59th ANNUAL REPORT
2019-20

U. P. HOTELS LIMITED

CLARKS GROUP OF HOTELS

BOARD OF DIRECTORS

Justice Shri Bisheshwar Prasad Singh (Retd.) (Appointed by Hon'ble NCLT, New Delhi vide Order dated 19.08.2016)	Chairman Non-Executive Independent Director
Shri Apurv Kumar	Joint Managing Director & CFO
Shri Rupak Gupta	Joint Managing Director & CFO
Shri Arvind Kumar	Non-Executive Director
Smt. Supriya Gupta	Non-Executive Director
Shri Shafi Alam	Independent Director

COMPANY SECRETARY

Shri Prakash Chandra Prusty

HOTELS

Hotel Clarks Shiraz, Agra
Hotel Clarks Amer, Jaipur
Hotel Clarks Avadh, Lucknow
Hotel Clarks Khajuraho, Khajuraho

BANKERS

State Bank of India
Union Bank of India
AXIS Bank
Allahabad Bank
HDFC Bank

REGISTERED & CORPORATE OFFICE AND OPERATIONS HEADQUARTER

1101, Surya Kiran,
19, Kasturba Gandhi Marg,
New Delhi – 110001.

AUDITORS

M/s. Satinder Goyal & Co.
Chartered Accountants

REGISTRAR & TRANSFER AGENTS

Skyline Financial Services Private Limited
D-153/A, Ist Floor, Okhla Industrial Area,
Phase I, New Delhi– 110 020

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U. P. Hotels Limited

Registered & Corporate Office and Operation Headquarter:
1101, Surya Kiran, 19, Kasturba Gandhi Marg, New Delhi – 110001.
Tel.: 011 - 23722596-98, Fax: 011-23312990
Email: Clarkssuryakiran@yahoo.co.in, Website: www.hotelclarks.com
CIN: L55101DL1961PLC017307, GSTN: 07AADCS1783J3Z2

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 59th Annual General Meeting of the members of U. P. Hotels Limited will be held on Friday the 25th day of September, 2020 at 2.30 p. m. through Video Conferencing ("VC") or Other Audio Video Means ("OAVM") to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2020 together with the reports of the Board of Directors and the Auditors' thereon.
2. To appoint a director in place of Mr. Arvind Kumar (DIN - 00227012), who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board of Directors
For **U. P. HOTELS LIMITED**

Apurv Kumar
(Joint Managing Director & CFO)
DIN: 00043538

Date: 19.07.2020
Place: New Delhi

Registered Office:
1101, Surya Kiran Building, 19, K G Marg, New Delhi – 110001.

Notes:

1. In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circular Nos. 14/2020, dated April 8, 2020 and 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or 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'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Friday, 25th September, 2020 at 2.30 p.m. (IST). The deemed venue for the 59th AGM will be 1101-1102, Surya Kiran, 19, K. G. Marg, New Delhi – 110001.
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, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. Corporate members intending to appoint their authorized representative(s) to attend the AGM through VC/OAVM or to vote through remote e-Voting, in terms of Section 113 of the Companies Act, 2013, are requested to send to the company a certified copy of the board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
6. Members may note that the VC/OAVM Facility, provided by NSDL & RTA, of the deemed venue will allows participation of at least 1,000 Members on a on a first-come-first-served basis as per the MCA Circulars. The large shareholders (i.e. 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. can attend the 59th AGM without any restriction.
7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings by logging into the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com.
8. In line with the MCA General Circular dated May 5, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 59th AGM has been uploaded on the website of the Company at www.hotelclarks.com under 'Investor Relations' section and may also be accessed on the websites of BSE Limited at www.bseindia.com. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.
9. Electronic copy of all the documents referred to in the accompanying Notice of the 59th AGM shall be available for inspection in the Investor Section of the website of the Company at www.hotelclarks.com.
10. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 59th AGM, forms integral part of the Notice of the 59th AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. In terms of SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018, the Company is required to obtain copy of PAN Card, Bank details, Email id and Mobile / Telephone No from all the shareholders holding shares in physical form. Accordingly, shareholders holding shares in physical form are requested to furnish self-attested copy of your PAN Card and original cancelled "Name printed Cheque" failing which copy of Bank Passbook / Statement attested by the Bank alongwith any change in their address to the Company or Company's Registrar & Share Transfer Agent, Skyline Financial Services Pvt. Ltd., quoting their folio number.

    Members holding shares in physical mode are requested to immediately notify any change in their address alongwith self attested copy of address proof i.e. to the Company or to its RTA and in case members holding shares in demat mode, must inform about their PAN and any change in their address or bank particulars to their respective Depository Participants.

13. SEBI vide notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, has amended Regulation 40 of Listing Regulations, mandating transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) which is effective April 1, 2019. Accordingly, requests for transfer of securities of listed entities shall not be processed unless the securities are held in the dematerialized form with depositories. In view of the same, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form at the earliest.

14. The Register of Members and the Share Transfer Books will be closed from Friday, 18th September, 2020 to Friday, 25th September, 2020 (both days inclusive).

15. Pursuant to Section 124(5) and 125 of the Companies act 2013, all unpaid dividend required to be transferred to the Investor Education & Protection Fund ('IEPF') have been transferred upto the Financial Year 2011-12. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). The due date for transfer of unclaimed/unpaid dividends for the financial year 2012-13 to IEPF is 2nd November, 2020. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Secretarial Department at the Company's registered office or Company's Registrar and Share Transfer Agent (Skyline Financial Services Private Limited) for revalidation of dividend warrants and encash them before the due date. The details of such unclaimed dividends are available on the Company's website at www.hotelclarks.com.

16. All shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. In this regard, the Company will informed the members concerned through letter(s) and subsequently through publication of Notice(s) in daily Newspaper(s) advising them to claim their unclaimed/unpaid dividend from the company within stipulated time period. The Company will also uploaded in its website at www.hotelclarks.com, the details of the unclaimed / unpaid dividends for seven consecutive years or more and the corresponding shares liable to be transferred to the IEPF Authority.

    In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.

17. As per the provisions of Section 72 of the Act, facility for making nomination is available to the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. Members holding shares in physical form are requested to submit the said details to the Company and to the respective DP's in case the shares held by them are in dematerialized form.

18. The Company is pleased to provide the e-voting facility (including remote e-voting) to members to enable them to exercise their right to vote through electronic means, in pursuance of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India.

19. Members will be provided with the facility for voting through electronic voting system during the VC proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again.

20. The Company has appointed Mr. Deepak Bansal of Deepak Bansal & Associates, Company Secretary in Practice having Membership No. FCS 3736 and Certificate of Practice No. 7433, to act as the Scrutinizer, for conducting the scrutiny of the votes cast in fair and transparent manner.

21. The remote e-voting period will commence on Tuesday, 22nd September, 2020 at 09:30 a.m. and will end on Thursday, 24th September, 2020 at 5:00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2020, may cast their vote by remote e-voting. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

22. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies, Notice of the 59th AGM and the Annual Report for the financial year 2019-20 are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 59th AGM and the Annual Report for the financial year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

    a. For Members holding shares in physical form, temporary registration of their email address with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, can be done by clicking the link: https://www.skylinerta.com/EmailReg.php and following the registration process as guided thereafter. Post successful registration of the email, the Member would get soft copy of the Notice and the procedure for e-voting along with the User ID and the Password to enable e-voting. Shareholders holding shares in physical form may get their KYC updated/registered by sending request to RTA at compliances@skylinerta.com. They are requested to send scan copy of a signed request letter mentioning folio number, share certificate no., complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member.

    b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

23. The Company will avail Video Conferencing facility at the AGM from National Securities Depository Limited and Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited. The company has engaged the services of National Securities Depository Limited ('NSDL') for providing remote e-voting facility through electronic voting system to the shareholders of the company. The instructions for electronic voting by shareholders' are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Click on the icon "Login" which is available under 'Shareholders' section.

