

E I G H T H

*Annual*

*Report*

*2014 - 15*

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A S I A N H O T E L S ( W E S T ) L I M I T E D

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**BOARD OF DIRECTORS**

Mr. Sushil Kumar Gupta	Chairman and Managing Director
Mr. Sudhir Chamanlal Gupta	Executive (Whole-Time) Director
Mr. Sandeep Gupta	Executive (Whole-Time) Director
Dr. Lalit Bhasin	Independent Non-Executive Director
Mr. Raj Kumar Bhargava, IAS(Retd.)	Independent Non-Executive Director
Mr. Surendra Singh Bhandari	Independent Non-Executive Director
Mr. Surinder Singh Kohli	Independent Non-Executive Director
Mr. Sunil Diwakar	Non- Executive Director
Mrs. Meeta Makhan	Additional Director (w.e.f 27th March, 2015) (Independent Director)

**REGISTERED OFFICE & INVESTOR RELATIONS DEPARTMENT****CIN: L55101DL2007PLC157518**

**Regd. Office :** 6th Floor, Aria Towers,  
J.W. Marriott, New Delhi Aerocity,  
Asset Area 4, Hospitality District,  
Near IGI Airport, New Delhi - 110 037  
Phone : 91 11 4610 1210;  
Fax : 91 11 4610 1202;  
Website: www.asianhotelswest.com

**COMPANY SECRETARY**

Nikhil Sethi

**CHIEF FINANCIAL OFFICER**

Rakesh Kumar Aggarwal

**AUDITORS**

S.S. Kothari Mehta & Co.  
Chartered Accountants  
146-149, Tribhuvan Complex,  
Ishwar Nagar, Mathura Road,  
New Delhi - 110065

**BANKERS**

Kotak Mahindra Bank Ltd.

**REGISTRAR & TRANSFER AGENTS**

Karvy Computershare Pvt. Ltd.  
Karvy Selenium Tower-B", Plot No 31 & 32.  
Gaehibowli Financial District,  
Nanankramguda, Serilinggampally,  
Hyderabad -500032  
Tel No. : 040-23420815-24  
Fax No : 040-23420814  
E Mail : mailmanager@karvy.com

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# ASIAN HOTELS (WEST) LIMITED

## DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting their 8th Annual Report and Audited Accounts for the Financial Year ended on 31st March, 2015 (i.e. for the period commencing from 1st April, 2014 to 31st March, 2015).

## OBJECTS, OPERATIONS AND FINANCIAL RESULTS

A summarized position of the revenue, profits, taxation, dividend pay-out and earning per share for the year under review, on standalone basis, is given below:

(Rupees in Crores)

Particulars	2014-15	2013-14
Total Revenue	136.30	130.11
Profit Before Tax	(3.22)	(2.37)
<b>Provision for Taxation</b>		
– Current Tax	0.30	1.39
– Earlier year Tax	–	4.16
– Deferred Tax Charge (Credit)	(1.38)	8.4
Profit After Tax	(2.13)	(5.02)
<b>Transfer to General Reserve</b>	–	–
Proposed Dividend on Equity Shares	1.14	1.72
<b>Corporate Dividend Tax</b>	0.23	0.29
<b>Earnings Per Share –Basic (Rupees)</b>	<b>(1.86)</b>	<b>(4.39)</b>
<b>Earnings Per Share – Diluted (Rupees)</b>	<b>(1.86)</b>	<b>(4.39)</b>

## FUTURE PROSPECTS

With the growth in the economy and steps taken by the present Government for promoting the tourism (such as E-Visa/Visa on arrival, etc) the Company aims to do better both in terms of profitability in the times to come and Company is focusing on retaining market share in highly competitive Hotel Market around Hyatt Regency, Mumbai and J. W. Marriott at New Delhi Aerocity, Hospitality District, Near IGI Airport, developed under its subsidiary M/s Aria Hotels and Consultancy Services Private Limited.

Company is also look out for sites having growth potential in metropolitan cities and tourist destinations.

## DIVIDEND

The Board has recommended for approval of shareholders, a dividend of 10% (amounting to Rs. 1/- per Share) (Previous period dividend @ 15%) for the Financial Year ended 31st March, 2015 to be paid on 1,14,58,303 Equity Shares of the Company aggregating a distribution of Rs.1.14 Crores (Previous period year Rs. 1.72 Crores).

## CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the statement containing salient features of the financial statements of the Company's Subsidiary – Aria Hotels & Consultancy Services Pvt. Ltd. (in Form AOC-1) is attached to the financial statements.

Shareholders interested in obtaining copies of the audited annual accounts of Subsidiary Company may write to the Company Secretary.

## SUBSIDIARY COMPANY - Aria Hotels and Consultancy Services Private Limited (Aria)

The Company's 523 rooms 5-Star deluxe hotel under the brand J. W. Marriott at New Delhi Aerocity, Hospitality District, Near IGI Airport, New Delhi, which commenced operations in October 2013 is fully operational after receiving all the necessary clearances. The hotel is being received well by the customers with better occupancy levels and it has made a mark through its unique food and beverage operations.

## DEBT

During the last financial year Company has entered into arrangement with Kotak Mahindra Bank Limited & Kotak Mahindra Prime Limited (collective referred to as Kotak Group) for re-scheduling its entire banking facilities with Kotak Group and the total limit with Kotak Group is Rs 177.10 Crore. The outstanding debt as on 31st March 2015 is Rs. 165.15 Crore.

The above borrowings are within the powers of the Board of Directors of the Company approved by the shareholders of the Company.

## DIRECTORS' & KEY MANAGERIAL PERSONNEL

In accordance with the requirement of the Companies Act, 2013 and pursuant to the Articles of Association Two of your Directors Viz. Mr. Sudhir Chamanlal Gupta & Mr. Sandeep Gupta retire by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment.

# ASIAN HOTELS (WEST) LIMITED

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During the period under review Mrs. Meeta Makhan was appointed as an Additional Director of the Company effective from 27th March, 2015 pursuant to provisions of the Articles of Association of the Company and Section 161 of the Companies Act, 2013. Mrs. Meeta Makhan holds office upto the date of the ensuing AGM. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mrs. Meeta Makhan being eligible has offered herself for appointment as an Independent Director for five (5) consecutive years for a term upto 31st March, 2020. In the opinion of the Board, Mrs. Meeta Makhan fulfills the conditions specified in the Company Act, 2013 and rules made thereunder for the appointment as Independent Director of the Company and is independent of the management and the Company has also received declaration from Mrs. Makhan that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. The Board of Directors of the Company has recommended her appointment for period of five years and necessary resolution for her reappointment as Independent Director is placed before the shareholders at 8th AGM.

Brief details of aforesaid Directors, nature of their expertise, names of Companies in which they hold directorship and the membership of committees, etc is enclosed as **Annexure D to this report**.

Mr. Srikrishan Chhibber (DIN 00019276) Independent Director of the Company has resigned from the Board w.e.f. 8th August, 2014 because of indifferent health. The Company appreciates his immense contribution in the growth of the Company.

During the period under review at the Board Meeting held on May 28, 2014, Mr. Rakesh Kumar Aggarwal was appointed as the Group Chief Financial Officer of the Company pursuant to provisions of the of the Companies Act, 2013 read with the Rules made thereunder.

## **PARTICULARS OF EMPLOYEES & RELATED DISCLOSURE**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules are provided in the **Annexure E** to this report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the **Annexure F** to this report.

## **CORPORATE GOVERNANCE**

As required by Clause 49 of the Listing Agreement with the Stock Exchanges, a Report on Corporate Governance for the Financial Year 2014-15, Management Discussions and Analysis Report together with Practicing Company Secretary Certificate on Corporate Governance are enclosed as **Annexure A, B and C** respectively to this report.

## **PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, which is applicable from 15th May, 2015. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

## **COMPLIANCE UNDER COMPANIES ACT, 2013**

Pursuant to Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, your Company complied with the compliance requirements and the detail of compliances under Companies Act, 2013 are enumerated below:

- **Extract of Annual Return**

The details forming part of the extract of the Annual Return in form MGT-9 is attached as **Annexure G** to this report.

- **Board Meetings held during the Year**

During the year, 5 meetings of the Board of Directors were held. The details of the meetings are furnished in the Corporate Governance Report which is attached as **Annexure A** to this Report.

- **Directors' Responsibility Statement**

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134 (5) of the Companies Act, 2013:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

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f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

- **Declaration from Independent Directors**

The Company has received necessary declaration from each Independent Director of the Company under Section 149 (7) of the Companies Act, 2013 stating that they meet criteria of Independence as laid down in Section 149 (6) of the Companies Act, 2013

- **Nomination & Remuneration Policy of the Company and Criteria of determination u/s 178 of the Companies Act, 2013**

The Nomination & Remuneration policy of the Company comprising the appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters provided under Section 178 (3) of the Companies Act, 2013 has been provided in the Corporate Governance Report and **Annexure F** to this report.

- **Auditors & Auditors' Report**

M/s S. S. Kothari Mehta & Co., Chartered Accountants, were appointed in compliance with provisions of the Companies Act, 2013 read with the rules made thereunder in the 7th AGM of the Company for period of 3 years upto conclusion of 10th AGM of the Company, subject to ratification of their appointment at every AGM.

Accordingly, necessary resolution is being proposed before the shareholders for their ratification/re-appointment as statutory auditors of the Company at 8th AGM.

The Auditors' Report is unqualified. The notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further clarifications under Section 134 of the Companies Act, 2013.

- **Internal Audit**

M/s KSMN & Co., Chartered Accountants, the internal auditors of the Company have conducted periodic audit of all operations of the Company. The Audit Committee of the Board of Directors has reviewed the findings of Internal Auditors regularly and their reports have been well received by the Audit Committee.

However the Board at its meeting held on 15th May, 2015, on recommendation of the Audit Committee of the Board of Directors of the Company, has approved the appointment of M/s Walker, Chandiook & Co. Chartered Accountants (Grant Thornton) as Internal Auditors of the Company in place of M/s KSMN & Co. for the Financial Year 2015-16.

- **Secretarial Audit**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s D.S. Associates (CP No- 7347 & Membership No- A17697) to undertake the Secretarial Audit of the Company for the Financial Year ended 31st March, 2015. The Secretarial Audit Report (in Form MR-3) is attached as **Annexure H** to this Report.

The Secretarial Audit Report is unqualified and therefore do not call for any further clarifications / explanation under Section 134 of the Companies Act, 2013.

- **Particulars of Loan, Guarantees or Investment under section 186 of the Companies Act, 2013**

Details of loans, guarantees and investments made by the Company are given in Note 43 of the financial statements forming part of Annual Report.

- **Related Party Transactions**

In line with the requirements of the Companies Act, 2013 and Equity Listing Agreement, your Company has formulated a Policy on Related Party Transactions which is also available on Company's website at [www.asianhotelswest.com/Policies.asp](http://www.asianhotelswest.com/Policies.asp). The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All transactions entered by the Company with Related Parties were in ordinary course of business and at Arms length basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and Board of Directors.

There were no materially significant transactions with related parties during the Financial Year 2014-15 and none of the transactions with any of related parties were in conflict with the Company's interest. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC 2 is not applicable. Suitable disclosure as required under AS-18 have been made in Note 36 of the Notes to the Financial Statements.

- **Material Changes and commitments affecting the Financial Position of the Company which have occurred between March 31, 2015 and August 7, 2015 (date of report)**

There were no material changes and commitments affecting the financial position of the Company between the end of financial year (March 31, 2015) and the date of the Report (August 7, 2015).

- **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings & Outgo**

Information required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014

# ASIAN HOTELS (WEST) LIMITED

pertaining to the conservation of energy, technology absorption, foreign exchange earnings and outgo are to the extent possible, in the opinion of your Directors, is as under:

## A) CONSERVATION OF ENERGY

S. No.	Energy conservation measure taken during the year 2014-15	Impact (savings in Lac Rs. per annum)
1	Replacement of Lobby ( AR 111) and back area tubelights (28 W ) with LED	15.00
	<b>Total savings</b>	15.00

S. No.	Additional Investment – proposal for the year 2015-16	Impact (savings in Lac Rs. per annum)
1.	Guest room lamp (MR 16) replacement with 7W LED lamps	16

## B) TECHNOLOGY ABSORPTION

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

## C) FOREIGN EXCHANGE EARNINGS

The Company has a strong commitment to international business and is continuously exploring avenues to increase its foreign exchange earnings.

**Details of Foreign Exchange Earnings & Outgo are as under:**

(Rs.crs)

	For the year ended 31st March, 2015	For the year ended 31st March, 2014
Foreign Exchange earnings	75.83	69.36
Foreign Exchange outgo	13.07	15.44

### • Risk Management Policy

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the company has constituted a risk management committee. The details of the committee and its terms of reference are set out in the Corporate Governance Report attached as **Annexure A** to this Report.

As part of the risk assessment and minimization procedures, the Company had identified certain risk areas with regard to the operations of the Company and initiated steps, wherever possible, for risk minimization. The Company's Board is conscious of the need to review the risk assessment and minimization procedures on regular intervals.

### • Corporate Social Responsibility (CSR) Policy

As required under section 135 of the Companies Act, 2013 the company has formed a CSR committee during the financial year comprising Mr. Sudhir Chamanlal Gupta, Executive (Whole-time) Director of the Company, as the Chairman and Mr. Raj Kumar Bhargava & Mr. Surendra Singh Bhandari, Independent Directors of the Company, as other members. The said Committee has to ensure the compliance for formulating and recommending to the Board, the activities undertaken by the Company, monitored the implementation of the framework of the CSR Policy and recommended the amount to be spent on CSR activities.

During the year Company has contributed Rs.14,85,000/- (Rupees Fourteen Lac Eighty Five Thousand only) towards Corporate Social Responsibility (CSR). The committee met once during the financial year ended March 31, 2015. The Report on CSR activities is attached as **Annexure I** to this Report.

### • Board Evaluation & Independent Directors Meeting

Pursuant to the provisions of the section 134 (3) (p) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually including the Chairman as well as the evaluation of the working of its Committees.

During the year under review, the Independent Directors met on 27th March, 2015, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the independent Directors were present at the meeting.

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The criteria for performance evaluation have been detailed in the Corporate Governance Report which is attached as **Annexure A** to this Report.

- **Deposits**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

- **Significant & Material orders passed by the Regulators**

There has been no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.

- **Internal Control System and their Adequacy**

The Company has standard operating procedures. It has in place adequate reporting systems in respect of financial performance, operational efficiencies and reporting with respect to compliance of various statutory and regulatory matters. The internal auditors of the Company had regularly conducted exhaustive internal audits pertaining to all operational areas and their reports were placed before the Audit Committee for its review and recommendations.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement, the Board of Directors had approved the Policy on Vigil Mechanism/ Whistle Blower and the same was hosted on the website of the Company. This Policy inter-alia provides a direct access to the Chairman of the Audit Committee.

Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

Brief details about the policy are provided in the Corporate Governance Report attached as **Annexure A** to this Report.

## **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, the Company (Hotel Hyatt Regency, Mumbai) has constituted Internal Complaints Committees (ICC). Ms. Shilpi Sinha, Director of Finance, Hyatt Regency Mumbai is the designated the Presiding Officer. During the Financial Year 2014-15 Nil complaints with allegations of any kind of sexual harassment were filed.

## **PERSONNEL**

Your Directors wish to appreciate the dedicated efforts and hard work of personnel at all levels that has made the existing results possible.

## **ACKNOWLEDGEMENT**

Your Directors would like to express its sincere appreciation and gratitude to the Company's valued customers, the Government of India, State Governments, various Financial Institution(s) and Banks for their continued support and confidence in the Company. The Board would also like to place on record its deep sense of appreciation for the continued confidence reposed in the Company by the Shareholders as well as the sincere efforts put in by the executives and staff at all levels for progress of the Company.

**For and on behalf of the Board of  
Asian Hotels (West) Limited**

Place : New Delhi  
Dated : 7<sup>th</sup> August, 2015

**Sushil Kumar Gupta  
Chairman and Managing Director**

# ASIAN HOTELS (WEST) LIMITED

(ANNEXURE A to the DIRECTORS' REPORT)

## CORPORATE GOVERNANCE REPORT

### Company's Philosophy on Corporate Governance

The Company is totally committed to providing the shareholders and other stakeholders with an insight into the working of the Company and acknowledges the importance of practicing good Corporate Governance while conducting its business, for creation of wealth for shareholders.

The status of compliance with Clause 49 of the Standard Listing Agreement for the Financial Year 2014-15 is enumerated herein below:

### Board of Directors

As on the date of this report, the Board of Directors of the Company comprises of Nine Directors, out of which five are Independent and Non-Executive Directors (including one Woman Director) and one Non-Executive Director and remaining three are Whole-time Directors.

Mr. Sushil Kumar Gupta is a Chairman and Managing Director of the Company. In terms of the requirements of Clause 49 of the Listing Agreement, at least fifty percent of the Board comprises of Independent Non-Executive Directors.

The Company is following prescribed Board procedures and provided detailed notes in advance on all the businesses proposed to be dealt with at the Board Meetings. The Board meets at least once every quarter. During the period under review, 5 meetings of the Board of Directors took place. These meetings were held on 28th May, 2014; 23rd June, 2014; 9th August, 2014; 11th November, 2014; 9th February, 2015.

Pursuant to the provisions of Clause 49, the composition of the Board, details of Directorships held, committee membership / chairmanship held, and attendance of the Directors at the Board meetings and at the last Annual General Meeting is given below:

SI No	Name of Directors	Category	Attendance Particulars		*No of Directorship(s) as on 31.03.2015 (including Asian Hotels (West) Ltd.		No of Membership(s)/ Chairmanship of Board Committee as on 31.03.2015 (including Asian Hotels (West) Ltd.	
			No of Board meetings attended during the year 2014-15	Whether attended last AGM held on 20th September, 2014	as Director	as Chairman	as Member	as Chairman
1	Mr. Sushil Kumar Gupta	Chairman & Managing Director	5	Yes	1	2	-	-
2	Mr. Sudhir Chamanlal Gupta	Executive (Whole - time) Director	4	Yes	2	-	-	-
3	Mr. Sandeep Gupta	Executive (Whole - time) Director	5	Yes	3	-	1	-
4	Mr. Raj Kumar Bhargava	Independent Non-Executive	5	Yes	6	-	4	5
5	Dr. Lalit Bhasin	Independent Non-Executive	4	Yes	9	-	6	2
6	Mr. Surendra Singh Bhandari	Independent Non-Executive	4	Yes	2	-	1	2
7	#Mr. Srikrishan Chhibber	Independent Non-Executive	1	No	4	-	-	1
8	**Mr. Surinder Singh Kohli	Independent Non-Executive	3	Yes	9	-	5	4
9	Mr. Sunil Vasant Diwakar	Non-Executive Director	2	No	6	-	8	-
10	@Mrs. Meeta Makhan	Independent Non-Executive	-	-	1	-	-	-

\*Excluding Private Limited Companies, Foreign Companies and Companies under section 8 of the Companies Act, 2013.

#Mr. Srikrishan Chhibber has been resigned from the office of the Director of the Company w.e.f. 8th August, 2014

\*\*Mr. Surinder Singh Kohli has been appointed as Independent Non Executive Director of the Company w.e.f 9th August, 2014.

@Mrs. Meeta Makhan was appointed as Independent Women Director of the Company w.e.f. 27th March, 2015

Note: Mr. Sushil Kumar Gupta is father of Mr. Sandeep Gupta and brother of Mr. Sudhir Chamanlal Gupta

### Independent Directors

Your Company appointed Independent Directors who are renowned people having expertise/experience in their respective field/profession. None of the Independent Directors are Promoters or related to Promoters. They do not have pecuniary relationship with the Company and



# ASIAN HOTELS (WEST) LIMITED

further do not hold two percent or more of the total voting power of the Company. Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as required under Section 149(7) of the Companies Act, 2013.

All Independent Directors maintain their limits of directorships as required under Clause 49 of the Listing Agreement. The terms and conditions of their appointment have been placed on Company's website [www.asianhotelswest.com](http://www.asianhotelswest.com). The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and clause 49 of the Listing Agreement.

## Performance Evaluation of Directors

Pursuant to the provisions of the section 134 (3) (p) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Nomination & Remuneration committee carried out the annual performance evaluation of its Directors individually including the Chairman, and the Board accordingly evaluated the overall effectiveness of the Board of Directors, including its committees based on the inputs given by the Nomination and Remuneration Committee of the Company.

A structured questionnaire was prepared covering various aspects of the Board' functioning such as Knowledge to perform the role; Time and level of participation; Performance of duties and level of oversight; and Professional conduct and independence. Each Directors did their self evaluation and submitted the same to the Chairman.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was also carried out by the Independent Directors.

The Directors expressed their satisfaction to the above.

## Independent Directors Meeting

During the year under review, the Independent Directors met on March 27, 2015, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting, except Mrs. Meeta Makhan who was appointed subsequent to the meeting.

## Familiarization Programme

Your Company follows a structured orientation and familiarisation programme through various reports / codes / internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives, etc.

The details of familiarisation programme have been placed on Company's website [www.asianhotelswest.com/Policies.asp](http://www.asianhotelswest.com/Policies.asp).

## Non-executive Directors' compensation and disclosures

All fees/compensation paid to Non-executive Directors (including Independent Directors) are fixed by the Board and approved by the shareholders in the General Meeting and the compensation is within the limits prescribed under the Companies Act, 2013.

Pursuant to the approval of the shareholder at the Seventh Annual General Meeting of the Company, the Non-Executive Directors are collectively entitled to commission at the rate of 1% of the net profits of the Company (computed under Section 197 and 198 of the Companies Act 2013) subject to a maximum of Rs. 5,00,000/- (Rupees Five Lacs only) per year per Non-Executive Director. However because of losses in the current year Nil commission is paid to the Non-Executive Directors. The Non-Executive Directors are entitled to sitting fees for the meetings of the Board and the Committees thereof attended by them. No stock options were offered to the Directors or Executives of the Company.

**Details of remuneration paid / payable to the Directors for the Financial Year 20104-15 are given below:**

(Amount in Rs.)

Name of the Directors	Salary including Perquisites	Commission (payable)	Sitting Fees	Total
Mr. Sushil Kumar Gupta	1,16,23,800	—	—	1,16,23,800
Mr. Sudhir Chamanlal Gupta	97,00,800	—	—	97,00,800
Mr. Sandeep Gupta	97,00,800	—	—	97,00,800
Mr. Raj Kumar Bhargava	—	—	2,04,000	2,04,000
Dr. Lalit Bhasin	—	—	1,56,000	1,56,000
Mr. Surendra Singh Bhandari	—	—	1,44,000	1,44,000
Mr. Srikrishan Chhibber *	—	—	24,000	24,000
Mr. Surinder Singh Kohli	—	—	60,000	60,000
Mr. Sunil Diwakar	—	—	24,000	24,000
Mrs. Meeta Makhan#	—	—	—	—
<b>TOTAL</b>	<b>3,10,25,400</b>	<b>—</b>	<b>6,12,000</b>	<b>3,16,37,400</b>

\* Mr. Srikrishan Chhibber has resigned on 8th August, 2014 as Director of the Company.

# Mrs. Meeta Makhan appointed as Director w.e.f. 27th March, 2015

Elements of remuneration package includes Salary, Commission, Perquisite such as HRA, Medical Reimbursement, Leave Travel Concession, Contribution to Provident Fund etc. There was no performance linked incentive /commission paid during the year as the

# ASIAN HOTELS (WEST) LIMITED

Company incurred loss. Mr. Sushil Kumar Gupta, Chairman and Managing Director is appointed for 5 years, up to 31st October, 2019 & Mr. Sudhir Chaman Lal Gupta & Mr. Sandeep Gupta are appointed for a term of 5 years up to 9th May, 2020 (liable to retire by rotation). The Directors are not entitled for any severance fee. There are no stock options issued by the Company till date.

Further details / disclosures pertaining to remuneration paid to all the Directors and KMP's and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, alongwith the remuneration policy of the Company in accordance with the Listing Agreement is provided in the **Annexure F** to the Directors Report.

Details of shareholdings of the Non-Executive Directors of the Company as on 31st March, 2015 are as under:

Name of Director	Category	Shareholding as on 31st March, 2015	% age of Total Shareholding
Mr. Raj Kumar Bhargava	Independent Non- Executive	3826	0.03
*Mr. Srikrishan Chhibber	Independent Non- Executive	70	0.00
Dr. Lalit Bhasin	Independent Non- Executive	NIL	NIL
Mr. Surendra Singh Bhandari	Independent Non- Executive	NIL	NIL
Mr. Sunil Vasant Diwakar	Non Executive	NIL	NIL
Mr. Surinder Singh Kohli	Independent Non- Executive	NIL	NIL
Mrs. Meeta Makhan	Independent Non- Executive	NIL	NIL

\*Mr. Srikrishan Chhibber has resigned on 8th August, 2014 as Director of the Company.

## Code of Conduct

The Board of Directors of the Company has laid down a Code of Conduct and placed on Company's website [www.asianhotelswest.com](http://www.asianhotelswest.com) which is applicable to all Board Members and Senior Management Personnel and they have affirmed their compliance with the said Code during the year under review. As required, a declaration to this effect by the Chairman and Managing Director of the Company is annexed to this report.

## Code of Conduct for prohibition of insider trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company in accordance with the with SEBI (Prohibition of Insider Trading) Regulations, 2015, which is applicable from 15th May, 2015 and also placed in Company's website [www.asianhotelwest.com](http://www.asianhotelwest.com). The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

## Vigil Mechanism / Whistle Blower Policy

Your Company has established a Vigil Mechanism / Whistle Blower Policy to enable stakeholders (including Directors and employees) to report unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy provides adequate safeguards against victimisation of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases.

Your Company hereby affirms that no Director/ employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. The Whistle Blower Policy has been placed on Company's website [www.asianhotelswest.com/Policies.asp](http://www.asianhotelswest.com/Policies.asp).

## Committees of the Board

Your Company has five Board level Committees:

- Audit Committee,
- Stakeholders Relationship Committee.
- Nomination and Remuneration Committee,
- Corporate Social Responsibility (CSR) Committee and
- Risk Management Committee,

### a) Audit Committee:

The Audit Committee of the Board of Directors of the Company comprise of three Independent & Non – Executive Directors, namely Mr. Raj Kumar Bhargava, Dr. Lalit Bhasin and Mr. Surendra Singh Bhandari.

The Committee functions under the chairmanship of Mr. Raj Kumar Bhargava, a Retired IAS Officer, who has held various portfolios during his tenure in the Central Government and has adequate knowledge of the finance and accounts function.

The terms of reference and the powers of the Audit Committee are in conformity with the provisions of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.

The Chairman and Managing Director is the permanent invitee to the Audit Committee meeting. The Company Secretary acts as Secretary to the Committee.

# ASIAN HOTELS (WEST) LIMITED

During the year under review, four meetings of the Audit Committee were held on 28th May, 2014; 9th August, 2014; 11th November, 2014; 9th February, 2015, attendance details of which are as under:

Name of the member	Category	No. of Audit Committee meetings attended
Mr. Raj Kumar Bhargava,	Independent, Non-Executive	4
Dr. Lalit Bhasin	Independent, Non-Executive	3
Mr. Surendra Singh Bhandari	Independent, Non-Executive	4

## b) Stakeholders Relationship Committee:

The Stakeholder Relationship Committee of the Board of Directors comprised of three Independent Non-Executive Directors, namely, Mr. Srikrishan Chhibber, Mr. Raj Kumar Bhargava and Dr. Lalit Bhasin.

The committee functioned under the Chairmanship of Mr. Chhibber who resigned on 8th August, 2014 and subsequently Dr. Lalit Bhasin became the Chairman of the Committee. The committee was reconstituted on 9th February 2015 and committee comprised of the Dr. Lalit Bhasin as the Chairman and member, Mr. Raj Kumar Bhargava and Mr. Surinder Singh Kohli as Committee Members.

Dr. Lalit Bhasin has resigned on 27th March, 2015 as Chairman and Member of the Committee and the committee has been further re-constituted on 15th May, 2015 and the Committee consists of Mrs. Meeta Makan as Chairman & Member, Mr. Raj Kumar Bhargava and Mr. Surinder Singh Kohli as Committee Members.

The Company Secretary is the Compliance Officer of the Company and acts as Secretary to the Committee.

The terms of reference and the powers of the Stakeholders Relationship Committee are in conformity with the provisions of Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013 inter-alia including monitoring and approving bulk transfers, transmissions, splits and consolidation of shares and issuance of duplicate shares, it also pursues status of redressal of shareholders' grievances.

The Company received 59 complaints during the period, which have been resolved and/or appropriately replied to. None of the investor complaints is lying unresolved at the end of the Financial Year.

