

FOURTEENTH ANNUAL REPORT 2015-16

BOARD OF DIRECTORS

UMESH SARAF
PADAM KUMAR KHAITAN
AMIT MODI
PAWAN KUMAR KAKARANIA
SOUMYA SAHA (till 7th April, 2016)

MANAGER

NIROD BARAN MAHATA

CHIEF FINANCIAL OFFICER

BIMAL KUMAR JHUNJHUNWALA

COMPANY SECRETARY

SAUMEN CHATTOPADHYAY

AUDITORS

M/S. KSMN & COMPANY
CHARTERED ACCOUNTANTS
21, LANSDOWNE PLACE,
KOLKATA - 700 029.

BANKERS

IDBI BANK LIMITED

REGISTERED OFFICE

GJS HOTELS LIMITED
C/O. ASIAN HOTELS (EAST) LIMITED,
HYATT REGENCY KOLKATA
JA-1, SECTOR-III, SALT LAKE CITY,
KOLKATA - 700 098, WEST BENGAL
TEL: 033 2517 1009/ 1012, FAX: 033-2335 8246
CIN: U55101WB2002PLC160608

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the 14th Annual Report of the Company together with the audited financial statements of the Company for the financial year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS

Your Company's performance for the year ended 31st March, 2016 is summarised as under:

Particulars	For the year ended 31st March 2016 (Rs.)	For the year ended 31st March 2015 (Rs.)
Profit / (Loss) before tax	11,46,651	(860,079)
Tax Expenses -		
Current Tax (including earlier years)	952	-
Deferred Tax	-	-
Profit/(Loss) for year	11,45,699	(860,079)

TRANSFER TO RESERVES

The Company has not transferred any amount to General Reserve during the financial year 2015-16.

DIVIDEND

Your Board does not recommend payment of any dividend.

BUSINESS OVERVIEW AND OPERATING PERFORMANCE

The profit after tax during the financial year 2015-16 is Rs. 11,45,699 as compared to loss of Rs. (8,60,079) during financial year 2014-15.

Your Board is exploring various options to build a luxury 5 star deluxe hotel at Bhubaneswar, Odisha. Present plot of land at Bhubaneswar is not suitable for such hotel. Feasibility study findings are being reviewed to explore various possibilities. During the year, the loan amount invested in subsidiary company namely Robust Hotels Private Limited, owning Company of Hyatt Regency, Chennai was repaid in full by your holding company.

SUBSIDIARY COMPANY

The Company has one subsidiary namely Robust Hotels Private Limited (Robust), owning company of Hyatt Regency Chennai.

Robust Hotels Private Limited (Robust) at Chennai has shown improved performance during the year under review. Revenue has increased to Rs. 95.07 crores as against Rs. 89.34 crores in the previous year. Room occupancy has increased to 67% as compared 59% in the previous year. EBDITA has increased to Rs. 25.18 crores from Rs. 21.50 crores. Robust could meet the principal re-payment of the lender amounting to Rs. 4.70 crores out of internal accruals during the year. Robust has for the first time since commencing business made cash profit (PBDT) of Rs. 2.92 crores. Your directors are hopeful of better performance of Robust in the current financial year also.

In terms of proviso to sub section (3) of Section 129 of the Companies Act, 2013, a report on the performance and financial position of the subsidiary of the Company as set out in the prescribed Form AOC-1 is annexed herewith and marked as **Annexure-I** to this report.

MEETING OF THE BOARD

Five (5) meetings of the Board of Directors were held during the year. These were held on 16th April, 2015, 27th May, 2015, 30th July, 2015, 30th October, 2015 and 10th February 2016.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Umesh Saraf (DIN No.:00017985) retires by rotation and being eligible, offers himself for reappointment at the ensuing Annual General Meeting. Mr. Soumya Saha (DIN No.:02949845) has resigned as a Director of the Company with effect from 7th April, 2016. The Board appreciates the service rendered by Mr. Soumya Saha as the Director of the Company during his tenure.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

During the year, Ms. Ritu Chandak and Ms. Shalini Ghatak have tendered their resignation as a Company Secretary. Mr. Saumen Chattopadhyay, Chief Legal Officer & Company Secretary of the holding company i.e. Asian Hotels (East) Limited, has also been appointed as Company Secretary of the Company w.e.f 13th April, 2016, pursuant to the provisions of Section 203 of the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended 31st March, 2016 and state that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to materials departures, if any;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year under review and of the profit or loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

COMPOSITION OF AUDIT COMMITTEE

The Audit Committee comprises three (3) Directors amongst which two (2) are Independent Non-Executive Directors, namely Mr. Amit Modi and Mr. Pawan Kumar Kakarania and one (1) is Non-Independent, Non-Executive Director namely Mr. Umesh Saraf. Recommendations made by the Audit Committee were accepted by the Board.

NOMINATION & REMUNERATION POLICY

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration as required under Section 178 of the Companies Act, 2013. The Nomination & Remuneration Policy of the Company is annexed herewith marked as **Annexure II** to this Report.

