41)</b>	<b>3.86</b>

  

(b) Reconciliation of deferred tax	As at 31 March 2023	As at 31 March 2022
Opening Deferred Tax Liabilities/(Assets)	3.86	9.25
Deferred tax (credit)/charge recorded in statement of profit & loss	(25.50)	(3.38)
Deferred tax (credit)/charge recorded in OCI	(1.31)	(2.01)
<b>Closing Deferred Tax Liabilities/(Assets)</b>	<b>(22.94)</b>	<b>3.86</b>

  

(c) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate	As at 31 March 2023	As at 31 March 2022
Accounting profit/(loss) before income tax	117.10	(71.49)
At India's statutory income tax rate of 25.168% (31 March 2022: 26%)	29.47	(18.59)
Adjustments in respect of current income tax of previous years	-	
MAT Credit written off {refer note 9 (d)}	17.46	23.50
Others		(1.00)
<b>At the effective income tax rate of 5.9% (31 March 2022: (5.4%))</b>	<b>46.93</b>	<b>3.91</b>
<b>Income Tax expenses reported in the Statement of Profit &amp; Loss</b>	<b>42.96</b>	<b>5.86</b>

- (d) 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. During the year, the Company has exercised this option, resulting unutilised MAT Credit amounting to Rs 17.46 lakhs has been reversed.

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>10 Other Non Current Asset</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
Income Tax Refund	5.12	3.45
Capital Advance	23.16	-
<b>Total</b>	<b>28.27</b>	<b>3.45</b>

<b>11 Inventories</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
(Valued at lower of cost and net realizable value)		
Food, Beverage, Tobacco, etc.	5.75	2.12
Crockery, Cutlery, Glassware, etc.	4.93	2.79
Stores and Spare Parts, etc.	14.48	6.83
<b>Total</b>	<b>25.16</b>	<b>11.74</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>12 Trade receivables</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
Trade receivables	31.95	32.59
Total receivables	31.95	32.59
Break-up of security details		
Secured, considered good	-	-
Unsecured, considered good	31.95	32.59
Significant increase in Credit Risk	-	-
Credit impaired	-	-
Total	31.95	32.59
Less : Allowance for doubtful debts	-	-
<b>Total trade receivables</b>	<b>31.95</b>	<b>32.59</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.

#### Trade Receivables Schedule as on 31.03.2023

Particulars	Outstanding for following periods from due date of Payment					Total
	Less than 6 months	6 months- 1 years	1-2 years	2- 3 years	More than 3 years	
(i) Undisputed Trade Receivables- Considered Good	28.00	3.94	0.00	0.00	0.00	31.95
(ii) Undisputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-
(ii) Undisputed Trade Receivables Credit Impaired	-	-	-	-	-	-
(iii) Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
(ii) Disputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-
(ii) Disputed Trade Receivables Credit Impaired	-	-	-	-	-	-

# HOWARD HOTELS LIMITED

## Trade Receivables Schedule as on 31.03.2022

Particulars	Outstanding for following periods from due date of Payment					Total
	Less than 6 months	6 months- 1 years	1-2 years	2- 3 years	More than 3 years	
(i) Undisputed Trade Receivables- Considered Good	23.43	4.37	4.79	-	-	32.59
(ii) Undisputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-
(ii) Undisputed Trade Receivables Credit Impaired	-	-	-	-	-	-
(iii) Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
(ii) Disputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-
(ii) Disputed Trade Receivables Credit Impaired	-	-	-	-	-	-

(All amounts in Indian Rupees Lakhs unless otherwise stated)

13 Cash and cash equivalents	As at 31 March 2023	As at 31 March 2022
<b>Balances with banks:</b>		
- In current accounts	68.37	7.05
- Cash on hand	3.03	0.19
<b>Total</b>	<b>71.40</b>	<b>7.24</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

14 Current Loans	As at 31 March 2023	As at 31 March 2022
<b>(Unsecured, considered good)</b>		
Security deposits	23.89	23.89
Others	-	0.00
	<b>23.89</b>	<b>23.90</b>
<b>Break-up:</b>		
Secured, considered good	-	-
Unsecured, considered good	23.89	23.90
Significant increase in Credit Risk	-	-
Credit impaired	-	-
<b>Total</b>	<b>23.89</b>	<b>23.90</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