During the year under review, four meetings of the Share Transfer & Shareholders Grievance Committee were held on 28th May, 2014; 9th August, 2014; 11th November, 2014; 9th February, 2015 attendance details of which are as under:

Name of the member	Category	No. of Share Transfer Committee meetings attended
Mr. Shrikrishan Chhibber *	Independent, Non-Executive	1
Mr. Raj Kumar Bhargava	Independent, Non-Executive	4
Dr. Lalit Bhasin#	Independent, Non-Executive	3
Mr. Surendra Singh Kohli @	Independent, Non-Executive	1

\*Mr. Srikrishan Chhibber has resigned on 8th August, 2014 as Chairman and Member of the Committee.

# Dr. Lalit Bhasin has resigned on 27th March, 2015 as Chairman and Member of the Committee.

@ Mr. Surinder Singh Kohli was appointed as member of the Committee w.e.f 9th February 2015.

## c) Nomination and Remuneration Committee

The Remuneration Committee of the Board of Directors comprises of three Independent Non-Executive Directors, namely, Dr. Lalit Bhasin, Mr. Raj Kumar Bhargava and Mr. Surendra Singh Bhandari.

The terms of reference and the powers of the Nomination and Remuneration Committee are in conformity with the provisions of Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013 inter-alia including Nomination and Remuneration Policy of the Company.

### Nomination & Remuneration Policy

The Board on the recommendation of the Nomination and Remuneration Committee has formulated a policy relating to remuneration for the Directors, Key Managerial Personnel and other employee in compliance with the provisions of the Companies Act, 2013 and the Listing Agreement.

The Nomination and Remuneration Committee functions under the chairmanship of Dr. Lalit Bhasin a senior Lawyer of repute with over 52 years of experience in Legal matters. During the year under review, 1 meeting of the Nomination and Remuneration Committee took place and all the members attended the same.

The Nomination & Remuneration of the Company Policy is provided in **Annexure F** to the Directors Report.

## d) Corporate Social Responsibility (CSR) Committee

The company has formed a CSR committee during the financial year comprising Mr. Sudhir Chamanlal Gupta, Executive (Wholtime) Director of the Company, as the Chairman and Mr. Raj Kumar Bhargava & Mr. Surendra Singh Bhandari, Independent Directors of the Company, as other members. The Board on the recommendation of the Committee has formulated CSR Policy of the Company and the Report on CSR activities is provided in **Annexure I** to the Directors Report. The committee met once during the financial year ended March 31, 2015.

## e) Risk Management Committee

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the company has constituted a risk management committee consisting of majority of Board of Directors and other senior executives of the Company.

# ASIAN HOTELS (WEST) LIMITED

As part of the risk assessment and minimization procedures, the Company had identified certain risk areas with regard to the operations of the Company and initiated steps, wherever possible, for risk minimization. The Company's Board is conscious of the need to review the risk assessment and minimization procedures on regular intervals.

## Subsidiary Company

The Company has Aria Hotels & Consultancy Services Private Limited as its un-listed material subsidiary as prescribed under clause 49. A Policy on 'material subsidiaries' in terms of clause 49 of the Listing Agreement has been formulated by the Board and the same is placed on Company's website [www.asianhotelswest.com/Policies.asp](http://www.asianhotelswest.com/Policies.asp). Provisions of the revised clause 49 with reference to subsidiary companies were duly complied.

## Related Party Transactions

In compliance with the Accounting Standard – 18 and Companies Act, 2013, the disclosures in respect of Related Party and transactions pertaining to related parties are given under Note 43 to the Balance Sheet as at 31st March, 2015, and the Profit & Loss Account for the period ended on that date.

The policy on Related Party Transactions is placed on Company's website [www.asianhotelswest.com/Policies.asp](http://www.asianhotelswest.com/Policies.asp).

## Other Disclosures

### Disclosure of Accounting Treatment

Suitable disclosures have been made in the financial statements, together with the Management's explanation in the event of any treatment being different from that prescribed in Accounting Standards 29.

### Details of non-compliance by the Company

Your Company has complied with all the requirements of regulatory authorities. No penalties/strictures were imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital market. The Company has an elaborate reporting system on compliances of all major laws applicable to the Company.

## Management

Management Discussion and Analysis Report comprising of all information as prescribed under Clause 49 (VIII)(D) of the Listing Agreement is attached as **Annexure B** to the Directors' Report.

## Conflict of Interest:

Disclosures have been made by the Senior Management relating to all material, financial and commercial transactions with personal interests, if any. Based on the declarations made, no transaction was in conflict with the interest of the Company.

## Shareholders - Appointment / Re-appointment of Directors

In accordance with the requirement of the Companies Act, 2013 and pursuant to the Articles of Association Mr. Sudhir Chamanlal Gupta & Mr. Sandeep Gupta retire by rotation at the ensuing Annual General Meeting and being eligible, has offered themselves for re-appointment.

During the period under review Mrs. Meeta Makhan was appointed as an Additional Director of the Company pursuant to provisions of the Articles of Association of the Company and Section 161 of the Companies Act, 2013. Mrs. Meeta Makhan holds office upto the date of the ensuing AGM. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement Mrs. Makhan being eligible has offered herself for appointment as an Independent Women Director for five (5) consecutive years for a term upto 31st March, 2020. Necessary resolution for her reappointment as Independent Women Director is placed before the shareholders at 8th AGM.

Brief details of aforesaid Directors, nature of their expertise, names of Companies in which they hold directorship and the membership of committees, etc is enclosed as **Annexure D to the Directors report**.

## CEO / CFO Certification

Mr. Rakesh Kumar Aggarwal, was appointed as CFO of the Company pursuant to provisions of the Companies Act, 2013 on 28th May, 2014

The Chairman and Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 (IX) of the Listing Agreement. The Chairman and Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement. The annual certificate given by the Chairman and Managing Director and the Chief Financial Officer is published in this Report.

## General Body Meetings: -

The details of the Last Three Annual General Meetings held by the Company are given below:

Financial Year	Venue	Date	Time
2011-12	Airforce Auditorium, Subroto Park, New Delhi 110010	12.09.2012	3.00 P.M
2012- 13	Airforce Auditorium, Subroto Park, New Delhi 110010	30.08.2013	3.00 P.M
2013-14	Airforce Auditorium, Subroto Park, New Delhi 110010	20.09.2014	3.00 P.M

## Special Resolution(s) passed through Postal Ballot

During the year, the members of the Company have approved:

- Consent of the Company under Section 186 of the Companies Act 2013 to make any loans or investments and to give any guarantees or to provide security.

# ASIAN HOTELS (WEST) LIMITED

B) Consent of the Company under Section 180 (1) (a) of the Companies Act 2013 to the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

The Board had appointed Mr. Dhawal Kant Singh, a Practicing Company Secretary in practice (CP No. 7347 and Membership No. A1 7697 as a Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.

The details of the voting pattern in respect of Special Resolution(s) passed as above are as under:

## Resolution A:

Mode	Ballots Received	Total Shares	Favour			Against			Invalid	
			Ballots	Votes	% of Votes	Ballots	Votes	% of Votes	Ballots	Votes
Electronic	35*	6954742	32	6954375	–	4	367	–	0	0
Physical	144	8809	132	8004	–	5	653	–	7	152
Total	179*	6963551	164	6962379	99.98%	9	1020	0.02	7	152

Result: Carried with Requisite Majority

Note:\* 1 person has voted for 10 shares in favour of 25 shares against through electronic voting for above resolution.

## Resolution B:

Mode	Ballots Received	Total Shares	Favour			Against			Invalid	
			Ballots	Votes	% of Votes	Ballots	Votes	% of Votes	Ballots	Votes
Electronic	35**	6954742	33	6954400	–	3	342	–	0	0
Physical	144	8809	130	7899	–	7	758	–	7	152
Total	179**	6963551	163	6962299	99.98%	10	1100	0.02	7	152

Result: Carried with Requisite Majority

Note:\*\* 1 person has voted for 5 shares in favour of 30 shares against through electronic voting for above resolution.

## Means of Communication

The quarterly financial results are generally published in the Business Standard/ Financial Express (English) and Business Standard/ Jansatta (Hindi). All other official news releases are first forwarded to the Stock Exchanges and subsequently released to the media. Further, all periodic statutory reports and other official news releases are also uploaded on the Company's official website [www.asianhotelswest.com](http://www.asianhotelswest.com)

• Half-Yearly report sent to each shareholder:	: No. The financial results are displayed on the Company's website.
• Publication of Quarterly results Which newspaper normally published in	: Yes. : 1) Financial Express (English) : 2) Jansatta (Hindi)
• Any website where displayed	As mentioned above, the financial results and other statutory reports are uploaded on the Company's website.
Whether it also displays official news Releases Presentation made to the institutional investors or the analysts	: Yes : Shall be displayed as and when it happens
• Management Discussion and Analysis is part of Annual Report.	: Yes, it is a part of the Directors' Report.

## Shareholder Information

Annual General Meeting

Day, Date & Time : Thursday, 10<sup>th</sup> September, 2015 at 3.00 p.m.

Venue : Air Force Auditorium, Subroto Park, New Delhi – 110 010

## Financial Calendar

The financial calendar for the Financial Year 2015-16 is proposed as under:

Financial Reporting for the quarter ending 30 <sup>th</sup> June, 2015	1 <sup>st</sup> - 2 <sup>nd</sup> week of August, 2015
Financial Reporting for the half year ending 30 <sup>th</sup> September, 2015	1 <sup>st</sup> - 2 <sup>nd</sup> week of November, 2015
Financial Reporting for the third quarter ending 31 <sup>st</sup> December, 2015	1 <sup>st</sup> - 2 <sup>nd</sup> week of February, 2016
Financial Reporting for the year ending 31 <sup>st</sup> March, 2016	End May, 2016

<b>Book Closure</b>	Friday, 4 <sup>th</sup> September, 2015 till Thursday, 10 <sup>th</sup> September, 2015, inclusive of both days
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# ASIAN HOTELS (WEST) LIMITED

Dividend Payment Date : 1<sup>st</sup> week of October, 2015.  
 Listing on Stock Exchanges : Bombay Stock Exchange Ltd,  
 National Stock Exchange of India Ltd, and  
 The Company has paid Annual Listing Fees to the Stock Exchanges.  
 Stock Code : BSE - 533221, NSE - AHLWEST

## Stock Market Data

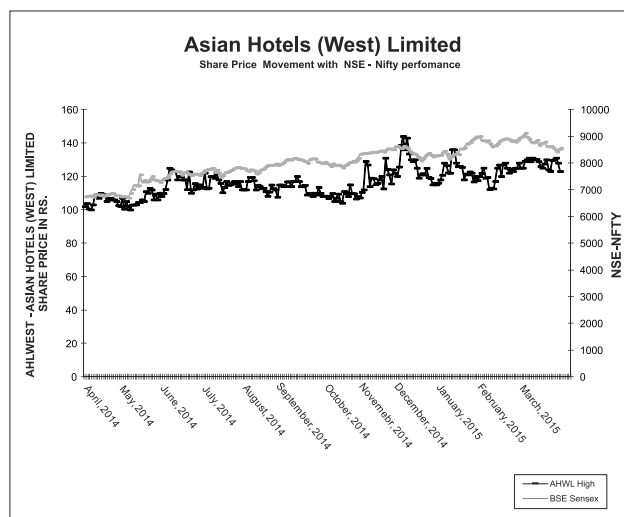
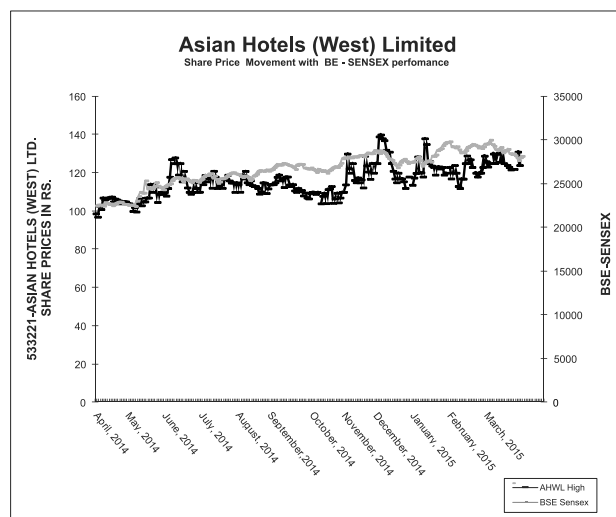
The monthly high and low quotations, as well as the volume of shares traded at BSE and NSE for the period from 1st April, 2014 to 31st March, 2015 are given below:

Month	NSE			BSE		
	Month's High Price (Rs.)	Month's Low Price (Rs.)	Volume (in Nos.)	Month's High Price (Rs.)	Month's Low Price (Rs.)	Volume (in Nos.)
April, 2014	109.95	94.00	23899	107.50	93.45	29699
May, 2014	112.90	96.10	31067	114.00	96.00	54328
June, 2014	124.95	105.70	39546	128.00	105.05	25056
July, 2014	122.00	105.50	24943	121.00	105.05	15553
August, 2014	119.50	106.35	72474	120.95	106.05	70696
September, 2014	120.00	106.55	47908	119.00	105.25	44244
October, 2014	115.00	102.30	58563	113.00	101.30	23642
November, 2014	131.00	106.00	105807	130.00	105.00	56335
December, 2014	144.00	108.00	95855	140.00	106.50	21530
January, 2015	136.05	113.00	121381	138.00	111.00	9262
February, 2015	128.00	111.00	36650	129.00	111.00	3056
March, 2015	131.00	119.00	106950	131.00	120.05	5415

Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

## PRICE COMPARISON CHARTS

### Distribution of shareholders



# ASIAN HOTELS (WEST) LIMITED

Further, Share Price Performance in comparison to BSE SENSEX and NSE S&P CNX NIFTY for the period from 1st April, 2014 to 31st March, 2015 is given below.

Number of equity shares held	As on 31st March, 2015				As on 31st March, 2014			
	No. of Share-holders	% of Total Share-holders	Number of shares held	% Share-holding	No. of Share-holders	% of Total Share-holders	Number of shares held	% Share-holding
Upto 500	15578	97.07	768987	6.71	16428	96.97	841401	7.34
501-1000	265	1.65	189423	1.65	282	1.66	201644	1.76
1001-2000	85	0.53	116559	1.02	100	.59	141669	1.23
2001-3000	32	0.20	76017	0.66	38	.22	94800	.83
3001-4000	15	0.09	52527	0.46	16	.09	56959	.50
4001-5000	8	0.05	37754	0.33	6	.04	27507	.24
5001-10000	19	0.12	127547	1.11	21	.12	145517	1.27
10000 - above	47	0.29	10089489	88.05	50	.31	9948806	86.83
<b>TOTAL</b>	<b>16049</b>	<b>100.00</b>	<b>11458303</b>	<b>100.00</b>	<b>16941</b>	<b>100.00</b>	<b>11458303</b>	<b>100.00</b>

## Category wise shareholding

CATEGORY	As on 31st March, 2015		As on 31st March, 2014	
	No. of shares held	% age of Share-holding	No. of shares held	% age of Share-holding
<b>A. Promoters Shareholding</b>				
– Indian	<b>1836457</b>	<b>16.03</b>	1420872	12.40
– Foreign	<b>5468380</b>	<b>47.72</b>	5468380	47.72
<b>Total Promoters shareholding</b>	<b>7304837</b>	<b>63.75</b>	6889252	60.12
<b>B. Public Shareholding</b>				
– Mutual Funds/Financial Institutions/ Banks and Insurance Companies	<b>127809</b>	<b>1.12</b>	128077	1.12
– FII's	<b>2919</b>	<b>0.02</b>	6719	0.06
– NRI's	<b>785841</b>	<b>6.86</b>	875109	7.64
– Bodies Corporate (Domestic)	<b>1071372</b>	<b>9.35</b>	1076013	9.39
– Individuals (Indian Public)	<b>2145745</b>	<b>18.73</b>	2456503	21.44
– Trusts	<b>278</b>	<b>0.00</b>	278	0.00
– Clearing Members	<b>662</b>	<b>0.01</b>	7512	0.07
– Foreign Bodies	<b>18840</b>	<b>0.16</b>	18840	0.16
<b>Total Public shareholding</b>	<b>4153466</b>	<b>36.25</b>	<b>4569051</b>	<b>39.88</b>
<b>GRAND TOTAL</b>	<b>11458303</b>	<b>100.00</b>	<b>11458303</b>	<b>100.00</b>

## Share Transfer System

To expedite the transfer of shares in physical form, authority has been delegated at two levels:

- Stakeholder Relationship Committee of the Board of Directors and
- Executive Share Transfer Committee comprising of executives of the Company.

In compliance with the Listing Agreement, the transfer of shares received in physical form are approved and given effect to every fortnight.

## Share Transfer Agent

### Karvy Computershare Pvt Ltd.

Karvy House  
Karvy Selenium Tower B , Plot number 31 & 32,  
Financial District, Nanakramguda, Serilingampally  
Mandal, Hyderabad - 500032 , India  
e-mail : mailmanager@karvy.com

### Karvy Computershare Pvt Ltd

305, New Delhi House  
27, Barakhamba Road  
New Delhi-110001  
Telephone No. 011-43681700  
e-mail : delhi@karvy.com

## Dematerialisation of Shares

11134516 equity shares (equivalent to 97.17 %) of the total equity shares of the company are held in dematerialized form as on 31st March, 2015.

## Dividend Information:

No amount is required to be deposited with the Investor Education and Protection Fund during the year under review nor is any amount required to be transferred to the Investor Education and Protection Fund during the current financial year.

# ASIAN HOTELS (WEST) LIMITED

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## Plant Locations

During the period under review, the Company had one five star deluxe hotel as per the details given below:

HYATT REGENCY, MUMBAI

Sahar Airport Road,

Andheri East, Mumbai - 400099.

## Address for Correspondence

The investors may address their queries directly to the Share Department located at the registered office of the Company (as detailed below) or to the Share Transfer Agent at the addresses mentioned herein above.

## Registered Office

### ASIAN HOTELS (WEST) LIMITED

6th Floor, Aria Tower , J.W Marriott,

Aerocity, Asset Area 4,

Hospitality District, Near IGI Airport,

New Delhi -110037

Telephone No.011-46101208/46101210

**Fax No.** 011-46101202

**Email Id.** nikhil.sethi@asianhotelswest.com

## Details of unclaimed shares in terms of Clause 5A of Listing Agreement

In terms of Clause 5A of the Listing Agreement, the details of unclaimed shares lying in Demat Suspense Account are as under:

S.No.	Particulars	No. of shares
1.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at beginning of the year.	844 number of shareholders and the outstanding shares are 69,132.
2.	Number of shareholders who approached issuer for transfer of shares from suspense account during the year.	2
3.	Number of shareholders to whom shares were transferred from suspense account during the year.	2
4.	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year.	842 number of shareholders and the outstanding shares are 68,488.

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the share.

Adoption of Non-Mandatory Requirements : The Company has so far not implemented other non-mandatory requirements of the Code of Corporate Governance.

## ANNEXURE TO THE CORPORATE GOVERNANCE REPORT

7<sup>th</sup> August, 2015

### The Board of Directors

Asian Hotels (West) Limited

6th Floor, Aria Towers, J.W. Marriott,

New Delhi Aerocity, Asset Area 4,

Hospitality District,

Near IGI Airport,

New Delhi-110037

### Subject: Code of Conduct – Declaration under Clause 49 (II) (E)

Dear Sirs,

This is to certify that pursuant to Clause 49(II) (E) of the Listing Agreement, the Board of Directors has adopted a Code of Conduct for its members and Senior Management personnel and that they have affirmed having complied with the said Code of Conduct for the 12 months period ended 31<sup>st</sup> March, 2015.

FOR ASIAN HOTELS (WEST) LIMITED

SUSHIL GUPTA  
CHAIRMAN AND MANAGING DIRECTOR



## MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to clause 49 of the Listing Agreement, the Management Discussion and Analysis Report is given below:

### Industry Structure, Development & Outlook

For the last few years the Indian tourism sector and hospitality industry has emerged as one of the key drivers of growth among the services sector in India has been one of the largest service industries in the country in terms of its contribution to the Gross Domestic Product (GDP) and Foreign Exchange Earnings. It is a sun rise industry, employment generator, a significant source of foreign exchange for the country and an economic activity that helps local and host communities. The Foreign Tourist Arrivals has steadily grown in the last three years and has reached around 7.46 million during the period January, 2014 to December 2014. The Tourist Visa on arrival scheme enabled by Electronic Travel Authorization, launched by the Government of India for 43 countries will have a positive impact.

Tourism is one of the focus areas of the Government of India and Government is taking several steps to make India a preferred destination. Some of the initiatives are:

- Launched 'the Incredible India' mobile application to help tourists seek information, besides enabling quality and reliable services from service provider recognized by the Government of India.
- has set aside Rs. 500 crore for the first phase of the National heritage city Development and Augmentation yojana.
- Project Mausam has been initiated by Government of India and has proposed to establish cross cultural linkages and to revive historic maritime culture and economic ties with 39 Indian ocean countries.
- Government of India is going to extend Visa on arrival facility to 150 countries in stages from the current 43 countries is a big step to promote tourism.
- The tourism ministry of India alongwith the state government of Maharashtra plan to create a cultural hub on the lines of Times Square, New York. The vision behind such a cultural hub is to provide popular entertainment as well as access to heritage and culture for the benefit of international & domestic tourist.

Hotels are an important component of the tourism sector. The Indian hotel industry has seen a significant growth in room inventory across categories from upscale luxury to limited services and boutique & budget hotels. The occupancy has seen continued gains both from the domestic and the international traveler in both the business and leisure segment. However, because of increase in inventory as well as current economic position, there is pressure on room rates. With the continued growth in India's GDP, improvement in the per capita income and increased aspirational spending, the Indian hospitality sector is expected to grow much faster than most countries around the world.

### Opportunities, Threats, Risks and Concerns

Hotels form one of the most important support service that affect the arrival of tourist to a country. With the rapid growth in domestic tourism and India becoming a preferred travel destination for international tourists and the proposed new visa policy, the outlook for the travel and tourism industry will be positive in 2015. The strengths of the industry includes that India is one big package of culture and legend that never fails to captivate the imagination of the visitor. It provides vast natural and cultural diversity, the manpower costs in the Indian hotel industry is reasonable in the world. The peak season in the country is from October to March. Over the long term, the hotel industry has growth potential. When it comes to diverse topography, India is one of the best destinations.

Tourists also have second thoughts about visiting India because of the political turbulence and negative publicity here. Growth in hotel supply in recent times has outstripped demand in a number of Indian cities escalating land prices, increasing energy costs, depleting water levels and a scarcity of trained manpower are challenges that will need to be addressed and overcome.

The Government at the centre has to focus on infrastructure development with which the travel and tourism industry is expected to receive a major boost. Your Company's property with world class services and strong brand identity is ideally poised to take advantage of these opportunities.

### Segment wise Performance

During the period under review, the Company is engaged in only one segment of Hotel Business hence segment wise performance is not applicable.

### Internal Control Systems and their Adequacy

The Company has standard operating procedures. It has in place adequate reporting systems in respect of financial performance, operational efficiencies and reporting with respect to compliance of various statutory and regulatory matters. The internal auditors of the Company had regularly conducted exhaustive internal audits pertaining to all operational areas and their reports were placed before the Audit Committee for its review and recommendations.

### Human Resources and Industrial Relations

Smooth Industrial Relations and effective Human Resource Management are the key factors contributing towards success in the industry. As our company is part of the hospitality industry the importance of efficient and motivated human resources helps in achieving complete

# ASIAN HOTELS (WEST) LIMITED

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customer satisfaction, which in turn has direct impact on the brand image and turnover of the company. The Company enjoys harmonious relationship with its employees. The employee strength of the Company, as on 31st March, 2015 was 626.

## Review of Operational and Financial Performance

During the year ended 31st March, 2015, the Company achieved a significantly higher occupancy rate of 76 % (in comparison to the 74 % during the Financial Year 2013-14) and the Average room rate (ARR) was marginally increased to Rs. 7,739/- (in comparison to ARR at Rs. 7,714/- during the previous year). Despite increase in the operating revenue vis-à-vis previous year, the EBITDA has decreased to Rs. 31.34 Crore in the current year vis-à-vis Rs. 33.02 Crore during Financial Year 2013-14, primarily on account of increase in the Electricity charges and the increased Property Tax. However the business sentiments looks positive and Company aims to do better both in terms of profitability in the times to come and Company is focusing on retaining market share in highly competitive Hotel Market around Hyatt Regency, Mumbai and JW. Marriott at New Delhi Aerocity, Hospitality District, Near IGI Airport, developed under its subsidiary M/s Aria Hotels and Consultancy Services Private Limited.

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## ANNEXURE C to Directors Report

### CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To  
The Members of Asian Hotels (West) Limited.

We have examined the compliance of the mandatory conditions of Corporate Governance by Asian Hotels (West) Limited during the Financial Year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit, nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement. We state that in respect of investor grievance received during the year ended 31st March, 2015 no investor grievances are pending for a period exceeding one month against the Company as per the records available with the Company.

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

**For D.S. Associates  
Company Secretaries**

Place: New Delhi  
Date: 7<sup>th</sup> August, 2015

**Dhawal Kant Singh  
Proprietor  
CP No.: 7347**

# ASIAN HOTELS (WEST) LIMITED

## Annexure D of the Directors Report

### Details of Directors seeking appointment / re- appointment, at the forthcoming Annual General Meeting

As on 31 <sup>st</sup> March, 2015			
Name of the Director	Mr. Sudhir Chamanlal Gupta	Mr. Sandeep Gupta	Mrs. Meeta Makhan
Date of Birth	3 <sup>rd</sup> April, 1959	13 <sup>th</sup> August, 1968	25 <sup>th</sup> February, 1975
Date of Appointment on the Board	4 <sup>th</sup> July, 2008	4 <sup>th</sup> July, 2008	27 <sup>th</sup> March, 2015
Qualifications	B.Com	B.Com(Hons)SRCC, New Delhi, MBA from Notre Dame University, USA., Specializing in Finance & Marketing, PDP – Cornell University	PDGM (MBA) Indian Institute of Management and Bachelor of Economics (H)
Expertise in specific functional area	Industrialist/Hotelier having rich business experience	Industrialist/Hotelier having rich business experience	Mrs. Makhan has of around 18 years as Banker and has headed Multinational and transaction banking businesses in leading foreign banks in India and has experience of building new businesses, change management, and leading transformational projects involving various businesses and stakeholders across organization and has deep knowledge of Indian banking and regulatory framework including strong relationships with senior management across multinational & Indian corporations.
Number of shares held as on 31 <sup>st</sup> March, 2015 in the Company	214290	128314	Nil
List of Directorship held in other Companies*	Aria Hotels And Consultancy Services Private Limited	a) Aria International Ltd b) Aria Hotels And Consultancy Services Private Limited	Nil
Chairman/Member in the Committees of the Boards of Companies in which he is Director*	Nil	Aria Hotels And Consultancy Services Private Limited	Nil

# ASIAN HOTELS (WEST) LIMITED

## ANNEXURE –E of Directors Report

### DETAILS PERTAINING TO EMPLOYEES AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT 2013

#### STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sl No	Name of the employee	Designation of the employee	Remuneration received;	Nature of employment, whether contractual or otherwise;	qualifications and experience of the employee;	date of commencement of employment;	the age of such employee;	the last employment held by such employee before joining the company;	the percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above; and	whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager;
1.	Mr. Sushil Kumar Gupta	Chairman & Managing Director	1,16,23,800	upto 31 <sup>st</sup> October, 2019 (Contractual)	F.S.C., CHA (52 Years)	10.04.1981	71	Hotelier	3.35%	Father of Mr. Sandeep Gupta and Brother of Mr. Sudhir Chamanlal Gupta
2.	Mr. Sudhir Chamanlal Gupta	Executive (Whole-time) Director	97,00,800	Upto 9 <sup>th</sup> May, 2020 (Contractual - Liable to retire by Rotation)	B.Com (32 Years)	10.05.2010	56	Hotelier	1.87%	Brother of Mr. Sushil Kumar Gupta and relative of Mr. Sandeep Gupta
3.	Mr. Sandeep Gupta	Executive (Whole-time) Director	97,00,800	Upto 9 <sup>th</sup> May, 2020 (Contractual - Liable to retire by Rotation)	B.Com(Hons) SRCC, New Delhi, MBA from Notre Dame University, USA., Specializing in Finance & Marketing, PDP – Cornell University (24 Years)	10.05.2010	47	Hotelier	1.12%	Son of Mr. Sushil Kumar Gupta and relative of Mr. Sudhir Chamanlal Gupta
4.	Mr. Praveen Chawla	Vice President Operation	64,61,901	Permanent	Diploma in Hotel Management from IHM, Pusa, New Delhi and B.Com from Delhi University. (35 years)	01.04.2010	59	Innova Hotels & Resorts Limited	Nil	No
5.	Mr. Eric Weber	General Manager, Hyatt Regency Mumbai	2,05,11,482	Permanent	Hotel Management Graduate (22 Years)	22.05.2013	47	General Manager, Hyatt Regency Paris (2 yrs 6 months)	Nil	No

**Note :** Total remuneration comprises Basic Salary, HRA, Special Allowance, Company's contribution to provident fund, LTA, monetary value of other perquisites, if any, on the basis of Income Tax Rules, Performance incentive, Ex-gratia payments etc.