AUDITORS & AUDITORS' REPORT

M/s. KSMN & Company, Chartered Accountants (Firm Registration No. 001075N) was appointed as Statutory Auditors of the Company at the Annual General Meeting (AGM) held on 28th July, 2014 to hold office upto the conclusion of the sixth consecutive Annual General Meeting subject to ratification by the members at every Annual General Meeting. Their appointment was ratified at the last AGM held on 31st July, 2015. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM. The notes on accounts referred to in the Auditors' Report are self-explanatory and therefore, do not call for any further comments.

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has no particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

PATICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITY PROVIDED

Particulars of loans given, investments made, guarantees given and securities provided have been disclosed in the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There were no contracts or arrangements entered into by the Company in accordance with the Section 188 of the Companies Act, 2013. Information on transactions with related parties under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are provided in the accompanying financial statements.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as **Annexure-III** to this Report.

PARTICULARS OF EMPLOYEES

The Company has no employee falling under the categories mentioned in Rules 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

INTERNAL FINANCIAL CONTROL

Adequate internal financial controls have been laid down by the Company. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The Company has not adopted any policy on internal financial control as formulation of policy on internal financial control of the Company does not apply to the Company.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act, 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. The Directors of the Company did not receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
6. No material changes and commitment occurred that affected the financial position of the Company between the end of the financial year to which the financial statements relate and the date of this report.
7. Development and implementation of a risk management policy including identification therein of elements of risk that may threaten the existence of the Company.
8. No policy developed and implemented by the Company on corporate social responsibility as the provision of Section 135 of the Companies Act, 2013 is not applicable to the Company.
9. Appointment of a Internal Auditor under the provisions of Section 138 of the Companies Act, 2013.
10. Appointment of a Secretarial Auditor under the provisions of Section 204 of the Companies Act, 2013.
11. Annual evaluation of the performance of the Board, Committee and individual directors by the Board.

ACKNOWLEDGEMENT

Your Directors thank the Company's employees, vendors, the Government of Odisha, shareholders and others for their continuous support and co-operation.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 23rd May 2016

Umesh Saraf **Padam Kumar Khaitan**
Director Director

ANNEXURE-I

FORM AOC-I : STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARY

Sl. No.	Particulars	Robust Hotels Private Limited
1.	Reporting currency	INR
2.	Issued and Subscribed Share capital	1,459,073,920
3.	Reserves & Surplus	1,417,531,266
4.	Total Assets	6,801,736,701
5.	Total Liabilities	6,801,736,701
6.	Investments Long Term	6,684,000
7.	Turnover	950,695,389
8.	Profit / Loss before taxation	(216,212,185)
9.	Provision for taxation	-
10.	Profit after taxation	(216,212,185)
11.	Proposed Dividend	-
12.	% of shareholding	68.06%

ANNEXURE-II

NOMINATION AND REMUNERATION POLICY

Introduction:

In terms of Section 178 of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014, all public company with a paid-up capital of ten crore rupees or more shall constitute a Nomination and Remuneration Committee (the Committee) consisting of three or more non-executive directors out of which not less than one half shall be independent directors and the Chairman of the Committee shall be an independent director.

Role of the Committee:

The role of the Committee shall be governed by the applicable provisions of the Companies Act, 2013 and rules made thereunder.

Constitution of the Nomination and Remuneration Committee:

The Board of Directors of the Company at its meeting held on 24th February, 2015 has constituted the Nomination and Remuneration Committee. The Committee comprises of following Directors:

- Mr. Pawan Kumar Kakarania - Independent Director (Chairman)
- Mr. Amit Modi - Independent Director (Member)
- Mr. Umesh Saraf - Non-Independent, Non-Executive Director (Member)

Applicability:

The Nomination and Remuneration Policy (the Policy) is applicable to Directors, Key Managerial Personnel (KMP) and Senior Management Personnel.

Frequency of Meetings:

The meetings of the Committee shall be held when required.

Secretary:

The Company Secretary shall act as Secretary of the Committee.

Policy relating to the appointment and removal of Director, KMP and Senior Management Personnel:

The appointment/ re-appointment/ removal and term/tenure of Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval and the same shall be in accordance with the provisions of the Companies Act, 2013 read with the rules made thereunder and other applicable Act, rules and regulations.

Policy relating to the remuneration for the Director, KMP and Senior Management Personnel:

The remuneration/compensation/commission/fee etc. to the Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval and the same shall be in accordance with the provisions of the Companies Act, 2013 read with the rules made thereunder and other applicable Act, rules and regulations.