3. Enter your User ID, your Password and a Verification Code as shown on the screen.

    Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. De-mat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in de-mat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in de-mat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

   a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

   c. How to retrieve your 'initial password'?

      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) If you are holding shares in your demat account with NSDL or CDSL, click on icon "Forgot User Details/Password?" available on www.evoting.nsdl.com.

   b) If you are holding shares in physical mode, click on icon "Physical User Reset Password?" available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now click on "Login" button.

9. Then Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. Click on e-Voting. Then, click on 'Active Voting Cycles'

2. Select "EVEN" of U. P. Hotels Limited.

3. Now you are ready for remote e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to deepakbansal.fcs@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

4. You can also update your mobile number e-mail id in the user profile details of the folio which may be used for sending future communication(s).

5. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date (record date) of September 18, 2020.

   A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before as well as during the AGM.

6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 18, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

7. The Chairman shall, at the meeting, after response to the questions raised by the Members, allow the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 59th AGM and announce the start of the casting of vote through the e-Voting system. The Company will avail Video Conferencing facility at the AGM from Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited. After the Members eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 59th AGM.

8. The Scrutinizer will after the conclusion of e-Voting at the 59th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 59th AGM, who shall then countersign and declare the result of the voting forthwith.

9. The Results declared along with the report of the scrutinizer shall be placed on the website of the Company www.hotelclarks.com and on the website of NSDL immediately after the declaration of result by the Chairman. The results shall also be immediately forwarded to the Stock Exchanges.

10. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the date of Annual General Meeting.

11. Non-resident Indian members as requested to inform about the following to the Company or its Share Transfer Agent or the concerned depository participant, as the case may be, immediately of:-

    i. The change in the residential status on return to India for permanent settlement.

    ii. The particulars of the NRE Account with a Bank in India along with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

Details of Directors seeking re-appointment:

Name of Director	Mr. Arvind Kumar
Date of Birth	27.12.1939
Nationality	Indian
Date of Appointment in the Company	17.02.2004
Qualification	B.Com, LL.B.
Expertise in specific functional areas	He has decades of experience in the textiles and hotel industry.
No. of equity shares held in the Company	29,341
Other Directorship	1. The Indian Textile Co. Pvt. Ltd. 2. U. P. Hotels Clarks Limited. 3. Bonita India Limited. 4. Banaras International Ltd. 5. Hotel Clarks (Varanasi) Ltd. 6. Indus Textiles Pvt Ltd 7. Kalyani Holdings & Finance Ltd 8. Indus Techpark Pvt Ltd 9. Brijrama Hospitality Pvt Ltd. 10. The Indian textiles Co. (Kolkatta) Pvt Ltd. 11. Nightingle Jewellers Pvt Ltd. 12. Naina Vanijya Pvt Ltd 13. Indus Intex Pvt Ltd.
Other Committee Membership	-

By Order of the Board of Directors
For **U. P. HOTELS LIMITED**

Apurv Kumar
(Joint Managing Director & CFO)
DIN: 00043538

Date: 19.07.2020
Place: New Delhi

BOARDS' REPORT

Dear Members,

Your Directors are pleased to present the 59th Annual Report of the Company for the financial year ended March 31, 2020.

Financials

(Rs. in lakh)

	Current Year 2019-20	Previous Year 2018-19
Revenue from Operations	**9753.54**	10512.08
Other Income	**522.53**	461.33
Expenditure	**9908.92**	10064.30
Depreciation	**699.73**	694.29
Profit before tax	**367.15**	909.11
Tax expense	**(3.75)**	253.17
Profit after tax	**370.90**	655.94
Other Comprehensive Income	**72.21**	(5.87)
Total Comprehensive Income	**443.11**	650.07
Profits available for Appropriation	**5921.60**	5550.70
Transfer to General Reserve	**-**	-
Earning Per Equity Share (Basic)	**6.87**	12.15
Earning Per Equity Share (Diluted)	**6.87**	12.15

Operations & State of Company's Affairs

Revenue from operations (net) has decreased by Rs.758.54 lakh (7.21%) from Rs. 10512.08 lakh (previous year) to Rs. 9753.54 lakh in current year. The other income has increased by 13.26% from Rs. 461.33 lakh (previous year) to Rs. 522.53 lakh in the current year. The profit after tax for the year (before other comprehensive income) was Rs. 370.90 lakh in the current year against Rs. 655.94 lakh in the previous year, down by 43.45%. The Total Comprehensive Income is Rs. 443.11 lakh in current year against Rs. 650.07 lakh in the previous year.

The details on operations & state of affairs of the Company have been given in the report under Management Discussion & Analysis.

Dividend

No dividend has been recommended by the Board for the financial year ended 31st March, 2020.

Transfer to General Reserves

During the financial year, the Company has not transferred any amount out of the profits of the Company to the General Reserves.

Directors and Key Managerial Personnel

Mr. Apurv Kumar and Mr. Rupak Gupta are the Joint Managing Directors and Chief Financial Officers of the company during the year under review. Mr. Prakash Chandra Prusty is Company Secretary of the Company. Mr. Apurv Kumar, Mr. Rupak Gupta and Mr. Prakash Chandra Prusty are the Key Managerial Personnel of the Company.

Mr. Arvind Kumar will retire by rotation at the ensuing Annual General Meeting, being eligible, offers himself for re-appointment at the ensuing Annual General Meeting.

Mr. Bisheshwar Prasad Singh and Mr. Shafi Alam are the Independent Directors of the Company. The company has received necessary declarations form the Independent Directors under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of Listing Regulations, 2015 and compliance with the Code for Independent Directors prescribed in Schedule IV to the Act. In terms of Regulations 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. A separate Meeting of the Independent Directors pursuant to Section 149(8) and Schedule IV of the Companies Act, 2013 was held on 12.02.2020.

The Company has put in place an induction and familiarization program for all its Directors including the Independent Directors. The familiarization program for Independent Directors in terms of provisions of Regulation 46(2)(i) of Listing Regulations, is uploaded on the website of the Company at www.hotelclarks.com.

Directors Responsibility Statement

Pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, state that:

(a) in the preparation of the annual accounts for the financial year ended 31st March, 2020, the applicable accounting standards have been followed and there were no material departures;

(b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) they have prepared the annual accounts on a going concern basis; and

(e) they have laid down internal financial controls for the company, which are adequate and are operating effectively.

(f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Internal Financial Controls

As per Section 134(5)(e) of the Companies Act, 2013, Internal Financial Control (IFC) means the policies and procedures adopted by the company 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 reparation of reliable financial information.

The Company has a systematic process and well-defined roles and responsibilities for people at different hierarchical levels. The Internal Financial Control (IFC) system of company comprises due compliances of company's policies and Standard Operating Procedures (SOPs) and internal audit checks. The Audit Committee discusses with the members of the management, considers the systems as laid down, meets with internal auditors & statutory auditors to ascertain their views and also takes note of the Internal Audit Reports at appropriate intervals and issue advises to the management, auditors and management for better control, timely compliances, etc.

Statutory Audit

Pursuant to the provisions of section 139 of the Companies Act 2013, M/s Satinder Goyal & Co., Chartered Accountants, (Firm Registration No.027334N) have been appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the 56th AGM until the conclusion of 61st AGM of the company to be held in calendar year 2022. They have confirmed that they are not disqualified from continuing as the auditors of the Company. The Auditors have submitted their Report on the financial statements of the Company for the year ended 31st March, 2020. The Auditors' qualifications on non-compliances on various provisions of the Companies Act, 2013, Listing Regulations and other laws applicable to the Company are given in Auditors' Report. The clarifications of the Board on the said qualifications are in the **Annexure 1** attached to this Report.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed Mr. Deepak Bansal of Deepak Bansal & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the year ended 31st March, 2020. The Secretarial Audit Report is annexed as **Annexure 2**. The Secretarial Audit Report contains observations/qualifications on non-compliances under the provisions of the Companies Act, 2013 and Listing Regulations. The Board has submitted its replies on the observations/qualifications in the **Annexure-1** attached to this Report.

