

Best Eastern Hotels Ltd.

CIN : L99999MH1943PLC040199

Regd. Offi.: 401, Chartered House, 293/297, Dr. C. H. Street,

Near Marine Lines Church, Mumbai-400 002.

☎ : 022-2207 8191 / 8292 ● Fax : 2206 1324

email : booking@ushaascot.com ● www : ushaascot.com



Date: 20th July 2023

To,
BSE Limited
Department of Corporate Services,
P.J. Towers, Dalal Street,
Mumbai - 400 001

Ref: Best Eastern Hotels Ltd (Scrip Code: BSE: 508664)

Sub: Notice of the 80th Annual General Meeting of the Members of Best Eastern Hotels Limited and Annual Report for the Financial Year 2022-23

Dear Sir/ Ma'am,

Pursuant to Regulation 30 and Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") please find enclosed the Annual Report of Best Eastern Hotels Limited ("the Company") for the FY 2022-23 along with the Notice of the 80th Annual General Meeting ("AGM") scheduled to be held on Friday, 18th August 2023 at 01:00p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company has dispatched the Notice and the Annual Report to the Members today i.e. Thursday, 20th July 2023 to those Members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent/Depository Participant(s).

Pursuant to the applicable provisions of the Companies Act, 2013, Listing Regulations and Secretarial Standard-2 on General Meetings, each as amended, the Company is pleased to provide to its Members, the facility to exercise their right to vote electronically, through e-voting services provided by Central Depository Services (India) Limited (CDSL) on all resolutions as set out in the Notice. Further, the facility for voting through e-voting system will also be made available at the AGM and Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM.

The Remote e-Voting period will commence from Tuesday, 15th August 2023 (09:00 a.m.) and end on Thursday, 17th August 2023 (05:00 p.m.). The cut-off date for determining the eligibility of Members to vote by remote e-voting or voting at the AGM is Friday, 11th August 2023.

The aforesaid documents are available on the website of the Company at www.ushaascot.com and also on the website of CDSL at www.evotingindia.com

This is for your information and appropriate dissemination.

Thanking you,
For **Best Eastern Hotels Limited**

Vinaychand Kothari

Vinaychand Kothari
Chairman & Managing Director
DIN: 00010974





BEST EASTERN HOTELS LIMITED

80th Annual Report 2022-2023



BEST EASTERN HOTELS LIMITED



CIN-L99999MH1943PLC040199)

BOARD OF DIRECTORS

Mr. Vinaychand Kothari (DIN-00010974)
Chairman & Managing Director

Mr. Dilip V. Kothari (DIN-00011043)
Joint Managing Director

Dr. Ramnik K. Baxi (DIN-00011048)
(Independent Director)

Mr. Mangal S. Chheda (DIN-00010927)
(Independent Director)

Mr. Rajesh Kedia
Company Secretary and Compliance Officer
ICSI Membership No. A11282

Ms. Neelam D. Kothari (DIN-02312332)
Non Executive Director

Mr. Manohar R. Tambat (DIN-00011062)
(Independent Director)

Mr. Dilip V. Kothari
Chief Financial Officer (CFO)

BOARD COMMITTEE

Audit Committee

Dr. Ramnik K. Baxi Chairman

Mr. Dilip V. Kothari Member

Mr. Mangal S. Chheda Member

Stakeholders Relationship Committee

Dr. Ramnik K. Baxi Chairman

Mr. Dilip V. Kothari Member

Mr. Mangal S. Chheda Member

NOMINATION AND REMUNERATION COMMITTEE

Dr. Ramnik K. Baxi Chairman

Mr. Mangal S. Chheda Member

Ms. Neelam D. Kothari Member

AUDITORS

M/s. Sancheti & Co.
Chartered Accountants
(FRN: 000016C)

SECRETARIAL AUDITOR

Ferrao MSR and Associates.
Company Secretaries

BANKERS

UNION BANK OF INDIA
ICICI BANK LTD.
HDFC BANK LTD.

REGISTRARS & TRANSFER AGENT

Link Intime India Private Limited,
C-101, 247 Park, LBS Marg, Vikhroli West,
Mumbai – 400083 Tel – 022-49186270
Website: <https://linkintime.co.in/>

REGISTERED OFFICE:

401, Chartered House,
293/299, Dr. C. H. Street, Mumbai – 400 002.
Tel.: 91 22 6931 4400
Email: booking@ushaascot.com

HOTEL SITE:

USHA ASCOT
M. G. Road, Matheran, Dist. Raigad.
Tel.: 91 22 6931 4422
Web site: www.ushaascot.com

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NOTICE

NOTICE is hereby given that the 80th Annual General Meeting of **Best Eastern Hotels Limited** will be held on Friday, 18th August 2023 at 01:00 pm through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

The proceedings of the Annual General Meeting (“AGM”) shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2023 and the Profit and Loss Account for the year ended on that date together with the Report of the Directors and Auditors thereon.
2. To declare a dividend at the rate of 10% on 10% Cumulative Non-Convertible Redeemable Preference Shares for the financial years 2019-20, 2020-21, 2021-22 and 2022-23.
3. To appoint a director in place of Shri Vinaychand Kothari (DIN: 00010974), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration.

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. GMJ & Co., Chartered Accountants (Firm Registration No. 103429W), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. Sancheti & Co., Chartered Accountants (Firm Registration No. 000016C), to hold office from the conclusion of this 80th Annual General Meeting (AGM) until the conclusion of the 85th AGM, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

Special Business:

5. To re-appoint Shri Vinaychand Kothari (DIN: 00010974) as Chairman and Managing Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) (including any statutory modification(s) and/ or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as ‘the Listing Regulations’) (including any statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), Shri Vinaychand Kothari (DIN: 00010974) who was appointed as a Chairman and Managing Director of the Company for period of five years with effect from June 01, 2019 and who is not disqualified to become a director under the Act be and is hereby re-appointed as a Chairman or Managing Director of the Company, liable to retire by rotation, to hold office for another term of five (5) consecutive years commencing from June 01, 2024 to May 31,

2029 on the same terms and conditions of remuneration as were paid to him earlier, which are set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT pursuant to Section 196(3) of the Companies Act 2013, and the applicable Rules made thereunder, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby also granted to ratify the period of appointment of Shri Vinaychand Kothari (DIN: 00010974), after attaining the age of seventy five (75) years and to continue to be the Chairman and Managing Director of the Company during his new term of appointment;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Shri Vinaychand Kothari remuneration and perquisites not exceeding the ceiling limit laid down in Section 197 and Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary any of the terms of remuneration in consultation with the Managing Director provided such variation is in accordance with the provisions of the Companies Act, 2013 and the provisions of law as may be applicable thereto from time to time.”

6. To re-appoint Mr. Dilip V. Kothari (DIN: 00011043) as Joint Managing Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) (including any statutory modification(s) and/ or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as ‘the Listing Regulations’) (including any statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), Mr. Dilip V Kothari (DIN: 00011043) who was appointed as Joint Managing Director of the Company for period of five years with effect from June 01, 2019 and who is not disqualified to become a director under the Act be and is hereby re-appointed as Joint Managing Director of the Company, liable to retire by rotation, to hold office for another term of five (5) consecutive years commencing from June 01, 2024 to May 31, 2029 on the same terms and conditions of remuneration as were paid to him earlier, which are set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Mr. Dilip V. Kothari remuneration and perquisites not exceeding the ceiling limit laid down in Section 197 and Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary any of the terms of remuneration in consultation with the Managing Director provided such variation is in accordance with the provisions of the Companies Act, 2013 and the provisions of law as may be applicable thereto from time to time.”

7. To re-appoint Mr. Manohar Tambat (DIN: 00011062) as Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as ‘the Listing Regulations’) (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Mr. Manohar Tambat (DIN: 00011062), who was appointed as an Independent Director of the Company for a term of five consecutive years commencing from September 12, 2017 and who is not disqualified to become a director under the Act and who meets the criteria of independence as provided in Act and the Listing Regulations and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years commencing from September 12, 2022 to September 11, 2027;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

For Best Eastern Hotels Limited

Sd/-

Vinaychand Kothari

Chairman & Managing Director

DIN: 00010974

Place: Mumbai

Date: 3rd July 2023

NOTES

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 20/2020 dated 5th May 2020; 02/2022 dated 5th May 2022 and 10/2022 dated 28th December 2022 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 33/2020 dated 28th September 2020 and 39/2020 dated 31st December 2020 and General Circular No. 02/2021 dated 13th January 2021, General Circular No. 19/2021 dated 8th December 2021, General Circular No. 21/2021 dated 14th December 2021 and General Circular No. 02/2022 dated 5th May 2022 (collectively referred to as ‘MCA Circulars’) in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder” and the Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (collectively referred to as ‘SEBI Circulars’) have permitted holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. The members can attend and participate in the AGM through VC / OAVM only.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents (RTA), Link Intime India Private Limited
4. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
5. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
6. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.

7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, 14th July 2023 being cut-off date for the purpose. The Company will not be dispatching physical copies of the Notice and Annual Report to any Member. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.ushaascot.com and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).
8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 and 20/2020 dated 5th May 2020.
10. With reference to MCA's General Circular Nos. 20/2020 dated 5th May 2020, 02/2021 dated 13th January 2021, 19/2021 dated 18th December 2021, 21/2021 dated 14th December 2021 and 10/2022 dated 28th December 2022, it has been decided to allow the companies whose AGMs are due in the Year 2023 to conduct their AGMs in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 5th May 2020.
11. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
12. **Instructions for e-voting and joining the AGM are as follows:**
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April 2020, 13th April 2020 and 5th May 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 - ii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first serve basis.
 - iii. The voting period begins on Tuesday, 15th August 2023 (09:00 a.m.) and ends on Thursday, 17th August 2023 (05:00 p.m.) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 11th August 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - iv. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- v. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- vi. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

BEST EASTERN HOTELS LIMITED

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- vii. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
 - 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
1. Click on the EVSN for Best Eastern Hotels Limited on which you choose to vote.
 2. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 3. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 4. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 5. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

6. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
7. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

ix. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; accounts@ushaascot.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

13. Instructions for shareholders attending the AGM through VC/OAVM & E-voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at accounts@ushaascot.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
14. **Process for those shareholders whose email/mobile no. are not registered with the Company/depositories.**
1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to accounts@ushaascot.com / aditi.raut@linkintime.co.in
 2. For Demat shareholders, Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
15. The Board of Directors has appointed Mr. Martinho Ferrao, Company Secretary (Membership no. FCS 6221) failing him; Ms. Sherlyn Rebello, Company Secretary (Membership no. FCS 11165) of M/s. Martinho Ferrao & Associates as the Scrutinizer to scrutinize the e-voting process and voting during the AGM in a fair and transparent manner, and to ascertain requisite majority.
16. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
17. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.ushaascot.com and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

Your directors recommend all the resolutions.

For Best Eastern Hotels Limited

Sd/-

Vinaychand Kothari

Chairman & Managing Director

DIN: 00010974

Place: Mumbai

Date: 3rd July 2023

INFORMATION ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

Details of Mr. Vinaychand Kothari

Name of Director	Mr. Vinaychand Kothari
Date of birth	09.07.1948
Date of original appointment	01.06.2009
Expertise in specific functional areas	Overall Management
Qualification	Matriculate
Directorship in other Public Limited Companies	NIL
Membership of Committees in other Public Limited Companies	NA
Other information	<ul style="list-style-type: none"> ● Executive Director ● No. of Shares held 43,46,970 Equity Shares

Details of Mr. Dilip V Kothari

Name of Director	Mr. Dilip V Kothari
Date of Birth	15.01.1967
Date of Original Appointment	01.06.2009
Expertise in specific functional Areas	Overall Business Control, Marketing, Finance and Operation of Resort
Qualification	B.Com, Chartered Accountant
Directorship in other Public Limited Companies	NIL
Membership of Committees in other Public Limited Companies	NA
Other Information	<ul style="list-style-type: none"> ● Executive Director ● No. of Shares held 21,90,471 Equity shares

Details of Mr. Manohar Tambat

Name of Director	Mr. Manohar Tambat
Date of Birth	28.07.1942
Date of Original Appointment	30.08.2003
Expertise in specific functional Areas	General Management
Qualification	Graduate
Directorship in other Public Limited Companies	NIL
Membership of Committees in other Public Limited Companies	NA
Other Information	<ul style="list-style-type: none"> ● Non-Executive Director ● No. of Shares held 2000 Equity shares

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**Item No. 4**

M/s. Sancheti & Co., Chartered Accountants (Firm Registration No. 000016C), present statutory auditors of the Company retire at this ensuing Annual General Meeting.

M/s. GMJ & Co., Chartered Accountants (Firm Registration No. 103429W), have given their consent and confirmed their eligibility for appointment as Statutory Auditors of the Company.

Disclosures pursuant to the provisions of Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given below:

Proposed fees payable	Rs. 1,50,000/-
Terms of appointment	M/s. GMJ & Co., Chartered Accountants will hold office from the conclusion of the 80 th Annual General Meeting till the conclusion of the 85 th Annual General Meeting to conduct the audit for the financial years 2023-24 to 2027-28
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	There is no change
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	GMJ & Co, Chartered Accountants, was established in 1986. They have experience of more than 35 years in the field of audit and related services. Over the years, the Firm has grown to a mid-sized single-window setup having 14 Partners and a team of about 250 persons.