Form No. MGT - 9
EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2016

[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	:	U55101WB2002PLC160608
ii) Registration Date	:	09/12/2002
iii) Name of the Company	:	GJS Hotels Limited
iv) Category / Sub-Category of the Company	:	Company limited by shares / Indian Non Government Company
v) Address of the Registered office and contact details	:	Hyatt Regency Kolkata, JA-1, Sector III, Salt Lake City, Kolkata 700098, West Bengal
vi) Whether listed company	:	No
vii) Name, Address and Contact details of Registrar and Transfer Agent	:	Nil

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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Hotel	N.A.	N.A.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	Asian Hotels (East) Ltd. Hyatt Regency Kolkata, JA-1, Sector - III, Salt Lake City, Kolkata - 700098, West Bengal	L15122WB2007 PLC162762	Holding	100%	2(46) of Companies Act, 2013
2.	Robust Hotels Private Limited 365, Annasalai, Teynampet, Chennai - 600018	U55101TN2007 PTC062085	Subsidiary	68.06%	2(87) of the Companies Act, 2013

IV. SHARE HOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares 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 Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	1,09,61,000	1,09,61,000	100%	0	1,09,61,000	1,09,61,000	100%	0
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	0	1,09,61,000	1,09,61,000	100%	0	1,09,61,000	1,09,61,000	100%	0
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	1,09,61,000	1,09,61,000	100%	0	1,09,61,000	1,09,61,000	100%	0

GJS Hotels Limited

Category of Shareholders	No. of Shares 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 Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non- Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0.00	0	0	0	0.00	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0.00	0	0	0	0.00	0.00
c) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0.00	0	0	0	0.00	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	1,09,61,000	1,09,61,000	100%	0	1,09,61,000	1,09,61,000	100%	0

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	%of total Shares of the company	%of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1.	Asian Hotels (East) Limited	1,09,60,940	99.99945262	0	1,09,60,940	99.99945262	0	0
2.	Asian Hotels (East) Limited with Mr. Umesh Saraf	10	0.00009123	0	10	0.00009123	0	0
3.	Asian Hotels (East) Limited with Mrs. Preeti Saraf	10	0.00009123	0	10	0.00009123	0	0
4.	Asian Hotels (East) Limited with Mr. Arun K Saraf	10	0.00009123	0	10	0.00009123	0	0
5.	Asian Hotels (East) Limited with Mrs. Namita Saraf	10	0.00009123	0	10	0.00009123	0	0
6.	Asian Hotels (East) Limited with Mr. Bimal K Jhunjhunwala	10	0.00009123	0	10	0.00009123	0	0
7.	Asian Hotels (East) Limited with Mr. Saumen Chattopadhyay	10	0.00009123	0	10	0.00009123	0	0

GJS Hotels Limited

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No change	No change	No change	No change
	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):	No change	No change	No change	No change
	At the end of the year	No change	No change	No change	No change

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

Sl. No.	Name	Shareholding at the beginning of the year (01.04.2015) / end of the year (31.03.2016)		Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
NA	NA	NA	NA	NA	NA

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (01.04.2015) / end of the year (31.03.2016)		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year (01.04.2015 to 31.03.2016)	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
A. Directors:								
1.	Mr. Umesh Saraf	10	0.00%	01/04/2015				
		10	0.00%	31/03/2016	0	Nil movement during the year	0	0.00%
2.	Mr. Padam K Khaitan	0	0.00%	01/04/2015				
		0	0.00%	31/03/2016	0	Nil movement during the year	0	0.00%
3.	Mr. Soumya Saha*	0	0.00	01/04/2015				
		0	0.00	31/03/2016	0	Nil movement during the year	0	0.00
4.	Mr. Amit Modi	0	0.00	01/04/2015				
		0	0.00	31/03/2016	0	Nil movement during the year	0	0.00
5.	Mr. Pawan Kumar Kakarania	0	0.00	01/04/2015				
		0	0.00	31/03/2016	0	Nil movement during the year	0	0.00
B. Key Managerial Personnel:								
1.	Ms. Sunita Singh**	0	0.00	01/04/2015				
		0	0.00	10/04/2015	0	Nil movement during the year	0	0.00
2.	Ms. Ritu Chandak***	0	0.00	10/04/2015				
		0	0.00	10/02/2016	0	Nil movement during the year	0	0.00
3.	Ms. Shalini Ghatak	0	0.00	10/02/2016				
		0	0.00	31/03/2016	0	Nil movement during the year	0	0.00
4.	Mr. Bimal K Jhunjunwala	10	0.00	01/04/2015				
		10	0.00	31/03/2016	0	Nil movement during the year	0	0.00

* Mr. Soumya Saha has tendered his resignation on 7th April, 2016.