Secretarial Standards

The Company complies with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

Suspension from trading / Compliance of Regulation 31(2) of SEBI LODR Regulations / Clause 40A of erstwhile Listing Agreement

The trading in shares of the company has been suspended since 25th February, 2015 on account of non-compliance of erstwhile Listing Agreement & Listing Regulations. The non-compliance was not intentional. There have been differences of opinion of few promoter directors on the operation of the company and such differences of opinion could not be settled/cured which led to non-compliances. The Company has complied with most of pending compliances and applied to Stock Exchange for revocation of suspension of trading of shares in the company ('revocation application'). As on date of this report, the revocation application is being evaluated by the Stock Exchange and further order/advise in this regard is awaited.

Voluntary Delisting of Equity Shares from BSE Limited

Since the Company could not comply with Regulation 38 of Listing Regulations (erstwhile Clause 40A of the Listing Agreement), Securities & Exchange Board of India (SEBI) vide its order dated 04.06.2013 and 02.12.2014 inter alia directed freezing of voting rights and corporate benefits with respect to excess of proportionate promoter/promoter group shareholding and other directions against the promoter shareholders and directors. The appeal filed before the Securities Appellate Tribunal has been disposed off with certain directions. The Company had filed an application with Securities and Exchange Board of India for relaxation of its order to enable the promoters to consider voluntary delisting of shares as an option for compliances. SEBI vide its order dated 30.09.2019 granted the U. P. Hotels Limited, relaxation from the applicability of regulation 8(1B)(i) of SEBI (Delisting of equity Shares) Regulations, 2009 (limited to the extent of compliance with minimum public shareholding norms) for the specific purpose of seeking voluntary delisting of its equity shares, subject to certain conditions. Accordingly, the Company has initiated the process of delisting the equity shares from BSE Limited.

Particulars of Loans, Guarantees and Investments

During the financial year under review, the company has not granted any loans and advances to related parties. The investments made by the company are given in the Note No. 6 to the Financial Statements.

Financial Performance/Financial Position of Subsidiaries / Associate Companies / Joint Ventures

There are no Subsidiary Companies/Associate Companies/ Joint venture associated with the Company.

Change in the Nature of Business:

No changes occurred in the nature of business during the financial year under review.

Board Evaluation

The annual evaluation of the Board of Directors, individual directors and Committees was conducted as per the provisions of the Companies Act and Listing Regulations. The Board evaluated its own performance and that of its Committees and individual directors based on assessment of a structured questionnaire (covering various aspects of the Board's functioning, board culture, effective participation, contribution to the Board proceedings, etc.) furnished by each director / member-director of various committees in respect of their self assessment as well as the assessment of the Board/Committees followed by the discussions with the directors/ members of the Committees. The entire Board, excluding the Director being evaluated, evaluated the performance of each Independent Director. The process of review of Non-Independent Directors, Chairman and the Board as a whole and also its Committees were undertaken in a separate meeting of Independent Directors. The Independent Directors' meeting also assessed the quality, quantity and timeliness of information required for the Board to perform its duties properly.

Policy on Directors' Appointment and Policy on Remuneration

Pursuant to Section 134(3)(e) and Section 178(3) of the Companies Act, 2013, the Policy on appointment of Board members including criteria for determining qualifications, positive attributes, independence of a Director and the policy on remuneration of Directors, Key Managerial Personnel and other employees is given in **Annexure 3** and also uploaded in the website of the Company at www.hotelclarks.com and its web-link is https://www.hotelclarks.com/investor-relations/investor-relations.html

Material changes and Commitments affecting the financial position of the company

There were no material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

Change in address of registered office of the company

The registered office of the Company is situated at Flat nos. 1101 & 1102, Surya Kiran, 19, Kasturba Gandhi Marg, New Delhi – 110001. Both flats 1101 and 1102 are on lease. Due to Covid-19 impact, the company has decided to discontinue the lease of Flat 1101 to save on cost. There will be no change in location of the registered office of the company.

Accordingly, the change in address of Registered Office will be as follows:

From: 1101 & 1102, Surya Kiran, 19, K G Marg, New Delhi – 110001
To: 1102, Surya Kiran, 19, K G Marg, New Delhi – 110001

Conservation of Energy, Technology Absorption and Foreign Earnings and Outgo

Your company monitors the systems and methods devised in the context of energy conservation on an ongoing basis. The details, as per section 134(3)(m) of the Companies Act, 2013 and Rule 8 of Companies (Accounts) Rules, 2014, have been specified in **Annexure 4**.

Whistle Blower/Vigil Mechanism Policy

In line with the provisions of Section 177(9) of the Act and Regulation 22 of the SEBI Listing Regulations, your company has adopted a policy on Vigil Mechanism / Whistle Blower Policy which provides the Directors and employees of the company to report actual or suspected fraud or violation of your Company's Code of Conduct. The policy provides for adequate safeguards against victimization of directors and employees availing this mechanism and also provides them access to the Chairman of Audit Committee of the Company. The Whistle Blower Policy/Vigil Mechanism is available at company's website at www.hotelclarks.com and its web-link is https://www.hotelclarks.com/investor-relations/investor-relations.html

Meetings of the Board

Six meetings of the Board were held during the year under review. For further details, please refer to Corporate Governance Report being part of this report.

Audit Committee

The Audit Committee of the Company during the period under review comprised of Justice Mr. B. P. Singh (Retd.) – Chairman, Mr. Arvind Kumar & Mr. Shafi Alam as members. The details role & responsibilities, number of meeting, etc. of the Audit Committee are provided in the Report on Corporate Governance being part of this report.

Nomination & Remuneration Committee, Stakeholders' Relationship Committee

The details on composition, meetings, etc. of Nomination & Remuneration Committee and Stakeholders' Relationship Committee have been given in Corporate Governance Report, being part of this report.

Corporate Social Responsibility

The details on the composition, role & responsibilities of the Corporate Social Responsibility (CSR) Committee are provided in the Report on Corporate Governance being part of this report. The brief outline of the CSR Policy of your Company and the initiatives undertaken by your Company on CSR activities during the year are set out in the Annual Report on CSR activities marked as "**Annexure 5**" of this report. The details on CSR Funds, activities and expenditure are given in **Annexure 5**. The CSR policy is available on the website of the Company www.hotelclarks.com.

Particulars of Employees and Related Disclosures

The table containing the names and other Particulars of employees of the Company in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is appended as **Annexure 6** of the Board's report.

The details of employees whose particulars are required to be given under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, as amended from time to time are given in **Annexure 6** of the Boards' report.

Risk Management

Risk is an integral and unavoidable component of business and your company is committed to managing the risk in a proactive and effective manner. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, business risk, technology obsolescence, investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, legal risk.

The company has formulated a Policy on Risk Management for identification, evaluation, monitoring and minimization of identifiable risks and to ensure business growth with financial stability of the Company. The Audit Committee discusses on these matters at frequent intervals and issue necessary guidance.

Contracts and Arrangements with Related Parties

There have been transactions entered into by the Company with related parties during the year under review. The related party transactions have been mentioned at the Notes No. 30 and 41 (c) of the Notes on Financial Statements. Since the related party transactions are inter alia part of a legal case pending before the National Company Law Tribunal ("NCLT"), the Board was of the opinion that any decision of the Board on the related party transactions may be contrary to the decision of the NCLT which may not be executable later. Accordingly, the Board has deferred its decision on approving related party transactions till the final decision of NCLT. Hence, the disclosures of particulars of contracts/arrangements entered into by the company with related parties & being part of the pending legal case have not been disclosed in the Form prescribed under the Act. However, the particulars of related party transactions approved by Audit Committee and Board of Directors have been disclosed in the prescribed Form attached herewith as **Annexure 7**.