The Board recommends the Ordinary Resolution set out in Item No. 4 of the Notice for approval of members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5

In the opinion of the Nomination & Remuneration Committee and Board of Directors of the Company and based on the performance evaluation and considering his seniority and to reap the benefits of his rich and varied experience in the overall management of the Company, it would be in the best interest of the Company that Shri Vinaychand Kothari continues to serve as Managing Director of the Company. Therefore, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Shri Vinaychand Kothari as Managing Director of the Company for a period of five years with effect from 1.06.2024 on same terms and conditions of remuneration as were paid to him earlier.

Mr. Vinaychand Kothari is a self-made entrepreneur who has more than 50 years of rich experience in real estate and hospitality sector. Apart from real estate development, his strength lies in construction, development and management of Hotels and Resorts. He has successfully completed many hotel projects in his careers. He is also the partner of Sardar Sarovar Holiday Resorts LLP which is currently managing resort at Ekta Nagar (Kevadia) comprising 169 rooms. He has been the founder director of Matheran Ropeway Private Limited to construct ropeway for providing easy accessibility to reach Matheran.

Terms and Conditions of appointment and remuneration:

- (a) Remuneration: In the scale of Rs. 2,85,000 - 15000 - 3,60,000 per month with an annual increment of 1st time on 1.04.2025 and thereafter effective from 1st April of each financial year commencing from 1.04.2025.
- (b) The Managing Director will also be eligible following perquisites, benefits and facilities:
- (i) Medical Reimbursement: Expenses incurred by him and/or his family subject to a ceiling of one month's salary per year or three months' salary over a period of three years.
 - (ii) Leave Travel Concession: Leave travel concession for him and his family, once in a year incurred in accordance with the Rules of the Company.
 - (iii) Personal Accident Insurance: Personal Accident Insurance of an amount, the annual premium of which does not exceed Rs. 20,000/-.
 - (iv) Contribution to Provident Fund, Superannuation fund or Annuity Fund as per the rules of the Company from time to time which will not be included in the computation of the ceiling to the extent these either singly or put together are not taxable under the Income Tax Act.
 - (v) Gratuity: Benefits in accordance with the rules and regulations in force in the Company from time to time but shall not exceed half a month's salary for each completed year of service.
 - (vi) Leave Encashment: Encashment of unutilized leave will be as per the Rules and regulations of the Company.
 - (vii) The Company shall provide a car with a driver and telephone at the residence of Shri Vinaychand Kothari. Provision of car for use in company's business and telephone at residence will not be considered as perquisites.
 - (viii) Other Benefits:
 - Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.
 - Such other benefits and amenities as may be provided by the company to other senior officers from time to time.
 - (ix) Notwithstanding absence or inadequacy of profits in any financial year during the currency of their tenure of appointment, shall be paid above remuneration as a minimum remuneration.
- (c) Commission:
Such remuneration by way of commission, in addition to the salary and perquisites and allowances, payable calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors (which includes any committee thereof) in its absolute discretion deem fit, for each Corporate Financial Year, provided that the total remuneration including salary, perquisites and commission shall not exceed the overall ceilings prescribed under Section 197 of the Companies Act, 2013.
- (d) He shall be entitled to all amounts incurred by them during Company's business including entertainment and travel for and on behalf of the Company commensurate with their position.
- (e) Either party shall be entitled to terminate the services by giving not less than three months' notice in writing.
- (f) He during the tenure of his employment or at any time thereafter not to divulge or disclose to any person or make use of any confidential information or knowledge obtained by them during his employment as to the business or affairs or methods of or as to any trade secrets or secret information of the Company or of any subsidiary, associate or affiliated Company.
- (g) He shall not be engaged or interested directly or indirectly in any undertaking or business of a nature similar to or competitive to the Company's business or any manner conflicting with the Company's interest.
- (h) The employment of the appointee shall forthwith terminate if he shall be become an insolvent or make any composition or arrangement with his creditors or shall cease to be the managing director.
- (i) So long as he functions as the Managing Director shall not be paid any sitting fees for attending the meeting of the Board or committees thereof.

- (j) Mr. Vinaychand Kothari to be entrusted with the Management and control of the whole of the affairs of the Company subject to superintendent, control and direction of the Board, the relevant provisions of the Act and Memorandum and Articles of Association of the Company.
- (k) He shall devote his whole time and attention to the business of the Company and shall use his best endeavor to promote its interest and welfare.

Name of Director	Shri Vinaychand Kothari
Date of birth	09.07.1948
Date of original appointment	01.06.2009
Expertise in specific functional areas	Overall Management
Qualification	Matriculate
Directorship in other Public Limited Companies	NIL
Membership of Committees in other Public Limited Companies	NA
Other information	<ul style="list-style-type: none"> ● Executive Director ● No. of Shares held 43,46,970 Equity Shares

In compliance with the provisions of Section 196 of the Act and the applicable provisions of the Listing Regulations, the re-appointment of Mr. Vinaychand Kothari who has attained the age of 75 years, as Managing Director for another term of five (5) years is now being placed before the Members for their approval by way of Special Resolution, which the Board recommends.

Except Mr. Vinaychand Kothari, Mrs. Neelam D Kothari, and Mr. Dilip V Kothari, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Mr. Dilip V. Kothari as Joint Managing Director of the Company for a period of five years with effect from 1.06.2024 on same terms and conditions of remuneration as were paid to him earlier.

Mr. Dilip V Kothari joined Best Eastern Hotels Limited as director and is presently the Chief Financial Officer. He has experience for more than 30 years in the streams of finance, legal, corporate, direct and indirect tax. He has experience in operational financials including accounting, strategic finance including fund raising and corporate restructuring. He is also the director of Matheran Ropeway Private Limited which is currently working on construction of ropeway. He has also been actively engaged in the various association bodies including HRWAI.

Terms and Conditions of appointment and remuneration:

- (a) Remuneration: In the scale of Rs. 2,20,000 - 15,000 - 2,95,000 per month with an annual increment of 1st time on 1.04.2025 and thereafter effective from 1st April of each financial year commencing from 1.04.2025.
- (b) The Managing Director will also be eligible following perquisites, benefits and facilities:
- (i) Medical Reimbursement: Expenses incurred by him and/or his family subject to a ceiling of one month's salary per year or three months' salary over a period of three years.
 - (ii) Leave Travel Concession: Leave travel concession for him and his family, once in a year incurred in accordance with the Rules of the Company.
 - (iii) Personal Accident Insurance: Personal Accident Insurance of an amount, the annual premium of which does not exceed Rs.20,000/-.
 - (iv) Contribution to Provident Fund, Superannuation fund or Annuity Fund as per the rules of the Company from

time to time which will not be included in the computation of the ceiling to the extent these either singly or put together are not taxable under the Income Tax Act.

- (v) Gratuity: Benefits in accordance with the rules and regulations in force in the Company from time to time but shall not exceed half a month's salary for each completed year of service.
 - (vi) Leave Encashment: Encashment of unutilized leave will be as per the Rules and regulations of the Company.
 - (vii) The Company shall provide a car with a driver and telephone at the residence of Mr. Dilip V Kothari. Provision of car for use in company's business and telephone at residence will not be considered as perquisites.
 - (viii) Other Benefits:
 - Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.
 - Such other benefits and amenities as may be provided by the company to other senior officers from time to time.
 - (ix) Notwithstanding absence or inadequacy of profits in any financial year during the currency of their tenure of appointment, shall be paid above remuneration as a minimum remuneration.
- (c) Commission:
- Such remuneration by way of commission, in addition to the salary and perquisites and allowances, payable calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors (which includes any committee thereof) in its absolute discretion deem fit, for each Corporate Financial Year, provided that the total remuneration including salary, perquisites and commission shall not exceed the overall ceilings prescribed under Section 197 of the Companies Act, 2013.
- (d) He shall be entitled to all amounts incurred by them in the course of Company's business including entertainment and travel for and on behalf of the Company commensurate with their position.
 - (e) Either party shall be entitled to terminate the services by giving not less than three months' notice in writing.
 - (f) He during the tenure of his employment or at any time thereafter not to divulge or disclose to any person or make use of any confidential information or knowledge obtained by them during his employment as to the business or affairs or methods of or as to any trade secrets or secret information of the Company or of any subsidiary, associate or affiliated Company.
 - (g) He shall not be engaged or interested directly or indirectly in any undertaking or business of a nature similar to or competitive to the Company's business or any manner conflicting with the Company's interest.
 - (h) The employment of the appointee shall forthwith terminated if he shall be become an insolvent or make any composition or arrangement with his creditors or shall cease to be the managing Director.
 - (i) So long as he function as the Joint Managing Director shall not be paid any sitting fees for attending the meeting of the Board or committees thereof.
 - (j) Mr. Dilip V. Kothari to be entrusted with the Management and control of the whole of the affairs of the Company subject to superintendent, control and direction of the Board, the relevant provisions of the Act and Memorandum and Articles of Association of the Company.
 - (k) He shall devote his whole time and attention to the business of the Company and shall use his best endeavor to promote its interest and welfare.

Name of Director	Mr. Dilip V Kothari
Date of Birth	15.01.1967
Date of Original Appointment	01.06.2009
Expertise in specific functional Areas	Overall Business Control, Marketing, Finance and Operation of Resort
Qualification	B.Com, Chartered Accountant

Directorship in other Public Limited Companies	NIL
Membership of Committees in other Public Limited Companies	NA
Other Information	<ul style="list-style-type: none">● Executive Director● No. of Shares held 21,90,471 Equity shares

The re-appointment of Mr. Dilip V Kothari as Joint Managing Director for another term of five (5) years is now being placed before the Members for their approval by way of Ordinary Resolution, which the Board recommends.

Except Mr. Dilip V Kothari, Mrs. Neelam D Kothari, and Mr. Vinaychand Kothari, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 6 of the Notice.

Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors propose the re-appointment of Mr. Manohar Tambat (DIN: 00011062) as an Independent Director, for a second term of five (5) years from September 12, 2022 to September 11, 2027, pursuant to Section 149 of the Act.

Mr. Manohar Tambat was appointed as an Independent Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years commencing from September 12, 2017.

Based on the performance evaluation and considering his background, expertise, acumen, experience, and contribution, the continued association of Mr. Manohar Tambat would be beneficial to the Company and it would be in the best interest of the Company that he continues to serve as an Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

Mr. Manohar Tambat is a graduate from Mumbai. He has more than 50 years of experience in the field of Hospitality.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and provisions of the Listing Regulations and other applicable provisions, the re-appointment of Mr. Manohar Tambat, as an Independent Director for a second term of five (5) years is now being placed before the Members for their approval by way of Special Resolution, which the Board recommends.

Except Mr. Manohar Tambat, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 7 of the Notice.

For Best Eastern Hotels Limited

Sd/-

Vinaychand Kothari

Chairman & Managing Director

DIN: 00010974

Place: Mumbai

Date: 3rd July 2023

DIRECTORS' REPORT

To the Members,

Your Directors present their 80th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March 2023.

FINANCIAL RESULTS:

Particulars	Rupees in lakhs	
	2022-23	2021-22
Total Revenue	605.52	415.23
Total Expenses	545.96	444.74
Profit (Loss) before Taxation	59.56	(29.52)
Less : Provision for Tax		
Current Tax	9.29	-
Deferred Tax	(3.56)	(8.62)
MAT Credit Entitlement	(4.64)	-
Excess / (Short) Provision for Tax Earlier Years	-	0.29
Profit (Loss) after Tax for the year	58.47	(21.19)
Add : Brought forward Profit	44.62	65.81
Profit available for appropriation	103.09	44.62
Transfer To General Reserve	-	-
Provision for Dividend on Cumulative Pref. Shares	(45.21)	-
Balance carried over to Balance Sheet	57.88	44.62

Operating Results:

The Company has achieved total revenue of Rs. 605.52 lakh, a significant increase of 45.83% as compared to total revenue of Rs. 415.23 lakh recorded in the previous year. The Profit before Tax was Rs. 59.56 lakh as compared to loss before tax of Rs. 29.52 lakh in the previous year. One of the main reasons for increase in the turnover was expected recovery from COVID19 pandemic during FY 2020-21 and 2021-22.

Share Capital

The issued, subscribed and paid up equity share capital of the Company is Rs.1,68,50,000 divided into 1,68,50,000 of Rs. 1/- per share (Rupee One each).

10% Cumulative Non-Convertible Preference shares of the Company are Rs. 1,20,00,000 divided into 12,00,000 shares of Rs. 10/- per share (Rupee Ten each)

During the year, the Company has not issued any equity or preference shares.

Dividend on Equity and Preference Shares:

Considering the necessity to conserve resources of the Company, the Board of Directors do not recommend any dividend for the year ended 31st March 2023 on equity shares of the Company. However, the Board of Directors have declared a dividend at the rate of 10% on 10% Cumulative Non-Convertible Redeemable Preference Shares of Rs. 9.21 lac for financial year 2019-20 and Rs. 12.00 lac for each financial year 2020-21, 2021-22 and 2022-23 i.e. Rs. 36.00 lac for these three financial year. The dividend for these cumulative preference shares were not paid during financial year 2019-20, 2020-21 and 2021-22 due to loss in the respective financial year.

Transfer to Reserves:

No amount was transferred to the reserves during the financial year ended 31st March 2023.

Deposits from Public:

The Company has neither invited nor accepted any deposits from Public. The Company does not have any unpaid or unclaimed deposits as at the end of financial year.

Directors and Key Managerial Personnel (KMP)

Shri Vinaychand Kothari (DIN: 00010974), Executive Non-Independent Director retires by rotation and being eligible offers himself for re-appointment.