**Ms. Sunita Singh has tendered her resignation on 10th April, 2015.

*** Ms. Ritu Chandak has tendered her resignation on 10th February, 2016.

V. INDEBTEDNESS

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

(₹ in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total(i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
Addition	NIL	NIL	NIL	NIL
Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total(i+ii+iii)	NIL	NIL	NIL	NIL

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Managing Director	Whole-time Director	Manager Mr. Nirod Baran Mahata	
1	Gross salary	NA	NA	NA	NA
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	NA	1	1
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	NA	NA	NA
2	Stock Option	NA	NA	NA	NA
3	Sweat Equity	NA	NA	NA	NA
4	Commission	NA	NA	NA	NA
	– as % of profit	NA	NA	NA	NA
	– others, specify	NA	NA	NA	NA
5	Others, please specify	NA	NA	NA	NA
	Total (A)	NA	NA	1	1
	Ceiling as per the Act	-	-	-	114569.9

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B. Remuneration to other directors

(₹ in lacs)

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount
			Padam K Khaitan	Soumya Saha*	Amit Modi	Pawan Kumar Kakarania	
	1. Independent Directors						
	- Fee for attending board committee meetings		NIL	NIL	NIL	NIL	NIL
	- Commission		NIL	NIL	NIL	NIL	NIL
	- Others, please specify		NIL	NIL	NIL	NIL	NIL
	Total (1)		NIL	NIL	NIL	NIL	NIL
	2. Other Non-Executive Directors	Umesh Saraf					
	- Fee for attending board committee meetings	NIL	NA	NA	NA	NA	NA
	- Commission	NIL	NA	NA	NA	NA	NA
	- Others, please specify	NIL	NA	NA	NA	NA	NA
	Total (2)	NIL	NA	NA	NA	NA	NA
	Total (B)=(1+2)	NIL	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	-	-	-	-	-	126026.89

* Mr. Soumya Saha resigned as Director with effect from 7th April, 2016.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Amount in ₹)

Sl. No.	Particulars of Remuneration	CEO	Key Managerial Personnel				Total
			Company Secretary		CFO		
			Ms. Sunita Singh	Ms. Ritu Chandak	Ms. Shalini Ghatak	Mr. Bimal K. Jhunjunwala	
1	Gross salary	N.A.					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		15,833	3,71,663	48,050	-	4,35,546
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961		-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-	-	-	-
2	Stock Option		-	-	-	-	-
3	Sweat Equity		-	-	-	-	-
4	Commission						
	- as % of profit		-	-	-	-	-
	- others, specify...	-	-	-	-	-	
5	Others, please specify						
	Total		15,833	3,71,663	48,050	-	4,35,546

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GJS HOTELS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **GJS HOTELS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of these standalone 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 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 the 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 control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 31st March, 2016, and its profit 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, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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;
 - e. On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial statement;
 - ii. The Company has no material foreseeable losses on long-term contracts including derivative contracts;
 - iii. No amount is required to be transferred to the Investor Education and Protection Fund by the Company.

Place of Signature: Kolkata
Date : 23rd May, 2016

For **KSMN & Company**
Chartered Accountants
Firm Registration No. 001075N
Birjesh Kumar Bansal
Partner
Membership No. 096740

Annexure A to the Independent Auditor's Report to the members of GJS HOTELS LIMITED dated 23rd May 2016

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' section

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed assets have been physically verified by the management at reasonable intervals; no material discrepancy was noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the Company.
- (ii) As the Company does not have any inventory, this clause is not applicable.
- (iii) The Company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, this clause is not applicable.
- (iv) The Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees or securities, wherever transacted and applicable.
- (v) The Company has not accepted any deposits and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder are not applicable.
- (vi) According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013. Therefore, the provision is not applicable.
- (vii) (a) The Company is regular in depositing undisputed statutory dues of income-tax and any other statutory dues to the appropriate authorities. There are no arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) There are no particulars of dues of income tax that have not been deposited on account of any dispute.
- (c) In our opinion and to the best of our knowledge and as per the explanation and information provided to us by the management upon which we have relied, the Provident fund, Employees' state Insurance, Sales tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess enactments are presently not applicable to the Company.
- (viii) The Company has no loans or borrowings from a financial institution, bank, Government or dues to debenture holders.
- (ix) No money has been raised by way of initial public offer or further public offer (including debt instruments) and term loans.
- (x) No fraud by the Company or fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The Company has not paid or provided for managerial remuneration. Hence, the related provisions are not applicable.
- (xii) The Company is not a Nidhi Company, hence clause (xii) of the Order is not applicable to the Company.
- (xiii) All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013, as applicable and the details have been disclosed in these Financial Statements as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully & partly convertible debentures during the year under review. The requirement of section 42 of the Companies Act, 2013, are thus, not required to be complied with.
- (xv) The Company has not entered into non-cash transactions with directors and persons connected with him. In this respect, the provisions of section 192 of Companies Act, 2013 need not be complied with;
- (xvi) As per the information and explanation given to us by the management of the Company in view of the principal nature of the business and nature of securities held by it considering the options vested / agreed to be vested with the Company and upon which we have relied, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Place of Signature: Kolkata
Date : 23rd May, 2016

For **KSMN & Company**
Chartered Accountants
Firm Registration No. 001075N
Birjesh Kumar Bansal
Partner
Membership No. 096740

Annexure B to the Independent Auditor's Report to the members of GJS HOTELS LIMITED dated 23rd May 2016