Extract of Annual Return

The extract of annual return in form MGT-9 as per Sec-92(3) and Rule-12(1) of the Companies Management and Administrative Rule 2014 of the Company is enclosed herewith as **Annexure 8** and is also available at the web-link is https://www.hotelclarks.com/investor-relations/investor-relations.html

Management Discussion & Analysis and Corporate Governance

The Reports on the Management Discussion & Analysis and Corporate Governance as required under Listing Regulations form an integral part of this report and are set out in **Annexure 9 and 10** respectively to this Annual Report.

A certificate from the Company Secretary in Practice, certifying compliance of conditions of Corporate Governance as stipulated in the Listing Regulations, is annexed with the report on Corporate Governance.

The Company has received a certificate from a Company Secretary in Practice certifying to the Board that none of the directors on the Board of Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any other statutory authority is required.

Prevention of Sexual Harassment

The Company has adopted a policy on prevention of sexual harassment under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. Internal Committee have been constituted in accordance with the provisions of the said Act to redress complaints. During the year, no case of sexual harassment was reported by any female.

Other Disclosures

i. There was no change in Authorised Share Capital of the company during the year under review.

ii. The Company has not accepted any deposits during the Financial Year under review.

iii. The Company has not bought back any of its securities during the year under review.

iv. The Company has not issued any Sweat Equity Shares during the year under review.

v. No Bonus Shares were issued during the year under review.

vi. The Company has not provided any Stock Option Scheme to the employees during the year under review.

vii. The company did not issue equity shares with differential rights as to dividend, voting or otherwise.

viii. The Auditors have not reported any fraud during the year under review;

ix. As the company has no holding or subsidiary company, the information relating to receiving remuneration or commission from holding company or subsidiary company by the Jt. Managing Directors has not arisen.

x. No significant and material orders were passed by the regulators during the period under review.

xi. The Company has paid Annual Listing fee to BSE Limited for the Financial Year 2020-21.

xii. The unclaimed /unpaid dividend amount to be transferred to the IEPF account for the Financial Year 2012-13 is Rs.131315/- and corresponding shares are 26263.

Acknowledgement

The Board expresses its sincere appreciation to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your company during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of Board

for U. P. Hotels Limited

Bisheshwar Prasad Singh
(Non-Executive Chairman-
Independent Director)
DIN: 06949954
ADD: House No. 7,
Second Floor,
Block- A, Neeti Bagh
New Delhi-110016

Apurv Kumar
(Jt. Managing Director &
CFO)
DIN: 00043538
ADD: 28 Shree Vihar
Colony, Near Hotel
Clark Amer, J L Nehru
Marg, Jaipur- 302018

Rupak Gupta
(Jt. Managing Director &
CFO)
DIN: 00007310
ADD: 35-A, Friends
Colony, (East)
New Delhi- 110065

Date: 19.07.2020
Place: New Delhi

Annexure-1

Reply by the Directors on the Qualification/Observations of Statutory Auditors and Secretarial Auditors

Qualified Opinion in Statutory Auditor's Report

Qualification (i): As regards non-compliance of Minimum Public Shareholding, the Note Nos. 38.1 to 38.3 and 41(a) of the Notes to Financial Statements are self explanatory.

Qualification (ii): As regards non-compliance of 100% dematerialization of the Promoter's shareholding, the Note No. 41(b) of the Notes to Financial Statements is self explanatory.

Qualification (iii): As regards non-compliance with respect to related party transactions covered under section 188, the Note No. 41(c) of the Notes to Financial Statements is self explanatory.

Observations/Qualifications in Secretarial Audit's Report

1. As regards observation / Qualification no. 1, this observation is self explanatory.
2. As regards observations / qualification no. 2 on non-achieving of 100% de-mat of promoters' group shareholding, the Note No. 41(b) of the Notes to Financial Statements are self explanatory.
3. As regards observations / qualification no. 3 on non-compliance of Minimum Public Shareholding, the Note Nos. 38.1 to 38.3 and 41(a) of the Notes to Financial Statements are self explanatory.
4. As regards observations / qualification no. 4 on non-compliance of related party transactions, the Note No. 41(c) of the Notes to Financial Statements is self explanatory.

Annexure-2

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2020
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
U. P. Hotels Limited
1101, Surya Kiran,
19, Kasturba Gandhi Marg,
New Delhi-110001

II, Deepak Bansal, Practising Company Secretary have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **U. P. Hotels Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2020** has complied with all the statutory provisions listed hereunder except some specific provisions/compliances as per the details given in the Secretarial Audit Report.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the Companies Act, 1956 (to the extent applicable) 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 Audit Period)**

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a) Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

   b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

   d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**

   e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**

   f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**

   g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

   i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**

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

i. Secretarial Standards issued by The Institute of Company Secretaries of India.

ii. The Listing Regulations entered into by the Company with BSE Ltd.

During the period under review the Company has not complied completely with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above

The following are the list of observations and non-compliances noticed by us as per the records, Documents and information furnished to us:-

1. Pursuant to General order No. 1 of 2015 dated 20th of July 2015 of SEBI:

a. The trading in the shares of the Company on BSE has been suspended and depositories have been directed to freeze the entire shareholding of the promoter and promoter group of the company.

b. No transfer/ pledge of shares in the Suspended Company of Promoters & Promoter group and Directors will takes place until 3 months after revocation of suspension.

c. The Suspended Company, Its Promoters and Directors shall not issue prospectus, any other document or advertisement soliciting money from the public for the issue of securities, directly or indirectly; till the suspension is revoked by the recognized Stock exchange or securities of such Company are delisted in accordance with the applicable delisting requirements, whichever is earlier.

2. The Company has not yet achieved 100 percent dematerialization of the promoter's group shareholdings.

3. The Company has not complied with the Regulation 38 of SEBI (LODR), 2015 with regard to Minimum Public Shareholding (MPS).

4. Few Related Party Transactions pertaining to the previous years which are subject to litigations in the NCLT, New Delhi and which are still continuing this year have not been approved by the Board of Directors and the Audit Committee as per the requirement of Section 188 of the Companies Act, 2013 and the Rules thereon and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Also, the said Related Party Transactions are not entered in the Register maintained under Section 189 of the Companies Act, 2013 and Regulation 23 of the SEBI (LODR), 2015.

I report that during the audit period, SEBI has vide its order dated 30.09.2019 granted relaxation under Regulation 8(1B)(i) of the SEBI (Delisting of Equity Shares) Regulations, 2009 allowing the Company to initiate the voluntary delisting process within one month of the date of order and completing the said process within one year thereon subject to certain conditions including promoters acquiring at least 60% of the existing public shareholding of 11.61% i.e. approximately 6.97% of the total shareholding. The Company has already initiated the said process accordingly.

I FURTHER REPORT THAT for the purpose of examining adequacy of compliances with other applicable laws including industry sector/specific, under both Central and State Legislations, reliance has been based on the compliance certificates / reports issued by the Company Secretary based on the reports received by the Company Secretary from its hotel and service units etc. as part of the Company's Compliance Management and Reporting system. Based on the aforesaid internal Compliance Certificates/reports, we are of the opinion that the Company has generally complied with the following:-

1. Deposit of Employee Provident Fund, Employee State Insurance and Miscellaneous Provisions Act 1952 and other employee related statutory dues.

2. Applicable State and Central laws, including those related to the Environment, Food Safety and Standards and Prevention of Food Adulteration Act, 1954, Standards of Weights & Measure Act, 1976 pertaining to the operations of the Company. However, the notices received from the Statutory Authority, if any, are reported as part of the Board process for Compliance reporting and appropriate action is taken from time to time.

3. Deposit of taxes relating to Income Tax, Value added Tax, Central Excise, Central Sales Tax Act, Municipal /Local Authorities Taxes, Service Tax, Luxury tax and other applicable taxes including tax deducted at source. However, cases of disputed tax liabilities of substantial amount are in appeal with the Concerned Authorities.

4. Applicable stipulations pertaining to the Payment of Wages Act, Minimum Wages Act, Payment of Bonus Act, 1965 and Payment of Bonus Rules, 1975 and other related legislations.

I FURTHER REPORT THAT as on the date of reporting the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in accordance with the provisions of the companies Act, 2013 including the Rules thereof and Secretarial Standard-1, also 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.