Mr. Vinaychand Kothari (DIN: 00010974), Managing Director and Mr. Dilip V. Kothari (DIN: 00011043), Joint Managing Director of the Company, being eligible offer themselves for re-appointment for a term of 5 years with effect from 01.06.2024. The Board has recommended their reappointment at the forthcoming Annual General Meeting as Executive Non-Independent Directors of the Company, liable to retire by rotation.

Mr. Manohar Tambat (DIN: 00011062), is re-appointed for a second term of five (5) consecutive years commencing from 12.09.2022. The Board has recommended his reappointment at the forthcoming Annual General Meeting as Non-Executive Independent Director of the Company, not liable to retire by rotation.

The following policies of the company are attached herewith and marked as Annexure 1, Annexure 2 and Annexure 3.

Policy on appointment of Directors and Senior Management (Annexure 1)

Policy on Remuneration to Directors' (Annexure 2)

Policy on Remuneration of Key Managerial Personnel and Employees (Annexure 3)

Directors Responsibility Statement:

Pursuant to sub-section (5) of section 134 of the Companies Act, 2013, the Board of Directors of the company hereby state and confirm that:

- (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.
- (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.

Corporate Social Responsibility (CSR):

The provisions of section 135 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to your company.

However, Company's social welfare and community development initiatives focus on the key areas of education, health care. As a social responsible Corporate Citizen, the company continues to support a wide spectrum of community initiative through N.G.O.s / Charitable Institutes as well as programs for health, education and environment. Also your company carries Medical Camps for the locals of Matheran & surrounded areas on regular Basis, including vaccination for school children. These projects are largely in accordance with Schedule VII of the Companies Act, 2013.

Risk Management:

The Company's principal financial liabilities include borrowing, trade and other payables. The Company's principal financial assets include loans, trade receivable, cash and cash equivalents and others. The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

Vigilance Function:

Your Company has developed a structured mechanism of vigilance functions and is focused towards creation of value for all the stakeholders. The practices involve multi-layer checks and balances to improve transparency. Vigilance Awareness and preventive vigilance activities were continuously carried out during the year. Guidelines of central vigilance commission (CVC) are being followed.

Internal Financial Control and its Adequacy:

Your Company has put in place adequate internal financial controls with reference to the financial statements. The CFO periodically carries out inspection of assets, debtors and inventory. Audit Committee of the Company periodically reviews the internal financial controls.

Reporting of frauds by Auditors:

During the year, there were no instances of frauds reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013.

Particulars of Loan, Guarantees and Investments under Section 186:

During the year, Company has not given any loan, guarantee or made investment covered under Sec 186 of Companies Act, 2013.

Related Party Transactions:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis.

During the year, the Company had not entered into any contract / arrangement / transaction with related parties, which could be considered material. Particulars of contracts / arrangements / transactions made with related parties, in Form AOC-2 and **Related Party Details as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR") given in Annexure-4.**

Subsidiaries, Joint Ventures and Associate Companies:

During the year under review, no company has become or ceased to be the Company's subsidiary, joint venture or associate company.

Details of Significant and Material Orders passed by the Regulators, Courts and Tribunals:

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The Company is committed to provide a safe and conducive work environment to its employees. During the year under review, no case of sexual harassment was reported.

Material Changes and Commitment if any affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate and the date of the report:

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate on the date of this report

Secretarial Standards:

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

Performance Evaluation:

The annual evaluation of the performance of the Board, its Committees and of individual directors has been carried out by the NRC and the Board of Directors on the basis of criteria such as experience, competencies, performance of duties & obligations, contribution in the meetings and otherwise, independent judgment and impact made by being on the Board of the Company.

Meetings of the Board and Committees:

Board:

During FY 2022-23, 5 (five) Board Meetings were held. Meetings were held on 30th May 2022, 18th July 2022, 12th August 2022, 14th November 2022 and 13th February 2023.

Committees:

Audit Committee:

During FY 2022-23, 5 (five) meetings were held on the following dates: 30th May 2022, 18th July 2022, 12th August 2022, 14th November 2022 and 13th February 2023. The recommendation by the Audit Committee as and when made to the Board has been accepted. All members of the Audit Committee possess strong knowledge of accounting and financial management. The Chairman, the Managing Director, Chief Financial Officer, and Statutory Auditors are regularly invited to attend the Audit Committee Meetings. Significant audit observations and corrective actions as may be required and taken by the management are presented to the Audit Committee. The Board has accepted all recommendations made by the Audit Committee from time to time.

Name of Director	Designation	Number of Meetings	
		Held	Attended
Dr. Ramnik Baxi	Chairperson – Non Executive Independent Director	5	5
Mr. Dilip V Kothari	Member - Joint Managing Directors & Chief Financial Officer	5	5
Mr. Mangal Chedda	Member - Non Executive Independent Director	5	5

Nomination & Remuneration Committee:

During the year under review, 3 meetings were held on the following dates: 30th May 2022, 12th August 2022 and 13th February 2023

Name of Director	Designation	Number of Meetings	
		Held	Attended
Dr. Ramnik Baxi	Chairperson – Non Executive Independent Director	3	3
Ms. Neelam D Kothari	Member - Director	3	3
Mr. Mangal Chedda	Member - Non Executive Independent Director	3	3

Stakeholders Relationship Committee

Pursuant to the Companies Act, 2013 and the Listing Regulations, the Company has constituted a Stakeholders Relationship Committee. The Committee looks into the grievances of security holders of the Company.

During FY 2022-2023, the Committee met once on 18th July 2022 to, inter alia, review the status of investors' services rendered. The Committee was apprised of all the major developments on matters relating to investors. In addition, the Committee also looked into matters that can facilitate better investor services and relations. During FY 2022-2023, no complaints from investors were received on any matters.

Meeting of Independent Directors:

The Independent Directors of the Company meet without the presence of the Chairman, Managing Director / Chief Executive Officer, other Non- Independent Director, Chief Financial Officer, Company Secretary and any other Management Personnel. This Meeting is conducted to enable the Independent Directors to, inter-alia, discuss matters pertaining to review of performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company (taking into account the views of the Executive and Non-Executive Directors), assess the quality, quantity and timeliness of flow of information between the Company Management and the Board, that is necessary for the Board to effectively and reasonably perform its duties. One meeting of Independent Directors was held on 13th February 2023. The said meeting was attended by all Independent Directors of the Company.

Annual Return:

The Annual Return in Form MGT-7 for the financial year ended 31st March 2023, is available on the website of the Company at www.ushaascot.com

Transfer of Dividend to IEPF:

In terms of Section 124 of the Act, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. Accordingly, unpaid / unclaimed dividend for the financial year ended on 31st March 2016 is in process of being transferred to the IEPF. No claim lies against the Company in respect thereof.

Auditors:

M/s Sancheti & Co.(Firm Registration No. 000016C), Chartered Accountants retire as statutory auditors of the company at the ensuing Annual General Meeting.

The Board recommends the appointment of M/s GMJ & Co. (Firm Registration No. 103429W), Chartered Accountants as statutory auditors of the company for a period of five years i.e. from the conclusion of 80th Annual General Meeting till the conclusion of 85th Annual General Meeting of the Company subject to approval of the shareholders.

Auditors Report:

The comments made in Auditors Report read with notes on accounts are self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation.

Listing:

The Equity Shares of the Company are listed on BSE Limited, Mumbai. It may be noted that there are no payment outstanding to the said Exchange by way of listing fees etc.

Secretarial Audit Report:

In accordance with Section 204 of the Companies Act, 2013, the Company had appointed Ferrao MSR & Associates, Company Secretaries as Secretarial Auditors for the financial year ended 31st March 2023. The Secretarial Auditor's report forms part of the Annual Report.

Particulars of Employees:

Information as per Section 197 of the Companies Act, 2013 (the 'Act') read with the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended by notification dated 30/06/2016, list of the top ten employees in terms of remuneration drawn is annexed as Annexure – 5. None of the employees are employed on a remuneration of Rs. 8,50,000/- p.m. or Rs. 1,02,00,000/- p.a.

Energy Conservation, Technology Transfer and Foreign Exchange Earnings and Outgo:

Information required to be disclosed pursuant to section 134 (3) (m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 with respect to conservation of energy, technology absorption and foreign exchange earning & outgo are furnished hereunder:

- a) **Conservation of Energy:** The Company has always given high priority to energy conservation. Constant efforts have been made to reduce energy consumption on continuous basis. Employee awareness and effective monitoring of uses of energy are being pursued. The Company is also examining the use of alternative source of energy. It had already implemented Hot Water System at the hotel site and converting normal lighting to PL/CFL lighting to save fuel and electricity consumption to the considerable extent.
- b) **Technology Absorption:** The Company being in the hospitality industry, its activities do not as such involve any technology absorption or expenditure on research and development. Nonetheless, the Company's endeavors would be to achieve what is best possible in its business.
- c) **Foreign Exchange Earnings & Outgo:** Rs.0.07 lakh being realization under credit cards (Previous year Rs. 0.46) and Outgo Rs. Nil (Previous year Nil)

Corporate Governance:

Regulation 15(2t) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 in respect of Corporate Governance is not applicable to your Company since the paid-up capital of the company is less than Rs. 3 crore.

Cost Records as Specified by the Central Government:

Making and Maintenance of cost records as specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013 is not required by the Company.

Acknowledgements:

The Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, Central & State Government, Local Authorities and all other authorities during the year under review. Your Directors would also like to thank its customers, contractors and suppliers for their continuous support and confidence in its management.

The Directors would like to appreciate the efforts of the Company's employees for their dedicated support extended to the Company.

For and on behalf of the Board

Sd/-

Vinaychand Kothari

Chairman & Managing Director

DIN: 00010974

Sd/-

Dilip V Kothari

Jt. Managing Director & CFO

DIN: 00011043

Place: Mumbai

Date: 3rd July 2023

ANNEXURE 1

POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT

Appointment of Directors

The Nomination and Remuneration Committee (NRC) of the Board of Directors (Board) of the Company reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and also independence of director when Independent Director is to be appointed:

1. All Board appointments will be based on merit, in the context of the skills, experience, diversity, and knowledge, for the Board as a whole to be effective;
2. Ability of the candidates to devote sufficient time and attention to his / her professional obligations as Director for informed and balanced decision making;
3. Adherence to the applicable Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Directors;

Based on the recommendations of the NRC the board will evaluate the candidates and decide on the selection the appropriate member. The Board through the Chairman or the Managing Director will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act, 2013 and Rules made there under.

Removal of Directors

If a Director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations there under or due to non - adherence to the applicable policies of the Company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions.

Senior Management Personnel

The NRC shall identify persons based on merit, experience and knowledge who may be appointed in senior management team.

Senior Management personnel are appointed or promoted and removed/relieved with the authority of Managing Director & CEO based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed one level below the Key Managerial Personnel during a quarter shall be presented to the Board.

For and on behalf of the Board

Sd/-

Vinaychand Kothari

Chairman & Managing Director

DIN: 00010974

Sd/-

Dilip V Kothari

Jt. Managing Director & CFO

DIN: 00011043

Place: Mumbai

Date: 3rd July 2023

ANNEXURE 2**POLICY FOR REMUNERATION OF THE DIRECTORS****General**

This Policy sets out the approach to Compensation/remuneration/commission etc. will be determined by Committee and Recommended to the Board of Directors, for approval. Also remuneration to be paid to the Managing Director, other executive directors in accordance with provisions of Companies Act, 2013, and other statutory provisions if any, would require to complying for time being of appointment of such person.

Policy Statement

The Company has a well-defined Compensation policy for Directors, including the Chairman of the Company. The overall compensation philosophy which guides us to focus on enhancing the value, to attract, to retain and motivate Directors for achieving objectives of Company and to become a major player in market, to be the most trusted brand in the business we operate in and focus on customer serenity through transparency, quality and on time delivery to be a thought leader and establish industry benchmarks in sustainable development.

In order to effectively implement this, the Company has built a compensation structure by a regular annual benchmarking over the years with relevant players across the industry the Company operates in.

Non-Executive Including Independent Directors

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV to the Companies Act, 2013 and the LODR with Stock Exchanges and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolutions.

Managing Director (MD) and Executive Director

Remuneration of the MD and Executive Directors reflects the overall remuneration philosophy and guiding principle of the Company. While considering the appointment and remuneration of Managing Director and Executive Directors, the NRC shall consider the industry benchmarks, merit and seniority of the person and shall ensure that the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. The policy aims at a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The remuneration to the MD shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as per the policy of the Company from time to time and as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of appointment, the variable compensation will be determined annually by the NRC based on the performance of MD.

The term of office and remuneration of MD is subject to the approval of the Board of Directors, shareholders, and Central Government, as may be required and within the statutory limits laid down in this regard from time to time.

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay, subject to the requisite approvals, remuneration to its MD in accordance with the provisions of Schedule V to the Companies Act, 2013

If a MD draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 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 of the Company.

Remuneration for MD is designed subject to the limits laid down under the Companies Act, 2013 to remunerate him / her fairly and responsibly. The remuneration to the MD comprises of salary, perquisites and benefits as per policy of the Company and performance-based incentive apart from retirement benefits like P.F., Superannuation, Gratuity, Leave Encashment, etc. as per Rules Salary is paid within the range approved by the Shareholders. Increments are effective annually, as recommended /approved by the NRC / Board. The MD is entitled for grant of Stock Options as per the approved Stock Options Schemes of the Company from time to time.

Directors

The MD is an executive of the Company and draws remuneration from the Company. The Non-Executive Independent Directors receive sitting fees for attending the meeting of the Board and Committee thereof, as fixed by the Board of Directors from time to time subject to statutory provisions. The Non-Executive Independent Directors would be entitled to the remuneration under the Companies Act, 2013. In addition to the above, the Directors are entitled for reimbursement of expenses incurred in discharge of their duties.