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(f) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting of **GJS HOTELS LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

Place of Signature: Kolkata
Date : 23rd May, 2016

For **KSMN & Company**
Chartered Accountants
Firm Registration No. 001075N
Birjesh Kumar Bansal
Partner
Membership No. 096740

GJS Hotels Limited

CIN No. - U55101WB2002PLC160608

BALANCE SHEET as at 31st March 2016

	Note	As at 31st March 2016	Amount in ₹ As at 31st March 2015
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
(a) Share Capital	3	109,610,000	109,610,000
(b) Reserves and Surplus	4	2,253,610,990	2,252,465,291
		2,363,220,990	2,362,075,291
NON-CURRENT LIABILITIES			
(a) Other Long Term Liabilities	5	3,731,418,600	3,716,175,000
(b) Long Term Provisions	6	14,452	-
		3,731,433,052	3,716,175,000
CURRENT LIABILITIES			
(a) Other Current Liabilities	7	50,125	615,205
		50,125	615,205
Total		6,094,704,167	6,078,865,496
ASSETS			
NON-CURRENT ASSETS			
(a) Fixed Assets			
Tangible Assets	8	68,539,349	54,539,349
Capital Work-in-Progress		781,731	781,731
(b) Non Current Investments	9	6,023,242,553	6,023,242,553
(c) Long Term Loans and Advances	10	220,500	2,000
		6,092,784,133	6,078,565,633
CURRENT ASSETS			
(a) Cash and Bank Balances	11	75,034	294,247
(b) Other Current Assets	12	1,845,000	5,616
		1,920,034	299,863
Total		6,094,704,167	6,078,865,496

Notes forming part of the Financial Statements

1 to 31

As per our report of even date

For **KSMN & Company**
Chartered Accountants
Firm Regn. No. 001075N

Birjesh Kumar Bansal
Partner
Membership No. 096740
Place : Kolkata
Date : 23rd May 2016

For and on behalf of the Board of Directors

Umesh Saraf
Director

Padam Kr. Khaitan
Director

Bimal Kr. Jhunjhunwala
Chief Financial Officer

Saumen Chattopadhyay
Company Secretary

GJS Hotels Limited

CIN No. - U55101WB2002PLC160608

STATEMENT OF PROFIT AND LOSS for the year ended 31st March 2016

	Note	Year Ended 31st March 2016	Amount in ₹ Year Ended 31st March 2015
INCOME			
Other Income	13	2,062,600	5,616
		2,062,600	5,616
EXPENDITURE			
Employee Benefits Expense	14	614,956	528,883
Other Expenses	15	300,993	336,812
		915,949	865,695
PROFIT / (LOSS) BEFORE TAX		1,146,651	(860,079)
TAX EXPENSES			
Current Tax (including earlier years)		219,452	-
MAT Credit		(218,500)	-
Deferred Tax		-	-
PROFIT / (LOSS) AFTER TAX		1,145,699	(860,079)
EARNINGS PER EQUITY SHARE			
(a) Basic		0.10	(0.08)
(b) Diluted		0.10	(0.08)

Notes forming part of the Financial Statements

1 to 31

As per our report of even date

For **KSMN & Company**
Chartered Accountants
Firm Regn. No. 001075N

Birjesh Kumar Bansal
Partner
Membership No. 096740
Place : Kolkata
Date : 23rd May 2016

For and on behalf of the Board of Directors

Umesh Saraf
Director

Padam Kr. Khaitan
Director

Bimal Kr. Jhunjhunwala
Chief Financial Officer

Saumen Chattopadhyay
Company Secretary

GJS Hotels Limited

CIN No. - U55101WB2002PLC160608

CASH FLOW STATEMENT for the year ended 31st March 2016

	Year Ended 31st March 2016	Amount in ₹ Year Ended 31st March 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before tax	1,146,651	(860,079)
Adjustments for :		
Liabilities Written Back	12,600	-
Operating profit/(loss) before working capital changes	1,159,251	(860,079)
Adjustment for :		
Other Current Liabilities	(577,680)	575,274
Other Long Term Liabilities	15,243,600	2,278,500,000
Short term Loans and Advances	-	1,000,000
Other Current Assets	(1,839,384)	(5,616)
Cash generated from operations	13,985,787	2,279,209,579
Direct taxes paid	205,000	-
Net Cash generated from/(used in) Operations (A)	13,780,787	2,279,209,579
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed assets/ capital work in progress	(14,000,000)	(781,731)
Investment in Non Convertible Debentures	-	(2,050,000,000)
Investment in Preferene Shares	-	(228,501,140)
Net Cash flow from/(used in) Investing Activities (B)	(14,000,000)	(2,279,282,871)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from long term borrowings	-	-
Net cash flow from/(used in) Financing Activities (C)	-	-
Net increase/(decrease) in Cash and Bank balance (A + B + C)	(219,213)	(73,292)
Cash and Bank balance at the beginning of the year	294,247	367,539
Cash and Bank balance at the end of the year	75,034	294,247

Notes:-

1. The above cash flow statement has been prepared under the indirect method set out in Accounting Standard - 3.
2. Figures in brackets indicates cash outgo.
3. Previous year figures have been regrouped/reclassified, wherever considered necessary to confirm the current year classification.