I FURTHER REPORT THAT there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Deepak Bansal & Associates
Company Secretaries

Deepak Bansal
Proprietor
FCS No.: 3736
C P No.: 7433

Place:- Noida
Date:- 19.07.2020

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

Annexure-A

To,

The Members
U. P. Hotels Limited

Our Report of Even date 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 process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done to ensure that correct facts are reflected in Secretarial records. We believe that the process 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 Law, Rules and regulations and Happening of events etc.
5. The Compliance of the above provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management was conducted the affairs of the Company.

For Deepak Bansal & Associates
Company Secretaries

Deepak Bansal
Proprietor
FCS No.: 3736
C P No.: 7433

Place:- Noida
Date:- 19.07.2020

Annexure-3

Nomination and Remuneration Policy

The Nomination and Remuneration Committee of U P Hotels Limited (the Company) shall consist of 3 or more non-executive directors out of which not less than half shall be Independent.

1. OBJECTIVE

The Nomination and Remuneration Committee (the Committee) and Nomination and Remuneration Policy (this Policy), is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules made there under and Clause 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Key Objectives of the Committee would inter-alia be:

- to recommend to the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board members.
- to recommend to the Board on remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- to recommend to the board, all remuneration, in whatever form, payable to senior management

2. DEFINITIONS

(a) Key Managerial Personnel:

Key Managerial Personnel means Managing Director or Chief Executive Officer or Manager, Whole time Director; Chief Financial Officer, Company Secretary, and such other officer as may be prescribed.

(b) Senior Management:

Senior Management means personnel of the Company who are members of its core management team excluding the Board of Directors, and shall also include all members of management one level below the executive directors including all functional heads.

3. ROLE OF COMMITTEE

The role of the Committee inter-alia will be the following:

- to formulate a criteria for determining qualifications, positive attributes and independence of a Director
- to recommend to the Board the appointment and removal of Director, KMP and Senior Management
- to carry out evaluation of performance of the Directors
- to recommend to the Board on policy relating to remuneration for Directors, (including whole-time Directors), Key Managerial Personnel and Senior Management.
- to devise a policy on Board diversity
- to develop a succession plan for the Board and to regularly review the plan

4. MEMBERSHIP

- The Committee shall consist of a minimum three (03) non-executive directors, majority of them being independent.
- Minimum two (02) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless otherwise terminated by the Board of Directors.

5. CHAIRPERSON

The Chairperson of the Committee shall be an Independent Director. The Chairperson of the Company may be appointed as a member of the Committee but shall not be the Chairperson of the Committee.

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

The Chairperson of the Committee shall attend the general meetings of the Company or in his/her absence, any other member of the Committee authorised by him/her in this behalf.

6. FREQUENCY OF MEETINGS

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

7. COMMITTEE MEMBERS' INTERESTS

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

The Committee may invite such executives, officials or such other persons as it considers appropriate to be present at the meetings of the Committee.

8. SECRETARY

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

9. VOTING

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

10. NOMINATION DUTIES

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

- to ensure that there is an appropriate induction and training programme in place for new Directors and members of the Senior Management and reviewing its effectiveness;
- to ensure that on appointment to the Board, Non-Executive Directors and Independent Directors receive a formal letter of appointment in accordance with the guidelines provided under the Companies Act, 2013;
- to determine the appropriate size, diversity and composition of the Board;
- to set a formal and transparent procedure for selecting new Directors for appointment to the Board;
- to develop a succession plan for the Board and Senior Management and regularly reviewing the plan;
- to evaluate the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- to consider any other matters as may be requested by the Board.

11. REMUNERATION DUTIES

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

- to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- to delegate any of its powers to one or more of its Members or the Secretary of the Committee
- to consider any other matters as may be requested by the Board;

12. MINUTES OF COMMITTEE MEETING

The proceedings of all meetings must be written in the form of Minutes and these Minutes must be signed by the Chairperson of the Committee at the subsequent Meeting or within one month from the date of the Meeting, whichever is earlier. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meetings.

13. NOTIFICATION

This Policy, including amendments thereof, shall be made available on the Company's website and in the Boards' Report of the Company.

14. AMENDMENT

This Policy can be modified at any time by the Board of Directors of the Company.

CRITERIA LAID DOWN BY THE NOMINATION AND REMUNERATION COMMITTEE FOR DETERMINING THE FOLLOWING:-

I. Qualifications for appointment of Directors (including Independent Directors):

The incumbent Directors shall be persons of eminence, standing and knowledge with significant achievements and experience in business, professions and / or public service. Broadly, the following points need to be considered by the Committee:-

- Their financial or business literacy, skills, etc.
- Their technical and industry experience.
- Other appropriate qualification / experience to meet the objectives of the Company.
- As per the applicable provisions of Companies Act 2013, rules made thereunder as amended from time to time.

The Nomination and Remuneration Committee shall have discretion to evaluate, consider and fix any other criteria or norms, from time to time, for selection of the most suitable candidate/s.

II. Positive attributes of Directors (including Independent Directors):

The following are some of the positive attributes of Directors (including Independent Directors) to be considered by the Committee -

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the hotel & tourism industry, market conditions and applicable legal provisions.
- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.
- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there as amended from time to time.

III. Criteria for appointment of KMP & Senior Management:

The following criteria needs to be considered by the Committee for appointment of any Key Managerial Personnel & Senior Management of the Company –

- To possess the necessary qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working environment.
- To build teams and carry the team members along for achieving the goals /objectives and corporate mission.
- To adhere strictly to the Company's Code of Conduct for the time being in force and as amended from time to time.
- Any other responsibility that may be given in the course of their association with the Company.

IV Policy Relating to Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel:

- To ensure that the level and components of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and other employees of the quality required to run the Company successfully.
- To ensure that no director / KMP/ other employee is involved in deciding his or her own remuneration.
- The trend prevalent in the similar industry, nature and size of business is kept in view and given due weight age to arrive at a competitive quantum of remuneration.
- To ensure that relationship of remuneration to the performance is clear and meets appropriate performance benchmarks which are unambiguously laid down and communicated.
- Remuneration packages should strike a balance between fixed and incentive pay, where applicable, reflecting short and long term performance objectives appropriate to the Company's working and goals.
- Following criteria are also to be considered:-
  - Responsibilities and duties ;
  - Time and efforts devoted;
  - Value addition;
  - Profitability of the Company and growth of its business;
  - Analysing each and every position and skills for fixing the remuneration yardstick;
  - Other criteria as may be applicable.
- Consistent application of remuneration parameters across the organisation.
- Provisions of law with regard making payment of remuneration, as may be applicable, are to be complied with.
- Whenever there is any deviation from the Policy, the justification / reasons thereof should also be indicated / disclosed adequately.

Annexure-4

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

Information regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo Pursuant to section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 and forming part of Boards' Report.

A.	**CONSERVATION OF ENERGY**		**2019-20**
	1.	Steps taken for conservation	Replaced all CFLs with the LEDs lights and normal Tubes replaced with T5-LED tubes, replaced power cable and put the Motion Sensors in washrooms, installed small washing machine New AHU, New Panels, New Pumps have been installed.
	2.	Steps taken for utilizing alternate sources of energy	Use of Heat pump instead of Boiler. Planning to install Solar Power generation systems
	3.	Capital investment on energy conservation equipments	Rs.18.50 lakh in Hotel Clark Avadh, Lucknow helping in saving energy
B.	**TECHNOLOGY ABSORPTION**		
	1.	Efforts made for technology absorption	NA
	2.	Benefits derived	
	3.	Expenditure on Research & Development, if any	
	4.	Details of Technology imported, if any	
	5.	Year of Import	
	6.	Whether imported technology fully absorbed	
	7.	Areas where absorption of imported technology has not taken place, if any	

C.	**FOREIGN EXCHANGE EARNING AND OUTGO:**		**FINANCIAL YEARS**	**(Rs. in lakh)**
			2019-20	2018-19
	1.	CIF Value of Imports	-	-
	2.	Expenditure in Foreign Currency	69.01	73.00
	3.	Earnings in Foreign Exchange	1291.91	468.18

Annexure-5

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

Brief outline of the Company's Corporate Social Responsibility (CSR) Policy including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs:

U. P. Hotels Limited ("The Company") recognizes that its business activities have wide impact on the societies in which it operates and therefore an effective practice is required giving due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organizations. The company endeavors to make CSR a key business process for sustainable development.