The Company may also grant Stock Options to the eligible employees and Directors (other than Independent Directors) in accordance with the ESOP Schemes of the Company from time to time and subject to the compliance statutes and regulations.

Disclosures

Information on the total remuneration of members of the Company's Board of Directors, Managing Director and Executive Directors and KMP/senior management personnel may be disclosed in the Board's report and the Company's annual report / website as per statutory requirements in this regard.

For and on behalf of the Board

Sd/-

Vinaychand Kothari

Chairman & Managing Director

DIN: 00010974

Sd/-

Dilip V Kothari

Jt. Managing Director & CFO

DIN: 00011043

Place: Mumbai

Date: 3rd July 2023

ANNEXURE 3**POLICY ON REMUNERATION OF KEY MANAGERIAL PERSONNEL AND EMPLOYEES****Objective**

To establish guidelines of remuneration/ compensation/ commission etc. to be paid for employees by way of fairly and in keeping with Statutes, it will be determined by the Nomination & Remuneration committee (NRC) and the NRC will recommend to the Board for approval.

Standards

1. All employees, irrespective of contract, are to be paid remuneration fairly and the remuneration is to be externally competitive and internally equitable. The remuneration will be paid in accordance with the laid down Statutes.
2. Remuneration for on-roll employees will include a fixed or guaranteed component payable monthly; and a variable component which is based on performance and paid annually.
3. The fixed component of remuneration will have a flexible component with a bouquet of allowances to enable an employee to choose the allowances as well as the quantum based on laid down limits as per Company policy. The flexible component can be varied only once annually in the month of July, after the salary increment exercise.
4. The variable component of the remuneration will be a function of the employee's grade.
5. The actual pay-out of variable component of the remuneration will be function of individual performance as well as business performance. Business performance is evaluated using a Balance Score Card (BSC) while individual performance is evaluated on Key Result Areas (KRA). Both the BSC & KRAs are evaluated at the end of the fiscal to arrive at the BSC rating of the business and PPS rating of the individual.
6. An Annual compensation survey is carried out to ensure that the Company's compensation is externally competitive. Based on the findings of the survey and the business performance, the committee decides:
 - (i) The increment that needs to be paid for different performance ratings as well as grades.
 - (ii) The increment for promotions and the total maximum increment.
 - (iii) The maximum increase in compensation cost in % and absolute.
 - (iv) Compensation corrections are made in a few cases where it is outside the band or to keep it tune with the market.

For and on behalf of the Board

Sd/-

Vinaychand Kothari

Chairman & Managing Director
DIN: 00010974

Sd/-

Dilip V Kothari

Jt. Managing Director & CFO
DIN: 00011043

Place: Mumbai

Date: 3rd July 2023

ANNEXURE 4

FORM AOC - 2

{Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014}

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third provision is given below:

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of Contracts or Arrangements with related parties along with justification of these contracts, pursuant to requirements of Section 134 (h) and 188 (2) of the Companies Act, 2013 is given hereunder.

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

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrangements / transaction	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transaction	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first provision to section 188
1	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

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

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1	Mr. Vinaychand Yadavsingh Kothari, Managing Director of the Company, also Owner of premises rented to Company.	Rental of premises duly approved by Board	Renewed w.e.f. 1st April, 2010 (with no increase in rent till date)	Premises situated at 401, Chartered House, 293/299, Dr. C H St., Near Marine Lines, Church, Mumbai - 400002 taken on rent by Company for Registered office from owner Mr. Vinaychand Yadavsingh Kothari at monthly rent of Rs. 70,000/-	30/04/2010	Nil

Related Party Disclosures as per Schedule V of SEBI (LODR), 2013

Sr. No	In the accounts of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ Investments outstanding during the year.
1	Holding Company	Loans and advances in the nature of loans to subsidiaries by name and amount. Loans and advances in the nature of loans to associates by name and amount. Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.
2	Subsidiary	Same disclosures as applicable to the parent company in the accounts of subsidiary Company
3	Holding Company	Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan.

Note: Not applicable since the Company is has not entered into any related party transaction as per Companies Act, 2013, since all the transactions entered are on ordinary course of business and on arms length basis.

Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which holds 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results.

The above is disclosed in Note 35 of Financial Statements.

For and on behalf of the Board

Sd/-

Vinaychand Kothari

Chairman & Managing Director

DIN: 00010974

Sd/-

Dilip V Kothari

Jt. Managing Director & CFO

DIN: 00011043

Place: Mumbai

Date: 3rd July 2023

ANNEXURE 5

DISCLOSURE AS REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULE, 2014 AS AMENDED BY THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016 (As on 31.03.2023)

INFORMATION OF THE TOP 10 EMPLOYEES IN TERMS OF REMUNERATION DRAWN

Sr. No.	Name of Employee	Designation	Remuneration Received Gross (Rs.)	Nature of Employment (Contractual or Otherwise)	Qualification	Experience in years	Date of Commencement of Employment	Age in Years	Last Employment	% (Equity)	Employee is relative of Director or Manager (Name of Director or Manager)
1	Mr. Vinaychand Kothari	Chairman & Managing Director	33,15,000	Regular	Matriculate	55	01.06.2000	75	Hotel Relax Pvt. Ltd.	25.798%	Relative of Dilip V Kothari & Neelam D Kothari
2	Mr. Dilip V Kothari	Jt. Managing Director	26,00,000	Regular	B.Com, C.A.	34	01.06.2000	56	Hotel Relax Pvt. Ltd.	13.00%	Relative of Shri Vinay Kothari & Neelam D Kothari
3	Mr. Rahul Munot	GM	4,71,430	Regular	B. Com	25	10.09.2004	47	—	Nil	Nil
4	Mrs. Chanchal Munot	F & B Exec.	3,40,000	Regular	B.com	16	01.04.2008	45	—	Nil	Nil
5	Mr. Nitesh Jain	Pur. Mgr.	4,35,000	Regular	B.com	11	01.01.2012	33	—	Nil	Nil
6	Mr. Kishore More	FOM	3,15,595	Regular	B.com	26	01.10.2018	48	—	Nil	Nil
7	Mr. M. P. Pandey	Chief Engg.	3,09,816	Regular	Diploma	32	23.11.2011	63	—	Nil	Nil
8	Ms. Khusbhu Sheth	Sales Exec.	2,28,000	Regular	SY B.com	10	01.01.2020	34	—	Nil	Nil
9	Mr. Vijay Ahir	Sales Exec.	2,34,274	Regular	F.Y. BA	9	01.04.2014	34	—	Nil	Nil
10	Mr. Dikar Singh Oli	Chief Cook	3,12,733	Regular	S.S.C.	8	01.10.2014	48	—	Nil	Nil

**By Order of the Board
Best Eastern Hotels Ltd.**

Sd/-
Vinaychand Kothari
Chairman & Managing Director
DIN: 00010974

Sd/-
Dilip V. Kothari
Jt. Managing Director & CFO
DIN: 00011043

Place Mumbai
Date: 03.07.2023

MANAGEMENT DISCUSSION AND ANALYSIS**Industry Structure, Developments and Outlook**

After a difficult time of COVID 19, the Hospitality Industry worldwide and specially India, come back strongly and the same is reflected in the result of your company during the current year. There has been transition in the image of the industry from being old fashioned to modern in outlook.

The long-term outlook for the Indian hospitality business continues to be positive, both for the business and leisure segments. The sector has potential for growth on the back of increases in disposable incomes, increase in foreign tourist arrivals, momentum from government-led initiatives, and the burgeoning middle-class population.

Financial and Operating Performance

The Company has achieved total revenue of Rs.605.52 lakh, a significant increase of 45.83% as compared to total revenue of Rs.415.23 lakh recorded in the previous year. The Profit before Tax was Rs.59.56 lakh as compared to loss before tax of Rs.29.52 lakh in the previous year. One of the main reasons for increase in the turnover was growth in the hospitality sector across India.

The Company continues to be largely engaged in hospitality and related businesses.

Internal Control Mechanism and Adequacy

The Company has a proper and adequate system of internal control to ensure that all assets are safeguarded and protected against any loss from unauthorized use or disposition and that transactions are authorized, recorded, and reported correctly. The Company's internal control systems are periodically reviewed by the management together with the Audit Committee of the Board. The emphasis of internal control prevails across functions and processes, covering the entire gamut of activities.

Internal Financial Controls (IFC)

The Directors have devised a framework for Internal Financial Controls to be followed by the Company that conforms to the requirements of Section 134(5)(e) of the Companies Act, 2013 and incorporates measures that ensure adequate and continuing operating effectiveness of internal financial controls. Furthermore, in accordance with Section 149(8), read with the Code for Independent Directors laid down under Schedule IV, Clause II (3) of the Companies Act, 2013, the Independent Directors have satisfied themselves on the integrity of financial information and have ensured that Financial Controls and systems of Risk Management are robust and secure. To enable the Directors to meet these responsibilities, the Board has devised the necessary systems, frameworks and mechanisms within the Company. The Board has empowered the Audit Committee to periodically review and confirm that the mechanism remains effective and fulfill the objectives for which they have been created.

HUMAN RESOURCES DEVELOPMENT/INDUSTRIAL RELATIONS:

The Company recognizes the need for continuous growth and development of its employees in order to provide greater job satisfaction and also to equip them to meet growing organizational challenges. Industrial relations have continued to be harmonious at all units throughout the year. Measures for safety of employees, Welfare and development continue to receive top priorities.

THE FINANCIAL AND OPERATIONAL PERFORMANCE:

The financial statement is in confirmation with provisions of the Companies Act, 2013 and applicable accounting standard recommended by the Institute of Chartered Accountants of India. The financial statement reflects the genuine desire for the transparency and best judgment for the estimates made on prudent and reasonable bases to correctly reflect the true and fair affairs of the company.

CAUTIONARY STATEMENT:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward looking statements within the meaning of applicable security laws and regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however differ materially from those expressed or implied.

The Company assumes no responsibility in respect of forwarded looking statements herein which may undergo changes in future based on subsequent developments, information or events of the Company.

The Board takes this opportunity to thank all employees for their commitment, dedication and co-operation.

For and on behalf of the Board

Sd/-

Vinaychand Kothari

Chairman & Managing Director

DIN : 00010974

Sd/-

Dilip V Kothari

Joint Managing Director & CFO

DIN : 00011043

Place : Mumbai

Date : 3rd July 2023

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

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

To,
The Members,
Best Eastern Hotels Limited
401, Chartered House, 293/299, Dr. C.H. Street,
Near Marine Lines Church,
Mumbai - 400002

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

We have examined the papers, minute books, forms, returns filed and other records maintained by the Company provided to us for the financial year ended on 31st March 2023. Based on our examination as aforesaid and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

The Audit has been conducted for the financial year ended on 31st March 2023 in accordance with the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the financial year under review)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), as amended:
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")
 - (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable to the Company during the financial year under review**
 - (g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **Not applicable as the Company is not registered as a Registrar to an issue and Share Transfer Agent.**
 - (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable as the Company has not delisted its equity shares from any Stock Exchange during the financial year under review** and

- (i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **Not applicable as the Company has not bought back any of its securities during the financial year under review.**

We have also examined the compliances of the provisions of the following other laws applicable specifically to the Company wherein we have also relied on the representations made by the head of the respective departments in addition to the checks carried out by us:

- i. Food Safety and Standards Act, 2006 and Rules made thereunder
- ii. The Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder
- iii. The Environment Protection Act, 1986
- iv. The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. Listing Agreements entered into by the Company with BSE Limited.

Based on our verification and also the information provided by the Company, its officers, agents and its authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- i. *As per Regulation 34 of SEBI LODR, the listed entity shall submit to the stock exchange a copy of the annual report sent to the shareholders along with the notice of the annual general meeting not later than the day of commencement of dispatch to its shareholders. However the Company failed to comply with the same within the time limit provided. Company received notice of penalty in this regard from the Stock Exchanges and has paid the entailed fine amount.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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 for the Board Meetings. Agenda and detailed notes on agenda were, in most cases, sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Consent of the Board of Directors was obtained in cases where Meetings were scheduled by giving notice or agenda papers less than seven days.

All decisions are carried through with requisite majority. There were no dissenting views from the Board members during the period under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Ferrao MSR & Associates**
Company Secretaries

Sd/-

Martinho Ferrao

Partner

FCS 6221

CP No 5676

UDIN: F006221E000428280

Place: Mumbai

Date: 30th May 2023

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

'Annexure A'

To,
The Members,
Best Eastern Hotels Limited
401, Chartered House, 293/299, Dr. C.H. Street,
Near Marine Lines Church,
Mumbai - 400002

Our report is to be read along with this letter.