# ASIAN HOTELS (WEST) LIMITED

## ANNEXURE – F of Directors Report

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- 1 The Ratio of the remuneration to each Director to the to the median remuneration of the employees of the company for the Financial Year 2014-15 and
- 2 The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary during the Financial Year 2014-15

S. No.	Name of Director/KMP and Designation	% Increase of Remuneration	Directors Remuneration to Median Remuneration
1	Mr. Sushil Kumar Gupta Chairman & Managing Director	8.25% (As per the shareholders approval in the 7th AGM of the Company held on 20th September, 2014)	44.79
2.	Mr. Sudhir Chaman Lal Gupta Executive (Whole-Time) Director	4.44% (As per the shareholders approval in the 3rd AGM of the Company held on 18th h September, 2010)	37.38
3.	Mr. Sandeep Gupta Executive (Whole-Time) Director	3.97% (As per the shareholders approval in the 3rd AGM of the Company held on 18th h September, 2010)	37.38
4.	*Mr. Rakesh Kumar Aggarwal (CFO)	–	NA
5.	Mr. Nikhil Sethi (Company Secretary)	8.65%	NA

\*Mr. Rakesh Kumar Aggarwal was appointed as Group CFO of the Company on 28th May, 2015 and was drawing salary/ remuneration from Subsidiary M/s Aria Hotels and Consultancy Services Pvt. Ltd. in the FY 2014-15.

- 3 **The percentage increase in the median remuneration of employees in the financial year:**  
The percentage increase in the median remuneration of employees in the financial year 2014-15 is 6.7%
- 4 **The Number of permanent employees on the rolls of the Company**  
The Number of permanent employees on the rolls of the Company as on 31st March, 2015 is 431
- 5 **The explanation on the relationship between average increase in remuneration of employees and company performance:**  
The incremental practice of the Company is to provide market competitive increments as per Industry Standards, keeping Company performance in perspective, while simultaneously driving a performance culture.
- 6 **Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company:**  
Increase in the remuneration of each of the key managerial personnel was as per Shareholders approval / as per the Industry Standards, keeping Company performance in perspective.
- 7
  - a) **Variations in the market capitalisation of the company:** the Market Capitalization as on 31st March, 2015 was Rs. 14,162.46 Lacs (Rs. 11,148.93 Lacs as on 31st March, 2014)
  - b) **Price earnings ratio** of the company cannot be determined as at 31st March, 2015 & 31st March, 2014 as the Company has incurred losses in both the Financial Years.
  - c) **percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:**  
Company got listed pursuant to demerger of erstwhile Asian Hotels Limited (AHL) in the year 2010 after seeking approval from SEBI under Rule 19(2) (b) of Securities Contract (Regulations) Rules, 1957. Pursuant to demerger of AHL, AHL was trifurcated into 3 entities namely Asian Hotels Limited (now named changed to Asian Hotels (North) Limited); **Company - Chillwinds Hotels Limited** (now named changed to Asian Hotels (West) Limited) and Vardhman Hotels Limited (now named changed to Asian Hotels (East) Limited) and for every two shares held in erstwhile AHL, shareholders were allotted one share in each of the respective Companies. AHL had come out with the last public offer in the year 1984 and an amount of Rs 1000 invested in said public offer would be worth Rs. 8652/- in the Company (excluding the valuation of the shares in other two resultant Companies i.e. Asian Hotels (North) Limited and Asian Hotels (East) Limited). This is excluding the dividend paid on such shares thereon.
- 8 **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**  
Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year is approx 6.7% and whereas the percentile increase in the managerial remuneration for the same period was approx 5.7% which was in terms of shareholders approval at the 7th AGM of the Company held on 20th September, 2014.

**9 The key parameters for any variable component of remuneration availed by the directors:**

The variable component of remuneration availed by the Directors are considered by the board of Directors based on the recommendations Nomination and remuneration Committee and approved by the Shareholders of the Company. However no variable component was paid by the Company to managerial personnel in the Financial Year 2014-15.

**10 The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**

The highest paid Director is the Chairman & Managing Director (CMD). There is one employee who is the General Manager, Hyatt Regency Mumbai whose salary is higher than the salary of CMD. The ratio of the remuneration of CMD vs this employee is 1.76.

**11 Affirmation that the remuneration is as per Remuneration Policy of the Company**

It is hereby affirmed that the remuneration paid during the year is as per the Nomination & Remuneration policy of the Company.

**Nomination & Remuneration Policy - ASIAN HOTELS (WEST) LIMITED**

The Board of Directors of Asian Hotels (West) Limited ("the Company") pursuant to provisions of Section 178 of the Companies Act, 2013, also considered & re-constituted its remuneration committee formed under the provisions of the Listing Agreement as "Nomination and Remuneration Committee" at its Meeting held on May 28, 2014 with immediate effect, comprising of three (3) Independent Directors.

**1. Objective**

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6. To devise a policy on Board diversity
- 1.7. To develop a succession plan for the Board and to regularly review the plan;

**2. Definitions**

- 2.1. **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- 2.2. **Board** means Board of Directors of the Company.
- 2.3. **Directors** mean Directors of the Company.
- 2.4. **Key Managerial Personnel** means
  - 2.4.1. Chief Executive Officer or the Managing Director or the Manager;
  - 2.4.2. Whole-time director;
  - 2.4.3. Chief Financial Officer;
  - 2.4.4. Company Secretary; and
  - 2.4.5. Such other officer as may be prescribed.
- 2.5. **Senior Management** means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

**3. Role of Committee**

**3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee**

The Committee shall:

- 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- 3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- 3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

**3.2. Policy for appointment and removal of Director, KMP and Senior Management**

**3.2.1. Appointment criteria and qualifications**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### 3.2.2. Term / Tenure

#### a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

#### b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. *However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.*
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

### 3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

### 3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### 3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## 3.3. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

### 3.3.1. General:

- a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

### 3.3.2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

#### a) Fixed pay:

The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum

of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

**b) Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

**c) Provisions for excess remuneration:**

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**3.3.3. Remuneration to Non- Executive / Independent Director:**

**a) Remuneration / Commission:**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

**b) Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. Fifteen thousand per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**c) Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

**d) Stock Options:**

An Independent Director shall not be entitled to any stock option of the Company.

**4. Membership**

**4.1** The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.

**4.2** Minimum two (2) members shall constitute a quorum for the Committee meeting.

**4.3** Membership of the Committee shall be disclosed in the Annual Report.

**4.4** Term of the Committee shall be continued unless terminated by the Board of Directors.

**5. Chairperson**

**5.1** Chairperson of the Committee shall be an Independent Director.

**5.2** Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

**5.3** In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

**5.4** Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

**6. Frequency of Meetings**

The meeting of the Committee shall be held at such regular intervals as may be required.

**7. Committee Members' Interests**

**7.1** A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

**7.2** The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

**8. Secretary**

The Company Secretary of the Company shall act as Secretary of the Committee.

**9. Voting**

**9.1** Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

**9.2** In the case of equality of votes, the Chairman of the meeting will have a casting vote.

**10. Nomination Duties**

The duties of the Committee in relation to nomination matters include:

**10.1** Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;



- 10.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- 10.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.
- 10.4 Determining the appropriate size, diversity and composition of the Board;
- 10.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- 10.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- 10.7 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 10.8 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- 10.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 10.10 Recommend any necessary changes to the Board; and
- 10.11 Considering any other matters, as may be requested by the Board.

## 11. **Remuneration Duties**

The duties of the Committee in relation to remuneration matters include:

11.1 to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

11.2 to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

11.3 to delegate any of its powers to one or more of its members or the Secretary of the Committee.

11.4 to consider any other matters as may be requested by the Board.

11.5 Professional indemnity and liability insurance for Directors and senior management.

## 12. **Minutes of Committee Meeting**

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

# ASIAN HOTELS (WEST) LIMITED

ANNEXURE G of Directors Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN 31st March, 2015

as on the financial year ended on Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I REGISTRATION AND OTHER DETAILS:

i.)	CIN	:	L55101DL2007PLC157518
ii)	Registration Date	:	8th January, 2007
iii)	Name of the Company	:	Asian Hotels (West) Ltd.
iv)	Category/ Sub- Category of the Company	:	Company Limited by Shares
v)	Address of the registered office and contract details	:	6th Floor, Aria Towers, J.W. Marriott, New Delhi Aerocity, Asset Area 4, Hospitality District, Near IGI Airport, New Delhi-110037 Ph No-011-46101208/210
vi)	Whether listed company	:	YES
vii)	Name, Address and Contract details of Registrar and Transfer Agent:	:	Karvy Computer Shares Pvt. Ltd.

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

	Name and Description of main products/services	NIC Code of the Product/ Services	% to total turnover of the Company
1	Hotel	55101	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No	Name and Address of the company	CIN/GLN	Holding/ Subsidiary Associate	% of shares held (Equity)	Applicable Section
1	Aria Hotels And Consultancy Services Pvt. Ltd.	U74140DL2007PTC163275	Subsidiary	81.58	2(87) (ii)

## IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share Holding

Category of Shareholders	No. of Share held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total Share	Demat	Physical	Total	% of total Share	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1420872	Nil	1420872	12.40	1836457	Nil	1836457	16.03	3.63
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt.(S)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Banks/ FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other...	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub- total (A) (1) :-</b>	<b>1420872</b>	<b>Nil</b>	<b>1420872</b>	<b>12.40</b>	<b>1836457</b>	<b>Nil</b>	<b>1836457</b>	<b>16.03</b>	<b>3.63</b>
<b>(2) Foreign Equity etc):</b>									
a) NRIs –Individuals	131500	Nil	131500	1.15	131500	Nil	131500	1.15	Nil
b) Other Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	5336880	Nil	5336880	46.58	5336880	Nil	5336880	46.58	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A) (2):-</b>	<b>5468380</b>	<b>Nil</b>	<b>5468380</b>	<b>47.72</b>	<b>5468380</b>	<b>Nil</b>	<b>5468380</b>	<b>47.72</b>	<b>Nil</b>

# ASIAN HOTELS (WEST) LIMITED

Category of Shareholders	No. of Share held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total Share	Demat	Physical	Total	% of total Share	
<b>Total shareholding of Promoter (A) =(A) (1)+(A)(2)</b>	<b>6889252</b>	<b>Nil</b>	<b>6889252</b>	<b>60.12</b>	<b>7304837</b>	<b>Nil</b>	<b>7304837</b>	<b>63.75</b>	<b>3.63</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	6670	230	6900	0.06	6670	230	6900	0.06	Nil
b) Banks / FI	114610	6567	121177	1.06	114342	6567	120909	1.06	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt. (S)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs	6334	385	6719	0.06	2534	385	2919	0.03	0.03
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (B)(1):-</b>	<b>127614</b>	<b>7182</b>	<b>134796</b>	<b>1.18</b>	<b>123546</b>	<b>7182</b>	<b>130728</b>	<b>1.15</b>	<b>0.03</b>
<b>2. Non- Institutions</b>									
a) Bodies Corp.	1070647	5366	1076013	9.39	1066166	5206	1071372	9.35	0.04
i) Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	909009	248410	1157419	10.10	829565	235075	1064640	9.29	0.81
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1299084	Nil	1299084	11.34	1081105	Nil	1081105	9.44	1.90
<b>c) Others (specify)</b>									
i. Foreign Bodies	18840	Nil	18840	0.16	18840	Nil	18840	0.16	Nil
ii. Non Resident Indian	797057	78052	875109	7.64	709517	76324	785841	6.86	0.78
iii. Clearing Member	7512	Nil	7512	0.07	662	Nil	662	0.01	0.06
iv. Trust	278	Nil	278	0.00	278	Nil	278	0.00	0.00
<b>Sub-total(B)(2):-</b>	<b>4102427</b>	<b>331828</b>	<b>4434255</b>	<b>38.70</b>	<b>3706133</b>	<b>316605</b>	<b>4022738</b>	<b>35.11</b>	<b>3.59</b>
<b>Total Public Shareholding (B)=(B) (1)+ (B)(2)</b>	<b>4230041</b>	<b>339010</b>	<b>4569051</b>	<b>39.88</b>	<b>3829679</b>	<b>323787</b>	<b>4153466</b>	<b>36.26</b>	<b>3.62</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Grand Total (A+B+C)</b>	<b>11119293</b>	<b>339010</b>	<b>11458303</b>	<b>100</b>	<b>11134516</b>	<b>323787</b>	<b>11458303</b>	<b>100</b>	<b>7.25</b>

# ASIAN HOTELS (WEST) LIMITED

## i) Shareholding of Promoters:

S. No	Shareholding at the beginning of the year				Share holding at the end of the year			% change in share holding during the year
	Shareholder's Name	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbe red to total shares	
	<b>Gupta Group</b>							
1.	D.S.O Limited	5336880	46.58	Nil	5336880	46.58	Nil	Nil
2.	Chaman Lal Gupta and Sons HUF	386269	3.37	Nil	386269	3.37	Nil	Nil
3.	Sushil Kumar Gupta	308465	2.69	Nil	384294	3.35	Nil	0.66
4.	Sudhir Gupta	214290	1.87	Nil	214290	1.87	Nil	Nil
5.	Vinita Gupta	135030	1.18	Nil	346472	3.02	Nil	1.84
6.	Anurag Jain	131500	1.15	Nil	131500	1.15	Nil	Nil
7.	Sandeep Gupta	Nil	Nil	Nil	128314	1.12	Nil	1.12
8.	Sushil Kumar Gupta	114018	1.00	Nil	114018	1.00	Nil	Nil
9.	Gunjan Jain	77700	0.68	Nil	77700	0.68	Nil	Nil
10.	Renu Arun Aggarwal	49500	0.43	Nil	49500	0.43	Nil	Nil
11.	Madhu Jain	49500	0.43	Nil	49500	0.43	Nil	Nil
12.	Pankaj Gupta	45150	0.39	Nil	45150	0.39	Nil	Nil
13.	Asha Kiran Gupta	33750	0.29	Nil	33750	0.29	Nil	Nil
14.	Jyotsana Amal Karl	4200	0.04	Nil	4200	0.04	Nil	Nil
15.	Sonal Sharma	3000	0.03	Nil	3000	0.03	Nil	Nil
	<b>TOTAL</b>	<b>6889252</b>	<b>60.12</b>	<b>NIL</b>	<b>7304837</b>	<b>63.75</b>	<b>NIL</b>	<b>3.63</b>

## ii) Change in Promoters' Shareholding (please specify, if there is no change)

SI No	Name of the Promoter	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No of Shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
	<b>AT THE BEGINNING OF THE YEAR</b>	<b>6889252</b>	<b>60.12</b>				<b>6889252</b>	<b>60.12</b>
	<b>Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):</b>							
1.	Mr. Sushil Kumar Gupta	308465	2.69	1-04-2014				
				12-01-2015	41508	Open Market Purchase	349973	3.05
				9-03-2015	30392		380365	3.32
				18-03-2015	51		380416	3.32
				25-03-2015	98		380514	3.32
				26-03-2015	1002		381516	3.33
				27-03-2015	2778		384294	3.35
		<b>384294</b>	<b>3.35</b>	<b>31-03-2015</b>				

# ASIAN HOTELS (WEST) LIMITED

SI No	Name of the Promoter	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No of Shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
<b>2.</b>	<b>Mrs. Vinita Gupta</b>	<b>135030</b>	<b>1.18</b>	<b>1-04-2014</b>				
				21-11-2014	75078	Open Market Purchase	210108	1.83
				24-11-2014	10000		220108	1.92
				3-12-2014	2000		222108	1.94
				16-12-2014	30516		252624	2.20
				19-12-2014	30669		283293	2.47
				10-02-2015	130		283423	2.47
				11-02-2015	1167		284590	2.48
				12-02-2015	920		285510	2.49
				13-02-2015	1005		286515	2.50
				16-02-2015	140		286655	2.50
				18-02-2015	2008		288663	2.52
				19-02-2015	438		289101	2.52
				20-02-2015	536		289637	2.53
				23-02-2015	1634		291271	2.54
				24-02-2015	1400		292671	2.55
				25-02-2015	5736		298407	2.60
				26-02-2015	4443		302850	2.64
				27-02-2015	3130		305980	2.67
				28-02-2015	972		306952	2.68
				02-03-2015	70		307022	2.68
				03-03-2015	156		307178	2.68
				04-03-2015	650		307828	2.69
				05-03-2015	31825		339653	2.96
				09-03-2015	1471		341124	2.98
				11-03-2015	124	341248	2.98	
				12-03-2015	932	342180	2.99	
				13-03-2015	3262	345442	3.01	
				18-03-2015	10	345452	3.01	
				19-03-2015	438	345890	3.02	
				20-03-2015	389	346279	3.02	
				23-03-2015	88	246367	3.02	
				24-03-2015	105	346472	3.02	
		<b>346472</b>	<b>3.02</b>	<b>31-03-2015</b>				
<b>3.</b>	<b>Mr. Sandeep Gupta</b>	<b>Nil</b>	<b>Nil</b>	<b>01-04-2014</b>				
				20-10-2014	7801	Open Market Purchase	7801	0.07
				21-10-2014	16883		24684	0.21
				22-10-2014	13003		37687	0.33
				31-10-2014	15745		53432	0.47
				03-11-2014	422		53854	0.47
				05-11-2014	6244		60098	0.52
				14-11-2014	949		61047	0.53
				09-01-2015	42054		103101	0.90
				11-03-2015	25213		128314	1.12
		<b>128314</b>	<b>1.12</b>	<b>31.03.2015</b>				
	<b>AT THE END OF THE YEAR</b>	<b>7304837</b>	<b>63.75</b>				<b>7304837</b>	<b>63.75</b>

# ASIAN HOTELS (WEST) LIMITED

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

SI No	Name of the Shareholder (For Each of the Top 10 Shareholders)	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No of Shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Radha Shyam Saraf	572071	4.99	01-04-2014	Nil	N.A	Nil	Nil
		572071	4.99	31-03-2015				
2.	Anita Rajgarhia	571061	4.98	01-04-2014	Nil	N.A	Nil	Nil
		571061	4.98	31-03-2015				
3.	Forex Finance Pvt. Ltd.	458377	4.00	01-04-2014	Nil	N.A	Nil	Nil
		458377	4.00	31-03-2015				
4.	Makalu Trading Ltd.	136604	1.19	01-04-2014	Nil	N.A	Nil	Nil
		136604	1.19	31-03-2015				
5.	Harash Jain	116696	1.02	01-04-2014				
				06-03-2015	-30000	Open Market Sale	86696	0.76
				13-03-2015	-54000		32696	0.28
				31-03-2015	32696	0.28		
6.	Sunil Hanskrishna Khanna	90000	0.78	01-04-2014	Nil	N.A	Nil	Nil
		90000	0.78	31-03-2015				
7.	Vishal Lohia	81000	0.71	01-04-2014				
				16-01-2015	-81000	Open Market Sale	Nil	Nil
				31.03.2015	Nil		Nil	
8.	Yogesh Rasiklal Doshi	75369	0.66	01-04-2014				
				04-04-2014	7950	Open Market Purchase	83319	0.73
				11-04-2014	-2330		80989	0.71
				18-04-2014	-11152		69837	0.61
				25-04-2014	905		70742	0.62
				02-05-2014	8934		79676	0.70
				09-05-2014	42		79718	0.70
				16-05-2014	2015		81733	0.71
				23-05-2014	-24159		57574	0.50
				30-05-2014	-8865		48709	0.43
				06-06-2014	274		48983	0.43

# ASIAN HOTELS (WEST) LIMITED

SI No	Name of the Shareholder (For Each of the Top 10 Shareholders)	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No of Shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
				13-06-2014	-1147	Open Market Purchase	47836	0.42
				20-06-2014	1427		49263	0.43
				30-06-2014	2299		51562	0.45
				04-07-2014	157		51719	0.45
				11-07-2014	-2679		49040	0.43
				18-07-2014	1		49041	0.43
				25-07-2014	2745		51786	0.45
				01-08-2014	687		52473	0.46
				08-08-2014	-32004		20469	0.18
				15-08-2014	-7418		13051	0.11
				22-08-2014	26287		39338	0.34
				29-08-2014	1855		41193	0.36
				05-09-2014	-15087		26106	0.23
				12-09-2014	-2949		23157	0.20
				19-09-2014	-8073		15084	0.13
				30-09-2014	7850		22934	0.20
				03-10-2014	181		23115	0.20
				10-10-2014	560		23675	0.21
				24-10-2014	-23675	Nil	Nil	
		Nil	Nil	31.03.2015				
9.	VIC Enterprises Pvt. Ltd.	71608	0.62	01-04-2014	Nil	N.A	Nil	Nil
		71608	0.62	31-03-2015				
10	Asian Hotels (West) Limited –Unclaimed Suspense Account	69132	0.60	01-04-2014				
				25-04-2014	-210		68922	0.60
				05-12-2014	-434		68488	0.60
		68488	0.60	31-03-2015				

**iv) Shareholding of Directors and Key Managerial Personnel:**

Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):

# ASIAN HOTELS (WEST) LIMITED

SI No	Name of the Director/KMP	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No of Shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Mr. Sushil Kumar Gupta	308465	2.69	1-04-2014				
				12-01-2015	41508	Open Market Purchase	349973	3.05
				9-03-2015	30392		380365	3.32
				18-03-2015	51		380416	3.32
				25-03-2015	98		380514	3.32
				26-03-2015	1002		381516	3.33
				27-03-2015	2778		384294	3.35
				31-03-2015				
		384294	3.35					
2.	Mr. Sandeep Gupta	Nil	Nil	01-04-2014				
				20-10-2014	7801	Open Market Purchase	7801	0.07
				21-10-2014	16883		24684	0.21
				22-10-2014	13003		37687	0.33
				31-10-2014	15745		53432	0.47
				03-11-2014	422		53854	0.47
				05-11-2014	6244		60098	0.52
				14-11-2014	949		61047	0.53
		09-01-2015	42054	103101	0.90			
		11-03-2015	25213	128314	1.12			
		128314	1.12	31.03.2015				
3.	Mr. Sudhir Gupta	214290	1.87	01-04-2014	Nil	N.A	Nil	Nil
		214290	1.87	31-03-2015				
4.	Mr. Lalit Bhasin	Nil	Nil	01-04-2014	Nil	N.A	Nil	Nil
		Nil	Nil	31-03-2015				
5.	Mr. Raj Kumar Bhargava	3826	0.03	01-04-2014	Nil	N.A	Nil	Nil
		3826	0.03	31-03-2015				
6.	Surendra Singh Bhandari	Nil	Nil	01-04-2014	Nil	N.A	Nil	Nil
		Nil	Nil	31-03-2015				
8.	Sunil Vasant Diwakar	Nil	Nil	01-04-2014	Nil	N.A	Nil	Nil
		Nil	Nil	31-03-2015				
9.	Mr. Surinder Singh Kohli *	Nil	Nil	01-04-2014	Nil	N.A	Nil	Nil
		Nil	Nil	31-03-2015				



# ASIAN HOTELS (WEST) LIMITED

SI No	Name of the Director/KMP	Shareholding		Date	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2014 to 31-03-2015)	
		No of Shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total shares of the Company				No. of Shares	% of total shares of the Company
10.	Mrs. Meeta Makhan **	Nil	Nil	01-04-2014	Nil	N.A	Nil	Nil
		Nil	Nil	31-03-2015				
11.	Mr. Rajesh Adhikary #	Nil	Nil	01-04-2014	Nil	N.A	Nil	Nil
		Nil	Nil	31-03-2015				
12	Mr. Srikrishan Chhibber @	70	0.00	01.04.2014	Nil	N.A	Nil	Nil
		70	0.00	31.03.2015				
13	Rakesh Kumar Aggarwal ^	Nil	Nil	28-05-2014	Nil	N.A	Nil	Nil
		Nil	Nil	31-03-2015				
14	Nikhil Sethi	Nil	Nil	01-04-2014	Nil	N.A	Nil	Nil
		Nil	Nil	31-03-2015				

\* Mr. Surinder Singh Kohli appointed as an Independent Non Executive Director of the Company w.e.f 9th August, 2014

\*\* Ms. Meeta Makhan has been appointed as an Additional Director (under the Category of Independent Women Director) of the Company w.e.f.27th March, 2015

# Mr. Rajesh Adhikary has resigned from the office of the Director of the Company w.e.f 24th April, 2014.

@ Mr. Srikrishan Chhibber has resigned from the office of the Director of the Company w.e.f. 8th August, 2014

^Mr. Rakesh Kumar Aggarwal was appointed as Group CFO of the Company on 28th May, 2015 and was drawing salary/ remuneration from Subsidiary M/s Aria Hotels and Consultancy Services Pvt. Ltd. in the FY 2014-15.

## v) INDEBTEDNESS

### Indebtedness of the Company including interest outstanding/accrued but not due for payment

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>					
a)	Principal Amount	139,72,73,098	Nil	Nil	139,72,73,098
b)	Interest due but not paid	Nil	Nil	Nil	Nil
c)	Interest accrued but not due	1,13,93,016	Nil	Nil	1,13,93,016
<b>Total (i+ii+iii)</b>		<b>140,86,66,114</b>	<b>Nil</b>	<b>Nil</b>	<b>140,86,66,114</b>
<b>Change in Indebtedness during the financial year</b>					
Addition		78,09,35,340	2,11,00,000	Nil	80,20,35,340
Reduction		54,73,75,006	4,00,000	Nil	54,77,75,006
<b>Net Change</b>		<b>23,35,60,334</b>	<b>2,07,00,000</b>	<b>Nil</b>	<b>25,42,60,334</b>
<b>Indebtedness at the end of the financial year</b>					
a)	Principal Amount	163,08,33,432	2,07,00,000	Nil	165,15,33,432
b)	Interest due but not paid	Nil	Nil	Nil	Nil
c)	Interest accrued but not due	1,77,78,719	Nil	Nil	1,77,78,719
<b>Total (i+ii+iii)</b>		<b>164,86,12,151</b>	<b>2,07,00,000</b>	<b>Nil</b>	<b>166,93,12,151</b>

# ASIAN HOTELS (WEST) LIMITED

## vi) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rupees in Lacs)

Sl. No	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. Sushil Kumar Gupta, CMD	Mr. Sudhir Gupta, WTD	Mr. Sandeep Gupta, WTD	
<b>1</b>	<b>Gross Salary</b>				
a)	Salary as per provisions contained in section 17 (1) of the Income tax Act, 1961	107.76	90.24	90.24	288.24
b)	Value of perquisites u/s 17 (2) Income –tax Act, 1961	0.40	Nil	Nil	0.40
c)	Profits in Lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil	Nil
4.	Commission				
-	As % of profit				
-	Other, specify	Nil	Nil	Nil	Nil
5	Other, please specify employer contribution to provident fund	8.08	6.77	6.77	21.62
	<b>Total (A)</b>	<b>116.24</b>	<b>97.01</b>	<b>97.01</b>	<b>310.26</b>
	Ceiling as per the Act				

### B. Remuneration to other directors:

(Rupees in Lacs)

Sl. No	Particulars of Remuneration	Name of Directors						Total Amount
		Mrs . Meeta Makhan (appointed on 27th March, 2015)	Dr. Lalit Bhasin	Mr. Raj Kumar Bhargava	Mr. Surendra Singh Bhandari	Mr. Surinder Singh Kohli (Appointed as 9 <sup>th</sup> August, 2014)	Mr. S.K. Chhibber (Resigned as a Director on 8th August, 2014)	
<b>1</b>	<b>Independent Directors</b>							
a)	Fee for attending board committee meetings	Nil	1.56	2.04	1.44	0.60	0.24	5.88
b)	Commission	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c)	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Total (1)</b>	<b>Nil</b>	<b>1.56</b>	<b>2.04</b>	<b>1.44</b>	<b>0.60</b>	<b>0.24</b>	<b>5.88</b>
<b>2.</b>	<b>Other Non-Executive Directors</b>	<b>Mr. Sunil Diwakar</b>						
a)	Fees for attending board committee meetings	0.24						0.24
b)	Commission	Nil						Nil
c)	Other, please specify	Nil						Nil
	<b>Total (2)</b>	<b>0.24</b>						<b>0.24</b>
	<b>Total (B) =(1 + 2)</b>	<b>0.24</b>	<b>1.56</b>	<b>2.04</b>	<b>1.44</b>	<b>0.60</b>	<b>0.24</b>	<b>6.12</b>
	Total Managerial Remuneration							<b>310.26</b>
	Overall Ceiling as per the Act							360.00

# ASIAN HOTELS (WEST) LIMITED

## A. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rupees in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	<b>Gross salary</b>		<b>Mr. Nikhil Sethi</b>	<b>*Mr. Rakesh Kumar Aggarwal</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	23.96	Nil	23.96
	(b) Value of perquisites u/s 17(2) Income –tax Act, 1961	N.A	0.36	Nil	0.36
	(c) Profits in lieu of salary under section 17 (3) Income-tax Act, 1961	N.A	Nil	Nil	Nil
2.	Stock Option	N.A	Nil	Nil	Nil
3.	Sweat Equity	N.A	Nil	Nil	Nil
4.	Commission				
	- as % of profit				
	- ... others, specify	N.A	Nil	Nil	Nil
5.	Others, please specify employer contribution to provident fund	N.A	1.30	Nil	1.30
	<b>Total</b>	N.A	25.62	Nil	25.62

- Mr. Rakesh Kumar Aggarwal was appointed as Group CFO of the Company on 28th May, 2015 and was drawing salary/ remuneration from Subsidiary M/s Aria Hotels and Consultancy Services Pvt. Ltd. in the FY 2014-15.