The Company has framed its CSR policy taking into account the following measures: -

a) Welfare measures for the community at large so as to ensure the poorer section of the Society derived the maximum benefits.

b) Contribution to the society at large by way of social and cultural development, imparting education, training and social awareness specially with regard to the economically backward class for their development and generation of income to avoid any liability of employment.

c) Protection and safeguard of environment and maintaining ecological balance.

Company's CSR scope is *inter alia* as follows:

- Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation (including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation) and making available safe drinking water.
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently-abled and livelihood enhancement projects.
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically background groups.
- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water (including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga).
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- Sports and culture, training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports.
- contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- Rural development projects viz. Infrastructure Support, Infrastructure for Village Electricity/Solar Light etc. Recurring expenditure should be borne by the beneficiaries.

- Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Govt.
- Measures for the benefit of armed forces veterans, war widows and their dependents.
- Disaster management, including relief, rehabilitation and reconstruction activities.

Web-link for the CSR policy: https://www.hotelclarks.com/investor-relations/investor-relations.html

Composition of the CSR Committee: Corporate Social Responsibility Committee was consists of following members:

1. Mr. Shafi Alam - Chairman
2. Mr. Arvind Kumar - Member
3. Mrs. Supriya Gupta - Member

CSR Financials

Particulars	Amount in Rs.
Average Net Profit of the company for last three financial years	7,01,63,667/-
Prescribed CSR expenditure (two percent of average net profit for last 3 financial year)	14,03,273/-
CSR expenditure prescribed by Board of Directors of the Company	14,10,000/-
Details of CSR spent during the financial year	14,47,700/-
Amount unspent	NIL

Sr. No.	CSR Project / activity identified	Sector in which the project is covered	Projects / Programs 1. Local Area / others 2. Specify the state and district where projects or programs were undertaken	outlay (budget): Project or program wise	Amount spent on the project / program Sub-heads: 1. Direct expenditure on projects or programs 2. Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency*
1	Education of children in backward areas	Promoting Education	Perli, Maharashtra	120000	120000	120000	Shrimad Rajchandra Aatma Tatva Research Centre*
2	Swacha Bharat Aviyan	Sanitation	Agra, Uttar Pradesh	specific budget not fixed	7700	127000	Direct
3	Education of children in backward areas - Mid day meal supply at Govt. School, Jaipur	Promoting Education	Jaipur Rajasthan	180000	180000	307700	Annamitra Foundation*
4	Adult Education	Promoting Education	Jaipur Rajasthan	specific budget not fixed	30000	337700	Rajasthan Adults Education Association*
5	Rescue of small wild mammals, birds, reptiles, etc.	Animal Welfare	Silakhari Village, Dhouj –Faridadad, Haryana	specific budget not fixed	200000	537700	All Creatures Great and Small Sanctury*
6	Saving injured and stray animals, birds and reptiles	Animal Welfare	Jaipur Rajasthan	specific budget not fixed	100000	637700	Raksha*
7	Academic education by way of financial assistance to school	Promoting Education	Jaipur Rajasthan	specific budget not fixed	296110	933810	Direct
8	Saving injured and stray animals, birds and reptiles	Animal Welfare	Jaipur Rajasthan	specific budget not fixed	483890	1417700	Help in Suffering*
9	Health Camp	Social & Welfare	New Delhi	specific budget not fixed	30000	1447700	Oriya Cultural & Welfare Association*

* *Shrimad Rajchandra Aatma Tatva Research Centre* is a non-profit organization disseminate peace in the world through the Vitraag Vigyan philosophy. It operates numerous social service projects in the field of Education, Health and Women empowerment.

Annamitra Foundation is a registered non-profit, charitable NGO working at Mathura-Vrindavan. It works for the welfare of the poor underprivileged sections in the society. It collects and redistributes the food in slum areas of the city, to provide healthy & nutritious food to poor, hungry people at hospitals, stations, orphanages, street schools & slums by launching their free food distribution program. It has also joined hands with banquet halls, hotels to collect and redistribute their surplus food items leftover after marriage or birthday parties thus reducing the food wastage.

Rajasthan Adult Education Association (RAEA), set up in 1973, is a nodal agency of NGOs involved in literacy and rural development. The main aim of the RAEA is to synergise the efforts, support and provide academic input to the activities of NGOs and GOs for adult literacy, women empowerment and overall human resource development. Literacy Resource Center for girls and women (LRC) is one of the major organs of the RAEA being run with generous support of Tokyo based ACCU and many local NGOs and GOs.

All Creatures Great and Small (ACGS) is a registered charitable trust. ACGS's mission is to create a gentle, nurturing, loving and compassionate sanctuary for old, sick, abandoned and lonely animals. ACGS was designed to be a sanctuary for sick and disabled animals that were not capable of surviving in the wild or on the street until they could either be rehabilitated or adopted.

Raksha is a youth based organization located in Jaipur working for animal welfare and rights. Raksha also provides a free service of Snake and Bird 24*7 Helpline to the Jaipur. Founded in 2003, RAKSHA is a non-profit organization dedicated to protect urban wildlife.

Help In Suffering (HIS) is a registered Indian charitable trust working for the benefit of the animals in India. HIS provides free, quality, emergency medical and surgical care for domesticated and street animals, regardless of age,who are ill or victims of traumatic injuries and who have been abused, starved and/or abandoned by their owners.

Oriya Cultural & welfare Association is a New Delhi based registered society involved in health and welfare activities.

CSR Committee Responsibility Statement

CSR Committee affirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Signed
For U. P. Hotels Limited

(Chairman - CSR Committee) **(Jt. Managing Director)** **(Jt. Managing Director)**

Annexure-6

Information pursuant to section 197(12) of Companies Act, 2013 and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Executive directors	**Ratio to median remuneration**
Mr. Apurv Kumar	40.29
Mr. Rupak Gupta	38.62
Non-Executive directors	
Justice Mr. Bisheshwar Prasad Singh (Retd.) *	2.39
Mr. Shafi Alam *	0.71
Mr. Arvind Kumar @	0.17
Mrs. Supriya Gupta @	0.19

* Independent director gets sitting fee only.

@ Non Executive director gets sitting fee only.

ii. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Director, Chief Executive Officer, Chief Financial Officer, Company Secretary	**% increase in remuneration in the financial year**
Mr. Apurv Kumar (JMD & CFO)	29.12 %
Mr. Rupak Gupta (JMD & CFO)	39.61 %
Justice Mr. Bisheshwar Prasad Singh (Retd.)*	50.00 %
Mr. Shafi Alam *	100.00 %
Mrs. Supriya Gupta #	233.33 %
Mr. Arvind Kumar #	No change
Mr. Prakash Chandra Prusty - Company Secretary	15.84%

* Independent director gets sitting fee only.

\# Non Executive director gets sitting fee only.

iii. The percentage increase in the median remuneration of employees in the financial year: 7.03%.

iv. The number of permanent employees on the rolls of Company: 692

v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase made in the salaries of employees other than the managerial personnel in the last financial year was around 7%. With regard to increase in managerial remuneration, necessary explanation was given in the Explanatory Statement to the Notice of Annual General Meeting held on 25th September, 2019.

vi. Affirmation that the remuneration is as per the remuneration policy of the company.

The remuneration is as per the remuneration policy of the company.