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

**For Ferrao MSR & Associates
Company Secretaries**

Sd/-
Martinho Ferrao
Partner
FCS 6221
CP No 5676
UDIN:F006221E000428280

Place: Mumbai
Date: 30th May 2023

INDEPENDENT AUDITOR'S REPORT

To the Members of
Best Eastern Hotels Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Best Eastern Hotels Limited** ("the Company") which comprise the Balance Sheet as at 31st March-2023, the Statement of Profit and Loss (including Other Comprehensive Income), the statement of Changes in Equity and the Statement of Cash Flow for the year then ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements")

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023; its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance, in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

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

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

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

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

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

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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure-A, a statement on the matters specified in the paragraph 3 and 4 of the order to the extent applicable.
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, Statement of Profit & Loss including Other Comprehensive Income, Statement of Change in Equity and Cash Flow Statement dealt with by this report, are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone (Ind AS) financial statements comply with the Ind Accounting Standards specified under Section 133 of the Act read with relevant rules issued thereunder;
 - e. On the basis of the written representations received from the directors as on 31.03.2023 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2023 from being appointed as director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure-B. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration paid/provided by the Company to its directors for the year ended 31st March, 2023 is in accordance with the provisions of section 197 of the Act read with Schedule V to the Act.
 - h. 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 litigation which would impact its financial position;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company during the year.
- iv.
 - (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
 - (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the above representations given by the management under sub-clause (i) and (ii) of Rule 1(e) as provided under (a) and (b) above contain any material misstatement.
- v. As stated in note 14 (b) to the accompanying standalone financial statements, the Board of Directors of the Company have proposed the dividend in arrears on cumulative preference shares for the year ended 31 March 2020, 31st March, 2021 and 31st March, 2022 which is subject to the approval of the members at the ensuing Annual General Meeting. The Company has also proposed dividend on cumulative preference shares for the year ended 31.03.2023. The proposed dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

For **Sancheti & Co.**
Chartered Accountants,
(FRN : 000016C)

(Pradeep Sancheti)
Partner
M.No. : 074930

Place : Mumbai
Dated : 30th May, 2023

UDIN **23074930BGZDGU8722**

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Best Eastern Hotels Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company does not have any intangible assets.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) Based on our examination of the property tax receipts and lease agreement for land on which building is constructed, registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are being executed in favour of the lessee as per Note 2.2), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right- of-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - (a) In our opinion, the inventories have been physically verified during the year by the Management at reasonable intervals and, in our opinion, the frequency of verification is reasonable. As explained to us, no material discrepancies were noticed on such physical verification.
 - (b) The Company has not been sanctioned working capital limits in excess of 1 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments, in provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnership or any other parties. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees, and securities provided, as applicable.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub- section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

- vii. In respect of statutory dues:
- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
- (b) The Company did not have any statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to the lenders.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Term Loan taken by the Company during the year has been applied for the purpose for which loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate companies,
- (f) The Company has not raised any loans during the year on the pledge of securities and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the management, there are no whistleblower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The provisions of Section 135 is not applicable to the Company, hence the reporting under clause (xx) is not applicable.

For **Sancheti & Co.**
Chartered Accountants,
(FRN : 000016C)

(Pradeep Sancheti)
Partner
M.No. : 074930

Place : Mumbai
Dated : 30th May, 2023

UDIN 23074930BGZDGU8722

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Best Eastern Hotels Limited of even date)

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

1. We have audited the internal financial controls over financial reporting of Best Eastern Hotels Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.
2. In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on 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.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

4. 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.
5. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

6. 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

7. 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 standalone 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 standalone 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

8. 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.

For **Sancheti & Co.**
Chartered Accountants,
(FRN : 000016C)

(Pradeep Sancheti)
Partner
M.No. : 074930

Place : Mumbai
Dated : 30th May, 2023

UDIN 23074930BGZDGU8722

BEST EASTERN HOTELS LIMITED



BALANCE SHEET AS AT 31st MARCH, 2023

DESCRIPTIONS	Note	As at 31.03.2023 Rs. In Lacs	As at 31.03.2022 Rs. In Lacs
A ASSETS			
(1) Non-Current Assets			
(a) Property, Plant & Equipments	2	531.72	515.36
(b) Capital Work-in-Progress	2	23.83	-
(c) Financial Assets:			
Other Financial Assets	3	8.97	8.41
(d) Other Non-Current Assets	4	6.51	1.57
Total Non-Current Assets	Sub-Total	571.03	525.33
(2) Current Assets			
(a) Inventories	5	20.24	7.47
(b) Financial Assets:			
Trade Receivables	6	0.23	1.95
Cash and Cash Equivalents	7	7.07	10.35
Bank Balances other than Cash & Cash Equivalents	8	0.76	1.98
Other Financial Assets	9	11.31	0.13
(c) Current Tax Assets (Net)	10	12.17	4.56
(d) Other Current Assets	11	3.87	2.99
Total Current Assets	Sub-Total	55.66	29.43
Total Assets	Total	626.69	554.77
B EQUITY & LIABILITIES			
(1) Equity			
(a) Equity Share Capital	12	168.50	168.50
(b) Other Equity	13	86.59	73.33
Total Equity	Sub-Total	255.09	241.83
(2) Non-Current Liabilities			
(a) Financial Liabilities			
Borrowings	14	145.10	157.94
(b) Deferred Tax Liabilities (Net)	15	31.61	35.17
Total Non-Current Liabilities	Sub-Total	176.71	193.11
(3) Current Liabilities			
(a) Financial Liabilities			
Borrowings	16	84.14	54.47
Trade Payables Due to:			
- Micro and Small Enterprises	17	0.47	-
- Other than Micro and Small Enterprises	17	7.81	8.25
Other Financial Liabilities	18	32.47	33.01
(b) Other Current Liabilities	19	24.78	19.60
(c) Provisions	20	45.21	4.50
(d) Current Tax Liabilities		-	-
Total Current Liabilities	Sub-Total	194.88	119.83
Total Equity & Liabilities	Total	626.69	554.77

Significant Accounting Policies and Notes are an integral part of the Financial Statements

1 - 60

As per our Report of even date attached
for **Sancheti & Co.**,
Chartered Accountants
(Firm Reg. No. : 000016C)

For & on Behalf of the Board of Directors

[CA Pradeep Sancheti]
Partner
Membership No. : 074930
Place : Mumbai
Dated : 30th May, 2023

[Vinaychand Kothari]
Chairman & Managing Director
DIN : 00010974

[Dilip V Kothari]
Jt. Managing Director & CFO
DIN : 00011043

[R.K.Baxi]
Independent Director
DIN : 000011048

[Rajesh Kedia]
Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH-2023

DESCRIPTIONS	<u>Note No.</u>	For the Year ended 31.03.2023 Rs. In Lacs	For the Year ended 31.03.2022 Rs. In Lacs
INCOME			
I Revenue from Operations	21	604.21	414.63
II Other Income	22	1.32	0.60
III Total Income (I+II)	Total	605.52	415.23
IV EXPENSES			
Cost of Materials Consumed	23	96.14	53.39
Employee Benefits Expenses	24	176.35	153.49
Finance Cost	25	6.64	13.55
Depreciation & Amortisation		61.48	63.84
Other Expenses	26	205.35	160.47
Total Expenses	Total	545.96	444.74
V Profit (Loss) before Exceptional Item and Tax (III-IV)		59.56	(29.52)
VI Exceptional Items		-	-
VII Profit (Loss) before tax (V - VI)		59.56	(29.52)
VIII Tax Expense:			
(1) Current Tax		9.29	-
(2) Previous Year Tax Adjustments		-	0.29
(3) Deferred Tax Expenses (Credit)		(3.56)	(8.62)
Less : MAT Credit Entitlement		(4.64)	-
		1.09	(8.33)
IX Profit (Loss) for the year (VII-VIII)		58.47	(21.19)
X Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurement on defined benefit plans		-	-
Income tax effect on above		-	-
XI Total comprehensive income for the year		58.47	(21.19)
XII Earning Per Equity Share			
of face value of Rs.1/- each	27		
Basic & Diluted (In Rupees)		0.35	(0.13)
Significant Accounting Policies and Notes are an integral part of the Financial Statements	1 - 60		

As per our Report of even date attached
for Sancheti & Co.,

Chartered Accountants
(Firm Reg. No. : 000016C)

[CA Pradeep Sancheti]

Partner
Membership No. : 074930
Place : Mumbai
Dated : 30th May, 2023

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[R.K.Baxi]
Independent Director
DIN : 000011048

[Rajesh Kedia]
Company Secretary

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

DESCRIPTIONS	Year ended 31.03.2023 Rs. In Lacs	Year ended 31.03.2022 Rs. In Lacs
1 <u>Equity Share Capital</u>		
Balance at the beginning of the Reporting Period	168.50	168.50
Changes in equity share capital during the year	-	-
Balance at the end of the Reporting Period	168.50	168.50

2 <u>Other Equity</u>	Reserves & Surplus		Total Other Equity Rs. In Lacs
	General Reserves Rs. In Lacs	Retained Earnings Rs. In Lacs	
<u>Balance as at 1st April, 2021</u>	28.71	65.81	94.52
Profit (Loss) for the Year	-	(21.19)	(21.19)
Other Comprehensive Income of the Year	-	-	-
<u>Balance as at 31st March, 2022</u>	28.71	44.62	73.33

<u>Balance as at 1st April, 2022</u>	28.71	44.62	73.33
Profit (Loss) for the Year	-	58.47	58.47
Other Comprehensive Income of the Year	-	-	-
- Remeasurement on defined benefit plans	-	-	-
Provision for Dividend on Cumulative Preference Shares	-	(45.21)	(45.21)
<u>Balance as at 31st March, 2023</u>	28.71	57.89	86.59

As per our Report of even date attached
for **Sancheti & Co.,**
Chartered Accountants
(Firm Reg. No. : 000016C)

[CA Pradeep Sancheti]
Partner
Membership No. : 074930
Place : Mumbai
Dated : 30th May, 2023

[Vinaychand Kothari]
Chairman & Managing Director
DIN : 00010974

[R.K.Baxi]
Independent Director
DIN : 000011048

For & on Behalf of the Board of Directors

[Dilip V Kothari]
Jt. Managing Director & CFO
DIN : 00011043

[Rajesh Kedia]
Company Secretary

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH-2023

DESCRIPTION	Year Ended 31.03.2023 Rs. in Lacs	Year Ended 31.03.2022 Rs. in Lacs
[a] Cash Flow from Operating Activities		
Net Profit (Loss) before tax for continuing operations	59.56	(29.52)
Add : Adjustments For:		
Depreciation	61.48	63.84
Provision for Gratuity	-	4.50
Interest Expenses	6.64	13.55
Sub-Total	68.13	81.89
Less : Adjustments For :		
Interest Income	1.23	0.60
Exchange Gain	0.09	-
Sub-Total	1.32	0.60
Operating Profit (Loss) before Working Capital Adjustments	126.37	51.78
Movements in Working Capital:		
Decrease / (Increase) in Inventories	(12.77)	(1.16)
Decrease / (Increase) in Trade Receivables	1.73	(1.45)
Decrease / (Increase) in Other Financial Assets	(10.52)	0.46
Decrease / (Increase) in Other Current Assets	(0.88)	(1.13)
Increase / (Decrease) in Trade Payables	(0.44)	1.80
Increase / (Decrease) in Other Liabilities	0.14	11.08
Cash Generations from Operations	103.63	61.38
Less : Payment of Income Tax (Net of Refund)	(16.64)	1.03
Net Cash Flow generated from Operating Activities	Total (A)	86.99
[b] Cash Flow from Investing Activities		
Interest Income Received	1.23	0.60
Purchase of Property, Plants & Equipments / WIP	(101.68)	(10.01)
Net Cash Flow (Used) in Investing Activities	Total (B)	(100.46)
[c] Cash Flow from Financing Activities		
Interest Paid	(6.64)	(13.55)
Increase (Decrease) in Borrowings (Current)	29.67	(58.44)
Increase (Decrease) in Borrowings (Non-Current)	(12.84)	17.84
Net Cash Flow (Used) in Financing Activities	Total (C)	10.19
[d] Net Increase/(Decrease) in Cash & Equivalents	(A+B+C)	(1.16)
Cash & Cash equivalent at the beginning of the Year	10.35	11.51
Cash & Cash equivalent at the end of the Year (Refer Note 7)	7.07	10.35

Notes to the Cash Flow Statement

- 1 Cash flow statement has been prepared following the indirect method as set out in Ind AS-7
- 2 Proceeds from Borrowing (Current and Non-current) are shown net of repayment.
- 3 Cash comprises Cash on Hand and balances lying in Current Accounts with Banks.
- 4 Previous year's figures have been regrouped / reclassified wherever applicable.

As per our Report of even date attached
for **Sancheti & Co.,**
Chartered Accountants
(Firm Reg. No. : 000016C)

For & on Behalf of the Board of Directors

[CA Pradeep Sancheti]
Partner
Membership No. : 074930
Place : Mumbai
Dated : 30th May, 2023

[Vinaychand Kothari]
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DIN : 00011043

[R.K.Baxi]
Independent Director
DIN : 000011048

[Rajesh Kedia]
Company Secretary

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31-03-2023**CORPORATE INFORMATION**

The Best Eastern Hotels Limited ("the Company") is a public limited company, incorporated and domiciled in India having its registered office at 401, Chartered House, 293/297 Dr C H Street, Marine Lines Mumbai 400 002 Maharashtra, India. The equity shares of the Company are listed on BSE Limited. The Company is primarily engaged in the business of owning, operating hotel and resort.

Note - 1**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****(i) Basis of preparation:**

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities and land and building, which are measured at fair value.

(ii) Fair value hierarchy

The Company's accounting policies and disclosures require the measurement of fair values for financial assets and liabilities.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(iii) Revenue Recognition:

Revenue is measured at the fair value of the consideration received or receivable. Revenue comprises sale of rooms, food and beverages and allied services relating to hotel operations.

Revenue is recognized upon rendering of the service, provided pervasive evidence of an arrangement exists, tariff/rates are fixed or are determinable and collectability is reasonably certain. Revenue from rendering of services is net of Indirect taxes, returns and discounts.