## vii) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Breif Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ COURT)	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty		<b>Not Applicable</b>			
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

Form No. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31/03/2015

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

To,

The Members,

**Asian Hotels (West) Limited**

6th Flr Aria Towers JW Marriott New Delhi Aerocity

Asset Area 4 Hospitality District Near IGI Airport

New Delhi – 110037, India

Sir,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Asian Hotels (West) Limited**. 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 **Asian Hotels (West) Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2015** 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 Asian Hotels (West) Limited for the financial year ended on **31<sup>st</sup> March, 2015** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made hereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment. The company has no Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable as the Company has not formulated any Employee Stock Option Scheme and Employee Stock Purchase Scheme.)
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - 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 as the company has not opted for any Delisting) and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable as the company has not done any Buyback of securities.)
- vi. Other laws as applicable specifically to the Company:
  - a. Food Safety And Standards Act, 2006
  - b. Consumer Protection Act, 1986
  - c. Standards of Weights and Measures Act, 1956.

- d. The air (prevention and control of pollution) act, 1981
- e. The Water (Prevention and Control of Pollution) Act, 1974
- f. The Environment (Protection) Act, 1986
- g. The Indian Boilers Act, 1923
- h. Petroleum Act, 1934
- i. Entertainment Tax Act
- j. Luxury Tax Act

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (These standards were not effective till the last day of the Audit Period)
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange and 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.

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 (Except in cases where the meeting is held on shorter notice), 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 and there were no dissenting members' on any resolution.

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.

I further report that during the audit period the company has taken following major decisions:

- i. Sections 186 of the Companies Act, 2013 (Act) : To make loans or investments and to give guarantees or to provide security in connection with a loan made by any other person to, or to any other person by, a body corporate as the Board of Directors may think fit, for an amount not exceeding Rs. 400 Crore (Rupees Four Hundred Crore only).
- ii. Section 180 (1) (a) of the Companies Act, 2013: To mortgage and /or create charge on all or any one or more of the movable / immovable properties or such other assets of the Company to or in favour of National / International Financial institutions / Public Financial Institutions/ Banks/NBFC's etc. to secure any Term Loans / credit facilities / Cash Credit facilities / Debentures / Bonds or the like, obtained / to be obtained from any of the aforesaid Lenders.
- iii. Section 180 (1) (c) of the Companies Act, 2013 (Act): To borrow from time to time of any amount which shall not exceed Rs. 400 crores (Rupees Four Hundred Crores only).

**For D.S. Associates  
Company Secretaries**

**Dhawal Kant Singh  
Prop.  
ACS No.: A17697  
C P No.: 7347**

Place : New Delhi  
Date : 15/05/2015

# ASIAN HOTELS (WEST) LIMITED

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This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,

The Members,

**Asian Hotels (West) Limited**

6th Flr Aria Towers JW Marriott New Delhi Aerocity

Asset Area 4 Hospitality District Near IGI Airport

New Delhi – 110037, India

Sir,

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For D.S. Associates  
Company Secretaries**

**Dhawal Kant Singh**  
Prop.  
ACS No.: A17697  
C P No.: 7347

Place : New Delhi  
Date : 15/05/2015

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES IN THE BOARD'S REPORT

### 1. CSR POLICY

The policy on Corporate Social Responsibility (CSR) is adopted by the Company to align its to initiate measures and pursue socially useful programmes with the objectives and activities of CSR envisaged and incorporated in the Companies Act, 2013 and the rules made there under.

The core elements of the CSR is the continuing commitment by business to ethical principles, protection of human rights, care for the environment while improving the quality of life of all the stakeholders including local community and society at large.

The Company would carry out its CSR activities with the objective of overall community development and for philanthropic activities.

- i. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- ii. Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;
- iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- iv. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water;
- v. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- vi. Measures for the benefit of armed forces veterans, war widows and their dependants;
- vii. Training to promote rural sport, nationally recognised sports, paraolympic sports and Olympic sports;
- viii. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- ix. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- x. Rural development projects.
- xi. Such other matters as may be prescribed under applicable statute;
- xii. Such other activity as may be thought fit by the CSR Committee and approved by the Board.

**Web Link:** <http://asianhotelswest.com/policies>

### 2. THE COMPOSITION OF THE CSR COMMITTEE.

- Company has constituted CSR committee of the Board consisting of Mr. Sudhir Gupta, Chairman, Mr. Raj Kumar Bhargava & Mr. Surendra Singh Bhandari as Independent Directors.
- The CSR Committee may delegate its responsibility to any senior or key managerial person as and when deemed fit.

### 3. AVERAGE NET PROFIT OF THE COMPANY FOR LAST THREE FINANCIAL YEARS

Average net profit: Rs 1,313.49 Lacs.

### 4. PRESCRIBED CSR EXPENDITURE (TWO PERCENT OF THE AMOUNT AS IN ITEM 3 ABOVE)

The company is required to spend Rs 26.27 Lacs.

### 5. DETAILS OF CSR SPENT DURING THE FINANCIAL YEAR.

- a) Total amount spent for the financial year : Rs.14.85 Lacs/-
- b) Amount unspent if any : Rs. 11.42 Lacs

# ASIAN HOTELS (WEST) LIMITED

➤ Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(6)	(7)	(8)
S. No	CSR project or activity identified.	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount spent on the projects or Programs Sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads: (Rs Lakhs)	Cumulative expenditure upto to the reporting period (Rs Lakhs)	Amount spent: Direct or through implementing agency
1	Education (For adoption of 12 girls Students studying in Him Jyoti School, Dehradun for the financial year 2015-16)	Himalayan School Society, Dehradun	Him Jyoti Campus, Sahastradhara Road, Dehradun -248 013 (Uttarakhand)	3.60	3.60	Direct
2.	Medical (Donation to addresses the lack of services, awareness and support that hamper mainstream opportunities for children with multiple disabilities with visual impairment).	Muskaan Foundation	Bandra Centre 15, Prashanti, Kalanagar, Bandra (E), Mumbai, Maharashtra – 400051	1.00	4.60	Direct
3.	Education (Bihar School of Yoga that are being used today in the education)	Bihar School of Yoga	Munger Fort, Munger, Bihar 811201	5.00	9.60	Direct
4.	Medical (Navjyoti India Foundation's)	Navjyoti India Foundation	Khasra No 99, Majri Karala, Kanjhawala Road, Near Sector-22, Rohini, Delhi-110 081	0.25	9.85	Direct
5.	Welfare of the people belonging to other backward communities.	Bhartiya Kaamgaar Sena	Shagun, first floor, praffull ban co. op. hsc, front of Sindhudurg hotel, Ram Maruti Road, Dadar (W), Mumbai - 400028.	2.00	11.85	Direct
6.	Development and welfare of students and youths	Vidyarthi Nidhi	102A/102B Matoshree Tower, 1st Floor, Bai Padmabai Thakkar Marg, Mahim, Mumbai-400 016	0.50	12.35	Direct
7.	Welfare of the people belonging to Scheduled Castes and other backward communities.	Harijan Sewak Sangh	Kasturba Balika Vidyalaya, Ishwar Nagar, New Delhi-110 025	2.50	14.85	Direct
	<b>TOTAL</b>			<b>14.85</b>		

Total Amount unspent for CSR is Rs. 11.42 Lacs in the Financial Year 2014-15, which amount shall be carried forward and spent in the current financial year. the Company wanted to ensure that the CSR amount is spent as per the CSR policy of the Company. The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

S/d  
Sushil Kumar Gupta  
Chairman & Managing Director

S/d  
Sudhir Chamanlal Gupta  
Chairman of CSR Committee



# ASIAN HOTELS (WEST) LIMITED

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## Independent Auditors' Report

### To the Members of Asian Hotels (West) Limited

#### Report On the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Asian Hotels (West) Limited ("the Company") which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud & 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and the matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2015, and its loss and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of Sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow statement dealt with by this report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the accounting standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014; and
  - (e) On the basis of written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and accordingly to the explanations given to us:

# ASIAN HOTELS (WEST) LIMITED

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- i) The Company has disclosed the impact of pending litigation on its financial position in its financial statements as referred to in Note 25 read with Note 31 to the financial statements;
- ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; and
- iii) There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For **S. S. KOTHARI MEHTA & Co.**

Chartered Accountants  
FRN – 000756N

**ARUN K. TULSIAN**

Partner  
Membership No. 89907

Date: May 15, 2015

Place: New Delhi

# ASIAN HOTELS (WEST) LIMITED

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## Annexure referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' of the Independent Auditors' Report of even date to the members of Asian Hotels (West) Limited on its financial statements as of and for the year ended March 31, 2015

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a programme of physically verifying its fixed assets in a phased manner designed to cover all assets over a period of time, which in our opinion is reasonable having regard to the size of the Company and nature of its business. In accordance with this programme, the management had carried out a physical verification of some of its fixed assets during the year and the discrepancies noted on such verification were not material and have been suitably dealt with in the books.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
- (iii) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly, clauses 3(iii) (a) & (b) of the Order are not applicable.
- (iv) According to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sales of goods and services. Further, on the basis of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across nor have been informed of any instance of continuing failure to correct any major weakness in the aforesaid internal control systems.
- (v) The Company has not accepted any deposits in terms of the provisions of section 73 to 76 of the Act and/or as per directives issued by the Reserve Bank of India or any other relevant provisions of the Act and the Rules framed there under.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 148 of the Act for the Company's activities. Hence, the provisions of clause 3(vi) of the Order are not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth-tax, Service tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues, as applicable, during the year with the appropriate authorities. There are no such dues outstanding at the yearend for a period of more than six months from the date they became payable.
- (b) According to the records of the Company, there are no dues in respect of Income-tax, Sales-tax, Wealth-tax, Service-tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited on account of any dispute.
- (c) The Company does not have any amount which is required to be transferred to Investor Education and Protection Fund in accordance with relevant provisions of the Companies Act, 1956 ( 1 of 1956) and Rules made thereunder.
- (viii) The Company does not have accumulated losses as at the close of the financial year. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions or banks. The Company does not have any outstanding debentures.
- (x) According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xi) Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained, where such end use has been stipulated by the lender(s).
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year nor have we been informed of such case by the management.

For **S. S. KOTHARI MEHTA & Co.**  
Chartered Accountants  
FRN – 000756N

**ARUN K. TULSIAN**  
Partner  
Membership No. 89907

Date: May 15, 2015  
Place: New Delhi

# ASIAN HOTELS (WEST) LIMITED

BALANCE SHEET AS AT MARCH 31, 2015

(Rs. in Lacs)

	NOTES	As at March 31, 2015		As at March 31, 2014	
<b>EQUITY AND LIABILITIES</b>					
<b>1. SHAREHOLDERS' FUNDS</b>					
a. Share Capital	2	1,145.83		1,145.83	
b. Reserves and Surplus	3	27,570.33	28,716.16	27,923.46	29,069.29
<b>2. NON-CURRENT LIABILITIES</b>					
a. Long-term Borrowings	4	15,506.74		10,841.07	
b. Deferred Tax Liabilities (Net)	5	2,944.94		3,083.87	
c. Other Long term Liabilities	6	230.92		9.62	
d. Long Term Provisions	7	257.07	18,939.67	224.41	14,158.98
<b>3. CURRENT LIABILITIES</b>					
a. Short Term Borrowings	8	211.66		293.18	
b. Trade Payables	9	445.82		420.80	
c. Other Current Liabilities	10	2,553.73		4,931.98	
d. Short Term Provisions	7	274.31	3,485.52	319.04	5,965.00
			51,141.35		49,193.27
<b>ASSETS</b>					
<b>4. NON-CURRENT ASSETS</b>					
a. Fixed assets	11				
i. Tangible Assets		25,696.78		26,572.21	
ii. Capital work-in-progress		7.37	25,704.15	40.01	26,612.22
b. Non-current Investments	12	19,741.00		16,851.00	
c. Long Term Loans and Advances	13	3,724.32	23,465.32	3,278.75	20,129.75
<b>5. CURRENT ASSETS</b>					
a. Current Investments	14	–		0.13	
b. Inventories	15	322.42		323.22	
c. Trade Receivables	16	543.33		562.49	
d. Cash and Cash Equivalents	17	270.58		90.94	
e. Short-term Loans and Advances	13	763.66		1,437.90	
f. Other Current Assets	18	71.89	1,971.88	36.62	2,451.30
			51,141.35		49,193.27
<b>SIGNIFICANT ACCOUNTING POLICIES</b>					
	1-47				

Accompanying notes form an integral part of the Financial Statements

As per our report of even date

For & on behalf of the Board

For **S.S. KOTHARI MEHTA & CO.**  
Chartered Accountants

**ARUN K. TULSIAN**  
Partner  
Membership No. 89907

Place : New Delhi  
Dated : May 15, 2015

**SUSHIL KUMAR GUPTA**  
Chairman &  
Managing Director  
DIN : 00006165  
**RAKESH KUMAR AGGARWAL**  
Chief Financial Officer

**SANDEEP GUPTA**  
Executive  
(Whole-Time) Director  
DIN : 00057942  
**NIKHIL SETHI**  
Company Secretary  
Membership No. A-18883

# ASIAN HOTELS (WEST) LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

(Rs. in Lacs)

	NOTES	Year ended March 31, 2015	Year ended March 31, 2014
<b>1. INCOME</b>			
a. Revenue From Operations	19	13,437.49	12,935.93
Less : Excise Duty		7.02	7.14
		<u>13,430.47</u>	<u>12,928.79</u>
b. Other Income	20	199.41	81.83
Total Revenue		<u><u>13,629.88</u></u>	<u><u>13,010.62</u></u>
<b>2. EXPENSES</b>			
a. Consumption of Provisions, Beverages, Smokes and Others	21	1,290.24	1,184.99
b. Employee Benefit Expenses	22	3,209.53	3,121.03
c. Finance Cost	23	2,186.56	1,854.16
d. Depreciation and Amortization Expense	11	1,273.84	827.22
e. Other Expenses	24	5,991.52	5,400.55
Total Expenses		<u><u>13,951.69</u></u>	<u><u>12,387.95</u></u>
<b>3. Profit before tax and exceptional items</b>		<b>(321.81)</b>	622.67
Less : exceptional items	31	–	859.91
<b>4. Profit before Tax</b>		<b>(321.81)</b>	(237.24)
<b>5. Tax expense</b>			
i. Current Tax		29.81	139.00
ii. Earlier Year Tax			41.56
iii. Deferred Tax charge/(Credit)		(138.08)	84.94
		<u>(108.27)</u>	<u>265.50</u>
<b>6. Profit/(Loss) for the Year</b>		<b>(213.54)</b>	(502.74)
<b>Earning per Equity Share (Nominal value per Share Rs. 10/-) (Refer Note No 39)</b>			
i. Basic		(1.86)	(4.39)
ii. Diluted		(1.86)	(4.39)

### SIGNIFICANT ACCOUNTING POLICIES

1-47

Accompanying notes form an integral part of the Financial Statements.

As per our report of even date

For & on behalf of the Board

For **S.S. KOTHARI MEHTA & CO.**

Chartered Accountants

**ARUN K. TULSIAN**

Partner

Membership No. 89907

Place : New Delhi

Dated : May 15, 2015

**SUSHIL KUMAR GUPTA**

Chairman &  
Managing Director

DIN : 00006165

**RAKESH KUMAR AGGARWAL**

Chief Financial Officer

**SANDEEP GUPTA**

Executive  
(Whole-Time) Director

DIN : 00057942

**NIKHIL SETHI**

Company Secretary  
Membership No. A-18883

# ASIAN HOTELS (WEST) LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

(Rs. in Lacs)

	2014-15	2013-14
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>[a] Net Profit before Tax</b>	<b>(321.88)</b>	<b>(237.24)</b>
Adjustment for:		
Depreciation	1,271.42	827.22
(Profit)/Loss on sale of fixed assets	47.87	44.12
Depreciation Impact Companies Act 2013	2.53	
Loss on Sale of Investment	-	859.91
Loss on Transfer Commercial Space (2 D)	-	33.29
Dividend Income on Investment	(4.42)	(0.56)
Interest Paid	2,186.56	1,854.16
Interest Earned	(0.18)	(18.31)
<b>[b] Operating profit before working capital charges</b>	<b>3,181.90</b>	<b>3,362.59</b>
Adjustments for:		
(Increase)/Decrease in Inventories	0.80	(4.77)
(Increase)/Decrease in Trade Receivables	19.17	(84.17)
(Increase)/Decrease in Loans and Advances	418.13	903.64
Increase/(Decrease) in Trade Payables	(8.86)	460.97
Increase/(Decrease) in Provisions	(149.98)	(262.92)
<b>[c] Cash generated from operations</b>	<b>3,461.15</b>	<b>4,375.34</b>
Direct taxes paid (Net)	(254.54)	(316.50)
<b>Net cash from Operating Activities (A)</b>	<b>3,206.61</b>	<b>4,058.84</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(463.23)	(327.48)
Sale of fixed assets	47.04	56.82
Sale/(Purchase) of Investments	(2,889.87)	(3,168.37)
Dividend Income on Investment	4.42	0.56
<b>Net Cash from Investing Activities (B)</b>	<b>(3,301.64)</b>	<b>(3,438.47)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Borrowings	(5,559.27)	(3,441.01)
Proceeds of Borrowings	8,020.35	4,680.15
Interest Paid	(2,186.60)	(1,854.16)
Interest Earned	0.18	18.31
<b>Net Cash from Financing activities [C]</b>	<b>274.66</b>	<b>(596.71)</b>
<b>Net Increase/ (Decrease) in Cash Equivalent [A+B+C]</b>	<b>179.63</b>	<b>23.66</b>
Cash and Cash equivalent (Beginning of the year)	90.94	67.29
Cash and Cash equivalent (End of the year)	270.58	90.94

### Notes:

- 1 Figures in bracket represent Cash Outflow.
- 2 Previous Year's figures have been regrouped/rearranged wherever necessary.

As per our report of even date

For & on behalf of the Board

For **S.S. KOTHARI MEHTA & CO.**

Chartered Accountants

**ARUN K. TULSIAN**

Partner

Membership No. 89907

Place : New Delhi

Dated : May 15, 2015

**SUSHIL KUMAR GUPTA**

Chairman &  
Managing Director

DIN : 00006165

**RAKESH KUMAR AGGARWAL**

Chief Financial Officer

**SANDEEP GUPTA**

Executive  
(Whole-Time) Director

DIN : 00057942

**NIKHIL SETHI**

Company Secretary  
Membership No. A-18883

# ASIAN HOTELS (WEST) LIMITED

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## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

### NOTE : 1

#### SIGNIFICANT ACCOUNTING POLICIES:

**a. Basis of Accounting**

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified under Section 133 of the Company Act, 2013 read together rule 7 of the Companies (Accounts) Rules, 2014, (as amended). The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Company.

**b. Use of Estimates**

The preparation of financial statements is in conformity with Generally Accepted Accounting Principles requiring management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from the estimates.

**c. Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- i. Revenue from rendering of hospitality services is recognized when the related services are performed.
- ii. Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.
- iii. Dividend income from investments is recognized when the Company's right to receive payment is established.
- iv. Income from hiring of vehicles is recognized on accrual basis on the basis of agreed rate.

**d. Income in Foreign Exchange**

The bills for services rendered are raised in Indian Rupees. The payment received in foreign currency against these bills is credited and accounted for at the rate / rates prevalent on the date of receipt of payment. The gains / losses arising out of fluctuation in the exchange rates are accounted for on realization from bank.

**e. Interest on Income Tax Refunds / Demands**

It is accounted for as income in the year when granted and as tax expense when determined by the tax authorities.

**f. Claims Recoverable**

Claims recoverable are accrued only to the extent as admitted by the parties.

**g. Expenses remittable in foreign exchange**

These are charged based on invoices (including for earlier years) as approved and accepted by the appropriate authorities as applicable.

**h. Foreign Exchange Transactions**

Transactions in foreign currency are recorded at the exchange rates prevailing at the time of the transaction, while those remaining unsettled at the year-end are translated at the year-end rates resulting in exchange differences being recognized as income /expenses (net).

Foreign Currency balances at the year-end are converted at the year-end rate of exchange except those covered by forward cover contracts in respect of foreign currency loans, which are converted at the contracted forward rates.

**i. Employee Benefits**

- i. Provision for gratuity and leave encashment are based on actuarial valuation as on the date of the Balance Sheet. The valuation is done by approved actuary using projected unit credit method.
- ii. All employees are covered under contributory provident fund benefit of a contribution of specified percentage of salary. It is a defined contribution scheme and the contribution is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no obligations other than the contributions payable to the respective fund.

**j. Taxation**

- i. Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal/adjustment of timing differences of earlier years.
- ii. Deferred Tax is provided during the year, using the liability method on all temporary differences at the Balance Sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes in accordance with mandatory Accounting Standard (AS-22).
- iii. Deferred Tax asset is recognized only to the extent that there is a reasonable certainty that sufficient taxable profit will be available against which such deferred tax asset can be realized.
- iv. Deferred Tax asset and liability are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the Balance Sheet date.

**k. Fixed Assets and Depreciation**

**i. Fixed Assets**

Fixed assets are stated at cost of acquisition or construction or at revalued amounts, net of impairment loss if any, less

# ASIAN HOTELS (WEST) LIMITED

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## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

depreciation/ amortization. Cost represents the direct expenses incurred on acquisition /construction of the assets and the relative share of indirect expenses relating to construction allocated in proportion to the direct costs involved.

### ii. Depreciation

- a. Depreciation as per straight line method is charged in the accounts.
- b. The charge is on the basis of useful lives as prescribed under Schedule II to the Companies Act, 2013 pro rata from the month of purchase. If the asset is purchased on or before the 15th of month, depreciation is charged from the month of purchase, otherwise depreciation is charged from the month following the month of purchase.

### i. Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments or short-term investments. All other investments are classified as long-term investments. Current investments are valued at the lower of cost and fair value. Changes in the carrying amount of current investments are recognized in the Statement of Profit and Loss. Long-term investments are valued at cost, less any provision for diminution, other than temporary, in the value of such investments; decline, if any, is charged to the Statement of Profit and Loss. Cost comprises cost of acquisition and related expenses such as brokerage and stamp duties.

### m. Inventory

- i. Inventory is valued at cost or net realizable value, whichever is lower.
- ii. Shares held as Stock-in-trade are valued at cost or market value whichever is lower.
- iii. Net realizable value is estimated selling/ realizable value in the normal course of business less cost of completing the sale.

Cost is determined on weighted average basis.

### n. Leases/License

#### When the Company is the lessee/licensee

Leases/License where the lessor/licensor effectively retains substantially all the risks and benefits of ownership of the leased/licensed item, are classified as operating leases/license. Operating lease/license payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease/license term.

#### When the Company is the lessor/licensor

Assets subject to operating leases/license are included in fixed assets. Lease/License income is recognized in the Statement of Profit and Loss on a straight-line basis over the lease/license term. Costs including depreciation are recognized as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Statement of Profit and Loss.

### o. Impairment

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, each asset/ group of assets is identified for which there are separately identifiable cash flows (cash generating units).

### p. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### q. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank, cash/ cheques in hand and fixed deposits with banks with maturity period of three months or less.

### r. Dividend

Dividend proposed on equity shares, if any, is accounted for pending approval at the Annual General Meeting.

### s. Provisions and contingent liabilities

Provisions are recognized for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events, are also disclosed as contingent liabilities unless the probability of outflow of resources embodying economic benefit is remote.



# ASIAN HOTELS (WEST) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

	As at March 31, 2015	As at March 31, 2014
	(Rs. in lacs)	(Rs. in lacs)
<b>NOTE -2</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
i. 14,000,000 (Previous year 14,000,000) Equity Shares of Rs. 10/- each	1,400.00	1,400.00
ii. 11,000,000 (Previous year 11,000,000) Preference Shares of Rs. 10/- each	1,100.00	1,100.00
	<b>2,500.00</b>	<b>2,500.00</b>
<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>		
i. 11,458,303 (Previous year 11,458,303) Equity Shares of Rs. 10/-each fully paid up*	1,145.83	1,145.83
	<b>1,145.83</b>	<b>1,145.83</b>

\* Include 11,401,782 equity shares issued pursuant to the Scheme of Arrangement and Demerger approved by the Hon'ble High Court of Delhi vide Order dated January 13, 2010.

**a. Reconciliation of the Shares outstanding at the beginning and at the end of reporting period**

	As at March 31, 2015		As at March 31, 2014	
	No of Shares	Rs. in lacs	No of Shares	Rs. in lacs
<b>i. Equity Shares of Rs 10/- each fully paid up</b>				
Balance at the beginning of the year	11,458,303	1,145.83	11,458,303	1,145.83
Add: Issued during the year	-	-	-	-
Balance at the end of the year	<b>11,458,303</b>	<b>1,145.83</b>	11,458,303	1,145.83

**b. Rights, restrictions and preferences attached to each class of Share**

The Company has two class of Shares i.e Equity and Preference having a par value of Rs. 10/- each. Each holder of Equity Shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

Subject to the provisions of the Investment into between the Company, Its subsidiary & the investors (IL&FS Group), statutory and other approval, if any, the Company and the subsidiary Company - M/s Aria Hotels and Consultancy Services Private Limited (Aria) had to provide the investors (IL&FS Group) the exit option after March 31st, 2013 by way or merger of the Company with Aria or swap of investors' securities with the equity shares of AHWL or otherwise, not exceeding 14 % of the paid up equity of the Company, on fully diluted basis, which is under discussion with the investors

c. During the last five years, the Company has not issued any bonus shares nor are there any shares bought back and issued for consideration other than cash.