15 Other current assets	As at 31 March 2023	As at 31 March 2022
Prepaid expenses	17.07	16.64
Advances to suppliers and vendors	4.52	3.20
	<b>21.59</b>	<b>19.84</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

16 Share capital	As at 31 March 2023	As at 31 March 2022
<b>Authorised share capital</b>		
1,00,00,000 (31 March 2022: 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>

Issued, Subscribed and fully paid up shares	As at 31 March 2023	As at 31 March 2022
91,13,200 (31 March 2022: 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 2023		As at 31 March 2022	
	No.	Rs. in Lakhs	No.	Rs. in Lakhs
Equity Shares at the beginning of the year	91,13,200	911.32	91,13,200	911.32
Add: Allotted during the year	-	-	-	-
<b>Equity Shares at the end of year</b>	<b>91,13,200</b>	<b>911.32</b>	<b>91,13,200</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 2023		As at 31 March 2022	
	No.	% Holding	No.	% Holding
Nirankar Nath Mittal	18,47,834	20.28%	18,47,834	20.28%
Nirvikar Nath Mittal	17,87,833	19.62%	17,87,833	19.62%
Brij Lata Mittal	14,25,501	15.64%	14,25,501	15.64%
	50,61,168	55.54%	50,61,168	55.54%

## (d) Details of Shares held by Promoters at the end of the Current Year

Promoter Name	As at 31 March 2023		% Change During the Year
	No.	% Holding	
Nirankar Nath Mittal	18,47,834	20.28%	-
Nirvikar Nath Mittal	17,87,833	19.62%	-
Brijlata Mittal	14,25,501	15.64%	-
Saurabh Kant Mittal	2,11,166	2.32%	-
Shri Kant Mittal	2,11,166	2.32%	-
Neena Mittal	60,000	0.66%	-
<b>Total</b>	<b>55,43,500</b>	<b>60.83%</b>	<b>-</b>

## Details of Shares held by Promoters at the end of the Previous Year

Promoter Name	As at 31 March 2022		% Change During the Year
	No.	% Holding	
Nirankar Nath Mittal	18,47,834	20.28%	-
Nirvikar Nath Mittal	17,87,833	19.62%	-
Brijlata Mittal	14,25,501	15.64%	-
Saurabh Kant Mittal	2,11,166	2.32%	-
Shri Kant Mittal	2,11,166	2.32%	-
Neena Mittal	60,000	0.66%	-
<b>Total</b>	<b>55,43,500</b>	<b>60.83%</b>	<b>-</b>

## HOWARD HOTELS LIMITED

(All amounts in Indian Rupees Lakhs unless otherwise stated)

17 Other Equity	As at 31 March 2023	As at 31 March 2022
Securities Premium Account	40.50	40.50
Retained earnings	55.21	(22.82)
<b>Total</b>	<b>95.71</b>	<b>17.68</b>

Particulars	As at 31 March 2023	As at 31 March 2022
<b>(i) Securities Premium Account</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	(22.82)	48.80
Add : Profit/(loss) for the year	74.14	(77.35)
-Remeasurement of post employment benefit obligation, net of tax	3.89	5.72
<b>Closing Balance</b>	<b>55.21</b>	<b>(22.82)</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)

18 Non-Current Borrowings	As at 31 March 2023	As at 31 March 2022
Term Loan fom Banks (Secured)	29.21	-
Inter Corporate Deposit (Unsecured)	235.00	235.00
<b>Total</b>	<b>264.21</b>	<b>235.00</b>

Non-current	258.96	235.00
Current Maturities of Long Term Borrowings (refer note 20)	5.25	-

- A. a. Term Loan from Bank is secured against hypothecation of vehicle, repayable in monthly installment of Rs. 0.44 lakhs in 42 installments.
- b. Term Loan from Bank is secured against exclusive charge on hypothecation of Plant and Machinery, Furniture & Fixture and other Fixed Assets (present and future) and collateral security of freehold hotel property situated at Mauza Basai mustidi, Chungi Andar, Tajganj Ward, Fatehabad Road, Agra and also equitable mortgage of property held by Nirankam Nath Mittal director of the company. Further the credit facility is secured by personal guarantee of the directors Nirankar Nath Mittal, Nirvikar Nath Mittal and Shrikant Mittal. Interest payable on above term Loan is EBLR+0.4%, presently comes to 9.1%.
- The Company has not defaulted in the repayment of borrowings and interest as at Balance Sheet date.
- The unsecured loan is carrying interest @5% and repayable after three years from the date of receipt / renewal.