**(iv) Property, Plant and Equipment:
Recognition and measurement:**

Items of property, plant and equipment, Land and Building are measured at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment includes purchase price, including freight, duties, taxes and expenses incidental to acquisition and installation. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Property, plant and equipment are derecognized from financial statements, either on disposal or when no economic benefits are expected from its use or disposal. The gain or losses arising from

disposal of property, plant and equipment are recognized in the Statement of Profit and Loss in the year of occurrence.

Subsequent expenditures:

Subsequent expenditures related to an item of property, plant and equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company and cost can be reliably measured. All other repair and maintenance costs are recognized in the Statement of Profit and Loss during the year in which they are incurred.

Depreciation:

Depreciation is provided on all property, plant and equipment on straight-line method in the manner and useful life prescribed in Schedule II of the Companies Act, 2013. Depreciation on additions/deletion is provided on pro-rata basis with reference to the date of addition/deletion as the case may be.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 01 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Company has adopted cost model for all class of items of Property Plant and Equipment.

(v) Impairment of Non-Financial Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or cash generating unit's (CGU) fair value less costs of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. If such recoverable amount of the asset or cash generating unit is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is any indication that any impairment loss recognized for an asset in prior years may no longer exist or may have decreased, the recoverable amount is reassessed and such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss..

(vi) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial Assets

Initial recognition and measurement

The Company recognizes financial assets when it becomes a party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset.

Subsequent measurement

For the purpose of subsequent measurement, the financial assets are classified as under:

a) Financial assets at amortised cost

A financial asset is measured at the amortised cost, if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or

premium and fees or costs that are an integral part of the EIR. Interest income from these financial assets is included in other income using the EIR in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets are classified as FVTOCI, if both of the following criteria are met:

- These assets are held within a business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Fair value movements are recognised in the other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income and foreign exchange gains or losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to Profit or Loss and recognised in other income/(loss).

c) Financial assets at fair value through profit or loss (FVTPL)

Financial assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is recognized in profit or loss and presented net in the Statement of Profit and Loss within other income in the period in which it arises.

d) Impairment of financial assets

The Company applies 'simplified approach' for recognition of impairment loss on financial assets for loans, deposits and trade receivables.

The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime Expected Credit Loss at each reporting date, right from its initial recognition.

e) De-recognition

A financial asset is derecognized when:

- the rights to receive cash flows from the assets have expired or
- the Company has transferred substantially all the risk and rewards of the asset, or
- the Company has neither transferred nor retained substantially all the risk and rewards of the asset, but has transferred control of the asset.

Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction cost.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. For trade and other payables maturing within operating cycle, the carrying amounts approximate the fair value due to short maturity of these instruments.

Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using Effective Interest Rate (EIR) method. Gain and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized.

Amortised cost is calculated by taking into account any discount or premium on acquisition and transaction costs. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

Derecognition

The Company derecognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting financial instruments

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

(vii) Inventories:

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

(viii) Taxes:

The tax expense comprises current and deferred tax. Tax is recognized in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity or in OCI.

Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantially enacted at the reporting date.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities for financial reporting purpose and the amount used for taxation purposes.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax asset is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

MAT Credit

The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

(ix) Employee benefits:**Short term employee benefits:**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Defined contribution plans:

The Company's contribution to Provident Fund, Pension, Superannuation and Employees State Insurance Contribution are considered as defined contribution plans, as the Company does not carry any further obligations apart from the contribution made to the respective fund/scheme and are charged as an expense based on the amount of contribution required to be made. Gratuity is funded through Group Gratuity scheme formed by Life Insurance Corporation of India.

(x) Borrowing Costs:

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use.

All other borrowing costs are recognized as expense in the period in which these are incurred.

(xi) Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, demand deposit and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

(xii) Provisions & Contingent Liabilities:

The Company recognizes a provision when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

(xiii) Earnings per share

Basic earnings per share is calculated by dividing the net profit / (loss) for the year attributable to the equity shareholders by weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit / (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.

Use of Estimates and Judgements

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income, expenses and disclosures of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and underlying assumptions are reviewed at each reporting date. Any revision to accounting estimates and assumptions are recognised prospectively i.e. recognised in the period in which the estimate is revised and future periods affected.

Fair value measurement of financial instruments

When the fair values of the financial assets and liabilities recorded in the balance sheet cannot be measured based on the quoted market prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from the observable market, where possible, but where this is not feasible, a review of judgement is required in establishing fair values. Changes in assumptions relating to these assumptions could affect the fair value of financial instruments.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

Note 2 : Property, Plant and Equipments

Particulars	GROSS BLOCK (AT COST)				DEPRECIATION			NET BLOCK		
	Balance as at 01.04.2022 Rs.in Lacs	Purchased during the year Rs.in Lacs	Deletions during the year Rs.in Lacs	Balance As At 31.03.2023 Rs.in Lacs	Balance upto 01.04.2022 Rs.in Lacs	Provided for the year Rs.in Lacs	Adjustment on account of deletions Rs.in Lacs	Balance Upto 31.03.2023 Rs.in Lacs	Balance As At 31.03.2023 Rs.in Lacs	Balance As At 31.03.2022 Rs.in Lacs
<u>Tangible</u>										
Land	37.00	-	-	37.00	-	-	-	-	37.00	37.00
Buildings	563.55	-	-	563.55	187.31	31.31	-	218.62	344.93	376.24
Electrical Installation	43.24	1.92	-	45.17	27.68	3.38	-	31.06	14.11	15.56
Plant And Machinery	116.52	10.94	-	127.46	67.94	9.98	-	77.92	49.54	48.58
Furniture & Fixtures	120.62	44.30	-	164.92	93.20	10.75	-	103.95	60.97	27.42
Computers	6.28	1.79	-	8.08	3.83	1.23	-	5.06	3.02	2.45
Vehicles	32.64	18.90	-	51.53	24.54	4.83	-	29.37	22.17	8.10
Total	919.86	77.85	-	997.71	404.50	61.48	-	465.98	531.72	515.36
Previous Year	909.84	10.01	-	919.86	340.66	63.84	-	404.50	515.36	
Capital Work-in-Progress	-	-	-	-	-	-	-	-	23.83	-

2.1 Charge is created against entire movable and immovable property of the Company.

2.2 The title deeds of all the immovable properties are held in the name of the Company except in the case of land for which lease has been renewed for a period of 30 years effective from 01.05.2022 vide order of the Collector, Raigad dated 09.01.2023 pending execution of lease agreement.

2.3 Capital Work-in-Progress Ageing Schedule

(a) CWIP Ageing Schedule

Particulars	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
<u>As at 31st March, 2023</u>					
Building	16.68	-	-	-	-
Furniture	7.14	-	-	-	-
<u>As at 31st March, 2022</u>					
Building	-	-	-	-	-
Furniture	-	-	-	-	-

(b) There are no such CWIP of which completion is overdue or has exceeded its cost compared to its original plan.

(c) There is no project which is temporary suspended.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

Note	DESCRIPTIONS	As at 31.03.2023 Rs. In Lacs	As at 31.03.2022 Rs. In Lacs
3	<u>OTHER FINANCIAL ASSET (NON - CURRENT)</u> (Unsecured, considered Good)		
	Security Deposits	4.20	4.86
	Staff Advance	4.77	3.55
		8.97	8.41
4	<u>OTHER NON-CURRENT ASSETS</u>		
	Balance with Govt Authorities	1.87	1.57
	Mat Credit Entitlements	4.64	-
		6.51	1.57
5	<u>INVENTORIES</u> (Valued at Lower of cost or Net Realisable Value)		
	Provision Stores	7.21	2.74
	Miscellaneous Parlour Goods	0.36	0.09
	Liquor & Wine	2.04	0.49
	Linens, Cloths & Uniforms	10.62	4.16
		20.24	7.47
6	<u>TRADE RECEIVABLES:</u>		
	(a) Undisputed Trade Receivables		
	- Considered Good	0.23	1.95
	- Having significant increase in Credit Risk	-	-
	- Credit Impaired	-	-
	(b) Disputed Trade Receivables		
	- Considered Good	-	-
	- Having significant increase in Credit Risk	-	-
	- Credit Impaired	-	-
		0.23	1.95
	Ageing of Trade Receivables (outstanding for following periods from the due date of Payment)		
	Undisputed Trade Receivables, considered good		
	Less than 6 months	0.21	1.95
	6 months to 1 year	0.02	-
	1 - 2 Year	-	-
	2 - 3 Year	-	-
	More than 3 Years	-	-
		0.23	1.95

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

Note	DESCRIPTIONS	As at 31.03.2023 Rs. In Lacs	As at 31.03.2022 Rs. In Lacs
7	<u>CASH & CASH EQUIVALENTS</u> Cash on hand Balances with banks in current accounts	2.51 4.56 7.07	7.69 2.65 10.35
8	<u>BANK BALANCES OTHER THAN CASH & CASH EQUIVALENTS</u> Fixed Deposits with Bank (held by bank as Margin Money) Earmarked Balances with the Bank (Unpaid Dividend)	0.76 - 0.76	1.38 0.60 1.98
9	<u>OTHER FINANCIAL ASSETS (CURRENT)</u> (Unsecured, considered Good) Interest accrued on Fixed Deposits Other Receivables	0.19 11.13 11.31	0.13 - 0.13
10	<u>CURRENT TAX ASSETS</u> Advance Payment of taxes Less : Provisions for Tax	21.46 (9.29) 12.17	4.56 - 4.56
11	<u>OTHER ASSETS (CURRENT)</u> Prepaid Expenses	3.87 3.87	2.99 2.99

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

Note	DESCRIPTIONS	As at 31.3.2023		As at 31.3.2022	
		No. of Shares	Amount Rs. in Lacs	No. of Shares	Amount Rs. in Lacs
12	SHARE CAPITAL				
	Authorised				
	Equity Shares of Rs. 1/- each	4,80,00,000	480.00	4,80,00,000	480.00
	Redeemable Preference Shares of Rs.10/- each	12,00,000	120.00	12,00,000	120.00
	Total		600.00		600.00
	Issued, Subscribed and Paid Up				
Equity Shares of Rs. 1/- each fully paid up	1,68,50,000	168.50	1,68,50,000	168.50	
Total	1,68,50,000	168.50	1,68,50,000	168.50	

12.1 Reconciliation of Number of Shares outstanding

Note	DESCRIPTIONS	As at 31.3.2023		As at 31.3.2022	
		No. of Shares	Amount Rs. in Lacs	No. of Shares	Amount Rs. in Lacs
	Shares Outstanding at the beginning of the year	1,68,50,000	168.50	1,68,50,000	168.50
	Shares Issued during the Year	-	-	-	-
	Shares Outstanding at the End of the year	1,68,50,000	168.50	1,68,50,000	168.50

12.2 Shares in the Company held by each shareholder holding more than 5% of shares

DESCRIPTIONS	As at 31.3.2023		As at 31.3.2022	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Vinaychand Kothari	43,46,970	25.80%	43,46,970	25.80%
Meena Kothari	42,50,000	25.22%	42,50,000	25.22%
Dilip V. Kothari	21,90,471	13.00%	21,90,471	13.00%
Vandeep Impex LLP	12,50,000	7.42%	12,50,000	7.42%
GCM Commodity & Derivative Limited	10,53,691	6.25%	10,53,691	6.25%

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

12.3 Shares held by the Promoters at the end of Year

DESCRIPTIONS	As at 31.3.2023		As at 31.3.2022	
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding
Vinaychand Kothari	43,46,970	25.80%	43,46,970	25.80%
Meena Kothari	42,50,000	25.22%	42,50,000	25.22%
Dilip V Kothari	21,90,471	13.00%	21,90,471	13.00%
Vandeep Impex LLP	12,50,000	7.42%	12,50,000	7.42%
Neelam D Kothari	6,00,000	3.56%	6,00,000	3.56%

12.4 As at March 31, 2023, the Company does not have any Holding Company.

12.5 The Company has one class of shares referred to as equity shares having a par value of Rs. 1/- each. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of Company the holders of equity shares will be entitled to receive the remaining assets of the Company after distribution of all preferential amounts in proportion to the number of equity shares held by holders.

Note	DESCRIPTIONS	As at 31.03.2023 Rs. In Lacs	As at 31.03.2022 Rs. In Lacs
13	<u>OTHER EQUITY</u>		
	<u>General Reserve:</u>		
	Opening Balance	28.71	28.71
	Sub-Total	28.71	28.71
	<u>Surplus in the Statement of Profit & Loss Account:</u>		
	Opening Balance	44.62	65.81
	Add (Less) : Net Profit (Loss) for the Year	58.47	(21.19)
	Less : Appropriations		
	Dividend in Arrears on Preference Shares Proposed for:		
	(a) Financial Year 2019-20	(9.21)	
	(b) Financial Year 2020-21	(12.00)	
	(c) Financial Year 2021-22	(12.00)	
	Dividend on Preference Shares Proposed for Financial Year 2022-23	(12.00)	
Sub-Total	57.89	44.62	
<u>Other Comprehensive Income</u>			
Opening Balance	-	-	
Add : Remeasurement on defined benefits plans	-		
Sub-Total	-	-	
G Total	86.59	73.33	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

Note	DESCRIPTIONS	As at 31.03.2023 Rs. In Lacs	As at 31.03.2022 Rs. In Lacs
14	<u>BORROWINGS (Non-Current)</u>		
	<u>Secured (Refer Note 14(a))</u>		
	Term Loan 1 - Union Guaranteed Emergency Credit Line	9.08	19.95
	Term Loan 2 - Union Guaranteed Emergency Credit Line (3.00)	26.80	26.80
		35.88	46.75
	Less : Current Maturities of Borrowings - Non Current	(10.78)	(8.81)
	Sub-Total	25.10	37.94
	<u>Preference Share Capital (Refer Note 14(b))</u>		
	12,00,000 (Previous Year : 12,00,000) 10% Cumulative, Non-Convertible, Redeemable Preference Shares of Rs.10/- each to be redeemed at par on or before 26th June, 2039 but not later than 26th June 2039.	120.00	120.00
	G Total	145.10	157.94

14 (a) Note on Secured Term Loan:

- (i) The Term Loans 1 & 2 are sanctioned and disbursed by Union bank under ECLGS scheme announced by the government to meet with liquidity crunch on account of outbreak of COVID-19 pandemic.
- (ii) Both the Term Loan are secured by equitable mortgage of immovable property owned by the Company situated at Matheran.
- (iii) The Term Loan-1 is repayable in 36 monthly instalments after a moratorium period of 12 months.
- (iv) The Term Loan-2 is repayable in 48 monthly instalments after a moratorium period of 24 months.
- (v) The Term Loan-1 carries rate of interest of 7.50% p.a. & Term Loan-2 carries rate of interest of EBLR+1% subject to maximum of 9.25% p.a.
- (vi) The Company has used the borrowings from the bank for the specific purpose for which it was taken.