**d. Details of Shareholders holding more than 5% shares in the company**

	As at March 31, 2015		As at March 31, 2014	
Name of shareholder	No of Shares	% holding	No of Shares	% holding
D.S.O. Limited	5,336,880	46.58	5,336,880	46.58
	<b>As at March 31, 2015</b>		<b>As at March 31, 2014</b>	
	(Rs. in lacs)		(Rs. in lacs)	

**NOTE - 3**

**RESERVES & SURPLUS**

	1.41	1.41
<b>A. Capital Reserve</b>		
<b>B. Capital Redemption Reserve</b>		
Balance at the beginning of the year	990.00	990.00
Add: Transferred during the year	-	990.00
<b>C. Debenture Redemption Reserve</b>		
Balance at the beginning of the year	1,131.25	1,581.25
Less: Transferred to Statement of General Reserve	<b>(1,131.25)</b>	<b>(450.00)</b>
	-	1,131.25

# ASIAN HOTELS (WEST) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

	As at March 31, 2015		As at March 31, 2014	
	(Rs. in lacs)		(Rs. in lacs)	
<b>D. Securities Premium Reserve</b>				
Balance at the beginning of the year	144.36		144.36	
Add: Received during the year	–		–	
Less: Expenses incurred on issue of shares	–	144.36	–	144.36
<b>E. General Reserve</b>				
Balance at the beginning of the year	15,653.24		15,653.24	
Add: Transferred from Tourism Development Utilised Reserve	–	15,653.24	–	15,653.24
<b>Surplus/(Deficit) in the Statement of Profit and Loss</b>				
Balance at the beginning of the year	10,003.19		10,257.02	
Add: Transfer from Statement of Debenture Redemption Reserve	1,131.25		450.00	
Less: Depreciation on account of change in useful lives of assets as per Companies Act 2013.	(2.53)		–	
Less: Deferred Tax related to depreciation charged	0.86		–	
Add: Profit for the year	(213.54)		(502.74)	
	10,919.23		10,204.28	
Less: Appropriations				
a. Transfer to General Reserve	–		–	
b. Proposed Dividend on Equity Shares	114.58		171.87	
c. Dividend Distribution tax	23.33	10,781.32	29.21	10,003.19
		27,570.33		27,923.46

As at March 31, 2015			As at March 31, 2014		
Non-Current	Current	Total	Non-Current	Current	Total
(Rs. In Lacs)			(Rs. In Lacs)		

## NOTE - 4

### LONG-TERM BORROWINGS

#### A Secured

##### a. Debentures

i. Non Convertible Debentures of Rs. 10 lacs each#	–	–	–	2,625.00	1,900.00	4,525.00
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##### b. Term Loans from

i. Banks*	15,212.70	955.71	16,168.41	8,108.66	1,174.69	9,283.35
ii. Banks - Vehicle Loans **	87.04	52.88	139.92	107.42	56.98	164.40

#### B Unsecured from(\$)

Chairman & Managing Director	207.00	–	207.00	–	–	–
<b>Total</b>	<b>15,506.74</b>	<b>1,008.60</b>	<b>16,515.33</b>	<b>10,841.07</b>	<b>3,131.67</b>	<b>13,972.74</b>

Amount disclosed under the head "Other Current Liabilities" Refer Note No - 10 as :

Current Maturities of Long-Term Debts	–	(1,008.60)	(1,008.60)	–	(3,131.67)	(3,131.67)
<b>Total</b>	<b>–</b>	<b>(1,008.60)</b>	<b>(1,008.60)</b>	<b>–</b>	<b>(3,131.67)</b>	<b>(3,131.67)</b>
<b>Net Amount</b>	<b>15,506.74</b>	<b>–</b>	<b>15,506.74</b>	<b>10,841.07</b>	<b>–</b>	<b>10,841.07</b>

# ASIAN HOTELS (WEST) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

## Nature of Security and Terms of Repayment

### Debentures

# 1,000 rated, taxable, secured, redeemable, non-convertible debentures (NCD) of Rs.10 each aggregating to Rs.10,000 lacs were issued to Kotak Mahindra Bank Limited on private placement basis on June 25, 2010. M/s IDBI Trusteeship Services Limited, Mumbai was appointed as the Debenture Trustee to the aforesaid NCD's. The rate of interest on these NCDs has been linked to Kotak Mahindra Banks Prime lending Rate (PLR) less 5% p.a. The outstanding balance of Rs. NIL as on March 31,2015 (Previous year 4,525 lacs). These NCDs were redeemed on June 25, 2014 in terms of Kotak Mahindra Bank Letter dated June 10, 2014 exercising the put/call option as per terms of issue.

### \* Term Loans

Term loans originally obtained from Kotak Mahindra Bank Limited have been rescheduled vide letter dated June 10, 2014. After Reschedulement of Loan , following facilities are used by the Company over the tenure of facility, repayable by way of 48 unequal quarterly installments starting from June 2015 to May 2018 ranging from Rs.161 Lacs to Rs. 876 Lacs.

(Rs. in Lacs)

	Sanctioned Amount	Outstanding amount as at March 31, 2015
Kotak Mahindra Loan- (Originally Sanction amount of Rs. 31 Crores)	2,600.00	2,555.36
Kotak Mahindra Loan A/c	1,800 .00	1,765.90
Kotak Mahindra Loan A/c	4,525 .00	4,439.30
Kotak Mahindra Loan(Purchase of Commercial Space)	1,953 .39	1,916.39
Kotak Mahindra Loan(Purchase of Office Space)	1,187 .40	1,164.90
Kotak Mahindra Prime Loan 35Cr	3,500 .00	3,500.00
Kotak Mahindra Loan(Reimb-Capex)	842 .55	826.55
Grand Total	<u>16,408 .35</u>	<u>16,168.41</u>

\*\* During the Last Year, the Company was sanctioned additional borrowing facilities aggregating to Rs. 3500.00 Lacs from the Kotak Mahindra Prime Limited which was fully availed as on 31st March, 2015 repayable by way of 50 unequal quarterly installments starting from January, 2015 ranging from Rs.50.00 Lacs to Rs. 70.83 Lacs.

The above facilities are inter alia secured by first pari passu charge on all existing and future current assets, moveable fixed assets and immoveable properties being land & building of Hotel Hyatt Regency, Mumbai and by Personal Guarantee of Mr. Sushil Kumar Gupta, Chairman and Managing Director.

### \$ Unsecured Loan :

As per the Sanction letter of Term Loan given by Kotak Mahindra Bank Limited, Mr. Sushil Kumar Gupta (Promoter) has infused subordinated interest free unsecured loan repayable after the term loans from the bank have been fully repaid.

### Vehicle Loans :

\*\* The outstanding balance of Rs. 139.93 lacs as on March 31, 2015 (Previous year 164.40 lacs) from bank/corporate body against Vehicle / Equipment loans are secured by hypothecation of vehicles and equipments. The outstanding balance as on March 31, 2015 is repayable upto December, 2019 on monthly installments ranging from Rs.0.99 lacs to Rs. 1.07 lacs.

(Rs. in Lacs)

	As at March 31,2015	Charge/ (Credit) during the year	As at March 31,2014
--	------------------------	--	------------------------

## NOTE- 5

### DEFERRED TAX LIABILITIES (NET)

#### A. Deferred Tax Liabilities

i. Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	3,080.55	(123.44)	3,203.99
	<u>3,080.55</u>	<u>(123.44)</u>	<u>3,203.99</u>

#### B. Deferred Tax Assets

i. Impact of expenses for retirement benefits charged to the statement of profit and loss in the current year but allowed for tax in future years	133.74	(17.37)	116.37
ii. Impact of expenditure allowable u/s 35DD of the Income Tax Act, 1961	1.87	1.87	3.75
	<u>135.61</u>	<u>(15.50)</u>	<u>120.12</u>
<b>Net Deferred Tax Liability</b>	<u>2,944.94</u>	<u>(138.94)*</u>	<u>3,083.87</u>

\*Includes Rs. 0.86 lacs adjusted out of retained earning.

# ASIAN HOTELS (WEST) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

(Rs. in Lacs)

As at  
March 31, 2015

As at  
March 31, 2014

## NOTE - 6

### OTHER LONG TERM LIABILITIES

Security Deposits	230.92	9.62
	<b>230.92</b>	<b>9.62</b>

As at March 31, 2015		As at March 31, 2014	
Long Term	Short Term	Long Term	Short Term

## NOTE - 7

### PROVISIONS

#### A. Provision for Employee Benefits

i. Gratuity (Refer Note No. 35)	208.91	123.00	180.67	104.82
ii. Leave Encashment (Refer Note No. 35)	48.16	13.40	43.74	13.14

#### B. Other Provisions

i. Proposed Dividend (including Dividend Distribution Tax)	-	137.91	-	201.08
	<b>257.07</b>	<b>274.31</b>	<b>224.41</b>	<b>319.04</b>

As at  
March 31, 2015

As at  
March 31, 2014

(Rs. in lacs)

(Rs. in lacs)

## NOTE - 8

### SHORT TERM BORROWINGS

Loans repayable on Demand-From Banks on Cash Credit (Secured)	211.66	293.18
	-	-
<b>Total</b>	<b>211.66</b>	<b>293.18</b>

The outstanding balance of Rs. 211.66 lacs as on March 31, 2015 (Previous year 293.18 lacs) out of sanctioned limit of Rs. 500 lacs is secured by way of exclusive charge on all existing and future current assets of Hotel Hyatt Regency, Mumbai and by Personal Guarantee of Mr Sushil Kumar Gupta, Chairman and Managing Director.

## NOTE - 9

### TRADE PAYABLES

Trade Payables*	445.82	420.80
<b>Total</b>	<b>445.82</b>	<b>420.80</b>

\* Includes due to Micro, Small and Medium enterprises (Refer Note No.- 38) (to the extent information is available with the company)

-

14.24

## NOTE - 10

### OTHER CURRENT LIABILITIES

a. Current Maturities of Long-term debt (Refer Note - 4)	1,008.60	3,131.67
b. Advance From Customers	167.37	220.53
c. Advance recieved for transfer of commercial Space under lease	-	50.00
d. Unpaid Dividend*	21.21	18.29
e. Interest accrued but not due	177.79	113.93
f. Book Overdraft	-	117.06
g. Other Payables		
i. Withholding & Other Taxes	155.74	341.10
ii. Expenses	895.54	785.30
iii. Accrued Salaries & Benefits	127.48	154.10
<b>Total</b>	<b>2,553.73</b>	<b>4,931.98</b>

\* There are no amounts due and outstanding to be credited to the Investor Education & Protection Fund.

# ASIAN HOTELS (WEST) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

## NOTE - 11 FIXED ASSETS

(Rs. in Lacs)

Particulars	TANGIBLE ASSETS					Total	Capital work in Progress
	LAND - FREEHOLD	BUILDINGS	FURNITURE FIXTURE & FURNISHINGS	PLANT & MACHINERY	VEHICLES		
<b>Gross Block</b>							
<b>As at March 31, 2013</b>	9,287.31	14,864.79	2,754.64	9,157.53	754.47	36,818.75	45.82
Additions	–	5.45	77.32	181.88	22.28	286.93	40.01
Sales /Adjustment /Transfer	–	12.74	53.51	77.86	50.14	194.25	45.82
<b>As at March 31, 2014</b>	9,287.31	14,857.51	2,778.45	9,261.54	726.61	36,911.43	40.01
Additions	–	16.23	108.62	286.63	51.75	463.23	–
Sales /Adjustment /Transfer	–	4.10	172.78	119.91	35.66	332.45	32.64
<b>As at March 31, 2015</b>	<b>9,287.31</b>	<b>14,869.64</b>	<b>2,714.30</b>	<b>9,428.26</b>	<b>742.70</b>	<b>37,042.21</b>	<b>7.37</b>
<b>Depreciation</b>							
<b>As at March 31, 2013</b>	–	2,394.56	2,479.64	4,465.23	312.29	9,651.71	–
Charge for the year	–	242.34	52.53	448.01	84.33	827.22	–
<b>Sales /Adjustment /Transfer</b>	–	0.99	46.60	46.10	46.01	139.70	–
As at March 31, 2014	–	2,635.91	2,485.57	4,867.14	350.61	10,339.22	–
Charge for the year	–	246.13	72.03	898.63	57.06	1,273.84	–
<b>Charge to opening reserve</b>	–	–	<b>1.80</b>	<b>0.73</b>	–	<b>2.53</b>	–
Sales /Adjustment /Transfer	–	0.77	164.44	78.71	26.24	270.16	–
<b>As at March 31, 2015</b>	–	2,881.27	2,394.96	5,687.79	381.43	11,345.43	–
<b>Net Block</b>							
<b>As at March 31, 2014</b>	<b>9,287.31</b>	<b>12,221.60</b>	<b>292.88</b>	<b>4,394.40</b>	<b>376.00</b>	<b>26,572.21</b>	<b>40.01</b>
<b>As at March 31, 2015</b>	<b>9,287.31</b>	<b>11,988.37</b>	<b>319.34</b>	<b>3,740.47</b>	<b>361.27</b>	<b>25,696.78</b>	<b>7.37</b>

<b>As at</b>	As at
<b>March 31, 2015</b>	March 31, 2014
<b>(Rs. in lacs)</b>	<b>(Rs. in lacs)</b>

## NOTE - 12

### NON-CURRENT INVESTMENTS

Trade Investments (valued at cost unless stated otherwise)

#### A. SHARES IN SUBSIDIARY COMPANIES

##### a. Equity Shares - unquoted

i. Aria Hotels & Consultancy Services Private Limited	<b>11,497.00</b>	11,497.00
5,96,10,000 (Previous Year 5,96,10,000) Equity shares of Rs.10/- each		

##### b. Preferences Shares - unquoted

i. Aria Hotels & Consultancy Services Private Limited		
38,61,538 (Previous Year 38,61,538) Compulsorily Convertible Preference share of Rs. 10/- each	<b>1,004.00</b>	1,004.00
241,33,333 (Previous Year 145,00,000) Optional Convertible Preference Shares.	<b>7,240.00</b>	4,350.00
	<b>19,741.00</b>	16,851.00

Cost of Unquoted Shares

**19,741.00**      16,851.00

# ASIAN HOTELS (WEST) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

	As at March 31, 2015		As at March 31, 2014	
	Non Current	Current	Non Current	Current
	(Rs. in lacs)		(Rs. in lacs)	
<b>NOTE - 13</b>				
LOANS AND ADVANCES (unsecured considered good)				
<b>A. Security Deposits</b>	<b>3,213.65</b>	–	3,194.08	751.95
Less : Provision for Diminution in Value	–	–	–	(33.29)
<b>B. Others</b>				
i. Advances recoverable in cash or in kind				
a. Considered good	–	<b>381.90</b>	–	424.91
b. Considered doubtful	–	–	–	–
Less : Provision for doubtful advances	–	–	–	–
ii. Prepaid Expenses	<b>202.80</b>	<b>229.38</b>	–	161.21
iii. Advance to Suppliers/Contractors	–	<b>67.38</b>	–	52.84
iv. Advance to Employees	<b>8.32</b>	<b>1.80</b>	9.85	1.80
v. Advance Tax (Net of Provision for Tax Rs. 1,206 lacs (Previous year Rs. 1,176.20 lacs))	<b>299.54</b>	–	74.82	–
vi. Balances with Statutory Authorities	–	<b>83.20</b>	–	78.48
	<b>3,724.32</b>	<b>763.66</b>	3,278.75	1,437.90

	As at March 31, 2015	As at March 31, 2014
	(Rs. in lacs)	(Rs. in lacs)

## NOTE - 14

### CURRENT INVESTMENTS

Non-Trade Investments (Valued at cost unless stated otherwise)

#### MUTUAL FUND

NIL (Previous Year 1305.08 units of Rs. 10 each) of HDFC Cash Management Fund-TAP-Retail	–	0.13
	–	0.13
<b>Cost of quoted investments</b>	–	0.13
<b>Market value of quoted investments</b>	–	0.13

## NOTE -15

### INVENTORIES

(As Taken, Valued and Certified by the Management)

i. Wines & Liquor	<b>118.75</b>	102.93
ii. Provisions, Other Beverages and Smokes	<b>21.31</b>	19.97
iii. Crockery, Cutlery, Silverware, Linen etc.	<b>125.96</b>	140.50
iv. General Stores and Spares	<b>52.45</b>	56.70
v. Shares in Trade	<b>3.95</b>	3.12
<b>Total</b>	<b>322.42</b>	323.22

# ASIAN HOTELS (WEST) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

	As at March 31, 2015	As at March 31, 2014
	(Rs. in lacs)	(Rs. in lacs)
<b>NOTE - 16</b>		
<b>TRADE RECEIVABLES (Unsecured, considered good unless otherwise stated)</b>		
<b>A. OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTHS FROM THE DUE DATE</b>		
i. Considered Good	0.99	2.80
ii. Considered Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
<b>B. OUTSTANDING FOR A PERIOD LESS THAN SIX MONTHS FROM THE DUE DATE</b>		
i. Considered Good	542.34	559.69
<b>Total</b>	<b>543.33</b>	<b>562.49</b>

## NOTE - 17

### CASH AND CASH EQUIVALENTS

#### A. Cash and Cash Equivalents

i. Balances with banks in Current Accounts	218.51	16.26
ii. Cash on hand	7.84	12.12
iii. Cheques in hand	23.02	44.27
	<b>249.37</b>	<b>72.65</b>

#### B. Other Bank Balances

i. Dividend Accounts	21.21	18.29
	<b>21.21</b>	<b>18.29</b>
	<b>270.58</b>	<b>90.94</b>

## NOTE - 18

### OTHER CURRENT ASSETS

Unbilled Revenue	71.89	36.62
	<b>71.89</b>	<b>36.62</b>

## NOTE - 19

### REVENUE FROM OPERATIONS

#### SALE OF SERVICES

i. Rooms	8,612.71	8,354.36
ii. Wines and Liquor	620.78	592.74
iii. Food, Other Beverages, Smokes & Banquets	3,429.34	3,246.36
iv. Communications	109.34	115.14
v. Others	665.32	627.33
<b>Total</b>	<b>13,437.49</b>	<b>12,935.93</b>

# ASIAN HOTELS (WEST) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

	Year Ended March 31, 2015 (Rs. in lacs)	Year Ended March 31, 2014 (Rs. in lacs)
<b>NOTE - 20</b>		
<b>OTHER INCOME</b>		
i. Interest Income from fixed deposit from banks	0.18	18.31
ii. Dividend Income from current investment	4.42	0.56
iii. Rental Income	191.05	62.35
iv. Miscellaneous Income	3.76	0.61
Total	199.41	81.83

## NOTE - 21

### CONSUMPTION OF PROVISIONS, BEVERAGES, SMOKES AND OTHERS

#### A. WINES & LIQUOR

Opening Stock	102.93	82.29
Add : Purchases	215.94	204.25
	318.87	286.54
Less : Closing Stock	118.75	102.93
	200.12	183.61

#### B. FOOD, PROVISIONS, OTHER BEVERAGES AND SMOKES

Opening Stock	19.97	19.64
Add : Purchases	1,091.44	1,001.71
	1,111.43	1,021.35
Less : Closing Stock	21.31	19.97
	1,090.12	1,001.38
<b>Total</b>	1,290.24	1,184.99
Indigeneous	1,129.29	979.12
Imported	160.95	205.87

## NOTE - 22

### EMPLOYEE BENEFIT EXPENSES

i. Salaries, Wages, Allowances & Commission	2,164.04	2,101.14
ii. Contribution to Gratuity, Provident and Other Funds	209.01	200.61
iii. Staff Welfare Expenses*	331.67	328.60
iv. Contract Labour & Services	504.81	490.68
<b>Total</b>	3,209.53	3,121.03
*includes:		
Cost of provisions consumed in staff cafeteria	161.05	150.88

## NOTE - 23

### FINANCE COST

a. Interest on		
i. Debentures	144.89	767.07
ii. Term Loans	1,892.10	1,004.25
iii. Vehicle loans	13.82	18.76
iv. Self Assessment Tax	-	6.19
v. Cash Credit Facility	20.29	18.53
b. Other Borrowing Costs	115.46	39.36
<b>Total</b>	2,186.56	1,854.16



# ASIAN HOTELS (WEST) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

	Year Ended March 31, 2015 (Rs. in lacs)	Year Ended March 31, 2014 (Rs. in lacs)
<b>NOTE - 24</b>		
<b>OTHER EXPENSES</b>		
i. Consumption of Linen, Crockery/Cutlery, and other Supplies/Services	392.57	355.40
ii. Fuel, Power and Light (Net)	1,489.18	1,320.16
iii. Repairs, Maintenance and Refurbishing*	946.26	872.46
iv. Rent	8.89	7.99
v. Rates and Taxes	553.92	281.85
vi. Insurance	59.14	68.54
vii. Directors' Sitting Fee	6.12	5.52
viii. Legal and Professional Expenses	165.11	123.96
ix. Music & Television	54.48	65.85
x. Artist Fee	1.04	0.85
xi. Stationery and Printing	46.29	65.47
xii. Travelling and Conveyance	379.28	390.57
xiii. Communication Expenses	90.68	97.81
xiv. Technical Services	560.90	543.62
xv. Advertisement and Publicity	271.46	264.55
xvi. Commission and Brokerage	789.67	710.34
xvii. Charity & Donation	15.48	3.68
xviii. Gain/Loss on Trading of Shares/Derivatives	-	1.47
xix. Loss on Fixed Assets Sold/Discarded (Net)	45.45	44.12
xx. Provision for dimunition in value of deposits	-	33.29
xxi. Recruitment & Training	37.49	31.51
xxii. Gain/Loss on foreign exchange	-	31.10
xxiii. Miscellaneous	78.11	80.44
<b>Total</b>	<b>5,991.52</b>	<b>5,400.56</b>
*includes:		
Repairs & Maintenance - Buildings	328.53	139.61
Repairs & Maintenance - Plant & Machinery	424.75	345.06
Repairs & Maintenance - Others	192.98	248.95

## 25. Contingent Liabilities not provided for in respect of:

		(Rs. in Lacs)	
S No.	.Particulars	Amount As At March 31, 2015	Amount As At March 31, 2014
i.	Duty Saved against Export obligation	146.62	712.19
ii.	Corporate Guarantees on behalf of Subsidiaries	2834.79	2834.79
iii.	Show cause Notices raised by Service Tax Authorities and contested by the company.	512.00	512.00
iv.	Property Tax Demand ( Refer Note 31 )	494.23	374.09

26. Pursuant to the Scheme of Arrangement & Demerger, Hyatt Regency, Mumbai was transferred to and vested in the Company. The Company has applied to the concerned authority for adjudication of stamp duty applicable on conveyance of the property title in favour of the Company, which has not been ascertained. Maximum liability which could be levied is estimated at Rs. 1500 Lacs.

# ASIAN HOTELS (WEST) LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

### 27. Capital and other Commitments :

(Rs. in Lacs)

Particulars	2014-15	2013-14
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	48.06	11.56
Other Commitments	173.21	163.12

28. In terms of requirement of Clause 1(C) of Section II of Part II of Schedule XIII to the Companies Act, 1956 the Company has obtained approval dated 6th September, 2013 from Ministry of Corporate Affair under section 198, 309(3), 310 r/w Section 637A & 367AA of the Companies Act 1956 for payment of remuneration to the Managerial Personnel in the absence of adequate profits. The same for the year has been accounted for in terms of the approval. Further Mr. Sushil Gupta, Chairman & Managing Director of the company is being paid remuneration effective from 1st November in terms of Special Resolution passed by the company.
29. Company has received refund of Rs. 55.56 lacs out of Rs. 95.94 lacs towards the amount paid under protest for the Service Tax demand raised in earlier years. The petition is already filed with Tribunal Authorities for refund of remaining amount and hence been included under "Loans and Advances" as "Balance with Statutory Authorities". The Matter was being heard on April 15, 2015. The case has been decided in company favour for refund of the balance amount.
30. During the year, Aria Hotels and Consultancy Services Private Limited, the subsidiary company has issued 96,33,333 Optionally Convertible Preference Shares of the face value of Rs. 10 each at a premium of Rs. 20 each on June 27, 2014 to the Company, which has been presented under non-current investments.
31. The Company has received property tax demand of Rs. 569.18 lacs from Mumbai Municipal Corporate ("MMC") based on capital value system which is retrospectively from April 01, 2010, out of which, the Company has already booked and paid Rs 302.63 lacs in books of accounts pertaining to the period financial year 2010-11 to financial year 2014-15. Hotels & Restaurant Association (Maharashtra) has filed a writ application in the High Court of Bombay against the new capital value system. Hon'ble High Court has passed an interim Order on February 24, 2014 directing all petitioners to pay municipal property tax at preamended rates plus 50% of the differential tax between rateable value system and capital value system. Final decision of Hon'ble High Court is pending. Meanwhile company has made provision as per interim High Court Order for the demand raised by MMC in the financial statements.
32. As the company is engaged in only one segment of Hotel business, the disclosure requirements of Accounting Standard (AS-17) on "Segment Reporting" are not applicable.
33. Future commitments in respect of minimum lease payments payable for non cancellable operating license (other than land) entered into by the Company:

(Rs. in Lacs)

S. No.	Particulars	As at March 31, 2015	As at March 31, 2014
a.	Not later than one year	17.42	16.52
b.	Later than one year and not later than five years	79.81	75.65
c.	Later than five years	570.01	591.60

### 34. Auditors Remuneration (Exclusive of Service Tax):

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
a. Statutory Audit Fee	9.00	8.00
b. Tax Audit Fee	1.75	1.75
c. Limited Review Fee	3.00	3.00
<b>Total</b>	<b>13.75</b>	<b>12.75</b>

35. The Company has classified the various benefits provided to employees as under:-

1. **Defined contribution plans**
  - a. Provident fund
2. **Defined benefits plans**
  - a. Contribution to Gratuity fund
  - b. Compensated absences – Earned leave

# ASIAN HOTELS (WEST) LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

In accordance with Accounting Standard 15, actuarial valuation was done in respect of the aforesaid defined plans based on the following assumptions: -

### Economic Assumptions

The discount rate and salary increases assumed are key financial assumptions and are considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.

### Discount Rate

The discounting rate is based on the gross redemption yield on medium to long-term risk free investments. For the current valuation a discount rate of 8 % p.a. compound, has been used.

### Salary Escalation Rate

The salary escalation rate usually consists of at least three components, viz. Regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company's philosophy towards employee remuneration are also taken into account. Again a long- term view as to the trend in salary increase rates is taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

a. The following tables set out the unfunded status of the gratuity plan and earned leave and amounts recognized in the Company's financial statements as at March 31, 2015

#### i. Change in benefit obligations:

(Rs. in Lacs)

Particulars	Gratuity (Unfunded)		Compensated absences Earned leave (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Present value of obligations as at the beginning of the year	285.49	267.31	56.88	69.87
Current service cost	38.31	36.00	15.48	14.42
Interest cost	22.84	21.38	4.55	5.58
Benefit Paid	-8.34	-37.23	-12.15	-16.55
Actuarial (gain)/ loss on obligation	-6.39	-1.97	-3.19	-16.44
Present value of obligations as at the year end	331.91	285.49	61.56	56.88

#### ii. Expenses recognized in the Statement of Profit and Loss :

Current Service cost	38.31	36.00	15.48	14.42
Interest cost	22.84	21.38	4.55	5.58
Actuarial (gain)/loss recognized during the year	-6.39	-1.97	-3.19	-16.44
<b>Net charge/(credit)</b>	<b>54.76</b>	<b>55.41</b>	<b>16.84</b>	<b>3.56</b>

#### iii. Amount recognized in balance Sheet :

Particulars	Gratuity (Unfunded)		Compensated absences Earned leave (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Present value of obligations as at the end of the year	331.91	285.49	61.56	56.88
Fair value of plan assets as at the end of the period	-	-	-	-
Funded status / Difference	-331.91	-285.49	-61.56	-56.88
Excess of actual over estimated	-	-	-	-
Unrecognized actuarial (gain)/ losses	-	-	-	-
<b>Net assets/ (liability) recognized in the balance sheet</b>	<b>-331.91</b>	<b>-285.49</b>	<b>-61.56</b>	<b>-56.88</b>

#### iv. Bifurcation of PBO at the end of year

Particulars	Gratuity (Unfunded)		Compensated absences Earned leave (Unfunded)	
	As at	As at	As at	As at
	31/03/15	31/03/14	31/03/15	31/03/14
Current liability	123.00	104.82	13.40	13.14
Non-Current liability	208.91	180.67	48.16	43.74
<b>Total PBO at the end of year</b>	<b>331.91</b>	<b>285.49</b>	<b>61.56</b>	<b>56.88</b>

# ASIAN HOTELS (WEST) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

v. Disclosure as required by Para 120(n) of AS-15

Particulars	Gratuity (Unfunded)					Compensated absences Earned leave (Unfunded)				
	14-15	13-14	12-13	11-12	10-11	14-15	13-14	12-13	11-12	10-11
Present value of obligation as at the end of period	331.91	285.49	267.31	234.97	200.37	61.56	56.88	69.87	52.21	24.83
Fair value of plan assets at the end of the period		-	-	-	-	-	-	-	-	-
Surplus / (Deficit)	-331.91	-285.49	-267.31	-234.97	-200.37	-61.56	-56.88	-69.87	-52.21	-24.83
Experience adjustment on plan										
Liabilities (loss) / gain	6.39	1.92	-1.09	-4.89	1.67	3.19	16.45	-5.47	5.73	21.80
Experience adjustment on plan										
Assets (loss) / gain	-	-	-	-	-	-	-	-	-	-

vi. Principal Actuarial Assumptions:

Particulars	Refer Note below	Year ended 31-Mar-15	Year ended 31-Mar-14
Discount rate (p.a.)	1	8%	8%
Salary escalation rate (p.a.)	2	7%	7%

Notes:

- The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of obligations.
- The estimates of future salary increases considered take into account the inflation, seniority, promotion and other relevant factors.
- The gratuity plan and earned leave are unfunded.

Demographic assumptions:

- Retirement age 58 years
- Mortality rate Published rates under LIC (1994-96) mortality table.