(All amounts in Indian Rupees Lakhs unless otherwise stated)

19 Provisions	As at 31 March 2023	As at 31 March 2022
Provision for gratuity	57.28	56.12
<b>Total</b>	<b>57.28</b>	<b>56.12</b>
Non-current	13.80	13.39
Current	43.48	42.72

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>20 Short Term Borrowings</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
Bank Overdraft	-	3.76
Current Maturities of Long Term Borrowings (refer note 18)	5.25	-
<b>Total</b>	<b>5.25</b>	<b>3.76</b>

**Note:**

- i) Bank overdraft was secured against personal assets of Director.

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>21 Trade Payables</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
<b>Current</b>		
Total outstanding dues of micro & small enterprises*	-	-
Total outstanding dues of trade payables other than micro & small enterprises	55.72	70.18
<b>Total</b>	<b>55.72</b>	<b>70.18</b>

\*There are no amounts payable to Micro and Small Enterprises as at 31 March 2023 and 31 March 2022.

**Trade Payables Ageing Schedule as on 31.03.2023**

<b>Particulars</b>	<b>Outstanding for following periods from due date of Payment</b>				<b>Total</b>
	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
(i) MSME	-	-	-	-	-
(ii) Others	55.72	-	-	-	55.72
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed Dues Others	-	-	-	-	-

**Trade Payables Ageing Schedule as on 31.03.2022**

<b>Particulars</b>	<b>Outstanding for following periods from due date of Payment</b>				<b>Total</b>
	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	
(i) MSME	-	-	-	-	-
(ii) Others	70.18	-	-	-	70.18
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed Dues Others	-	-	-	-	-

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>22 Other financial liabilities</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
Securities & Deposits	7.40	5.00
Expenses Payable	43.25	48.08
<b>Total</b>	<b>50.65</b>	<b>53.08</b>

# HOWARD HOTELS LIMITED

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>23 Other current liabilities</b>	<b>As at 31 March 2023</b>	<b>As at 31 March 2022</b>
Statutory Dues	12.79	9.84
Advances from customers	22.20	14.06
<b>Total</b>	<b>34.99</b>	<b>23.90</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>24 Revenue from operations</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
- Rooms	650.41	259.44
- Food & Beverage	358.01	166.96
- Other Services	17.23	4.64
<b>Revenue from operations</b>	<b>1,025.65</b>	<b>431.04</b>

**Note :**

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

<b>Particulars</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
<b>Contract Price</b>	<b>1,025.65</b>	<b>431.04</b>
Less :		
Discount & Others	-	
<b>Revenue from operations</b>	<b>1,025.65</b>	<b>431.04</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>25 Other income</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
Interest Income	0.58	0.97
Other Non-Operating Income		
- Rent	4.20	1.80
- Miscellaneous Income	3.07	2.24
<b>Total</b>	<b>7.85</b>	<b>5.01</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>26 Cost of Material Consumed</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
Food & Beverage, Tobacco, etc. consumed	92.48	44.06
China Glass F&B	2.54	1.43
Print.& Stationary	3.26	1.71
Paper Supply	0.90	0.50
Guest Supply & Cleaning Supplies	23.31	12.19
Linen & Uniform	0.64	0.22
<b>Total</b>	<b>123.12</b>	<b>60.11</b>



(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>27 Employee benefits expense</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
Salaries and Wages	194.23	90.33
Contribution to PF and Other Funds	9.11	4.39
Director Remuneration (including perquisites)	67.80	19.20
Sitting Fees	1.80	1.25
Staff Welfare Expenses	0.48	0.32
<b>Total</b>	<b>273.42</b>	<b>115.49</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>28 Finance costs</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
Bank Charges	0.31	0.22
Interest Expense	14.45	13.16
<b>Total</b>	<b>14.76</b>	<b>13.38</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>29 Depreciation and amortization expense</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
Depreciation of Property, Plant and Equipment (Read with Note No. 5)	53.15	51.46
Amortization of Intangible Assets (Read with Note No. 6)	0.81	0.81
<b>Total</b>	<b>53.96</b>	<b>52.27</b>