Notes forming part of the Financial Statements

1 to 31

As per our report of even date

For **KSMN & Company**
Chartered Accountants
Firm Regn. No. 001075N

Birjesh Kumar Bansal
Partner
Membership No. 096740
Place : Kolkata
Date : 23rd May 2016

For and on behalf of the Board of Directors

Umesh Saraf
Director

Padam Kr. Khaitan
Director

Bimal Kr. Jhunjhunwala
Chief Financial Officer

Saumen Chattopadhyay
Company Secretary

NOTES TO FINANCIAL STATEMENTS for the Year Ended 31st March 2016

1. Company Overview

The Company is a wholly Owned subsidiary of Asian Hotels (East) Limited which is listed in Bombay Stock Exchange and National Stock Exchange. The Company possesses leasehold land in Bhubaneswar (Odisha) for setting up a hotel. The Company has a subsidiary, Robust Hotels Private Limited that is also into hospitality business and presently operating Hyatt Regency, Chennai.

2. Basis of Preparation

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards (AS) notified under section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on a going concern basis on an accrual basis. The accounting policies have been consistently applied in company and are consistent with those used in the previous years.

2.1 Significant Accounting Policies

a. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b. Tangible 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.

c. Depreciation

Since there are no assets other than the expenditures related to land as referred above, no depreciation has been provided.

Amortization of leasehold land shall be provided on commencement of commercial operation.

d. 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.

Revenue from Interest is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend Income is recognized when rights to receive payment is established.

e. Income Taxes

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 of timing differences of earlier years.

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).

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.

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.

f. Investment

Investments that are readily realisable and intended to be held for not more than a year are classified as current 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 recognised 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. Share Application Money pending allotment of shares is classified as investments.

NOTES TO FINANCIAL STATEMENTS for the Year Ended 31st March 2016

Amount in ₹

g. 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.

Previously recognized impairment losses are reversed where the recoverable amount increases because of favorable changes in the estimates used to determine the recoverable amount since the last impairment was recognized. A reversal of an asset's impairment loss is limited to its carrying amount that would have been (net of depreciation or amortization) had no impairment loss been recognized in prior years.

h. Earning 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.

i. Cash and Cash Equivalents

Cash and cash equivalents in the cash flow statement comprise cash at bank and cash/ cheques in hand and short-term deposits with Banks less short-term advances from Banks.

j. Provision 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 events, are also disclosed as contingent liabilities unless the probability of outflow of resources embodying economic benefit is remote.

	As at 31st March 2016	As at 31st March 2015
3. Share Capital		
Authorised Shares		
14,000,000 Equity Shares of ₹ 10/- each	140,000,000	140,000,000
Issued, Subscribed and fully Paid-up Shares		
10,961,000 Equity Shares of ₹ 10/- each	109,610,000	109,610,000
	109,610,000	109,610,000

3.1 Reconciliation of the Shares outstanding at the beginning and at the end of the reporting year

	As at 31st March 2016		As at 31st March 2015	
	No. of Share	₹	No. of Share	₹
Equity Shares				
At the beginning of the year	10,961,000	109,610,000	10,961,000	109,610,000
Issued during the year	—	—	—	—
Buy Back during the year	—	—	—	—
At the end of the year	10,961,000	109,610,000	10,961,000	109,610,000

3.2 Terms/rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

3.3 Shares held by Holding/ultimate Holding Company and/or their subsidiaries/associates

Asian Hotels (East) Limited, the Holding Company

10,961,000 (31st March 2015: 10,961,000) equity shares of ₹10 each fully paid **109,610,000** 109,610,000
(including their nominees)

NOTES TO FINANCIAL STATEMENTS for the Year Ended 31st March 2016

Amount in ₹

3.4 Details of shareholders Holding more than 5% shares in the Company

Equity Shares	As at 31st March 2016		As at 31st March 2015	
	No. of Share	% of Holding	No. of Share	% of Holding
Asian Hotels (East) Limited, the holding Company (including their nominees)	10,961,000	100	10,961,000	100

3.5 No class of shares have been allotted for consideration other than cash or as bonus shares and no shares have been bought back during the period of five years immediately preceding the balance sheet date including the previous year.