Information pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Details of employees drawing remuneration of equal or more than Rs.8.5 lakh per month or Rs.1.02 crore per annum during the financial year 2019-20:

Name	**Designation**	**Remuneration (Rs.)**	**Nature of Duties**	**Qualification and Experience (in years)**	**Date of Employment**	**Age (Years)**	**Previous Employment, Post held & Period**
Mr. Apurv Kumar	Joint Managing Director	10077600/-	Affairs of the Company with respect to Hotel Clarks Amer, Jaipur, Hotel Clarks Avadh, Lucknow and Hotel Clarks Khajuraho, Khajuraho	Graduate, Hospitality Management, MBA	Promoter	60	NIL Promoter
Mr. Rupak Gupta	Joint Managing Director	10578247/-	Affairs of the Company with respect to Hotel Clarks Siraz, Agra	B. Sc. Management, Hotel Management	Promoter	49	NIL Promoter

Details of top ten employees in terms of remuneration during the financial year 2019-20 (as on 31.03.2020):

Name , Designation & Age in years	**Remuneration (CTC basis as on 31.03.2020) - in Rs.)**	**Nature of Duties**	**Qualification and Experience (in years)**	**Date of Employment**	**Previous Employment, Post held & Period**
Mr. Apurv Kumar - 60 years Jt. Managing Director & CFO	10077600/-	Affairs of the Company with respect to Hotel Clarks Amer, Jaipur, Hotel Clarks Avadh, Lucknow and Hotel Clarks Khajuraho, Khajuraho	Graduate, Hospitality Management, MBA 31 years	Promoter	Promoter

Name , Designation & Age in years	Remuneration (CTC basis as on 31.03.2020) - in Rs.)	Nature of Duties	Qualification and Experience (in years)	Date of Employment	Previous Employment, Post held & Period
Mr. Rupak Gupta - 49 years Jt. Managing Director & CFO	10578247/-	Affairs of the Company with respect to Hotel Clarks Siraz, Agra	B. Sc. Management, Hotel Management 20 years	Promoter	Promoter
Mr. Debasish Bhowmik - 58 years **Sr. Vice President**	**7756560/-**	**Administration – Hotel Clarks Shiraz Agra**	**B. Com** **Diploma in Hotel Management & Catering Technology (DHMCT & AN)** **Certificate (Lead Auditor ISO Quality System in Hospitality Industry)** **Fellowship UNDP (ILO fellowship in F&B Service and Management** **Certificate(s)-International Hospitality Excellence Services from International Bodies)** **35 Years**	**17.06.2017**	**1994- October'1999- Ramada Hotel, Hyderabad-F&B Manager.** **November' 1999 to December'2015 & 16th June'2017 to till date- as Sr. Vice President in Clarks Group of Hotels.**
Mr. Ashish Vyas - 51 years VP & General Manager	3399996/-	Administration – Hotel Clarks Amer, Jaipur	BA MBA – Sales & Marketing / HR 27 years	05.09.2019	1. Jaipur Exhibition & Convention Centre, Jaipur – General Manager – From Nov-2016 to Aug-2019 2. Four Points by Sheraton, Jaipur – General Manager – From July-2015 to Oct-2016 3. Thomas Cook Inbound Division – VP (MICE & Luxury Travel) – From Aug-2010 to Jun-2015 4. Taj Group, New Delhi – Director (Sales & Marketing) – From 2006 to 2010 5. Oberoi Group, Rajasthan – Regional Sales Manager – From 2005 to 2006 6. Taj Group of Hotels – Sales Manager – International Travel Trade / Marketing division = From 2003 to 2005 7. Oberoi's Gujarat RSO – Regional Sales Manager – From 2002 to 2003 8. Taj Group, Jaipur – AFOM/FOM - From 1997 to 2002 9. Started carrier at Tea & Coffee Industry BBTC (Bombay Dyeing Division – From 1993
Mr. Amulya Kakkar - 57 years GM-Finance & Administration	3152916/-	Finance & Accounts Head – Clarks Shiraz	M. Com; M.B.A. (Specialized in Finance); Advance Diploma in Computer Management 36 years	Since 1984	This is the First Company, worked in different units.
Mrs. Geetha Subramonian - 62 years General Manager – Sales & Marketing	2783506/-	Sales & Marketing	B.A. (Arts) 41 years	12.02.1979	This is the First Company
Mr. T P Nair - 64 years Executive Manager	2780625/-	Administration	B.Com and CS (Inter) 41 years	Since 1979	Engineering Projects India Limited, Steno, 6 months
Mr. K C Ajmera - 73 years Sr. General Manager (Administration, Finance Corporate)	2755740/-	Administration, Finance & Accounts	B. Com. And Diploma in Hotel Accounts 51 years	01.06.1973	Coca Cola Jai Drinks Co. Pvt. Limited. Sr. Executive Accounts 2 years
Mr. Ashok Agarwal - 70 years CEO – Corporate	2720052/-	Corporate & Legal	B. Com. 48 years	Joined 1972	This is the First Company
Co. Kamal Kumar Manglik - 74 years Vice President	2581596/-	Unit Head – Hotel Clarks Avadh Lucknow	Degree in M. Sc. (Electronics), PG Diploma in Management, PG Diploma in Information Technology, Diploma in International trade 48 years	15.04.2008	Served Indian Army - 35 years General Manager- Centaur Hotel, Delhi Chefair Flight Catering in Hotel Corporation of India

Annexure-7

Form No. 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 arms length transactions under third proviso thereto

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

There have been transactions entered into by the related parties with the company during the financial year. Since some of these related party transactions inter alia are part of a legal case pending before the Hon'ble National Company Law Tribunal (NCLT), New Delhi, the Board was of the opinion that any decision of the Board on the related party transactions may be contrary to the decision of the NCLT which may not be executable later. Accordingly, the Board has deferred its decision on approving related party transactions till the final decision of NCLT. Hence, the disclosures of particulars of contracts/arrangements entered into by the company with related parties & being part of the pending legal case are not provided.

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

NIL

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

Sl. No.	Name of the Related Party	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. Arjun Kumar	Son of Joint Managing Director and member of U. P. Hotels Limited	Incentive	Not Applicable	Rs. 13,90,000/-	25.05.2019	Nil
2.	Ms. Tarini Gupta	Daughter of Joint Managing Director and member of U. P. Hotels Limited	Appointed as Sr. Manager – Sales & Marketing Effective date of appointment date: 01.04.2020	Not Applicable	The remuneration will be Rs.1,00,000/- per month on CTC basis.	12.02.2020	Nil
3.	Ms. Upasana B. Kumar	Relative of Joint Managing Director and member of U. P. Hotels Limited	Appointed as Head of Business Development Effective date of appointment date: 01.03.2020	Not Applicable	The remuneration will be Rs.1,00,000/- per month on CTC basis.	12.02.2020	Nil
4.	Ankur L. Kumar	Relative of Joint Managing Director and member of U. P. Hotels Limited	Appointed as Head of Events & marketing Effective date of appointment date: 01.03.2020	Not Applicable	The remuneration will be Rs.1,00,000/- per month on CTC basis.	12.02.2020	Nil

For and on behalf of the Board of Directors of
U. P. Hotels Limited

Bisheshwar Prasad Singh
Chairman
DIN: 06949954

Apurv Kumar
Jt. Managing Director
DIN: 00043538

Rupak Gupta
Jt. Managing Director
DIN: 00007310

Annexure-8

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.3.2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

i	CIN	L55101DL1961PLC017307
ii	Registration Date	13th February, 1961
iii	Name of the Company	U P HOTELS LIMITED
iv	Category/Sub-category of the Company	Public Limited Company
v	Address of the Registered office & contact details	1101, Surya Kiran, 19, Kasturba Gandhi Marg, New Delhi-110 001 Tel. 23722596 / 23722597
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Pvt. Ltd. D-153A, Ist Floor, Okhla Industrial Area, Phase I, New Delhi-110020 Tel: 64732681, 40450193

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Accommodation and food services provided by Hotels	55101	100%

III. PARTICULARS OF HOLDING, SUBSIDY AND ASSOCIATE COMPANIES -

SL. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	APPLICABLE SECTION
1	NIL			