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>30 Other operating and general expenses</b>	<b>For the year ended 31 March 2023</b>	<b>For the year ended 31 March 2022</b>
Audit Fee	2.00	1.25
Travelling & Conveyance	9.14	4.97
Insurance	2.35	2.02
Rates & Taxes	38.28	30.88
Power & Fuel	141.88	83.70
Professional & Legal Expenses	12.52	11.08
Repair & Maintenance	-	-
- Buildings	38.79	23.99
- Furniture & Fixtures	4.37	2.36
- Plant & Machinery	13.91	6.27
- Others	31.80	19.60
Rent Expense	0.05	0.05
Marketing & Service Charges	82.78	46.58
Upkeep & Maintenance	38.54	17.43
A.G.M.Expenses	1.07	0.10
Telephone & Internet Expenses	2.48	3.71
Commission on Credit Cards	2.14	0.68
Misc Expenses	29.05	11.62
<b>Total</b>	<b>451.14</b>	<b>266.29</b>

**31 Employee benefit obligations**
**(A) Defined benefit plan**

**Gratuity:** Provision for gratuity is determined based on Valuation done by Independent Actuary 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, 2023	31 March, 2022
<b>Defined benefit obligation at the beginning of the year</b>	<b>56.12</b>	<b>57.03</b>
Interest expense	3.37	3.42
Current Service cost	2.99	3.40
Past Service cost	-	-
Benefits paid	-	-
Actuarial (gain)/ loss on obligations	(5.20)	(7.73)
<b>Defined benefit obligation at the end of the year</b>	<b>57.28</b>	<b>56.12</b>

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

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	31 March, 2023	31 March, 2022
Present value of obligation	57.28	56.12
Fair value of plan assets	-	-
<b>Net assets / (liability) recognized in balance sheet as provision</b>	<b>(57.28)</b>	<b>(56.12)</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, 2023	31 March, 2022
Interest cost on benefit obligation	3.37	3.42
Current service cost	2.99	3.40
Past service cost	-	-
<b>Net benefit expense</b>	<b>6.36</b>	<b>6.82</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, 2023	31 March, 2022
Actuarial (gain)/Loss on Obligation	(5.20)	(7.73)
<b>Total Actuarial (gain)/Loss</b>	<b>(5.20)</b>	<b>(7.73)</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, 2023	31 March, 2022
Average Past Service (Years)	1.60	1.70
Average remaining working life (Years)	25.10	25.30
Average Age (Years)	32.90	32.70
Weighted average duration (Years)	4.00	4.00
Discounting rate	7.25 % PA	6.00 % 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, 2023	31 March, 2022
Liability with 1% increase in Discount Rate	56.60	56.30
Liability with 1% decrease in Discount Rate	57.98	57.81
Liability with 1% increase in Salary Growth Rate	57.99	57.81
Liability with 1% decrease in Salary Growth Rate	56.58	56.28

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

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	31 March, 2023	31 March, 2022
0-1 Year	43.47	42.72
1-2 Year	1.78	1.47
2-3 Year	1.62	1.56
3-4 Year	1.62	1.55
4-5 Year	1.56	1.47
5 Year Onwards	7.21	8.26

(All amounts in Indian Rupees Lakhs unless otherwise stated)

<b>(B) Defined contribution plans</b>	<b>31 March, 2023</b>	<b>31 March, 2022</b>
Employer's Contribution to Provident Fund	6.50	3.56
Employer's Contribution to ESI	2.61	0.83
<b>Total</b>	<b>9.11</b>	<b>4.39</b>

**32 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, 2023	31 March, 2022
<b>A. Revenue from external customers</b>		
- Within India	1,025.65	431.04
- Outside India	-	-
<b>Total revenue as per statement of profit and loss</b>	<b>1,025.65</b>	<b>431.04</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 31 March, 2023 and 31 March, 2022.