36. In accordance with the Accounting Standard on "Related Party Disclosures" (AS-18) & Companies Act 2013, the disclosures in respect of Related Parties and transactions with them, as identified and certified by the management, are as follows: -

a. List of related parties

(i) Subsidiary Company

- Aria Hotels and Consultancy Services Private Limited
- Inova Hotels & Resorts Limited (up to 4th July, 2013)

(ii) Key Managerial Personnel

- Mr. Sushil Gupta (Chairman & Managing Director)
- Mr. Sudhir Gupta (Executive Whole-Time Director)
- Mr. Sandeep Gupta (Executive Whole-Time Director)
- Mr. Nikhil Sethi (Company Secretary)
- Mr. Rakesh Kumar Aggarwal (Chief Financial Officer)#

(iii) Relative of Key Managerial Personnel

- Mrs. Vinita Gupta (Wife of Chairman & Managing Director)
- Sukriti Gupta (Daughter of Executive Whole-Time Director)

(iv) Entities over which Directors and their relatives can exercise significant influence

- Eden Park Hotels Private Limited
- M/s Bhasin & Co.
- M/s Chaman Lal S. Gupta
- Godfrey Philips India Ltd

# ASIAN HOTELS (WEST) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

Balances outstanding/transactions with related parties

(Rs. in Lacs)

Particulars	Subsidiary Company	Key Managerial Personnel	Relative of Key Managerial Personnel	Associate Company	Entities Controlled By Directors & their relatives	Total
<b>A. Transactions during the year</b>						
<b>(i) Purchases/Services availed during the year</b>						
Bhasin & Co	– (–)	– (–)	– (–)	– (–)	<b>11.94</b> (12.13)	<b>11.94</b> (12.13)
Aria Hotels and Consultancy Services Private Limited *	<b>59.76</b> (54.60)	– –	– –	– –	– –	<b>59.76</b> (54.60)
Sukriti Gupta	– (–)	– (–)	6.00 (3.50)	– (–)	– (–)	6.00 (3.50)
<b>(ii) Sales/Services Provided during the year</b>						
Aria Hotels and Consultancy Services Private Limited	<b>48.98</b> (18.75)	– (–)	– (–)	– (–)	– (–)	<b>48.98</b> (18.75)
Inovoa Hotels & Resorts Limited	– (16.32)	– (–)	– (–)	– (–)	– (–)	– (16.32)
Godfrey Philips India Ltd	– (–)	– (–)	– (–)	– (–)	<b>11.54</b> (7.15)	<b>11.54</b> (7.15)
<b>(iii) Expenses Paid</b>						
Eden Park Hotels Private Ltd	– (–)	– (–)	– (–)	– (–)	– (10.52)	– (10.52)
<b>(iv) Reimbursement of Expenses</b>						
Aria Hotels and Consultancy Services Private Limited	– (4.11)	– (–)	– (–)	– (–)	– (–)	– (4.11)
<b>(v) Advances Given</b>						
Inovoa Hotels & Resorts Limited	– (200.00)	– (–)	– (–)	– (–)	– (–)	– (200.00)
<b>(vi) Advances Received Back</b>						
Inovoa Hotels & Resorts Limited	– (642.00)	– (–)	– (–)	– (–)	– (–)	– (642.00)
Mr. Nikhil Sethi	– (–)	<b>1.20</b> (1.20)	– (–)	– (–)	– (–)	<b>1.20</b> (1.20)
<b>(vii) Advances Received Mr. Sushil Gupta</b>	– (–)	<b>207.00</b> (–)	– (–)	– (–)	– (–)	<b>207.00</b> (–)
<b>(viii) Advances Received &amp; Repaid Mr. Sushil Gupta</b>	– (–)	– (315.00)	– (–)	– (–)	– (–)	– (315.00)
M/s Chaman Lal S. Gupta	– (–)	– (–)	– (–)	– (–)	– (170.00)	– (170.00)
Mrs. Vinita Gupta	– (–)	– (–)	– (75.00)	– (–)	– (–)	– (75.00)
Mr. Sandeep Gupta	– (–)	– (1.87)	– (–)	– (–)	– (–)	– (1.87)
<b>(ix) Managerial remuneration/Salary</b>						
Mr. Sushil Gupta	– (–)	<b>107.76</b> (99.52)	– (–)	– (–)	– (–)	<b>107.76</b> (99.52)
Mr. Sudhir Gupta	– (–)	<b>90.24</b> (86.40)	– (–)	– (–)	– (–)	<b>90.24</b> (86.40)
Mr. Sandeep Gupta	– (–)	<b>90.24</b> (86.40)	– (–)	– (–)	– (–)	<b>90.24</b> (86.40)
Mr. Nikhil Sethi	– (–)	<b>29.09</b> (23.53)	– (–)	– (–)	– (–)	<b>29.09</b> (23.53)

# ASIAN HOTELS (WEST) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Subsidiary Company	Key Managerial Personnel	Relative of Key Managerial Personnel	Associate Company	Entities Controlled By Directors & their relatives	Total
<b>(x) Investment during the year in Subsidiary Company</b>						
Aria Hotels and Consultancy Services Private Limited – Optionally Convertible Preference Shares	<b>2890.00</b> (4350.00)	– (–)	– (–)	– (–)	– (–)	<b>2890.00</b> (4350.00)
<b>B. Balances outstanding at the year end</b>						
<b>(i) Account Payable</b>						
Bhasin & Co.	– (–)	– (–)	– (–)	– (–)	1.76 (0.13)	1.76 (0.13)
Mr. Sushil Gupta	– (–)	<b>207.00</b> (–)	– (–)	– (–)	– (–)	<b>207.00</b> (–)
Aria Hotels and Consultancy Services Private Limited	– (29.84)	– (–)	– (–)	– (–)	– (–)	– (29.84)
<b>(ii) Account Receivable</b>						
Aria Hotels and Consultancy Services Private Limited	<b>8.09</b> (–)	– (–)	– (–)	– (–)	– (–)	<b>8.09</b> (–)
Mr. Nikhil Sethi	– (–)	<b>4.40</b> (5.60)	– (–)	– (–)	– (–)	<b>4.40</b> (5.60)
<b>(iii) Advance Receivable/Security deposit</b>						
Aria Hotels and Consultancy Services Private Limited against Security Deposit paid for office space/commercial space on Lease	<b>3,193.61</b> (3,925.99)	– (–)	– (–)	– (–)	– (–)	<b>3,193.61</b> (3,925.99)
<b>(iv) Investment in Equity / Preference</b>						
Aria Hotels and Consultancy Services Private Limited – Preference Shares/Equity	<b>19741.00</b> (16851.00)	– (–)	– (–)	– (–)	– (–)	<b>19741.00</b> (16851.00)

\* Service Tax portion reimbursed to Aria Hotels and Consultancy Services Private Limited by company

# Mr. Rakesh Kumar Aggarwal was appointed as CFO of the company designated as Group CFO on 28th May, 2014 and was drawing salary/ remuneration from Subsidiary M/s Aria Hotels and Consultancy Services Private Limited.

Note : Previous Year Figure has been shown in bracket

## 37. Dividend

The Board of Directors have proposed a Dividend 10% (Previous Year 15% ) i.e. dividend of Rs. 1 /- per equity share (Previous Year Rs. 1.5/- per share) subject to approval of the shareholders at the ensuing Annual General Meeting.

## 38. Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006 to the extent of information available with the company:

Particulars	(Rs. in Lacs)	
	2014-15	2013-14
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	<b>00.00</b>	14.24
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	–	–
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	–	–
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	–	–
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	–	–
<b>Total</b>	<b>00.00</b>	14.24

# ASIAN HOTELS (WEST) LIMITED

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

### 39. Earnings Per Share

Basic earnings per equity share have been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the year.

S. No.	Particulars	Units	Year ended March 31, 2015	Year ended March 31, 2014
a.	Net profit/ (loss) after tax	Rs./ Lacs	(212.70)	(502.74)
b.	Weighted average of number of equity shares used in computing basic earnings per share	No.	11,458,303	11,458,303
c.	Basic earnings per share	Rs.	(1.86)	(4.39)
d.	Weighted average of number of equity shares including potential dilutive shares	No.	11,458,303	11,458,303
e.	Diluted earnings per share	Rs.	(1.86)	(4.39)

Subject to the exit provisions of the Investment Agreement, statutory and other approvals, if any, the Company and the subsidiary company - M/s Aria Hotels & Consultancy Services Private Limited (Aria) had to provide the investors (IL&FS Group) the exit option after March 31, 2013. However, since the option is under deliberation with the investor and not concluded and subject to certain conditions/approvals, with number of shares not being determined, impact of future dilutive potential equity share has not been considered in calculating diluted earnings per share.

### 40. Details of share held as Stock- in- trade is as under:

(Rs. in Lacs)

Name of the Company	No. of Shares		Cost/Market Value whichever is lower	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
	ICICI Bank Limited	350	70	1.10
Reliance Capital Limited	500	500	2.12	1.73
State Bank of India	270	27	0.72	0.52
<b>Total</b>			<b>3.95</b>	<b>3.12</b>

### 41. Foreign Currency Exposures

The amount of foreign currency exposures that are not hedged by a derivative instrument or otherwise are as under:-

Particulars	Foreign Currency (FC)	Amount in FC	Rs. in Lacs
Accounts payable	USD	707,946 (481,965)	442.67 (294.00)

There is no hedged foreign currency exposure.

Figures in brackets relate to the previous year.

### 42. (a) C.I.F. Value of Imports

(Rs. in Lacs)

S. No.	Particulars	As at March 31, 2015	As at March 31, 2014
a.	Food & Beverages - through canalizing agencies	74.03	69.25
b.	Stores & Spares	28.36	102.99
c.	Capital Goods	89.13	23.96
d.	Beverages- through canalizing agencies	166.93	156.79

### (b) Expenditure in Foreign Currency - On payment basis

(Rs. in Lacs)

S. No.	Particulars	Year ended March 31, 2015	Year ended March 31, 2014
a.	Technical services	523.78	322.89
b.	Advertisement & Publicity	27.04	18.13
c.	Commission & Brokerage	260.15	223.34
d.	Training & Recruitment	20.07	15.92
e.	Others	358.85	610.43

# ASIAN HOTELS (WEST) LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

(c) Earnings in Foreign Exchange

(Rs. in Lacs)

S. No.	Particulars	Year ended March 31, 2015	Year ended March 31, 2014
a.	On Receipt basis	7549.13	6,936.28
43.	Disclosure required under Section 186(4) of the Companies Act 2013		
a.	Particulars of Loans given:	NIL	
b.	Particulars of Guarantee given:	NIL	
c.	Particulars of Investment made:		

(Rs. In Lacs)

S. No.	Name of Investee	Opening Balance	Investment made	Investment redeemed	Outstanding Balance	Purpose
Investment in equity shares						
1	Aria Hotels and Consultancy Services Private Limited	11,497	–	–	11,497	Long term Investment
Investment in Preference share						
2	Aria Hotels and Consultancy Services Private Limited	5,354	2,890	–	8,244	Long term Investment

d. Particulars of Security Deposit: **NIL**

44. There are no present obligations requiring provisions in accordance with the guiding principles as enunciated in Accounting Standard 29 on "Provisions, Contingent Liabilities & Contingent Asset".
45. The Company has not recognized any loss on impairment in respect of assets of the Company as is required in terms of Accounting Standard 28 on "Impairment of Assets" since in the opinion of the Management, the reduction in value of any asset, to the extent required, has already been provided for in the books.
46. During the year, the Company has incurred an amount of Rs. 14.85 lacs towards Corporate Social Responsibility expenditure. Amount of Rs. 11.42 has remained unspent at the close of the year to be spent in future.
47. Due to adoption of depreciation rates on the basis of useful life as prescribed under Schedule II of the Companies Act 2013, depreciation charged for the year is higher by Rs 477 lakhs as compared to the depreciation rates charged during previous year. Further, written down value of fixed assets whose lives have expired as at 1st April, 2014 amounting to Rs. 2.53 lakhs have been adjusted from the retained earnings in accordance with provisions of Schedule II to the Companies Act, 2013.
48. Previous year figures have been regrouped / rearranged wherever considered necessary to make them comparable with current year's figures.

As per our report of even date

For & on behalf of the Board

For **S.S. KOTHARI MEHTA & CO.**

Chartered Accountants

**ARUN K. TULSIAN**

Partner

Membership No. 89907

Place : New Delhi

Dated : May 15, 2015

**SUSHIL KUMAR GUPTA**

Chairman &  
Managing Director

DIN : 00006165

**RAKESH KUMAR AGGARWAL**

Chief Financial Officer

**SANDEEP GUPTA**

Executive  
(Whole-Time) Director

DIN : 00057942

**NIKHIL SETHI**

Company Secretary  
Membership No. A-18883



# ASIAN HOTELS (WEST) LIMITED

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

### Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

#### Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Aria Hotels & Consultancy Services Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March 31, 2015
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	1,183,741,010
5.	Reserves & surplus	479,778,572
6.	Total assets	9,056,225,083
7.	Total Liabilities	9,056,225,083
8.	Investments	NIL
9.	Turnover	1,409,590,163
10.	Profit before taxation	(845,120,707)
11.	Provision for taxation	NIL
12.	Profit after taxation	(845,120,707)
13.	Proposed Dividend	NIL
14.	% of shareholding	81.58%

#### Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	None	None	None
Latest audited Balance Sheet Date			
Shares of Associate/Joint Ventures held by the company on the year end			
No.			
Amount of Investment in Associates/Joint Venture			
Extend of Holding%			
Description of how there is significant influence	Not Applicable		
Reason why the associate/joint venture is not consolidated			
Net worth attributable to shareholding as per latest audited Balance Sheet			
Profit/Loss for the year			
Considered in Consolidation			
Not Considered in Consolidation			

As per our report of even date

For **S.S. KOTHARI MEHTA & CO.**

Chartered Accountants

**ARUN K. TULSIAN**

Partner

Membership No. 89907

Place : New Delhi

Dated : May 15, 2015

For & on behalf of the Board

**SUSHIL KUMAR GUPTA**

Chairman &  
Managing Director

DIN : 00006165

**RAKESH KUMAR AGGARWAL**

Chief Financial Officer

**SANDEEP GUPTA**

Executive  
(Whole-Time) Director

DIN : 00057942

**NIKHIL SETHI**

Company Secretary  
Membership No. A-18883

# ASIAN HOTELS (WEST) LIMITED

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## Independent Auditors' Report

### To the Members of Asian Hotels (West) Limited

#### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Asian Hotels (West) Limited (hereinafter referred to as "the Holding Company") and its subsidiary (Collectively referred to as "the Group"), which comprise of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

#### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities, the selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors, on the financial statements of the subsidiary, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the consolidated state of affairs of the Group as at March 31, 2015, and their consolidated loss and their consolidated cash flows for the year ended on that date.

#### Other Matters

We did not audit the financial statements of one subsidiary whose financial statements reflect total assets of Rs.90562 lacs as at March 31, 2015, total revenues of Rs.14010 lacs and net cash flows amounting to Rs.1012 lacs for the year ended on that date, as considered in the consolidated financial statements. The financial statements of the subsidiary have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company & its subsidiary, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

# ASIAN HOTELS (WEST) LIMITED

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2. As required by section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements;
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014; and
  - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary, none of the directors of the Holding Company & its subsidiary are disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Group has disclosed the impact of pending litigation on its consolidated financial position in its consolidated financial statements as referred to in Note 25 read with note 31 to the consolidated financial statements;
    - (ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts; and
    - (iii) There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Holding company & its subsidiary.

For **S.S. KOTHARI MEHTA & Co.**  
Chartered Accountants  
FRN - 000756N

**ARUN K. TULSIAN**  
Partner  
Membership No. 89907

Date : May 15, 2015  
Place : New Delhi

# ASIAN HOTELS (WEST) LIMITED

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## **Annexure referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' of the Independent Auditors' Report of even date to the members of Asian Hotels (West) Limited on its consolidated financial statements as of and for the year ended March 31, 2015**

1. (a) The Holding Company and its subsidiary have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) All fixed assets have not been physically verified by the management of the holding company and its subsidiary during the year but there is a regular programme of verification which, in our opinion and the opinion of the other auditors, is reasonable having regard to the size of the Company and the nature of its assets. According to the information & explanations given to us & the other auditors, no material discrepancies were noticed on such verification as compared to book records.
2. (a) As explained to us and the other auditors, the inventories were physically verified during the year by the Management of the respective entities at reasonable intervals.  
(b) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the procedures of physical verification of inventories followed by the Management of the respective entities were reasonable and adequate in relation to the size of the respective entities and the nature of their business.  
(c) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the respective entities have maintained proper records of their inventories and no material discrepancies were noticed on such physical verification.
3. The holding company and its subsidiary have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly, clauses 3(iii) (a) & (b) of the Order are not applicable.
4. According to the information and explanations given to us and the other auditors, there are adequate internal control systems commensurate with the size of the holding company and its subsidiary and the nature of their business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our and the other auditors audit, no continuing failure to correct major weaknesses in such internal control systems has been observed.
5. In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the holding company and its subsidiary have not accepted any deposits in terms of the provisions of section 73 to 76 of the Act and/or as per directives issued by the Reserve Bank of India or any other relevant provision of the Act and the Rules framed there under.
6. According to the information and explanations given to us and the other auditors, in our opinion and the opinion of the other auditors, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 148 of the Act for the respective entity's activities. Hence, the provisions of clause 3(v) of the Order are not applicable.
7. According to the records of the Company and the information and explanations given to us and the other auditors, in respect of statutory dues of the Holding Company & its subsidiary:
  - (a) The respective entities have generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to the respective entities with the appropriate authorities. There were no material undisputed amounts payable by the respective entities in respect of such dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
  - (b) According to the records of the Holding Company & its subsidiary, there were no dues in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess which have not been deposited on account of any dispute.
  - (c) According to the information and explanations given to us and the other auditors, there is no amount required to be transferred by the Group during the year to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.
8. The Group does not have consolidated accumulated losses as at the end of the financial year. The group has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
9. In our opinion and according to the information and explanations given to us the Holding Company has not defaulted in the repayment of dues to financial institutions and banks. The Holding Company does not have any outstanding debentures.

In the opinion of other auditors and according to information and explanations given to them, the subsidiary Company has delayed in repayment of dues to financial institutions and banks. As mentioned in Note No. 4 of accompanying financial statements of the subsidiary, the term loan obtained from consortium of banks were restructured on June 16, 2014 with retrospective effect from January 1, 2014. Accordingly, non-payment of principal instalments of Rs. 347 lacs, which were due till June 16, 2014, was regularized by deferring the repayment till March 2016; and non-payment of interest instalments of Rs. 1292 lacs, which were due till June 16, 2014 was regularized by conversion into funded interest term loan and deferment of payment till June 30, 2015. The Company did not have any outstanding dues in respect of debentures during the year.

# ASIAN HOTELS (WEST) LIMITED

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10. In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the group have not given any guarantee for loans taken by others from bank or financial institutions.
11. In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, term loans taken by the holding company and its subsidiary were applied for the purpose for which the loans were obtained, where such end use have been stipulated by the lender(s).
12. To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Holding Company & its subsidiary and no fraud on the Holding Company & its subsidiary has been noticed or reported during the year nor have we or other auditors been informed of such case by the management of the respective entities.

For **S.S. KOTHARI MEHTA & Co.**  
Chartered Accountants  
FRN - 000756N

**ARUN K. TULSIAN**  
Partner  
Membership No. 89907

Date : May 15, 2015  
Place : New Delhi

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

(Rs. in Lacs)

	Notes	As at March 31, 2015		As at March 31, 2014	
<b>EQUITY AND LIABILITIES</b>					
<b>1. SHAREHOLDERS' FUNDS</b>					
a. Share Capital	2	1,145.83		1,145.83	
b. Reserves and Surplus	3	21,506.80	22,652.63	28,754.78	29,900.61
<b>2. MINORITY INTEREST</b>			2,958.20		4,514.91
<b>3. NON-CURRENT LIABILITIES</b>					
a. Long-term Borrowings	4	71,394.84		58,550.09	
b. Deferred Tax Liabilities (Net)	5	2,944.94		3,083.87	
c. Other Long term Liabilities	6	10,460.42		9,235.86	
d. Long Term Provisions	7	314.99	85,115.19	361.85	71,231.67
<b>4. CURRENT LIABILITIES</b>					
a. Short Term Borrowings	8	762.86		2,486.73	
b. Trade Payables	9	2,302.40		1,112.52	
c. Other Current Liabilities	10	4,675.50		11,061.68	
d. Short Term Provisions	7	293.74	8,034.50	333.00	14,993.93
			<b>118,760.52</b>		<b>120,641.12</b>
<b>ASSETS</b>					
<b>5. NON-CURRENT ASSETS</b>					
a. <b>Fixed assets</b>	11				
i. Tangible Assets		99,119.73		102,692.30	
ii. Intangible Assets		266.79		299.61	
iii. Capital work-in-progress		30.75	99,417.28	182.56	103,174.47
b. Long Term Loans and Advances	12	13,541.66		13,087.64	
c. Other Non Current Assets		–	13,541.66	3.39	13,091.03
<b>6. CURRENT ASSETS</b>					
a. Current Investments	13	–		0.13	
b. Inventories	14	788.28		1,244.94	
c. Trade Receivables	15	1,523.69		1,277.70	
d. Cash and Cash Equivalents	16	2,070.96		437.89	
e. Short-term Loans and Advances	12	1,338.99		1,377.91	
f. Other Current Assets	17	79.66	5,801.58	37.05	4,375.62
			<b>118,760.52</b>		<b>120,641.12</b>

**SIGNIFICANT ACCOUNTING POLICIES**

1 - 46

Accompanying notes form an integral part of the Financial Statements

As per our report of even date

For & on behalf of the Board

For **S.S. KOTHARI MEHTA & CO.**

Chartered Accountants

**ARUN K. TULSIAN**

Partner

Membership No. 89907

Place : New Delhi

Dated : May 15, 2015

**SUSHIL KUMAR GUPTA**

Chairman &  
Managing Director

DIN : 00006165

**RAKESH KUMAR AGGARWAL**

Chief Financial Officer

**SANDEEP GUPTA**

Executive  
(Whole-Time) Director

DIN : 00057942

**NIKHIL SETHI**

Company Secretary  
Membership No. A-18883

# ASIAN HOTELS (WEST) LIMITED

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

(Rs. in Lacs)

	Notes	Year ended March 31, 2015	Year ended March 31, 2014
<b>1. INCOME</b>			
a. Revenue From Operations	18	27,447.28	13,969.63
Less : Excise Duty		7.02	7.14
		27,440.26	13,962.49
b. Other Income	19	263.06	30.55
<b>Total Revenue</b>		<b>27,703.32</b>	<b>13,993.04</b>
<b>2. EXPENSES</b>			
a. Consumption of Provisions, Beverages, Smokes and Others	20	3,236.85	1,309.96
b. Employee Benefit Expenses	21	5,987.47	3,633.36
c. Finance Cost	22	9,531.95	2,538.59
d. Depreciation and Amortization Expense	11	4,938.24	1,085.82
e. Other Expenses	23	12,781.40	6,684.14
<b>Total Expenses</b>		<b>36,475.91</b>	<b>15,251.87</b>
<b>3. Loss before tax and exceptional items</b>		<b>(8,772.59)</b>	<b>(1,258.82)</b>
Less : exceptional items	30	–	859.91
Less : Adjustment on Consolidation		–	(168.13)
<b>4. Loss before Tax</b>		<b>(8,772.59)</b>	<b>(1,950.60)</b>
<b>5. Tax expense</b>			
i. Current Tax		29.81	139.00
ii. Earlier Year Tax		–	41.56
iii. Deferred Tax charge/(Credit)		(138.08)	84.93
		(108.27)	265.49
<b>6. Loss after Tax</b>		<b>(8,664.32)</b>	<b>(2,216.09)</b>
<b>Minority Share of Profit/(Loss)</b>		(1,556.71)	(315.60)
<b>Loss for the Year</b>		<b>(7,107.61)</b>	<b>(1,900.49)</b>
<b>Earning per Equity Share (Nominal value per Share Rs. 10/-) (Refer Note no. 39)</b>			
i. Basic		(62.03)	(16.59)
ii. Diluted		(62.03)	(16.59)

### SIGNIFICANT ACCOUNTING POLICIES

1 - 46

Accompanying notes form an integral part of the Financial Statements.

As per our report of even date

For **S.S. KOTHARI MEHTA & CO.**  
Chartered Accountants

**ARUN K. TULSIAN**  
Partner  
Membership No. 89907

Place : New Delhi  
Dated : May 15, 2015

For & on behalf of the Board

**SUSHIL KUMAR GUPTA**  
Chairman &  
Managing Director  
DIN : 00006165  
**RAKESH KUMAR AGGARWAL**  
Chief Financial Officer

**SANDEEP GUPTA**  
Executive  
(Whole-Time) Director  
DIN : 00057942  
**NIKHIL SETHI**  
Company Secretary  
Membership No. A-18883

# ASIAN HOTELS (WEST) LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

(Rs. in Lacs)

	2014-15	2013-14
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
[a] <b>Net Profit before Tax</b>	<b>(8,773.13)</b>	<b>(1,950.59)</b>
<i>Adjustment for:</i>		
Depreciation	4,935.82	1,085.82
(Profit)/Loss on sale of fixed assets	51.54	46.34
Loss on Sale of Investment	-	859.91
Dividend Income on Investment	(4.42)	(0.56)
Interest Paid	9,531.95	2,499.20
Interest Earned	(22.72)	(9.13)
	<b>14,492.17</b>	<b>4,481.57</b>
[b] <b>Operating profit before working capital charges</b>	<b>5,719.04</b>	<b>2,530.98</b>
<i>Adjustments for:</i>		
(Increase)/Decrease in Inventories	456.65	(307.08)
(Increase)/Decrease in Trade Receivables	(310.01)	(778.56)
(Increase)/Decrease in Loans and Advances	(70.92)	838.22
Increase/(Decrease) in Trade Payables	(1,897.86)	590.91
Increase/(Decrease) in Provisions and Other Liabilities	(224.03)	7,164.50
	<b>(2,046.18)</b>	<b>7,507.99</b>
[c] <b>Cash generated from operations</b>	<b>3,672.86</b>	<b>10,038.96</b>
Direct taxes paid (Net)	(331.99)	(386.43)
Net cash from Operating Activities (A)	<b>3,340.87</b>	<b>9,652.53</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	(1,547.22)	(76,864.90)
<b>Capital Work in Progress</b>	-	-
Deduction/( addition) during the year	-	60,240.16
Increase/(Decrease) in advance for capital goods	-	1,875.90
Sale of fixed assets	316.27	5,256.10
Sale/(Purchase) of Investments	0.13	(147.73)
Dividend/ Interest Income on Investment	4.42	0.56
<b>Net Cash from Investing Activities (B)</b>	<b>(1,226.40)</b>	<b>(9,639.91)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceed/(Repayment of Long Term Borrowing)	16,229.46	(148.50)
Proceed/(Repayment of Short Term Borrowing)	(7,201.62)	2,124.31
Interest Paid	(9,531.95)	(2,010.93)
Interest Earned	22.72	9.13
<b>Net Cash from Financing activities [C]</b>	<b>(481.39)</b>	<b>(25.99)</b>
<b>Net Increase/ (Decrease) in Cash Equivalent [A+B+C]</b>	<b>1,633.08</b>	<b>(13.37)</b>
Cash and Cash equivalent (Beginning of the year)	437.89	451.26
Cash and Cash equivalent (End of the year)	<b>2,070.98</b>	<b>437.89</b>

Notes:

- Figures in bracket represent Cash Outflow.
- Previous Year's figures have been regrouped/rearranged wherever necessary.

As per our report of even date

For & on behalf of the Board

For **S.S. KOTHARI MEHTA & CO.**

Chartered Accountants

**ARUN K. TULSIAN**

Partner

Membership No. 89907

Place : New Delhi

Dated : May 15, 2015

**SUSHIL KUMAR GUPTA**

Chairman &  
Managing Director

DIN : 00006165

**RAKESH KUMAR AGGARWAL**

Chief Financial Officer

**SANDEEP GUPTA**

Executive  
(Whole-Time) Director

DIN : 00057942

**NIKHIL SETHI**

Company Secretary  
Membership No. A-18883



# ASIAN HOTELS (WEST) LIMITED

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CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

## NOTE: 1

### 1. SIGNIFICANT ACCOUNTING POLICIES:

#### a. Basis of Accounting

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified under section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared under the historical cost convention on accrual basis. The accounting policies have been consistently applied by the Company.

#### b. Use of Estimates

The preparation of financial statements is in conformity with Generally Accepted Accounting Principles requiring management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from the estimates.

#### c. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- i. Revenue from rendering of hospitality services is recognized when the related services are performed.
- ii. Interest income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.
- iii. Dividend income from investments is recognized when the Company's right to receive payment is established.
- iv. Income from hiring of vehicles is recognized on accrual basis on the basis of agreed rate.
- v. License fee from sub license rights are recognized on accrual basis over the period of space/sub licensing agreement.