14 (b) Note on Preference Share Capital

- (i) The Company had issued total of 12,00,000 10% Cumulative, Non-Convertible, Redeemable Preference Shares of Rs.10/- each which are to be redeemed at par on or before 26th June, 2039.
- (ii) The company has not declared dividend on cumulative preference shares in the earlier years on account of losses and no provisions have been made in the books of accounts in respect of dividend in arrears on the preference shares as per letter received from the holders of preference shares. The dividends in the arrears on preference shares together with dividend due for the year have been proposed to be paid out of the profit for the year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

Note	DESCRIPTIONS	As at 31.03.2023 Rs. In Lacs	As at 31.03.2022 Rs. In Lacs
15	DEFERRED TAX LIABILITY:		
	<u>Deferred Tax Liabilities</u>		
	Depreciation on Assets	33.31	38.06
	<u>Deferred Tax Assets</u>		
	Disallowances under Income Tax Act	(1.70)	(2.89)
	G Total	31.61	35.17
16	BORROWINGS (Current)		
	Secured (Refer Note 16(a))		
	Loan Repayable on Demand from a Bank		
	Secured Overdraft	37.44	27.62
	Current Maturities of Borrowings - Non Current	10.78	8.81
	Unsecured		
	From related parties	35.92	18.04
		84.14	54.47
16 (a) Note on Secured Borrowings:			
	(i) The Secured Overdraft from the bank is secured by equitable mortgage of immovable property owned by the Company situated at Matheran and secured by personal guarantee furnished by two directors of the Company.		
	(ii) The Rate of Interest is linked with EBLR of respective bank with spread of 2.00%, hence ROI varies from 8.50% to 10.50% p.a. depending upon movement in EBLR.		
17	TRADE PAYABLES:		
	(a) Undisputed Trade Payables		
	Payable to Micro and Small Enterprises	0.47	-
	Payable to Creditors other than Micro and Small Enterprises	7.81	8.25
	(a) Disputed Trade Payables		
	Payable to Micro and Small Enterprises	-	-
	Payable to Creditors other than Micro and Small Enterprises	-	-
		8.28	8.25
	Ageing of Trade Payables (outstanding for following periods from the due date of Payment)		
	Undisputed Trade Payable		
	Less than 1 Year	8.00	8.00
	1 - 2 Year	0.28	0.25
	2 - 3 Year	-	-
More than 3 Years	-	-	
	8.28	8.25	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

Note:

The company has classified "Suppliers" regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any relating to amounts unpaid as at the year end together with interest paid/payable as required under the said Act have been made. The above information regarding Micro, Small and medium enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. (See Note 42)

Note	DESCRIPTIONS	As at 31.03.2023 Rs. In Lacs	As at 31.03.2022 Rs. In Lacs
18	<u>OTHER FINANCIAL LIABILITIES (CURRENT)</u>		
	Salary & Reimbursements	5.94	6.53
	Other Payables (includes accrued expenses)	14.54	16.33
	Payables for Capital Expenditure	6.61	-
	Statutory Dues Payable	5.39	9.54
	Unpaid Dividend \$	-	0.60
	\$ There are no amounts due and outstanding to be credited to Investor Education & Protection Funds as at 31.03.2023 under section 125 of the Companies Act, 2013.	32.47	33.01
19	<u>OTHER CURRENT LIABILITIES</u>		
	Advance from Customers	24.78	19.60
		24.78	19.60
20	<u>SHORT TERM PROVISIONS</u>		
	<u>Provision for Employees</u>		
	Provision for Gratuity	-	4.50
	<u>Provision for Dividend</u>		
	Dividend in Arrears on Cumulative Preference Shares	33.21	-
	Dividend Proposed on Cumulative Preference Shares	12.00	-
		45.21	4.50
21	<u>REVENUE FROM OPERATIONS</u>		
	Sale of Services		
	Lodging	362.64	219.32
	Boarding	231.34	189.12
	Income from Other Services	10.23	6.19
		604.21	414.63

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

Note	DESCRIPTIONS	As at 31.03.2023 Rs. In Lacs	As at 31.03.2022 Rs. In Lacs
22	<u>OTHER INCOME</u>		
	Interest Income	1.23	0.60
	Foreign Exchange Gain	0.09	-
		1.32	0.60
23	<u>COST OF MATERIAL CONSUMED</u>		
	Food & Beverages Cost		
	Opening Stock	3.31	2.92
	Add: Purchases	102.44	53.78
		105.75	56.70
	Less: Closing Stock	9.62	3.31
	(Food & Beverage consumption is inclusive of cost of complimentary meals provided to house guests)	96.14	53.39
24	<u>EMPLOYEE BENEFITS EXPENSES</u>		
	Salaries & Wages	93.66	72.80
	Directors Remuneration	59.15	55.90
	Contributions to Provident, Gratuity & Other fund (Refer Note No. 40)	14.47	16.37
	Bonus and Leave Encashment	7.98	7.89
	Staff welfare expenses (including estimated cost of staff meals)	1.09	0.54
		176.35	153.49
25	<u>FINANCE COST</u>		
	Interest on Borrowings from bank	4.00	12.04
	Interest on Borrowings from others	2.65	1.51
		6.64	13.55
26	<u>OTHER EXPENSES</u>		
	Operating Expenses		
	Power & Fuel Expenses	53.73	38.87
	Water Charges	15.26	14.19
	Commission to Agents & Guides	13.17	11.55
	Repairs to Building	10.66	7.40
	Repairs to Plant & Machinery	7.61	7.02
	Repairs to Others	13.35	8.17
	Linen, Cloth & Uniforms	6.99	6.92
	Laundry Operating Expenses	6.45	5.12
	Other Operating Expenses	10.01	9.69
	Sub-Total	137.23	108.92

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

Note	DESCRIPTIONS	As at 31.03.2023 Rs. In Lacs	As at 31.03.2022 Rs. In Lacs
	Sales, Administrative and Establishment Expenses		
	Advertisement Expenses	7.97	3.43
	Rent, Rates & Taxes	8.73	7.88
	Office Rent	8.40	8.40
	Travelling Expenses	8.60	3.45
	Listing Fees	3.00	3.00
	Printing & Stationery	0.98	0.65
	Insurance Charges	2.23	2.06
	Communication Expenses	1.72	1.41
	Legal & Professional Charges	2.46	1.80
	Motor Car Expenses	2.61	2.13
	Share Registrar Expenses	1.02	0.85
	Auditors' Remunerations	2.00	2.00
	Other Administrative & Selling Expenses.	18.41	14.47
	Sub-Total	68.13	51.54
	G Total	205.35	160.47
27	<u>EARNING PER SHARE</u>		
	Earning per Share is calculated in accordance with Accounting Standard - 20 (AS-20) - "Earning per share" issued by Institute of Chartered Accountants of India		
	a. Net Profit (Loss) after Tax available for Equity Shareholders	58.47	(21.19)
	b. Weighted average number of Equity Shares outstanding (Nos.)	1,68,50,000	1,68,50,000
	c. Nominal Value of Equity Share (Rupees)	1.00	1.00
	d. Earning Per Share - basic & diluted (Rupees)	0.35	(0.13)
28	<u>INCOME TAX EXPENSES</u>		
	(a) <u>Amount recognised in Statement of Profit & Loss</u>		
	(i) Current Income Tax	9.29	-
	(ii) Previous Year Tax Adjustments	-	0.29
	(iii) Deferred Income Tax	-	-
	- Origination and reversal of temporary differences	(3.56)	(8.62)
	Less : MAT Credit Entitlement	(4.64)	-
	Total Income tax recognised in the Current Year (i+ii+iii)	1.09	(8.33)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

Note	DESCRIPTIONS	As at 31.03.2023 Rs. In Lacs	As at 31.03.2022 Rs. In Lacs
(b)	<u>Reconciliation of Effective Tax Rate</u>		
	Profit (Loss) Before Tax	59.56	(29.52)
	Applicable Tax Rate	26.00%	26.00%
	Computed Tax Expenses	15.49	(7.67)
	Tax Effects of:		
	Expenses permanently disallowed under Income Tax Act	0.09	0.22
	Tax Losses on which no deferred tax assets was recognised	0.32	(1.17)
	Effects of Brought Forward Losses	(14.81)	-
	Tax Adjustment of earlier years	-	0.29
	Tax Recognised in Statement of Profit & Loss	1.09	(8.33)
	Effective Tax Rate	1.83%	28.22%
(d)	<u>Recognised Deferred Tax Assets and Liabilities</u>		
	Deferred Tax Liability on account of Property, Plant & Equipment's	(4.74)	(5.73)
	Deferred Tax Assets on account of Retirement Benefits of Employees	1.19	(2.89)
	Deferred Tax Provision (B)	(3.56)	(8.62)
(e)	<u>MAT Credit Entitlements</u>		
	For AY 2023-24 (Available till AY 2037-38)	4.64	-
		4.64	-
29	Contingent Liabilities not provided for in the books of Accounts	Nil	Nil
30	Capital Commitment (net of advances)	15.00	Nil
31	FOB Value of Exports	Nil	Nil
32	Expenditure incurred in Foreign Currency	Nil	Nil
33	Directors' Remunerations includes:		
	[a] Salary & Allowances	59.15	55.90
	[b] Contribution to PF and other fund	6.73	6.37
		65.88	62.27
34	Auditors' Remuneration includes:		
	[a] Audit Fees	1.50	1.50
	[b] Tax Advisory Services	0.25	0.25
	[c] Other Services	0.25	0.25
		2.00	2.00

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

Note	DESCRIPTIONS	As at 31.03.2023 Rs. In Lacs	As at 31.03.2022 Rs. In Lacs
35	<u>RELATED PARTY DISCLOSURE</u>		
	<p>A <u>The name of related parties are under:</u></p> <p>(i) Enterprises that directly or indirectly control (through subsidiaries) or are under common control with the reporting enterprises Nil</p> <p>(ii) Associates, Joint venture of the reporting entity, investing party or venture in respect of which reporting enterprise is an associate or joint venture. Nil</p> <p>(iii) Individual owning directly or indirectly, an interest in voting power of the reporting an enterprises that gives them control or significant influence over the enterprise and relative of any such individual: Meena Infratech LLP Vandeep Impex LLP Vandeep Developers LLP Vandeep Hotels Private Limited Sardar Sarovar Holiday Resortts LLP</p> <p>(iv) Key Management Persons (KMP) and their relatives (a) Key Management Personnel Mr. Vinaychand Kothari (Chairman & Managing Director) Mr. Dilip V. Kothari (Chief Financial Officer) Mrs. Neelam D Kothari (Director) (b) Relative of Key Management Personnel Mrs. Meena V Kothari Mr. Parasmal Kothari Mrs. Monica M Daga</p> <p>(v) Enterprises over which any person described in (iii) & (iv) is able to exercise significant influence Sankalp Enterprises - Firm Navkar Heights - Firm</p>		
	<p>B <u>The details of transactions with related parties entered into by the Company are given below:</u></p> <p><u>Transactions with KMP and their relatives</u></p> <p>Salaries Paid and Contribution to PF & other fund</p> <p>Interest Paid / Provided</p> <p>Rent Paid</p> <p>Loans Received during the year</p> <p>Loans Repaid during the year</p> <p>Reimbursement of Expenses</p> <p>Balance outstanding at the end of the year</p>	<p>67.38</p> <p>2.65</p> <p>8.40</p> <p>87.65</p> <p>69.76</p> <p>11.13</p> <p>47.05</p>	<p>63.77</p> <p>1.51</p> <p>8.40</p> <p>13.51</p> <p>7.25</p> <p>Nil</p> <p>18.04</p>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

36 **Classification of Financial Assets and Liabilities**

(a) **Accounting classification**

The carrying value of financial instruments by categories are as follows:

Particulars	31.03.2023		31.03.2022	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	Rs.in Lacs	Rs.in Lacs	Rs.in Lacs	Rs.in Lacs
Financial Assets				
Investments in equity instruments	-	-	-	-
Loans	-	-	-	-
Trade receivable	0.23	0.23	1.95	1.95
Cash and cash equivalents	7.07	7.07	10.35	10.35
Other bank balances	0.76	0.76	1.98	1.98
Other financial assets	20.28	20.28	8.54	8.54
	28.34	28.34	22.82	22.82
Financial Liabilities				
Borrowings	229.24	229.24	212.41	212.41
Trade payables	8.28	8.28	8.25	8.25
Other financial liabilities	32.47	32.47	33.01	33.01
	270.00	270.00	253.67	253.67

(b) **Fair value hierarchy and Method of valuation**

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1:

Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This included listed equity instruments, traded debentures and mutual funds that have quoted price. The fair value of all equity instruments (including debentures) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The company do not have any investment in financial instruments that are quoted on stock exchanges.