<b>B. Non-current operating assets</b>	<b>31 March, 2023</b>	<b>31 March, 2022</b>
- Within India	1,299.57	1,260.35
- Outside India	-	-
<b>Total</b>	<b>1,299.57</b>	<b>1,260.35</b>

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

## HOWARD HOTELS LIMITED

### 33 (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
Mayank Mittal	Company Secretary w.e.f 28.05.2022 to 23.08.2022
Shashank Mishra	Company Secretary w.e.f 24.08.2022 to till date

#### (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  
Sarita Flavours  
The Exiquete  
Howard Hospitality & Wellness

#### (c) Relative of KMP

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

### (B) Related Party Transactions:

Particulars	KMP		Other Related Parties		Total	
	2023	2022	2023	2022	2023	2022
Short-term Employee Benefits	67.80	19.20	-	-	67.80	19.20
Director's Sitting fees	1.80	1.25	-	-	1.80	1.25
Lease Rent	0.05	0.05	-	-	0.05	0.05
Loan Taken	10.00	-	-	235.00	10.00	235.00
Loan Repaid	10.00	-	-	235.00	10.00	235.00
Interest Expenses	-	-	12.45	12.14	12.45	12.14
Rent Income	-	-	3.60	1.80	3.60	1.80
Commission Paid	-	-	0.47	-	0.47	-
Purchases	-	-	3.58	-	3.58	-
<b>Total</b>	<b>89.65</b>	<b>20.50</b>	<b>20.09</b>	<b>483.94</b>	<b>109.74</b>	<b>504.44</b>
<b>Balance outstanding:</b>						
Due from	-	-	-	-	-	-
Due to	1.62	1.98	242.89	249.56	244.51	251.54

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 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (PY 31 March 2022: Nil)

### 34 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 :

(All amounts in Indian Rupees Lakhs unless otherwise stated)

Particulars	31st March, 2023	31st March, 2022
Profit/(loss) for the year	74.14	(77.35)
Weighted average number of equity shares in calculating basic EPS (absolute value in number)	91,13,200	91,13,200
Effect of dilution	-	-
Weighted average number of equity shares in calculating diluted EPS (absolute value in number)	91,13,200	91,13,200
Earnings per share		
- Basic (on nominal value of Rs. 10 per share) Rs./ share	0.81	(0.85)
- Diluted (on nominal value of Rs. 10 per share) Rs./ share	0.81	(0.85)

(All amounts in Indian Rupees Lakhs unless otherwise stated)

35 Capital commitments	31 March, 2023	31 March, 2022
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	115.66	7.22
36 Contingent liabilities	31 March, 2023	31 March, 2022
- Claims against the Company not acknowledged as debts :	Nil	Nil
- EPCG Licenses *		

\* The company has given an undertaking to DGFT vide License no. 0630003551 dated 17.08.2012 for duty saved value of Rs. 3.96 lakhs. The Company has fulfilled its obligation and filed application for redemption of bond but approval is still awaited.

### 37 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, 2023.

(All amounts in Indian Rupees Lakhs unless otherwise stated)

### 38 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, 2023, 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-2023

Particulars	Carrying amount	Payable on demand	0-12 months	1-5 years	> 5 years	Total
Borrowings	5.25	-	5.25	-	-	5.25
Trade payables	55.72	-	55.72	-	-	55.72
Other financial liabilities	50.65	-	50.65	-	-	50.65
<b>Total</b>	<b>111.62</b>	<b>-</b>	<b>111.62</b>	<b>-</b>	<b>-</b>	<b>111.62</b>

### As at 31-March-2022

Particulars	Carrying amount	Payable on demand	0-12 months	1-5 years	> 5 years	Total
Borrowings	3.76	-	3.76	-	-	3.76
Trade payables	70.18	-	70.18	-	-	70.18
Other financial liabilities	53.08	-	53.08	-	-	53.08
<b>Total</b>	<b>127.02</b>	<b>-</b>	<b>127.02</b>	<b>-</b>	<b>-</b>	<b>127.02</b>

## 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.

The following table summarizes the capital of the Company:

Particulars	31-Mar-23	31-Mar-22
Cash and cash equivalents	71.40	7.24
Non-current bank deposits	8.46	8.07
<b>Total (a)</b>	<b>79.86</b>	<b>15.31</b>
Non-current borrowings	258.96	235.00
Current borrowings	5.25	3.76
<b>Total (b)</b>	<b>264.21</b>	<b>238.76</b>
<b>Net debt [c=b-a]</b>	<b>184.35</b>	<b>223.45</b>
Total Capital (d)	1,007.03	929.00
Capital and net debt [e=c+d]	1,191.38	1,152.46
Gearing ratio [c/e]	15.47%	19.39%

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 2023 and 31 March 2022.