#### d. Income in Foreign Exchange

The bills for services rendered are raised in Indian Rupees. The payment received in foreign currency against these bills is credited and accounted for at the rate / rates prevalent on the date of receipt of payment. The gains / losses arising out of fluctuation in the exchange rates are accounted for on realization from bank.

#### e. Interest on Income Tax Refunds / Demands

It is accounted for as income in the year when granted and as tax expense when determined by the tax authorities.

#### f. Claims Recoverable

Claims recoverable are accrued only to the extent as admitted by the parties.

#### g. Expenses remittable in foreign exchange

These are charged based on invoices (including for earlier years) as approved and accepted by the appropriate authorities as applicable.

#### h. Foreign Exchange Transactions

Transactions in foreign currency are recorded at the exchange rates prevailing at the time of the transaction, while those remaining unsettled at the year-end are translated at the year-end rates resulting in exchange differences being recognized as income /expenses (net).

Foreign Currency balances at the year-end are converted at the year-end rate of exchange except those covered by forward cover contracts in respect of foreign currency loans, which are converted at the contracted forward rates.

#### i. Employee Benefits

- i. Provision for gratuity and leave encashment are based on actuarial valuation as on the date of the Balance Sheet. The valuation is done by approved actuary using projected unit credit method.
- ii. All employees are covered under contributory provident fund benefit of a contribution of specified percentage of salary. It is a defined contribution scheme and the contribution is charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no obligations other than the contributions payable to the respective fund.

#### j. Taxation

- i. Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid

# ASIAN HOTELS (WEST) LIMITED

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## CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal/adjustment of timing differences of earlier years.

- ii. Deferred Tax is provided during the year, using the liability method on all temporary differences at the Balance Sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes in accordance with mandatory Accounting Standard (AS-22).
- iii. Deferred Tax asset is recognized only to the extent that there is a reasonable certainty that sufficient taxable profit will be available against which such deferred tax asset can be realized.
- iv. Deferred Tax asset and liability are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the Balance Sheet date.

### k. Fixed Assets and Depreciation

#### i. Fixed Assets

Fixed assets are stated at cost of acquisition or construction or at revalued amounts, net of impairment loss if any, less depreciation/ amortization. Cost represents the direct expenses incurred on acquisition /construction of the assets and the relative share of indirect expenses relating to construction allocated in proportion to the direct costs involved.

#### ii. Depreciation

- a. Depreciation as per straight line method is charged in the accounts.
- b. The charge is on the basis of useful lives as prescribed under Schedule II to the Companies Act, 2013 pro rata from the month of purchase. If the asset is purchased on or before the 15th of month, depreciation is charged from the month of purchase, otherwise depreciation is charged from the month following the month of purchase.

### l. Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments or short-term investments. All other investments are classified as long-term investments. Current investments are valued at the lower of cost and fair value. Changes in the carrying amount of current investments are recognized in the Statement of Profit and Loss. Long-term investments are valued at cost, less any provision for diminution, other than temporary, in the value of such investments; decline, if any, is charged to the Statement of Profit and Loss. Cost comprises cost of acquisition and related expenses such as brokerage and stamp duties.

### m. Inventory

- i. Inventory is valued at cost or net realizable value, whichever is lower.
- ii. Shares held as Stock-in-trade are valued at cost or market value whichever is lower.
- iii. Net realizable value is estimated selling/ realizable value in the normal course of business less cost of completing the sale.

Cost is determined on weighted average basis.

### n. Leases/License

#### When the Company is the lessee/licensee

Leases/License where the lessor/licensor effectively retains substantially all the risks and benefits of ownership of the leased/licensed item, are classified as operating leases/license. Operating lease/license payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease/license term.

#### When the Company is the lessor/licensor

Assets subject to operating leases/license are included in fixed assets. Lease/License income is recognized in the Statement of Profit and Loss on a straight-line basis over the lease/licensed term. Costs including depreciation are recognized as an expense in the Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the Statement of Profit and Loss.

### o. Impairment

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, each asset/ group of assets is identified for which there are separately identifiable cash flows (cash generating units).

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

**p. Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**q. Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank, cash/ cheques in hand and fixed deposits with banks with maturity period of three months or less.

**r. Dividend**

Dividend proposed on equity shares, if any, is accounted for pending approval at the Annual General Meeting.

**s. Provisions and contingent liabilities**

Provisions are recognized for present obligations of uncertain timing or amount arising as a result of a past event where a reliable estimate can be made and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events, are also disclosed as contingent liabilities unless the probability of outflow of resources embodying economic benefit is remote.

**t. Borrowing Costs**

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognized as an expense in the period in which they are incurred.

**u. Principles of Consolidation**

The Consolidated financial statements have been prepared in accordance with Accounting Standard 21 (AS-21) – “Consolidated Financial Statements”. The Consolidated financial statements comprise the financial statements of Asian Hotels (West) Limited and its subsidiary Aria Hotels & Consultancy Services Private Limited (Aria) (81.58% Stake), Incorporated in India.

	As at March 31, 2015	As at March 31, 2014
	(Rs. in lacs)	(Rs. in lacs)

**NOTE -2**

**SHARE CAPITAL**

**AUTHORISED**

i.	14,000,000 (Previous year 14,000,000) Equity Shares of Rs. 10/- each	1,400.00	1,400.00
ii.	11,000,000 (Previous year 11,000,000) Preference Shares of Rs. 10/- each	1,100.00	1,100.00
		<b>2,500.00</b>	<b>2,500.00</b>

**ISSUED, SUBSCRIBED & PAID UP**

i.	11,458,303 (Previous year 11,458,303) Equity Shares of Rs. 10/-each fully paid up*	1,145.83	1,145.83
		<b>1,145.83</b>	<b>1,145.83</b>

\* Include 11,401,782 equity shares issued pursuant to the Scheme of Arrangement and Demerger approved by the Hon'ble High Court of Delhi vide Order date January 13, 2010.

**a. Reconciliation of the Shares outstanding at the beginning and at the end of reporting period**

	As at March 31, 2015		As at March 31, 2014	
	No of Shares	Rs. in lacs	No of Shares	Rs. in lacs
<b>i. Equity Shares of Rs 10/- each fully paid up</b>				
Balance at the beginning of the year	11,458,303	1,145.83	11,458,303	1,145.83
Add: Issued during the year	-	-	-	-
Balance at the end of the year	<b>11,458,303</b>	<b>1,145.83</b>	11,458,303	1,145.83

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

**b. Rights, restrictions and preferences attached to each class of Share**

The Company has two class of Shares i.e Equity and Preference having a par value of Rs. 10/- each. Each holder of Equity Shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The distribution will be in proportion to the number of Equity Shares held by the Shareholders.

Subject to the provisions of the Investment Agreement entered into between the Company, its subsidiary & the investors ( IL&FS Group), statutory and other approvals, if any, the Company and the subsidiary company – M/s Aria Hotels & Consultancy Services Private Limited( Aria) had to provide the investors ( IL&FS Group) the exit option after March 31, 2013 by way of merger of the company with Aria or swap of investors' securities with the equity shares of AHWL or otherwise, not exceeding 14% of the paid up equity of the Company, on fully diluted basis, which is under discussion with the investor.

**c.** During the last five years, the Company has not issued any bonus shares nor are there any shares bought back and issued for consideration other than cash.

**d. Details of Shareholders holding more than 5% shares in the company**

Name of shareholder	As at March 31, 2015		As at March 31, 2014	
	No of Shares	% holding	No of Shares	% holding
D.S.O. Limited	5,336,880	46.58	5,336,880	46.58
	As at March 31, 2015		As at March 31, 2014	
	(Rs. in lacs)		(Rs. in lacs)	

**NOTE - 3**

**RESERVES & SURPLUS**

**A. Capital Reserve on Consolidation**

Balance at the beginning of the year	2,974.61		2,289.57	
Add: Transferred during the year	–	2,974.61	685.04	2,974.61

**B. Capital Redemption Reserve**

Balance at the beginning of the year	990.00		990.00	
Add: Transferred during the year	–	990.00	–	990.00

**C. Debenture Redemption Reserve**

Balance at the beginning of the year	1,131.25		1,581.25	
Less: Transferred to Statement of Profit & Loss	(1,131.25)	–	(450.00)	1,131.25

**D. Securities Premium Reserve**

Balance at the beginning of the year	144.36		144.36	
Add: Received during the year	–		–	
Less: Expenses incurred on issue of shares	–	144.36	–	144.36

**E. General Reserve**

Balance at the beginning of the year	15,653.24		15,653.24	
Add: Transferred from Tourism Development Utilised Reserve	–	15,653.24	–	15,653.24

**Surplus/(Deficit) in the Statement of Profit and Loss**

Balance at the beginning of the year	7,861.32		8,904.27	
Add: Transfer from Debenture Redemption Reserve	1,131.25		450.00	
Add: Adjustment on Consolidation	–		608.61	
Less: Depreciation on account of change in useful lives of assets as per Companies Act, 2013.	(3.32)		–	
Add: Deferred tax related to depreciation charged	0.86		–	
Add: Profit for the year	(7,107.61)		(1,900.48)	
	1,882.50		8,062.40	

Less: Appropriations

a. Transfer to General Reserve	–		–	
b. Proposed Dividend on Equity Shares	114.58		171.87	
c. Dividend Distribution tax	23.33	1,744.59	29.21	7,861.32
		21,506.80		28,754.78

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

	As at March 31, 2015			As at March 31, 2014		
	Non-Current	Current	Total	Non-Current	Current	Total
	(Rs. In Lacs)			(Rs. In Lacs)		
<b>NOTE - 4</b>						
<b>LONG-TERM BORROWINGS</b>						
A Secured						
a. Debentures						
i. Non Convertible Debentures of Rs. 10 lacs each#	-	-	-	2,625.00	1,900.00	4,525.00
b. Term Loans from						
i. Banks*	69,600.30	985.71	70,586.02	54,095.18	1,174.69	55,269.87
ii. Banks - Vehicle Loans **	87.04	52.88	139.92	107.41	56.97	164.38
c. Lease Rental Discounting Loan***	1,500.50	222.00	1,722.50	1,722.50	222.00	1,944.50
B Unsecured from (\$)						
Chairman & Managing Director	207.00	-	207.00			
<b>Total</b>	<b>71,394.84</b>	<b>1,260.60</b>	<b>72,655.44</b>	<b>58,550.08</b>	<b>3,353.66</b>	<b>61,903.74</b>
Amount disclosed under the head "Other Current Liabilities" Refer Note No - 10 as :						
Current Maturities of Long-Term Debts	-	(1,260.60)	(1,260.60)		(3,353.66)	(3,353.66)
<b>Total</b>	<b>-</b>	<b>(1,260.60)</b>	<b>(1,260.60)</b>	<b>-</b>	<b>(3,353.66)</b>	<b>(3,353.66)</b>
<b>Net Amount</b>	<b>71,394.84</b>	<b>-</b>	<b>71,394.84</b>	<b>58,550.08</b>	<b>-</b>	<b>58,550.08</b>

## Nature of Security and Terms of Repayment

### Debentures

- # 1,000 rated, taxable, secured, redeemable, non-convertible debentures (NCD) of Rs.10 lacs each aggregating to Rs.10,000 lacs were issued to Kotak Mahindra Bank Limited on private placement basis on June 25, 2010. M/s IDBI Trusteeship Services Limited, Mumbai was appointed as the Debenture Trustee to the aforesaid NCD's. The rate of interest on these NCDs has been linked to Kotak Mahindra Banks Prime lending Rate (PLR) less 5% p.a. The outstanding balance is Rs. NIL as on March 31,2015 (Previous year 4,525 lacs) . These NCDs were redeemed on June 25, 2014 in terms of Kotak Mahindra Bank Letter dated June 10, 2014 exercising the put/call option as per terms of issue.

### Term Loans

- \* Term loans originally obtained from Kotak Mahindra Bank Limited have been rescheduled vide letter dated 10th June 2014. After Rescheduling of Loan, following facilities are used by the Company over the tenure of facility, repayable by way of 48 unequal quarterly installments starting from June 2015 to May 2018 ranging from Rs.161 Lacs to Rs. 876 Lacs.

	Sanctioned Amount	Outstanding amount as at March 31, 2015
Kotak Mahindra Loan- (Originally Sanctioned amount of Rs. 31 Crores)	2,600.00	2555.36
Kotak Mahindra Loan A/c	1,800.00	1765.90
Kotak Mahindra Loan A/c	4,525.00	4439.30
Kotak Mahindra Loan(Purchase of Commercial Space)	1,953.39	1916.39
Kotak Mahindra Loan(Purchase of Office Space)	1,187.40	1164.90
Kotak Mahindra Prime Ltd.	3,500.00	3500.00
Kotak Mahindra Loan	842.55	826.55
<b>Grand Total</b>	<b>16,408.35</b>	<b>16,168.41</b>

# ASIAN HOTELS (WEST) LIMITED

## CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

- \* During the last year, the Company was sanctioned additional borrowing facilities aggregating to Rs. 3500.00 Lacs from the Kotak Mahindra Prime Limited which was fully availed as on 31st March, 2015 repayable by way of 50 unequal quarterly installments starting from Jan. 2015 ranging from Rs.50.00 Lacs to Rs. 70.83 Lacs.

The above facilities are inter alia secured by first pari passu charge on all existing and future current assets, moveable fixed assets and immoveable properties being land & building of Hotel Hyatt Regency, Mumbai and by Personal Guarantee of Mr. Sushil Gupta, Chairman and Managing Director.

- \* Term loans originally obtained from above Consortium of banks (with the Union Bank of India as lead bank) amounting to Rs. 45,005.14 Lacs have been restructured on June 16, 2014 with retrospective effect from 1st January 2014 (i.e. Cut off Date) Accordingly principal repayment of loan was deferred till March 2016 and interest on these loans were deferred till June 30, 2015 (i.e. funded interest term loan -FITL). These term loan carry interest rate of 12.25% w.e.f January 27, 2015

(Rs. In Lacs)

Original term loan	45,005.14
Add: Interest on above loan (i.e. FITL) till March 31, 2015	7,001.31
Add: Additional term loan availed during the year	2,411.16
Add: LRD loan outstanding	1,722.50
Total outstanding	<u>56,140.11</u>

- \* The term loans are repayable in 52 structured unequal quarterly installments, as per the repayment schedule, the first installment is payable from 31st March 2016 and FITL is repayable in 28 structured unequal quarterly installments, as per the repayment schedule, the first instalment is payable from 30th September 2015.

- \* Secured Term Loans including FITL are secured by way of 1st pari passu charge on the under mentioned:

- A first mortgage and charge on all the Company's immoveable properties pertaining to the Project, both present and future (save and except Project Site) subject to first pari-passu charge in favour of Union Bank of India for Lease Rental Discounting (LRD) loan as below and excluding charge on commercial space to be Sub Licensed on long term basis covering 45% of total commercial area being sub Licensed for a long period i.e. Non-cancellable tenure of > 15 years).
- A first charge on the movable fixed assets and pertaining to the Project, both present and future (save and except Current Assets);
- A second charge on all Current Assets, including but not limited to stock, receivables in respect of the Project, both present and future provided that first charge may be created in favour of working capital lender with respect to working capital facilities;
- A second charge over all bank accounts, excluding the Escrow Account, or any account in substitution thereof and any other accounts and all funds from time to time deposited therein and in all Authorised Investments or other securities representing all amounts credited thereto;
- A first charge over the Escrow Account, (or any account in substitution thereof), including without limitation, any other accounts and all funds from time to time deposited therein and in all Authorised Investments or other securities representing all amounts credited thereto;
- A first charge on all intangibles of the Company including but not limited to goodwill, rights, undertakings and uncalled capital, present and future;
- An assignment by way of security:
  - of the right, title and interest of the Company in, to and under the Project Documents;
  - of the right, title and interest of the Company in, to and under all the contracts, the approvals and Insurance Contracts; and
  - of the right, title and interest of the Company in, to and under any letter of credit, guarantee including contractor guarantees and liquidated damages and performance bond provided by any party to the Project Documents.
  - assignment of all rights, titles, benefits arising out of the grant of license to the Company as per the Development Agreement between DIAL and the Company dated July 4, 2009
- Irrevocable and unconditional personal guarantee of Mr. Sushil Gupta, Chairman and Managing Director

- \*\*\* Lease Rental Discounting (LRD) Loan from Union Bank of India is secured by first pari-passu charge over fixed assets of the Company and priority charge over lease rentals receivable by the Company from three of its sub Licensee. LRD repayable in 108 monthly installments i.e. Rs.1,850,000 every month, the first installment is payable from 31st January, 2014. The loan carries interest rate of 13.25% p.a. payable on monthly basis.

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

## Unsecured Loan :

\$ As per the sanction letter of term loan given by Kotak Mahindra Bank Limited, Mr. Sushil Kumar Gupta (Promoter) has infused subordinated interest free unsecured loan repayable after the term loans from the bank have been fully repaid.

## Vehicle Loans :

\*\* The outstanding balance of Rs. 139.93 lacs as on March 31, 2015 (Previous year 164.40 lacs) from bank/corporate body against Vehicle / Equipment loans are secured by hypothecation of vehicles and equipments. The outstanding balance as on March 31, 2015 is repayable upto December, 2019 on monthly installments ranging from Rs.0.99 lacs to Rs. 1.07 lacs.

(Rs. in Lacs)

	As at March 31, 2015	Charge/ (Credit) during the year	As at March 31, 2014
<b>NOTE- 5</b>			
<b>DEFERRED TAX LIABILITIES (NET)</b>			
<b>A. Deferred Tax Liabilities</b>			
i. Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	4,627.44	(1,423.44)	3,203.99
	<u>4,627.44</u>	<u>(1,423.44)</u>	<u>3,203.99</u>
<b>B. Deferred Tax Assets#</b>			
i. Impact of expenses for retirement benefits charged to the statement of profit and loss in the current year but allowed for tax in future years	152.77	(36.40)	116.37
ii. Impact of expenditure allowable u/s 35DD of the Income Tax Act, 1961	1.87	1.87	3.75
iii. Unabsorbed depreciation	1,527.85	(1,527.85)	-
	<u>1,682.50</u>	<u>(1,562.38)</u>	<u>120.12</u>
<b>Net Deferred Tax Liability</b>	<u><u>2,944.94</u></u>	<u><u>(138.94)*</u></u>	<u><u>3,083.87</u></u>

# In view of the fact that there is no virtual certainty supported by convincing evidence in Aria Hotels & Consultancy Services Private Limited, that there will be sufficient taxable income in the near future against which deferred tax asset arising on unabsorbed depreciation/carry forward business losses can be realised, deferred tax asset has been recognised only to the extent of deferred tax liabilities.

\* Includes Rs. 0.86 lacs adjusted out of retained earnings.

## NOTE - 6

### OTHER LONG TERM LIABILITIES

Security Deposits *	10,460.42	9,235.86
	<u>10,460.42</u>	<u>9,235.86</u>

\*Security deposit received represents interest free refundable security deposit received against sub-license agreements for commercial space in hotel premises.

	As at March 31, 2015		As at March 31, 2014	
	Long Term	Short Term	Long Term	Short Term
<b>NOTE - 7</b>				
<b>PROVISIONS</b>				
<b>A. Provision for Employee Benefits</b>				
i. Gratuity (Refer Note No. 37)	233.56	128.66	212.69	105.00
ii. Leave Encashment (Refer Note No. 37)	81.43	27.17	89.14	26.92
<b>B. Other Provisions</b>				
i. Proposed Dividend (including Dividend Distribution Tax)	-	137.91	-	201.08
ii. Rent Equalisation Payable	-	-	60.02	-
	<u>314.99</u>	<u>293.74</u>	<u>361.85</u>	<u>333.00</u>

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

	As at March 31, 2015 (Rs. in lacs)	As at March 31, 2014 (Rs. in lacs)
<b>NOTE - 8</b>		
<b>SHORT TERM BORROWINGS</b>		
<b>Secured :</b>		
Loans repayable on Demand-From Banks on Cash Credit (Secured)*	731.11	936.73
Working Capital Demand Loan	-	1,000.00
Vehicle Loan**	31.75	-
<b>Unsecured :</b>		
Loans and Advances from the related parties#	-	550.00
<b>Total</b>	<b>762.86</b>	<b>2,486.73</b>
The outstanding balance of Rs. 211.66 lacs as on March 31,2015 (Previous year 293.18 lacs) out of sanctioned limit of Rs. 500 lacs is secured by way of exclusive charge on all existing and future current assets of Hotel Hyatt Regency, Mumbai and by personal guarantee of Mr Sushil Kumar Gupta, Chairman and Managing Director.		
*Secured by first charge by way of hypothecation on current assets and second charge on 'immovable property. Cash Credit facility currently carries an interest rate of 12.25%		
**Loan obtained from Kotak Mahindra Prime Ltd. Repayable in 59 equated montly installments of Rs. 69,148 beginning from March 1, 2015		
# Includes due to		
- Director		275.00
- Firm in which the director is a partner		150.00
- Relatives To Director		125.00

## NOTE - 9

### TRADE PAYABLES

Trade Payables*	2,302.40	1,112.52
<b>Total</b>	<b>2,302.40</b>	<b>1,112.52</b>
* Includes due to Micro, Small and Medium enterprises(Refer Note No.-38) (to the extent information is available with the company)	-	14.24

## NOTE - 10

### OTHER CURRENT LIABILITIES

a. Current Maturities of Long-term debt (Refer Note - 4)	1,260.60	3,353.66
b. Share Application Money pending refund	-	418.65
c. Advance From Customers	488.59	284.59
d. Advance recieved for transfer of commercial Space under lease	-	50.00
e. Sundry Creditors for Capital Goods (including retention money)	1,273.50	3509.59
f. Unpaid Dividend*	21.21	18.29
g. Interest accrued but not due	177.79	688.63
h. Interest accrued and due on loans	22.20	-
i. Book Overdraft	-	117.06
j. Others	-	33.29
k. Other Payables		
i. Withholding & Other Taxes	381.39	815.10
ii. Expenses	886.62	1,532.93
iii. Accrued Salaries & Benefits	163.60	239.90
<b>Total</b>	<b>4,675.50</b>	<b>11,061.68</b>

\* There are no amounts due and outstanding to be credited to the Investor Education & Protection Fund.



# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

## NOTE - 11 FIXED ASSETS

(Rs. in Lacs)

Particulars	Tangible Assets							Intangible Assets		Capital work in Progress**
	Land - Freehold	Land - Leasehold	Buildings	Furniture Fixture & Furnishings	Plant & Machinery	Vehicles	Total	Software	Total	
<b>Gross Block</b>										
<b>As At March 31, 2013</b>	<b>10,331.76</b>	<b>3.78</b>	<b>17,709.61</b>	<b>3,147.33</b>	<b>10,557.59</b>	<b>831.26</b>	<b>42,581.29</b>	<b>10.40</b>	<b>10.40</b>	<b>60,422.72</b>
Additions	10.31	-	47,779.51	8,511.12	20,211.18	48.98	76,561.11	303.79	303.79	40.01
Sales /Adjustment /Transfer	1,044.45	-	2,854.23	421.05	1,487.33	63.81	5,870.87	10.40	10.40	60,280.17
<b>As At March 31, 2014</b>	<b>9,297.62</b>	<b>3.78</b>	<b>62,634.89</b>	<b>11,237.40</b>	<b>29,281.44</b>	<b>816.43</b>	<b>113,271.53</b>	<b>303.79</b>	<b>303.79</b>	<b>182.56</b>
Additions	-	10.30	749.58	215.07	463.85	91.82	1,530.62	16.59	16.59	-
Sales /Adjustment /Transfer			93.41	177.95	169.00	41.83	482.19	0.19	0.19	151.81
<b>As At March 31, 2015</b>	<b>9,297.62</b>	<b>14.08</b>	<b>63,291.06</b>	<b>11,274.52</b>	<b>29,576.30</b>	<b>866.43</b>	<b>114,319.96</b>	<b>320.20</b>	<b>320.20</b>	<b>30.75</b>
<b>Depreciation</b>										
As at March 31, 2013	-	-	2,510.07	2,570.89	4,656.17	334.60	10,071.73	4.70	4.70	-
Charge for the year*	-	-	319.82	129.28	551.70	80.43	1,081.23	4.59	4.59	-
<b>Sales /Adjustment / Transfer</b>	<b>-</b>	<b>-</b>	<b>127.64</b>	<b>143.84</b>	<b>253.42</b>	<b>48.83</b>	<b>573.73</b>	<b>5.11</b>	<b>5.11</b>	<b>-</b>
As at March 31, 2014	-	-	2,702.25	2,556.33	4,954.45	366.20	10,579.23	4.18	4.18	-
Charge for the year	-	-	1,125.67	1,077.26	2,617.55	67.75	4,889.01	49.23	49.23	-
<b>Charge to opening reserve</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.80</b>	<b>1.52</b>	<b>-</b>	<b>3.32</b>	<b>-</b>	<b>-</b>	<b>-</b>
Sales /Adjustment /Transfer	-	-	0.77	164.44	78.71	27.41	271.33	-	-	-
<b>As at March 31, 2015</b>	<b>-</b>	<b>-</b>	<b>3,827.15</b>	<b>3,470.94</b>	<b>7,494.81</b>	<b>406.53</b>	<b>15,200.23</b>	<b>53.41</b>	<b>53.41</b>	<b>-</b>
<b>Net Block</b>										
<b>As at March 31, 2014</b>	<b>9,297.62</b>	<b>3.78</b>	<b>59,932.65</b>	<b>8,681.07</b>	<b>24,326.99</b>	<b>450.23</b>	<b>102,692.30</b>	<b>299.61</b>	<b>299.61</b>	<b>182.56</b>
<b>As at March 31, 2015</b>	<b>9,297.62</b>	<b>14.08</b>	<b>59,463.92</b>	<b>7,803.58</b>	<b>22,081.48</b>	<b>459.89</b>	<b>99,119.73</b>	<b>266.79</b>	<b>266.79</b>	<b>30.75</b>

\* Depreciation for the previous year is net of excess depreciation of earlier years written back amounting to Rs. 14,25,306/- pursuant to change in depreciation policy of the subsidiary, Aria Hotels & Consultancy Services Pvt. Ltd. from written down value method to straight line method.

\*\* The opening gross block of fixed assets in Aria Hotels & Consultancy Services Private Limited as at 1st April, 2014 includes borrowing & processing cost capitalise during the previous year ended March 31, 2014 for Rs. 15538.69 lacs. Building in Aria Hotels & Consultancy Services Private Limited with opening gross block of Rs. 47777.38 lacs has been consummated on DIAL site as per Development Agreement.

As at March 31, 2015		As at March 31, 2014	
Non Current	Current	Non Current	Current
(Rs.in lacs)		(Rs.in lacs)	

## NOTE - 12

### LOANS AND ADVANCES (unsecured considered good)

<b>Capital Advances</b>	-	<b>34.73</b>	49.42	-
<b>A. Security Deposits #</b>	<b>12,879.97</b>	<b>7.26</b>	12,879.98	5.33
<b>B. Others</b>				
i. Advances recoverable in cash or in kind				
a. Considered good	-	<b>528.91</b>	-	424.91
b. Considered doubtful	-	-	-	-
Less : Provision for doubtful advances	-	-	-	-
ii. Prepaid Expenses	<b>202.80</b>	<b>390.25</b>	-	311.40
iii. Advance to Suppliers/Contractors	-	<b>224.03</b>	-	174.71

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

	As at March 31, 2015		As at March 31, 2014	
	Non Current	Current	Non Current	Current
	(Rs.in lacs)		(Rs.in lacs)	
iv. Advance to Employees	8.32	9.40	9.85	3.86
v. Advance Tax (Net of Provision for Tax Rs. 1,206 lacs (Previous year Rs. 1,176.20 lacs))	450.57	–	148.39	–
vi. Balances with Statutory Authorities	–	144.41	–	457.70
	<b>13,541.66</b>	<b>1,338.99</b>	13,087.64	1,377.91

# In subsidiary Company Aria Hotels & Consultancy services Private Limited, in terms of the Development Agreement with DIAL, to secure the payment of the annual Licence Fee and the performance of all other obligations under the Development Agreement, it was agreed to pay to DIAL an interest free Security Deposit refundable at the expiry of the term of the said Agreement unless extended.