	As at 31st March 2016	As at 31st March 2015
4. Reserves and Surplus		
a. Securities Premium Reserve		
Opening Balance	2,236,755,000	2,236,755,000
Add: Additions / deductions during the year	-	-
Closing Balance	2,236,755,000	2,236,755,000
b. Surplus in the Statement of Profit and Loss		
Opening Balance	15,710,291	16,570,370
Add: Profit / (Loss) for the year	1,145,699	(860,079)
Closing Balance	16,855,990	15,710,291
Total	2,253,610,990	2,252,465,291
5. Other Long Term Liabilities		
Advances from holding company (refer note 26)	3,731,418,600	3,716,175,000
Total	3,731,418,600	3,716,175,000
6. Long Term Provisions		
Provision for Income Tax (Net of Advance Tax ₹205,000 (Previous Year - ₹NIL))	14,452	-
Total	14,452	-
7. Other Current Liabilities		
Other Payables-		
TDS payable	4,100	65,774
Professional Tax payable	280	-
Expenses Payable	45,745	549,431
Total	50,125	615,205
8. Fixed Assets - Tangible assets		
Leasehold Land (Gross/Net Carrying Value) (refer note 2.1b and 20)*	68,539,349	54,539,349
Total	68,539,349	54,539,349

* During the year, ₹ 1.40 Crores earlier expensed by Asian Hotels (East) Limited (Holding Company) on the registration of the land at Bhubaneshwar has been transferred to the Company. The same has been capitalised against the said land.

NOTES TO FINANCIAL STATEMENTS for the Year Ended 31st March 2016

	As at 31st March 2016	Amount in ₹ As at 31st March 2015
9. Non Current Investments		
Trade investments, Unquoted (At Cost, Fully Paid Up)		
Investment in Equity Shares of Subsidiary Company - Robust Hotels Pvt. Ltd. 63,932,769 (Previous Year: 63,932,769) equity shares of ₹10/- each	2,045,848,608	2,045,848,608
Investment in Preference Shares of Subsidiary Company - Robust Hotels Pvt. Ltd. 8,964,623 (Previous Year: 8,964,623) 1% Cumulative Redeemable Optional Convertible Preference Shares of ₹10/- each	1,927,393,945	1,927,393,945
Investment in Debenture of Subsidiary Company - Robust Hotels Pvt. Ltd. 20,500,000 (Previous Year: 20,500,000) 0.1% Unsecured Redeemable Non Convertible Debenture of ₹100/- each	2,050,000,000	2,050,000,000
Total	6,023,242,553	6,023,242,553
Aggregate value of Unquoted Investment	6,023,242,553	6,023,242,553
Aggregate amount of Provision for diminution in value of investments	-	-
10. Long Term Loans and Advances		
Security Deposit (Unsecured, considered good)	2,000	2,000
MAT Credit Entitlement	218,500	-
Total	220,500	2,000
11. Cash & Bank Balances		
Cash & Cash Equivalents		
Balances with Banks:		
Current Accounts	68,091	290,153
Cash in hand	6,943	4,094
Total	75,034	294,247
12. Other Current Assets		
Interest due & accrued	1,845,000	5,616
Total	1,845,000	5,616
	Year Ended	Year Ended
	31st March 2016	31st March 2015
13. Other Income		
Interest on Debentures from subsidiary company	2,050,000	5,616
Liabilities Written Back	12,600	-
Total	2,062,600	5,616
14. Employee Benefit Expenses		
Salaries and bonus	591,546	501,858
Staff welfare expenses	23,410	27,025
Total	614,956	528,883
15. Other Expenses		
Travelling and conveyance	143,428	157,189
Payment to auditor		
Statutory audit fees	35,000	35,000
Rates & Taxes	9,889	7,642
Interest on Late Payment of Lease rent	11,350	-
Printing & Stationery	11,030	9,064
Legal & Professional expenses	13,710	63,650
Filing Fees	38,439	12,015
Lease Rent	2,100	31,500
Miscellaneous expenses	36,047	20,752
Total	300,993	336,812

NOTES TO FINANCIAL STATEMENTS for the Year Ended 31st March 2016

	Year Ended 31st March 2016	Amount in ₹ Year Ended 31st March 2015
16. Earnings per Share (Basic & Diluted)		
(i) Profit available for Equity Shareholders	1,145,699	(860,079)
(ii) Weighted average number of Equity Shares @ ₹10 each	10,961,000	10,961,000
(iii) Earnings/(Loss) per share (₹)	0.10	(0.08)

17. 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: -

Related Party Disclosures

(i) List of Related Parties

(a) Holding Company :	b) Subsidiary Company
Asian Hotels (East) Limited	Robust Hotels Private Limited
(c) Fellow Subsidiary Company :	
Regency Convention Centre and Hotels Limited	
(d) Entities over which directors or their relatives can exercise significant influence/control	
(i) Nepal Travel Agency Pvt. Ltd., Nepal	(xii) Juniper Investments Limited
(ii) Unison Hotels Private Limited	(xiii) Chartered Hotels Pvt. Ltd.
(iii) Vedic Hotels Limited	(xiv) Blue Energy Private Limited
(iv) Unison Power Limited	(xv) Footsteps of Buddha Hotels Private Limited
(v) Unison Hotels South Private Limited	(xvi) Sara International Limited, Hong Kong
(vi) Juniper Hotels Private Limited	(xvii) Samra Importex Private Limited
(vii) Yak & Yeti Hotels Limited, Nepal	(xviii) Forex Finance Private Limited
(viii) Taragaon Regency Hotels Limited, Nepal	(xix) Saraf Industries Limited, Mauritius
(ix) Saraf Investments Limited, Mauritius	(xx) Saraf Hotels Limited, Mauritius
(x) Sara Hospitality Limited, Hong Kong	(xxi) Chartered Hampi Hotels Pvt. Ltd.
(xi) Triumph Realty Pvt. Ltd.	