(All amounts in Indian Rupees Lakhs unless otherwise stated)

#### 40 Financial Instruments measurements and disclosures

##### (a) Financial instruments by category

	31 March 2023			31 March 2022		
Particulars	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets</b>						
<b>Non-current</b>						
Other Financial Assets	-	-	8.46	-	-	8.07
<b>Current</b>						
Trade receivables	-	-	31.95	-	-	32.59
Cash and cash equivalents	-	-	71.40	-	-	7.24
Loans	-	-	23.89	-	-	23.90
<b>Total</b>	-	-	135.70	-	-	71.80
<b>Financial Liabilities</b>						
<b>Non-current</b>						
Borrowings	-	-	258.96	-	-	235.00
<b>Current</b>						
Borrowings	-	-	5.25	-	-	3.76
Trade payables	-	-	55.72	-	-	70.18
Other financial liabilities	-	-	50.65	-	-	53.08
<b>Total</b>	-	-	370.57	-	-	362.02

##### (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

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

- a) **Ind AS 1 - Presentation of Financial Statements :-** This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statement.
- b) **Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors :-** This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.
- c) **Ind AS 12 - Income Taxes -** This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.

43 Figures are rounded off to nearest rupees in Lakhs.

44 There is no proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

45 The company is not declared wilful defaulter by any bank or financial Institution or other lender.

46 The Company is not having any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)



47 The Financial Ratios of the company during the financial year is reported in Note 47A.

**Note 47A**

Ratios						
S.No.	Particulars	Formula	Numerator	Denominator	FY 22-23	FY 21-22
a.	Current Ratio	Current Assets / Current Liabilities	Cash+Cash Equivalents+ Inventory+Accts Receivable+ Marketable Securities+Prepaid Expenses+Other Liquid Assets (Short Term Advances)	Short Term Debt+ Merchandise Accounts Payable+accoubts Payable and accrued Liabilities+Income Taxes	0.915	0.492
b.	Debt-Equity Ratio,	Debt/Equity	Total Long Term Debts	Equity Share Capital	0.28	0.26
c.	Debt Service Coverage Ratio,	Net Operative Income / Debt Service	EBT +Interest Expense	Interest Expense	8.93	-4.34
d.	Return on Equity Ratio,	Net Income / Average Shareholders Equity	Earning After Tax	(Opening Equity+Closing Equity)/2	8%	-8%
e.	Inventory Turnover Ratio	COGS/Average Net Inventory at SP	Purchase+Opening Stock-Closing Stock	(OpeningStock+Closing Stock)/2	6.67	6.30
f.	Trade Receivables Turnover Ratio	Net Credit Sales / Average Account Receivable	Total Credit sales>Returns	(Opening(Debtors+Bills Receivable)+Closing (Debtors+B/R))/2	31.78	12.41
g.	Trade Payables Turnover Ratio,	Net Credit Purchase / Average Trade Payable	Total Credit Purchase>Returns	(Opening(Creditors+Bills Payable)+Closing (Creditors+B/P))/2	2.17	1.11
h.	Net Capital Turnover Ratio,	Net Annual Sales / Average Amount of Working Capital	Annual Sales>Returns	(Working Capital at beginning+WC at the end)/2	17.93	(2.17)
i.	Net Profit Ratio,	(Net Profit / Revenue)*100	EAT	Total Revenue	7.17%	-17.74%
j.	Return on Capital Employed,	EBIT / Capital Employed	EBIT	Total Assets-Current Liabilities	9.99%	-4.94%

Explanation to Ratios where Variance in Ratio is more than 25% as compared to previous year

1. Current Ratio: Ratio improved due to reduction in Current Liabilities and increased in Current Asset.
2. Debt Service Coverage Ratio: Ratio improved due to Increase in Profit.
3. Return on Equity (ROE): Ratio improved due to Increase in Profit.
4. Trade Receivables Turnover Ratio : Ratio improved due to increase in Sales.
5. Trade Payables Turnover Ratio : Ratio improved due to decrease in Creditors.
6. Net Capital Turnover Ratio : Ratio improved due to increase is Turnover / Sales.
7. Net Profit Ratio : Ratio improved due to increase in Profit.
8. Return on Capital Employed : Ratio improved due to increase in EBIT.