Level 2:

Level 2 hierarchy includes financial instruments that are not traded in an active market. The fair value in this hierarchy is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. The company have no such financial instruments that are value using Level 2 hierarchy

Level 3:

If one or more of the significant Inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. Financial instruments such as unlisted equity shares, loans are included in this hierarchy

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

The following table shows fair value measurement hierarchy. Except for these financial instruments, the Company considers that the carrying value amount recognised in the financial statements approximate their fair value largely due to the short term maturities of these instruments for security deposits, trade receivable, trade payables, cash and bank balances and other financial assets and liabilities.

	31.03.2023			31.03.2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Investments in equity inst.	Nil	Nil	Nil	Nil	Nil	Nil

37 **Financial Risk Management**

The Company's principal financial liabilities include borrowing, trade and other payables. The Company's principal financial assets include loans, trade receivable, cash and cash equivalents and others. The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Company has exposure to the following risks arising from the financial instruments:

- (i) Credit Risk
- (ii) Liquidity Risk
- (iii) Market Risk

(i) **Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, and ageing of accounts receivable.

Credit risks arises from cash and cash equivalents, deposits with banks. The Company's policy is to place cash and cash equivalents and short term deposits with reputable banks and financial institutions.

(ii) **Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed condition, without incurring unacceptable losses or risking damage to the Company's reputation.

The Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of surplus funds, bank loans and short term loan from promoters.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date.

March 31, 2023	Carrying	Contractual cash flows				
	Amount	Total	Within 1 year	1-2 years	2-5 years	< 5 Years
	<i>Rs.in Lacs</i>	<i>Rs.in Lacs</i>	<i>Rs.in Lacs</i>	<i>Rs.in Lacs</i>	<i>Rs.in Lacs</i>	<i>Rs.in Lacs</i>
Financial liabilities						
Borrowings**	229.24	229.24	84.14	8.35	16.75	120.00
Trade payables	8.28	8.28	8.28	-	-	-
Other Financial Liabilities	32.47	32.47	32.47	-	-	-
	270.00	270.00	124.90	8.35	16.75	120.00

March 31, 2022	Carrying	Contractual cash flows				
	Amount	Total	Within 1 year	1-2 years	2-5 years	< 5 Years
	<i>Rs.in Lacs</i>	<i>Rs.in Lacs</i>	<i>Rs.in Lacs</i>	<i>Rs.in Lacs</i>	<i>Rs.in Lacs</i>	<i>Rs.in Lacs</i>
Financial liabilities						
Borrowings **	212.41	212.41	72.31	8.93	11.17	120.00
Trade payables	8.25	8.25	8.25	-	-	-
Other Financial Liabilities	33.01	33.01	33.01	-	-	-
	253.67	253.67	113.57	8.93	11.17	120.00

** Borrowings include overdraft facility (payable on demand) which is renewed year to year and includes loan from directors with no repayment schedules

(iii) **Market Risk**

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and commodity prices which will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market exposures within acceptable parameters, while optimising the return.

Currency risk

Currency risk is not material, as the Company's primary business activities are within India and does not have any exposure in foreign currency.

Interest rate risk3

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company continuously co-ordinates with its banker with an indication of decline in market base rate of interest

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

38 Capital Management

The Company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The capital structure of the Company consists of net debt and the total equity of the Company. For this purpose, net debt is defined as total borrowings less cash and cash equivalents.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirements are met through short-term/long-term borrowings. The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

The Company's net debt to equity ratio is as follows:

	<i>Rs. In Lacs</i>	
Particulars	31.03.2023	31.03.2022
Borrowing	229.24	212.41
Cash & cash equivalents	7.07	10.35
Net Debt	222.17	202.07
Total equity excluding revaluation	255.09	241.83
Debt/Equity ratio	0.87	0.84

39 Leases

The company's leasing arrangements are in respect of operating lease of office premises occupied by the Company. These leasing arrangements are cancellable and renewable on a periodic basis by mutual consent on mutually acceptable terms. The lease rent expenses are recognised in the Statement of Profit and Loss under the head of "Office Rent".

	31.03.2023	31.03.2022
Future minimum lease payments under operating leases		
Not later than 1 year	Nil	Nil
Later than 1 year not later than 5 years	Nil	Nil
Later than 5 years	Nil	Nil

40 Employee Benefits

a Defined Contribution Plans

Provident Fund

A Defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions for provident fund as per the provisions of the Provident Fund Act, 1952 to the government. The Company's contributions is recognised as an expenses in the Profit & Loss Statement during the period in which the employee renders the related service. The Company's obligation is limited to the amounts contributed by it.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

Contributions to PF by Employer

Rs. In Lacs

Particulars	31.03.2023	31.03.2022
Employer's Contributions towards Provident Fund	12.63	11.07

b Defined Benefits Plans

Gratuity

The Company has a defined benefit plan. Every employee who has completed five years or more of services get a gratuity on departure an amount equivalent to 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance company in the form of qualifying insurance policies. The Company has a defined unfunded obligation for leave encashment which is generally paid to employees as and when claimed.

(a) Reconciliation of opening and closing balances of Defined Benefit Obligation

Rs. In Lacs

Particulars	31.03.2023	31.03.2022
Defined Benefit Obligation at the beginning of the year	53.76	49.64
Current Service Cost	2.08	2.55
Interest Cost	3.88	3.72
Actuarial (Gain) / Loss	(4.24)	4.86
(Benefits Paid)	(0.40)	(7.01)
Defined Benefit Obligation at the closing of the year	55.06	53.76

(b) Reconciliation of opening and closing balances of fair value of Plan Assets

Rs. In Lacs

Particulars	31.03.2023	31.03.2022
Fair value of Plan Assets at the beginning of the year	52.75	55.67
Return on Plan Assets	3.88	3.63
Actuarial Gain / (Loss)	0.23	-
Employers Contributions	6.07	0.46
(Benefits Paid)	(0.40)	(7.01)
Fair value of Plan Assets at the closing of the year	62.53	52.75

(c) Reconciliation of fair value of Assets and Obligations

Rs. In Lacs

Particulars	31.03.2023	31.03.2022
Fair value of Plan Assets	62.53	52.75
Present Value of Obligation	55.06	53.76
Surplus / (Deficit)	7.46	(1.01)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

(d) Expenses recognised during the year *Rs. In Lacs*

Particulars	31.03.2023	31.03.2022
In Income Statement		
Current Service Cost	2.08	2.55
Interest cost	3.88	3.72
Return on Plan Assets	3.88	3.63
Net cost	2.08	2.64

(e) Investments *Rs. In Lacs*

Particulars	31.03.2023	31.03.2022
Insurance Policies	62.53	52.75
% of Investments	100%	100%

(f) Actuarial Assumptions

Particulars	31.03.2023	31.03.2022
Discount Rate (per annum)	7.35%	7.00%
Expected rate of return on Plan Assets (per annum)	7.50%	7.50%
Rate of escalation in salary (per annum)	4.00%	4.00%
Rate of employee turnover (per annum) variable depending upto age	1% to 3%	1% to 3%

41 Segment Reporting

The Company is primarily engaged in the business of hospitality and managing the resort. Since the inherent nature of activities as a whole is governed by the same set of risks and returns, these have been regrouped as a single segment. No Assets of the Company is located outside India. The said treatment is in accordance with the Accounting Standard on "Segment Reporting (AS-17) as issued by the Institute of Chartered Accountants of India.

42 Under the Micro, Small and Medium Enterprises Development Act 2006 (MSMED Act, 2006), certain disclosure are required to be made relating to dues to Micro and Small enterprises. The Company has sent letters to vendors to confirm whether they are covered under Micro, Small and Medium Enterprise Development Act 2006 as well as they have filed required memorandum with prescribed authority. Based on and to the extent of the information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by auditors, the relevant particulars as at the year end are furnished below:

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

Rs. In Lacs

	31.03.2023	31.03.2022
(a) The principle amount and the interest due thereon remaining unpaid to any suppliers as at the end of each accounting year	0.47	-
(b) 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 amounts of the payment made to the suppliers beyond the appointed day during each accounting year.	-	-
(c) 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	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(e) 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 Act.	-	-

43 Details of Benami Property held

No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

44 Borrowings from banks for Credit Facility

The Company is availing Overdraft Limit from the Bank against the security of the immovable property which does not require submission of any statement on monthly or quarterly basis.

45 Wilful Defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or any other lender during the year.

46 Relationship with Struck Off Companies

The Company does not have any transactions or balances with the companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the year and the previous year.

47 Registration of Charges or satisfaction with Registrar of Companies (ROC)

During the year, there are no instances of any registration, modification or satisfaction of charges which are pending for registration with Registrar of Companies (ROC) beyond the statutory period.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023**48 Compliance with number of layers of companies**

The Company does not have any holding or subsidiary company, hence, the relevant provisions of the Companies Act, 2013 with respect to the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 are not applicable in case of the Company.

49 Compliance with approved Scheme(s) of Arrangements

There is no Scheme of Arrangement approved by the Competent Authority in terms of Sections 230 to 237 of the Companies Act, 2013 during the year and hence, no disclosures are required to be made by the Company in these financial statements for the year ended 31st March, 2022.

50 Utilisation of Borrowed Funds and Share Premium under Rule 11(e)

No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries").

No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties").

51 Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

52 Provision For Tax

The Company has made provision for income tax during the year as per provisions of Section 115JB of Income Tax Act, 1961.

53 Corporate Social Responsibility (CSR)

The provision of Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 are not applicable to the Company, hence the relevant details are not provided.

54 Impact of COVID-19

The company has considered all possible impact of known events arising from COVID-19 pandemics and the resultant lockdowns in the preparation of financial results, including but not limited to, its assessment of company's liquidity and going concern, recoverable values of its property, plant and equipment, trade receivables, inventory and other assets. The impact of the global health pandemics may be different from the estimated as the date of approval of these financial results. In view of continuing uncertainties, the management will continue to closely monitor any material changes to the future economic conditions and consequential impact on its financial results.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

- 55 The company has not given any loans and advance in the nature of loans to promoters, directors, KMP and the related parties.
- 56 The Company does not have any transactions not record in the books of accounts that has been surrendered or disclosed as income during the year and previous year in the tax assessment under the Income Tax Act, 1961.
- 57 The Company has not traded or invested in any crypto currency or virtual currency during the year and previous year.
- 58 There has been no fraud by the Company or on the Company during the year and previous year.
- 59 The figures of previous year has been regrouped/rearranged wherever necessary to conform the current year presentation

60 **Financial Ratios**

Particulars	31.03.2023	31.03.2022	% Change	Explanations
Current Ratio	0.29	0.25	16.27%	Refer Note 60.1
Debt Equity Ratio	0.87	0.84	4.24%	Refer Note 60.1
Debt Service Coverage Ratio	12.42	3.84	223.33%	The variance is attributable to increase in the EBITA during year
Return on Equity (%)	23.53%	-8.39%	-380.37%	The variance is attributable to increase in PAT during the year
Inventory Turnover Ratio \$	NA	NA	NA	Refer Note 60.2
Trade Receivables Turnover Ratio \$	NA	NA	NA	
Trade Payables Turnover Ratio \$	NA	NA	NA	
Net Capital Turnover Ratio \$	NA	NA	NA	
Net Profit Ratio	0.10	(0.05)	-289.38%	The variance is attributable to increase in PAT during the year
Return on Capital Employed (%)	23.09%	-5.76%	-500.66%	The variance is attributable to increase in the EBIT during the year
Return on Investments (%) \$	NA	NA	NA	Refer Note 60.2

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-03-2023

60.1 Comment is given for any change (whether positive or negative) in the ratio by more than 25% compared to the preceding year.

60.2 The ratios are not applicable considering the nature of business of the Company.

60.3 Parameters used for computation of Financial Ratios are as follows:

Particulars	Formula
Current Ratio	Current Assets / Current Liabilities
Debt Equity Ratio	Total Net Debt / Total Equity
Debt Service Coverage Ratio	EBITA / Interest & Principal Repayment of Loans
Return on Equity (%)	Net Profit After Tax / Average Shareholder's Equity
Inventory Turnover Ratio	Cost of Goods Sold / Average Inventory
Trade Receivables Turnover Ratio	Credit Sales / Average Trade Receivables
Trade Payables Turnover Ratio	Credit Purchases / Average Trade Payables
Net Capital Turnover Ratio	Net Sales / Average Working Capital
Net Profit Ratio	Net Profit After Tax / Net Sales
Return on Capital Employed (%)	EBIT / Capital Employed
Return on Investments (%)	Investment Income / Average Investments

As per our Report of even date attached
for Sancheti & Co.,
Chartered Accountants
 (Firm Reg. No. : 000016C)

For & on Behalf of the Board of Directors

[Vinaychand Kothari]
Chairman & Managing Director
 DIN : 00010974

[Dilip V Kothari]
Jt. Managing Director & CFO
 DIN : 00011043

[CA Pradeep Sancheti]
Partner
 Membership No. : 074930
 Place : Mumbai
 Dated : 30th May, 2023

[R.K.Baxi]
Independent Director
 DIN : 000011048

[Rajesh Kedia]
Company Secretary

As Matheran, So Usha.



BEST EASTERN HOTELS LTD.

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