	As at	As at
	March 31, 2015	March 31, 2014
	(Rs. in lacs)	(Rs. in lacs)
<b>NOTE - 13</b>		
<b>CURRENT INVESTMENTS</b>		
<b>Non-Trade Investments (Valued at cost unless stated otherwise)</b>	–	–
<b>MUTUAL FUNDS</b>		
Nil (Previous Year 1305.08 ) units of Rs. 10 each of HDFC Cash Management Fund-TAP-Retail	–	0.13
	–	0.13
Cost of quoted investments	–	0.13
Market value of quoted investments	–	0.13

## NOTE -14

### INVENTORIES

(As Taken, Valued and Certified by the Management)

i. Wines & Liquor	291.13	354.35
ii. Provisions, Other Beverages and Smokes	76.28	87.36
iii. Crockery, Cutlery, Silverware, Linen etc.	125.96	704.51
iv. General Stores and Spares	290.96	95.61
v. Shares in Trade	3.95	3.12
<b>Total</b>	<b>788.28</b>	<b>1,244.94</b>

## NOTE - 15

### TRADE RECEIVABLES (Unsecured, considered good unless otherwise stated)

#### A. OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTHS FROM THE DUE DATE

i. Considered Good	89.89	108.41
ii. Considered Doubtful	–	–
Less: Provision for Doubtful Debts	–	–

#### B. OUTSTANDING FOR A PERIOD LESS THAN SIX MONTHS FROM THE DUE DATE

i. Considered Good	1,433.80	1,169.29
<b>Total</b>	<b>1,523.69</b>	<b>1,277.70</b>

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

	As at March 31, 2015		As at March 31, 2014	
	Non Current	Current	Non Current	Current
	(Rs. in lacs)		(Rs. in lacs)	
<b>NOTE - 16</b>				
<b>CASH AND CASH EQUIVALENTS</b>				
<b>A. Cash and Cash Equivalents</b>				
i. Balances with banks in Current Accounts	-	975.54	-	315.48
-Deposits with original maturity of less than 3 months	-	500.61	-	0.55
ii. Cash on hand	-	16.75	-	19.39
iii. Cheques in hand	-	75.95	-	44.27
	-	<b>1,568.85</b>	-	<b>379.69</b>
<b>B. Other Bank Balances</b>				
i. Dividend Accounts	-	21.21	-	18.29
ii. Deposits with original maturity of more than 12 months	0.90	-	-	-
iii. Deposits with original maturity for more than 3 months but less than 12 months	-	480.00	-	39.91
	0.90	501.21	-	58.20
	0.90	<b>2,070.06</b>	-	<b>437.89</b>
*includes under lien against bank guarantee issued to				
- Indraprastha Gas Limited	-	-	-	39.01
- Value added tax Authorities	0.90	-	-	0.90

## NOTE - 17

### OTHER ASSETS

Unbilled Revenue	-	71.89	-	36.62
Rent Equalisation Receivable	-	-	3.39	-
Interest accrued on fixed deposits	-	7.77	-	0.43
	-	<b>79.66</b>	3.39	<b>37.05</b>

Year Ended March 31, 2015	Year Ended March 31, 2014
(Rs. in lacs)	(Rs. in lacs)

## NOTE - 18

### REVENUE FROM OPERATIONS

#### SALE OF SERVICES

i. Rooms	14,368.92	8,813.07
ii. Wines and Liquor	1,778.25	663.82
iii. Food, Other Beverages, Smokes & Banquets	8,409.76	3,578.22
iv. Communications	109.34	115.68
Sub License Fees (including maintenance fee)	1,023.24	-
v. Others	1,757.77	798.84
<b>Total</b>	<b>27,447.28</b>	<b>13,969.63</b>

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

	Year Ended March 31, 2015	Year Ended March 31, 2014
	(Rs. in lacs)	(Rs. in lacs)
<b>NOTE - 19</b>		
<b>OTHER INCOME</b>		
i. Interest Income from fixed deposits with banks	22.72	9.13
ii. Dividend Income from current investments	4.42	0.56
iii. Rental Income	146.05	–
iv. Provision written back	56.63	–
v. Miscellaneous Income	33.24	20.86
<b>Total</b>	<b>263.06</b>	<b>30.55</b>

**NOTE - 20**  
**CONSUMPTION OF PROVISIONS, BEVERAGES, SMOKES AND OTHERS**

**A. WINES & LIQUOR**

Opening Stock	354.35	84.84
Add : Purchases	489.40	598.91
	<b>843.76</b>	<b>683.75</b>
Less : Closing Stock	291.13	354.35
Less: Trial Run Consumption	–	122.89
	<b>552.62</b>	<b>206.51</b>

**B. FOOD, PROVISIONS, OTHER BEVERAGES AND SMOKES**

Opening Stock	87.36	30.94
Add : Purchases	2,673.15	1,589.72
	<b>2,760.51</b>	<b>1,620.66</b>
Less : Closing Stock	76.28	87.36
Less: Trial Run Consumption	–	429.85
	<b>2,684.23</b>	<b>1,103.45</b>
<b>Total</b>	<b>3,236.85</b>	<b>1,309.96</b>

**NOTE - 21**

**EMPLOYEE BENEFIT EXPENSES**

i. Salaries, Wages, Allowances & Commission	4,291.93	2,525.95
ii. Contribution to Gratuity, Provident and Other Funds	329.68	223.10
iii. Staff Welfare Expenses *	437.53	351.94
iv. Contract Labour & Services	928.33	532.37
<b>Total</b>	<b>5,987.47</b>	<b>3,633.36</b>
*includes:		
Cost of provisions consumed in staff cafeteria	–	150.88

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

	Year Ended March 31, 2015	Year Ended March 31, 2014
	(Rs. in lacs)	(Rs. in lacs)
<b>NOTE - 22</b>		
<b>FINANCE COST</b>		
a. Interest on		
i. Debentures	144.89	767.07
ii. Term Loans	8,422.72	1,681.82
iii. Vehicle loans	13.82	18.76
iv. Self Assessment Tax	–	6.19
v. Cash Credit Facility	100.62	25.36
vi. Others	155.88	–
b. Other Borrowing Costs	694.01	39.39
<b>Total</b>	<b>9,531.95</b>	<b>2,538.59</b>

## NOTE – 23

### OTHER EXPENSES

i. Consumption of Linen, Crockery/Cutlery, and other Supplies/Services	1,173.40	422.27
ii. Fuel, Power and Light (Net)	3,216.12	1,447.82
iii. Repairs, Maintenance and Refurbishing*	1,445.44	909.54
iv. Rent/License Fee	823.18	119.88
v. Rates and Taxes	782.68	309.96
vi. Insurance	105.72	74.61
vii. Directors' Sitting Fee	9.16	8.64
viii. Legal and Professional Expenses	496.76	324.47
ix. Music & Television	54.48	69.18
x. Artist Fee	1.04	0.85
xi. Stationery and Printing	100.18	77.01
xii. Travelling and Conveyance	783.75	425.02
xiii. Communication Expenses	179.96	109.72
xiv. Technical Services	1,253.19	568.20
xv. Advertisement and Publicity	831.25	741.91
xvi. Commission and Brokerage	1,050.17	784.88
xvii. Charity & Donation	15.48	4.18
xviii. Gain/Loss on Trading of Shares/Derivatives	–	1.47
xix. Loss on Sale of Investment	–	–
xx. Loss on Fixed Assets Sold/Discarded (Net)	49.11	46.34
xxi. Provision for dimunition in value of deposits	–	33.30
xxii. Recruitment & Training	72.61	48.65
xxiii. Gain/Loss on foreign exchange	13.27	31.11
xxiv. Equipment Hire Charges	53.58	4.70
xxv. Miscellaneous	270.87	120.42
<b>Total</b>	<b>12,781.40</b>	<b>6,684.14</b>

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

	Year Ended March 31, 2015	Year Ended March 31, 2014
	(Rs. in lacs)	(Rs. in lacs)
*includes:		
Repairs & Maintenance - Buildings	512.39	277.78
Repairs & Maintenance - Plant & Machinery	740.06	351.69
Repairs & Maintenance - Others	192.98	280.08

## 25. Contingent Liabilities not provided for in respect of:

		(Rs. in Lacs)	
S. No.	Particulars	Amount As At March 31, 2015	Amount As At March 31, 2014
i.	Duty Saved against Export obligation*	2725.41	3476.45
ii.	Corporate Guarantees on behalf of Subsidiaries	2834.79	2834.79
iii.	Show cause Notices raised by Service Tax Authorities and contested by the company.	512.00	512.00
iv.	Claim not acknowledged as debts**	-	104.92
v.	Property Tax Demand ( Refer Note 31 )	670.86	550.72
vi.	Stamp Duty Matter***	-	-

\* The Group had imported certain capital goods under the EPCG Licenses obtained for imports. As against licensed imports, the Company has undertaken a future export obligation to earn additional foreign exchange which stands at Rs 20,630 lakhs as on 31st March 2015 (Previous Year: 22,134.94 lakhs).

\*\* Represent interest demand from Delhi International Airport (P) Ltd (DIAL) paid during the year.

\*\*\* The Group has received a show cause notice under the Indian Stamp Act, 1899 stating that the stamp duty is payable on development agreement for the use of land given by Delhi International Airport (P) Ltd. (DIAL). However as per legal advice obtained by the company, there are reasonable chances that there will not be any liability on company on account of the above as the Development Agreement with DIAL is in the nature of License. The Company has filed a writ petition before the Hon'ble High Court of Delhi (HC) and the HC has granted ex-parte interim stay.

26. Pursuant to the Scheme of Arrangement & Demerger, Hyatt Regency, Mumbai was transferred to and vested in the Company. The Company has applied to the concerned authority for adjudication of stamp duty applicable on conveyance of the property title in favour of the Company, which has not been ascertained. Maximum liability which could be levied is estimated at Rs. 1500 Lacs.

## 27. Capital and other Commitments :

(Rs. in Lacs)

Particulars	2014-15	2013-14
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	48.06	66.20
Undrawn Loan Commitments	1423.27	8863.32
Other Commitments	173.21	163.12

28. In terms of requirement of Clause 1(C) of Section II of Part II of Schedule XIII to the Companies Act, 1956 the Company has obtained approval dated 6th September, 2013 from Ministry of Corporate Affairs under section 198, 309(3), 310 r/w Section 637A & 367AA of the Companies Act, 1956 for payment of remuneration to the Managerial Personnel in the absence of adequate profits. The same for the year has been accounted for in terms of the approval. Further Mr. Sushil Gupta, Chairman & Managing Director of the company is being paid remuneration effective from 1st November in terms of Special Resolution passed by the company.

29. Company has received refund of Rs. 55.56 lacs out of Rs. 95.94 lacs towards the amount paid under protest for the Service Tax demand raised in earlier years. The petition is already filed with Tribunal Authorities for refund of remaining amount and hence been included under Loans and Advances as "Balance with Statutory Authorities". The matter was heard on April 15, 2015. The case has been decided in Company favour for refund of the balance amount.

# ASIAN HOTELS (WEST) LIMITED

## CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

30. In the previous year Company had transferred 9,998,186 equity shares of face value of Rs 10 each and 1,344,408 Optionally Cumulative Convertible Preference shares of face value of Rs 10 each of Inovia Hotels & Resort Limited, the subsidiary company, held as non-current investment, to Fleur Hotels (P) Limited for consideration of Rs. 89,119,387/- & Rs. 29,056,451/- respectively resulting in loss of Rs. 85,990,854 which had been disclosed as Exceptional Item in the Statement of Profit & Loss.
31. (A) The Company has received property tax demand of Rs. 569.18 lacs from Mumbai Municipal Corporation ("MMC" based on capital value system which is retrospectively from April 01, 2010, out of which, the Company has already booked and paid Rs. 302.63 lacs in books of accounts pertaining to the period financial year 2010-11 to financial year 2014-15. Hotels & Restaurant Association (Maharashtra) has filed a writ application in the High Court of Bombay against the new capital value system. Hon'ble High Court has passed an interim Order on February 24, 2014 directing all petitioners to pay municipal property tax at pre-amended rates plus 50% of the differential tax between rateable value system and capital value system. Final decision of Hon'ble High Court is pending. Meanwhile company has made provision as per interim High Court Order for the demand raised by MMC in the financial statements.
- (B) In Aria Hotels & Consultancy Services Pvt. Ltd., the subsidiary Company, Property Tax demand raised by South Delhi Municipal Corporation for the period 2009-10 to 2013-14. The Company has challenged the said notice and has filed an appeal with the Hon'ble High Court of Delhi, inter alia on grounds of the jurisdiction of the South Delhi Municipal Corporation and non provision of the infrastructural services by the said authority. The Company is hopeful of obtaining a favorable order in this regard.
32. As the Group is engaged in only one segment of Hotel business, the disclosure requirements of Accounting Standard (AS-17) on "Segment Reporting" are not applicable.
33. (A) Future commitments in respect of minimum lease payments payable for non-cancellable operating leases (other than land) entered into by the Group:

(Rs. in Lacs)

S. No.	Particulars	As at	As at
		March 31, 2015	March 31, 2014
a.	Not later than one year	923.97	875.80
b.	Later than one year and not later than five years	4,232.82	4,012.15
c.	Later than five years	30,009.58	31,094.21

- (B) Future Commitments in respect of minimum payments (Sub-License Fees) receivable in case of non-cancellable agreement entered into by the Group with various parties:

(Rs. in Lacs)

S. No.	Particulars	As at	As at
		March 31, 2015	March 31, 2014
a.	Not later than one year	345.16	843.02
b.	Later than one year and not later than five years	497.31	1483.45
c.	Later than five years	2,159.31	2381.59

34. Auditors Remuneration (Exclusive of Service Tax):

(Rs in Lacs)

Particulars	Year ended	Year ended
	March 31, 2015	March 31, 2014
a. Statutory Audit Fee	20.00	13.50
b. Tax Audit Fee	2.75	2.75
c. Limited Review Fee	7.00	4.50
d. Reimbursement of Expenses	0.52	—
<b>Total</b>	<b>30.27</b>	<b>20.75</b>

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

35. The Group has classified the various benefits provided to employees as under:-

**1. Defined contribution plans**

a. Provident fund

**2. Defined benefits plans**

a. Contribution to Gratuity fund

b. Compensated absences – Earned leave

In accordance with Accounting Standard 15, actuarial valuation was done in respect of the aforesaid defined plans based on the following assumptions: -

**Economic Assumptions**

The discount rate and salary increases assumed are key financial assumptions and are considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.

**Discount Rate**

The discounting rate is based on the gross redemption yield on medium to long-term risk free investments. For the current valuation a discount rate of 8 % p.a. compound, has been used.

**Salary Escalation Rate**

The salary escalation rate usually consists of at least three components, viz. Regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company's philosophy towards employee remuneration are also taken into account. Again a long- term view as to the trend in salary increase rates is taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

a. The following tables set out the unfunded status of the gratuity plan and earned leave and amounts recognized in the Company's financial statements as at March 31, 2015

**i. Change in benefit obligations:**

(Rs. in Lacs)

Particulars	Gratuity (Unfunded)		Compensated absences Earned leave (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Present value of obligations as at the beginning of the year	317.69	279.02	116.05	95.24
Current service cost	55.46	58.43	43.98	56.89
Interest cost	25.57	22.32	9.57	7.61
Benefit Paid	-8.34	-37.23	-43.31	-16.54
Actuarial (gain)/ loss on obligation	-28.18	-4.84	-17.69	-27.13
<b>Present value of obligations as at the year end</b>	<b>362.20</b>	<b>317.70</b>	<b>108.60</b>	<b>116.05</b>

**ii. Expenses recognized in the Statement of Profit and Loss :**

Particulars	Gratuity (Unfunded)		Compensated absences Earned leave (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Current Service cost	55.46	58.43	43.98	56.89
Interest cost	25.57	22.32	9.57	7.61
Actuarial (gain)/loss recognized during the year	-28.18	-4.84	-17.69	-27.13
Net charge/(credit)	52.85	75.91	35.86	37.37



# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

iii. Amount recognized in balance Sheet :

(Rs. in Lacs)

Particulars	Gratuity (Unfunded)		Compensated absences Earned leave (Unfunded)	
	2014-15	2013-14	2014-15	2013-14
Present value of obligations as at the end of the year	362.20	317.70	108.60	116.05
Fair value of plan assets as at the end of the period	-	-	-	-
Funded status / Difference	-362.22	-317.70	-108.60	-116.05
Excess of actual over estimated	-	-	-	-
Unrecognized actuarial (gain)/ losses	-	-	-	-
Net assets/ (liability) recognized in the balance sheet	-362.22	-317.70	-108.60	-116.05

iv. Bifurcation of PBO at the end of year

Particulars	Gratuity (Unfunded)		Compensated absences Earned leave (Unfunded)	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
Current liability	128.66	105.00	27.17	26.91
Non-Current liability	233.56	212.69	81.43	89.14
Total PBO at the end of year	362.22	317.70	108.60	116.05

v. Disclosure as required by Para 120(n) of AS-15

Particulars	Gratuity (Unfunded)				
	14-15	13-14	12-13	11-12	10-11
Present value of obligation as at the end of period	362.22	317.70	283.11	242.71	204.72
Fair value of plan assets at the end of the period	-	-	-	-	-
Surplus / (Deficit)	362.22	-317.70	-283.11	-242.71	-204.72
Experience adjustment on plan Liabilities (loss) / gain	6.39	4.83	0.22	4.06	1.18
Experience adjustment on plan Assets (loss) / gain	-	-	-	-	-

Particulars	Compensated absences Earned leave (Unfunded)				
	14-15	13-14	12-13	11-12	10-11
Present value of obligation as at the end of period	108.60	116.05	98.10	60.67	45.21
Fair value of plan assets at the end of the period	-	-	-	-	-
Surplus / (Deficit)	-108.60	-116.05	-98.10	-60.67	-45.21
Experience adjustment on plan Liabilities (loss) / gain	3.19	27.13	5.43	6.02	3.22
Experience adjustment on plan Assets (loss) / gain	-	-	-	-	-

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

**vi. Principal Actuarial Assumptions:**

Particulars	Refer Note	Year ended below March 31,2015	Year ended March 31,2014
Discount rate (p.a.)	1	8%	8%
Salary escalation rate (p.a.)	2	7%	7%

**Notes:**

1. The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of obligations.
2. The estimates of future salary increases considered take into account the inflation, seniority, promotion and other relevant factors.
3. The gratuity plan and earned leave are unfunded.

**Demographic assumptions:**

- a. Retirement age 58 - 60 years
- b. Mortality rate

Published rates under LIC (1994-96) mortality table.

36. In accordance with the Accounting Standard on "Related Party Disclosures" (AS-18), the disclosures in respect of Related Parties and transactions with them, as identified and certified by the management, are as follows: -

**List of related parties**

**(i) Investor in Aria Hotels & Consultancy Services Pvt. Ltd.**

- IIRF India Realty XVI limited, Mauritius, the Associate Company (a company of IL&FS Group)

**(ii) Key Management Personnel**

- Mr. Sushil Kumar Gupta (Chairman & Managing Director)
- Mr. Sudhir Chamanlal Gupta (Executive (Whole-Time) Director)
- Mr. Sandeep Gupta (Executive (Whole-Time) Director)
- Mr. Rakesh Kumar Aggarwal (Group Chief Financial Officer w.e.f. 28th May 2014)
- Mr. Nikhil Sethi (Company Secretary)
- Mrs. Nupur Garg (Company Secretary)
- Mr Kishore Verma (Company Secretary till 31st March 2014)

**(iii) Relative of Key Management Personnel**

- Mrs. Vinita Gupta ( Wife of Chairman & Managing Director )
- Sukriti Gupta (Daughter of Executive (Whole-Time) Director)
- Sidharth Aggarwal (Son of Mr. Rakesh Kumar Aggarwal)

**(iv) Entities over which Directors and their relatives can exercise significant influence**

- Eden Park Hotels Private Limited
- Aria Investments & Holdings Limited, Mauritius
- M/s Bhasin & Co.
- M/s Chaman Lal S. Gupta
- Godfrey Philips India Ltd
- Aria International Limited
- Export Trade Corporation, Hong Kong
- CLG Hotels and Resorts Private Limited

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

## Balances outstanding/transactions with related parties

(Rs. in Lacs)

Particulars	Key Management Personnel	Relative of Key Management Personnel	Entities Controlled By Directors & their relatives	Total
<b>A. Transactions during the year</b>				
<b>(i) Purchases/Services availed during the year</b>				
Bhasin & Co	– (–)	– (–)	<b>11.94</b> (12.13)	<b>11.94</b> (12.13)
Sidharth Aggarwal	– (–)	<b>3.61</b> (–)	– (–)	<b>3.61</b> (–)
Sukriti Gupta	– (–)	<b>6.00</b> (3.50)	– (–)	<b>6.00</b> (3.50)
<b>(ii) Purchase of Fixed Assets</b>				
Eden Park Hotels Private Ltd	– (–)	– (–)	– (26.70)	– (26.70)
<b>(iii) Sales/Services Provided during the year</b>				
Godfrey Philips India Ltd	– (–)	– (–)	<b>11.54</b> (7.15)	<b>11.54</b> (7.15)
<b>(iv) Expenses Paid</b>				
Eden Park Hotels Private Ltd	– (–)	– (–)	– (36.63)	– (36.63)
Aria International Limited	– (–)	– (–)	<b>67.61</b> (46.69)	<b>67.61</b> (46.69)
<b>(v) Sale of Fixed Assets</b>				
Eden Park Hotels Private Ltd	– (–)	– (–)	– (2.00)	– (2.00)
<b>(vi) Advances Received Back</b>				
Mr. Nikhil Sethi	<b>1.20</b> (1.20)	– (–)	– (–)	<b>1.20</b> (1.20)
<b>(vii) Advances Received</b>				
Mr. Sushil Kumar Gupta	<b>207</b> (590)	– (–)	– (–)	<b>207</b> (590)
M/s Chaman Lal S. Gupta	– (–)	– (–)	– (170)	– (170)
Mrs. Vinita Gupta	– (–)	– (200)	– (–)	– (200)
Mr. Sandeep Gupta	– (1.87)	– (–)	– (–)	– (1.87)
Chaman Lal S. Gupta	– (–)	– (–)	– (150)	– (150)
<b>(viii) Advances Repaid</b>				
Mr. Sushil Kumar Gupta	<b>275</b> (315)	– (–)	– (–)	<b>275</b> (315)
M/s Chaman Lal S. Gupta	– (–)	– (–)	<b>150</b> (170)	<b>150</b> (170)

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

(Rs. in Lacs)

Particulars	Key Management Personnel	Relative of Key Management Personnel	Entities Controlled By Directors & their relatives	Total
Mrs. Vinita Gupta	– (–)	125 (75)	– (–)	125 (75)
Mr. Sandeep Gupta	– (1.87)	– (–)	– (–)	– (1.87)
<b>(ix) Managerial remuneration/Salary</b>				
Mr. Sushil Kumar Gupta	107.76 (99.52)	– (–)	– (–)	107.76 (99.52)
Mr. Sudhir Gupta	90.24 (86.40)	– (–)	– (–)	90.24 (86.40)
Mr. Sandeep Gupta	90.24 (86.40)	– (–)	– (–)	90.24 (86.40)
Mr. Nikhil Sethi	29.09 (23.53)	– (–)	– (–)	29.09 (23.53)
Mr. Rakesh Kumar Aggarwal	43.37 (–)	– (–)	– (–)	43.37 (–)
Mrs Nupur Garg	9.21 (–)	– (–)	– (–)	9.21 (–)
<b>B. Balances outstanding at the year end</b>				
<b>(i) Account Payable</b>				
Bhasin & Co.	– (–)	– (–)	1.76 (0.13)	1.76 (0.13)
Mr. Sushil Kumar Gupta – Subordinated loan	207 (275)	– (–)	– (–)	207 (275)
M/s Chaman Lal S. Gupta	– (–)	– (–)	– (150)	– (150)
Mrs. Vinita Gupta	– (–)	– (125)	– (–)	– (125)
<b>(ii) Account Receivable/Security Deposit</b>				
Mr. Nikhil Sethi	4.40 (5.60)	– (–)	– (–)	4.40 (5.60)
<b>(iii) Share Application Money Refunded</b>				
Aria Investments & Holdings Limited, Mauritius	– (–)	– (–)	418.65 (463.31)	418.65 (463.31)
<b>(iv) Share Application Money Received Pending allotment/refund</b>				
Aria Investments & Holdings Limited, Mauritius	– (–)	– (–)	– (881.96)	– (881.96)

Note : Previous Year Figure has been shown in bracket

## 37. Dividend

The Board of Directors have proposed a Dividend of 10% (Previous Year 15%) i.e. dividend of Rs. 1/- per equity share (Previous Year Rs. 1.5/- per share) subject to approval of the shareholders at the ensuing Annual General Meeting.

# ASIAN HOTELS (WEST) LIMITED

## CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

38. Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006 to the extent of information available with the Group:

Particulars	(Rs. in Lacs)	
	2014-15	2013-14
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	–	14.24
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	–	–
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	–	–
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	–	–
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	–	–
<b>Total</b>	<b>–</b>	<b>14.24</b>

39. **Earnings Per Share**

Basic earnings per equity share have been computed by dividing net profit after tax by the weighted average number of equity shares outstanding for the year.

S. No.	Particulars	Units	Year ended March 31, 2015	Year ended March 31, 2014
a.	Net profit/ (loss) after tax	Rs./ Lacs	(7,107.26)	(1900.48)
b.	Weighted average of number of equity shares used in computing basic earnings per share	No.	11,458,303	11,458,303
c.	Basic earnings per share	Rs.	(62.03)	(16.59)
d.	Weighted average of number of equity shares including potential dilutive shares*	No.	11,458,303	11,458,303
e.	Diluted earnings per share	Rs.	(62.03)	(16.59)

\*Subject to the provisions of Investment Agreement, Statutory and other approvals, if any the Company and the subsidiary company - M/s Aria Hotel & Consultancy Services Private Limited (Aria) had to provide the investors (IL&FS Group) the exit option after March 31, 2013. However, since the option is under deliberation with the investor and not concluded and subject to certain conditions/ approvals, with number of share not being determined, impact of future dilutive potential equity shares has not been considered in calculating diluted per share.

Potential equity shares arising out of conversion of CCPS and OCPS in ARIA Have not been considered as they are anti-dilutive in nature.

40. Details of share held as Stock- in- trade is as under:

Name of the Company	(Rs. in Lacs)			
	No. of Shares		Cost/Market Value whichever is lower	
	As at March 31, 2015	As at March 31, 2014	As at March 31, 2015	As at March 31, 2014
ICICI Bank Limited	350	70	1.10	0.87
Reliance Capital Limited	500	500	2.12	1.73
State Bank of India	270	27	0.72	0.52
<b>Total</b>			<b>3.95</b>	<b>3.12</b>

# ASIAN HOTELS (WEST) LIMITED

CONSOLIDATED NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS OF AND FOR THE YEAR ENDED MARCH 31, 2015

## 41. Foreign Currency Exposures

The amount of foreign currency exposures that are not hedged by a derivative instrument or otherwise are as under:-

Particulars	Foreign Currency (FC)	Amount in FC	Rs. in Lacs
Accounts payable	USD	16,00,094	998.79
		(11,37,200)	(700.18)
Accounts receivable		83268	51.90
		(55,091)	(34.15)

There is no hedged foreign currency exposure.

Figures in brackets relate to the previous year.

42. Due to adoption of depreciation rates on the basis of useful life as prescribed under Schedule II of the Companies Act, 2013, depreciation charged for the year is higher by Rs 1,820 lakhs as compared to the depreciation rates charged during previous year. Further, written down value of fixed assets whose lives have expired as at 1st April, 2014 amounting to Rs. 3.32 lakhs have been adjusted, from the retained earnings in accordance with provisions of Schedule II to the Companies Act, 2013
43. There are no present obligations requiring provisions in accordance with the guiding principles as enunciated in Accounting Standard 29 on "Provisions, Contingent Liabilities & Contingent Assets".
44. The Group has not recognized any loss on impairment in respect of assets of the Company as is required in terms of Accounting Standard 28 on "Impairment of Assets" since in the opinion of the Management, the reduction in value of any asset, to the extent required, has already been provided for in the books.
45. During the year, the Company has incurred an amount of Rs. 14.85 lacs towards Corporate Social Responsibility expenditure. Amount of Rs. 11.42 lacs has remained unspent at the close of the year to be spent in future
46. Previous year figures have been regrouped / rearranged wherever considered necessary to make them comparable with current year's figures.

As per our report of even date

For & on behalf of the Board

For **S.S. KOTHARI MEHTA & CO.**

Chartered Accountants

**ARUN K. TULSIAN**

Partner

Membership No. 89907

Place : New Delhi

Dated : May 15, 2015

**SUSHIL KUMAR GUPTA**

Chairman &  
Managing Director

DIN : 00006165

**RAKESH KUMAR AGGARWAL**

Chief Financial Officer

**SANDEEP GUPTA**

Executive  
(Whole-Time) Director

DIN : 00057942

**NIKHIL SETHI**

Company Secretary  
Membership No. A-18883



**ASIAN HOTELS (WEST) LIMITED**

**CIN: L55101DL2007PLC157518**

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