48 The amount shown in trade receivables and trade payables along with corresponding advances are subject to confirmations.

49 There is one satisfaction of charge is pending on MCA portal amounting Rs. 412 lakhs open due to THE PRADESHIYA INDL. & INV. CORPN. OF U.P. LTD but there is no dues on the company as on 31.03.2023.

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

**51 Disclosure regarding relationship with Struck-off Companies**

The Company has not entered into any transaction nor it is having any balance outstanding with struck-off companies as defined under section 248 of Companies Act, 2013.

### 51 Events after the reporting date

There have been no events after the reporting date that requires disclosure in these financial statements.

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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/-

**Shashank Mishra**

Company Secretary

M.No. 69714

Sd/-

**Shri Kant Mittal**

Whole Time Director & CFO

DIN: 01533368

Place : Agra

Date : May 24, 2023

**1. Corporate information**

Howard Hotels Limited ('the Company') is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its equity shares are listed on the BSE Limited. The registered office of the Company is located at 20, Maurya Complex, B-28 Subhash Chowk, Laxmi Nagar, New Delhi-110092.

The Company is primarily engaged in the business of owning, operating & managing hotels, palaces and resorts.

These financial statements have been approved for issue by the Board of Directors on May 24, 2023.

**2. Basis of preparation**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) (Amendment) Rules, 2016 as amended and the relevant provisions of the Companies Act, 2013.

The financial statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and financial liabilities which are measured at fair value/ amortized cost (Refer accounting policy regarding financial instruments).

The financial statements are presented in Indian Rupees Lakhs and all values have been rounded to the nearest Lakh with two decimal places, unless stated otherwise.

**3. Significant accounting policies**

The Company has applied the following accounting policies to all periods presented in the financial statements.

**a) Functional and presentation currency**

The financial statements are prepared in Indian Rupees, which is the Company's presentation currency and the functional currency for all its operations.

**b) Current and non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- expected to be realised or intended to sold or consumed in the normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realised within twelve months after the reporting period; or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when:

- it is expected to be settled in the normal operating cycle;
- it is held primarily for the purpose of trading;
- it is due to be settled within twelve months after the reporting date; or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as non-current.

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

Operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

**c) Revenue recognition**

Revenue is recognised at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the goods or services to a customer i.e. on transfer of control of the goods or service to the customer. Revenue from sales of goods or rendering of services is net of Indirect taxes, returns and discounts.

**Income from Operations:**

**Rooms, Food and Beverage & Banquets:** Revenue is recognised at the transaction price that is allocated to the performance obligation. Revenue includes room revenue, food and beverage sale and banquet services which is recognised once the rooms are occupied, food and beverages are sold and banquet services have been provided as per the contract with the customer.

**Space and shop rentals:** Rentals basically consist of rental revenue earned from letting of spaces for retail shops at the properties. Revenue is recognized in the period in which services are being rendered.

**Other allied services:** In relation to laundry income, communication income, and other allied services, the revenue has been recognized by reference to the time of service rendered.

Effective 01 April 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) - 'Revenue from contracts with customers' using the cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. 01 April 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets / liabilities have not been retrospectively adjusted. The effect on adoption of Ind-AS 115 was insignificant.

**d) Other Income**

**i. Interest Income**

Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable. Interest income is included in finance income in the statement of profit and loss.

**ii. Dividends**

Dividend income is recognised in the statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

**e) Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

**f) Property, plant and equipment**

All property, plant and equipment are stated at historical cost, net of accumulated depreciation (other than freehold land) and accumulated impairment losses, if any.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use. It also includes the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Items such as spares are capitalized when they meet the definition of property, plant and equipment.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Likewise, expenditure towards major inspections and overhauls are identified as a separate component and depreciated over the expected period till the next overhaul expenditure.

Subsequent expenditure related to an item of property, plant and equipment is added to its book value only if it increases the future economic benefits from the existing asset beyond its previously assessed standard of performance/life. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation on property, plant and equipment is calculated using the straight-line method (SLM) to allocate their cost, net of their residual values, over their estimated useful lives, as per the useful life prescribed in Schedule II to the Companies Act, 2013.