(ii) Details of transactions with Related Parties during the year :

Transactions	31st March 2016	31st March 2015
Interest on Debentures from Subsidiary Company	2,050,000	5,616
Interest Accrued on Debentures from Subsidiary Company	1,845,000	5,616
Investment made by Holding Company in Share Capital & Securities Premium		
During the year	-	-
Year end balance	2,346,365,000	2,346,365,000
Investment in Equity Shares of Subsidiary Company		
Allotment made during the year	-	-
Year end balance	2,045,848,608	2,045,848,608
Investment in Preference Shares of Subsidiary Company		
Allotment made during the year	-	228,501,140
Year end balance	1,927,393,945	1,927,393,945
Investment in Non Convertible Debenture of Subsidiary Company		
Allotment made during the year	-	2,050,000,000
Year end balance	2,050,000,000	2,050,000,000
Advances taken from Holding Company		
Taken during the year	15,243,600	2,278,500,000
Year end balance	3,731,418,600	3,716,175,000

18. There is no Contingent liabilities as on 31st March 2016 (Previous Year - NIL).

19. The Company has no Capital commitments as on 31st March 2016 (Previous Year - NIL).

20. Pursuant to the representation made by the Company and Compromise Deed executed on 12th September, 2014, General Administration Department, Government of Odisha vide its Order No. 33889 dated 20th December, 2014 revoked its earlier Order No. 25748 dated 1st November, 2012 determining the lease of land situated at Plot No. A/1 in Mouza-Jagamara, Bhubaneswar, Odisha. With this positive outcome, the Company has gone ahead and have undertaken the topographical and soil investigation survey work and examining the basic condition in relation to development of a Hotel Project in Bhubaneswar. The Company is also exploring various other business models on the said site.

NOTES TO FINANCIAL STATEMENTS for the Year Ended 31st March 2016

21. No amount is due to Micro, Small and Medium enterprises (identified on the basis of information made available during the year by such enterprises to the Company). No interest in terms of Micro, Small and Medium Enterprises Development Act, 2006 has been either paid or accrued during the year.
22. The Company has not amortized the leasehold expenses in respect of the land.
23. The Company is not liable for Provident Fund and/or any other retirement benefit for its employees under the relevant applicable Laws, Rules & Regulations.
24. There are no adjustments on account of deferred tax liability or deferred tax asset in respect of current period as well as earlier period since there are no timing difference between the book income and taxable income.
25. 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 there is no reduction in the value of any assets.
26. Amount of advances from Holding Company as at 31st March 2016 :

Holding Company	Outstanding as on		Maximum amount outstanding during the year	
	31st March 2016	31st March 2015	31st March 2016	31st March 2015
Asian Hotels (East) Limited	3,731,418,600	3,716,175,000	3,731,418,600	3,716,175,000

27. **Derivative instruments and foreign currency exposures.**
- a) Foreign currency exposure outstanding as at the Balance Sheet date is ₹ Nil (previous year ₹ Nil).
- b) Particulars of un-hedged foreign currency exposures as at the Balance Sheet date is ₹ Nil (previous year ₹ Nil).
28. The cumulative dividend income of ₹ 1,752,928 accrued till 31st March 2016 (Previous Year - ₹ 854,376) in respect of investment made by the Company in 1% Cumulative Redeemable Preference Shares of Robust Hotels Private Limited will be accounted for as and when declared by the investee Company.
29. The Company does not have more than one reportable segment in accordance with the principle outlined in Accounting Standard (AS 17), "Segment Reporting", the disclosure requirements on "Segment Reporting" is not applicable. The Company operates presently only in India. Thus there is no geographical segment apart from India.
30. The previous year figures have been regrouped/reclassified, wherever considered necessary to confirm the current year classification.
31. There are no other additional material information required to be disclosed pursuant to the provisions of the Companies Act, 2013, Schedule III to the Companies Act, 2013, Companies (Accounting Standards) Rules, 2006 and other material applicable enactments, circulars, orders, notifications etc.

As per our report of even date

For **KSMN & Company**
Chartered Accountants
Firm Regn. No. 001075N

Birjesh Kumar Bansal
Partner
Membership No. 096740
Place : Kolkata
Date : 23rd May 2016

For and on behalf of the Board of Directors

Umesh Saraf
Director

Padam Kr. Khaitan
Director

Bimal Kr. Jhunjunwala
Chief Financial Officer

Saumen Chattopadhyay
Company Secretary