The assets' residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

Freehold land is not depreciated.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising on the disposal or retirement or derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the statement of profit and loss.

Capital work-in-progress represents cost of property, plant and equipment that are not yet ready for their intended use and are carried at cost determined as aforesaid.

**g) Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets are not capitalised and the expenditure is recognised in the statement of profit and loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite useful lives are amortised over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates to be adjusted prospectively. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

The Company does not have any intangible assets with indefinite useful lives.

Softwares are amortized on a straight line basis over a period of 4 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

#### **h) Inventories**

Stock of food and beverages and stores and operating supplies are carried at the lower of cost [computed on a first-in, first-out (FIFO) basis] or net realisable value. Cost includes fair value of consideration paid including duties and taxes (other than those refundable), inward freight, and other expenditure directly attributable to the purchase. Trade discounts and rebates are deducted in determining the cost of purchase.

#### **i) Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

All other borrowing costs are expensed in the period in which they occur and are recognised in the statement of profit and loss using the effective interest method.

#### **j) Leases**

##### **The Company as a lessee**

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

##### **The Company as a lessor**

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease. For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

#### **k) Income taxes**

##### **Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognized outside of profit or loss is recognized outside of profit or loss [either in other comprehensive income (OCI) or in equity]. Current tax items are recognized in correlation to the underlying transaction either in OCI

or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

### **Deferred tax**

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

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- in respect of taxable temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled by the Company and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of deductible temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted as at the reporting date.

Current tax and deferred tax relating to items recognised outside profit or loss are recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and tax liabilities on a net basis.

## **I) Employee benefits**

### **Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

### **Post-employment obligations**

The Company operates the following post-employment schemes:

- a. Defined benefit plans in the nature of gratuity, and
- b. Defined contribution plans such as provident fund.

### **Gratuity obligations**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in Indian Rupees is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

#### **Defined contribution plans**

The company pays provident fund contributions to publicly administered provident funds as per local regulations. The company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

#### **m) Impairment of non-financial assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

#### **n) Provisions, contingent liabilities and contingent assets**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss, net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. The unwinding of discount is recognized in the statement of profit and loss as a finance cost.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefits is probable.

#### **o) Financial instruments**

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

##### **Financial assets**

##### **Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

##### **Subsequent measurement**

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

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

##### **i. Debt instruments at amortised cost**

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

- a. The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b. Contractual terms of the asset that give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

### ii. Debt instruments at FVTOCI

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

- a. The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b. The asset's contractual cash flows represent SPPI.

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

### iii. Debt instruments at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

### iv. Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

### Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

### Impairment of financial assets

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

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities and deposits;
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in the subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on a twelve month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.



**Financial liabilities****Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables and borrowings, etc.

**Subsequent measurement**

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

**i. Financial liabilities at FVTPL**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

**ii. Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

**Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

**Offsetting of financial instruments**

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

**p) Accounting for foreign currency transactions**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian Rupees (INR), which is the Company's presentation currency and functional currency.

Transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates that approximates the rate as at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in statement of profit and loss.

**q) Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**r) Dividends**

The Company recognises a liability to make cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

**s) Earnings per share****Basic earnings per share**

Basic earnings per share is calculated by dividing the profit attributable to the shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

**Diluted earnings per share**

Diluted earnings per share is calculated by dividing the profit attributable to the shareholders of the Company (after adjusting the corresponding income/ charge for dilutive potential equity shares, if any) by the weighted average number of equity shares outstanding during the financial year plus the weighted average number of additional equity shares that would have been issued on conversion of all the dilutive potential equity shares.

#### 4. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

##### **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

##### **Income taxes**

The Company is subject to income tax laws as applicable in India. Significant judgment is required in determining provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

In assessing the realisability of deferred tax assets, management considers whether it is probable, that some portion, or all, of the deferred tax assets will not be realised. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable incomes over the periods in which the deferred tax assets are deductible, management believes that it is probable that the Company will be able to realise the benefits of those deductible differences in future.

##### **Employee benefit obligations**

The cost of the defined benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Further details about gratuity obligations are given in Note No. 31

##### **Contingencies**

Management judgement of contingencies is based on the internal assessments and opinion from the consultants for the possible outflow of resources, if any.

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