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(I) i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2019)				No. of Shares held at the end of the year (As on 31.03.2020)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	2241137	498507	2739644	50.73	2325309	414335	2739644	50.73	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	178650	1854666	2033316	37.65	178650	1854666	2033316	37.65	0
e) Banks /FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	**2419787**	**2353173**	**4772960**	**88.39**	**2503959**	**2269001**	**4772960**	**88.39**	**0**
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other - Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other….	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**2419787**	**2353173**	**4772960**	**88.39**	**2503959**	**2269001**	**4772960**	**88.39**	**0**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholders									
(1) Institutions									
a) Mutual Funds		0	0	0	0	0	0	0	0
b) Banks / FI		0	0	0	0	0	0	0	0
c) Central Govt.		0	0	0	0	0	0	0	0
d) State Govt(s)		0	0	0	0	0	0	0	0
e) Venture Capital Funds		0	0	0	0	0	0	0	0
f) Insurance Companies		0	0	0	0	0	0	0	0
g) FIIs		0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds		0	0	0	0	0	0	0	0
i) Others (specify)		0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
(2) Non Institutions									
a) Bodies corporates	0	0	0	0	0	0	0	0	0
i) Indian	112702	31254	143956	2.67	111660	31254	142914	2.65	-0.02
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0				0	0
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	192275	73994	266269	4.93	194527	68433	262960	1.98	-2.95
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	106332	720	107052	1.98	106332	720	107052	0.00	-1.98
c) Others (specify)									
i) NRI	2391	0	2391	0.04	2491	0	2491	0.05	0.00
ii) Trust	0	0	0	0.00	0	0	0	0.00	0.00
iii) Hindu Undividend Family	5460	0	5460	0.10	5460	0	5460	0.10	0.00
iv) Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
v) NBFCs registered with RBI	88589	0	88589	1.64	88589	0	88589	1.64	0.00
vi) Others	13323	0	13323	0.25	17574	0	17574	0.33	0.08
SUB TOTAL (B)(2):	521072	105968	627040	11.61	526633	100407	627040	11.61	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	521072	105968	627040	11.61	526633	100407	627040	11.61	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2940859	2459141	5400000	100.00	3030592	2369408	5400000	100.00	0.00

(ii) Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the begginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Shri Binay Kumar	42860	0.79	0	42860	0.79	0	0
2	Binay Kumar & Family	16625	0.31	0	16625	0.31	0	0
3	Binay Kumar & Sons	11652	0.22	0	11652	0.22	0	0
4	Smt. Veena Binay Kumar	142200	2.63	0	142200	2.63	0	0
5	Shri Alok Kumar	69300	1.28	0	69300	1.28	0	0
6	Smt. Uma Kumar	28800	0.53	0	28800	0.53	0	0
7	Shri Aditya Kumar	53692	0.99	0	53692	0.99	0	0
8	Shri Birendra Kumar	40470	0.75	0	40470	0.75	0	0
9	Birendra Kumar & Sons	66600	1.23	0	66600	1.23	0	0
10	Smt. Rani Upsam	44280	0.82	0	44280	0.82	0	0
11	Shri Apurv Kumar	35126	0.65	0	35126	0.65	0	0
12	Smt. Rajeshwari Kumar	22200	0.41	0	22200	0.41	0	0
13	Shri Arjun Kumar	47780	0.88	0	47780	0.88	0	0
14	Shri Anant Kumar	20692	0.38	0	20692	0.38	0	0
15	Shri Anoop Kumar	86372	1.60	0	86372	1.60	0	0
16	Shri Aryavir Kumar	800	0.01	0	800	0.01	0	0
17	Smt. Renuka Kumar	800	0.01	0	800	0.01	0	0
18	Shri Arvind Kumar	29341	0.54	0	29341	0.54	0	0

Sl. No.	Shareholders Name	Shareholding at the begginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
19	Smt. Vibha Agrawal	83016	1.54	0	83016	1.54	0	0
20	Shri Vivek Kumar	64566	1.20	0	64566	1.20	0	0
21	Smt. Shipra Kumar	36000	0.67	0	36000	0.67	0	0
22	Shri Udit Kumar	12894	0.24	0	12894	0.24	0	0
23	Shri Manish Kumar	126420	2.34	0	126420	2.34	0	0
24	Shri Rupak Gupta	818524	15.16	0	818524	15.16	0	0
25	P D Gupta & Sons	3600	0.07	0	3600	0.07	0	0
26	Shri Sushil Kumar	77924	1.44	0	77924	1.44	0	0
27	Kumar Sushil (HUF)	98280	1.82	0	98280	1.82	0	0
28	Smt. Meera Kumar	98248	1.82	0	98248	1.82	0	0
29	Shri Upendra Kumar	232796	4.31	0	232796	4.31	0	0
30	Smt. Anuradha Kumar	25092	0.46	0	25092	0.46	0	0
31	Shri Chaitanya Kumar	16200	0.30	0	16200	0.30	0	0
32	Shri Rakesh M Gupta	90520	1.68	0	90520	1.68	0	0
33	Smt. Sudhira Gupta	46280	0.86	0	46280	0.86	0	0
34	Shri Ravi M Gupta	100080	1.85	0	100080	1.85	0	0
35	Smt. Nandini Gupta	36720	0.68	0	36720	0.68	0	0
36	Shri Arnav Kumar	12894	0.24	0	12894	0.24	0	0
37	The Indian Textiles Co. Pvt. Ltd.	1313676	24.33	0	1313676	24.33	0	0
38	Hotel Clarks Varanasi Ltd.	179540	3.32	0	179540	3.32	0	0
39	Banaras House Pvt. Ltd.	540000	10.00	0	540000	10.00	0	0
40	Bonita India Ltd.	100	0.00	0	100	0.00	0	0
	Total	**4772960**	**88.39**	**0**	**4772960**	**88.39**	**0**	**0**

Note: Securities and Exchange Board of India (SEBI) vide its Order dated 2nd Dec, 2014 (Ref: WTM / PS / 49 / CFD / DEC /2014) confirmed the directions issued vide its interim order dated 4th June, 2013 (Ref: WTM / PS / 08 / CFD / JUN/ 2013) against the company, its directors, promoters and promoter group inter-alia has directed freezing of voting rights and corporate benefits like dividend rights, bonus etc. with respect to the excess of proportionate promoter/ promoter group shareholding;

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

Sl. No.	Shareholders Name	Shareholding at the begginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	There is no change in promoters' shareholding between 01.04.2019 to 31.03.2020			
	At the end of the year				

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

Sl. No.		Shareholding at the beginning of the year (01.04.2019)		Cumulative Shareholding during the year	
	Shareholders Name	**No. of Shares**	**% of total shares of the company**	**No of shares**	**% of total shares of the company**
	At the beginning of the year				
1	Radhey Shyam Agrawal	46804	0.87	46804	0.87
2	HB Stock Holdings Ltd.	45697	0.85	45697	0.85
3	R R B Securities Ltd.	42892	0.79	42892	0.79
4	Usha Agrawal	33554	0.62	33554	0.62
5	Vibha Nirjay Singh	26694	0.49	26694	0.49
6	New Mellenium Technology Management Limited	25568	0.47	25568	0.47
7	Lok Prakashan Ltd.	24900	0.46	24900	0.46
8	Sridas Foundation	21600	0.40	21600	0.40
9	Raviraj Developers Ltd.	15183	0.28	15183	0.28
10	Investor Education and Protection Fund Authority Minitry of Corporate Affairs	13323	0.25	17574	0.33
	Date wise Increase/ Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year (or on the date of separation, if separated during the year)	Same as above			

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Shareholder	Date	Shareholding			Reason	Cumulative Share holding during the year		Remarks
			No. of shares at the beginning (01.04.2015/ end of the year 31.03.16)	% of total shares of the company	Increarse / (Decrease)		No. of Shares	% of total shares of the company	
1	Shri Apurv Kumar	01.04.2019	35126	0.65	0.00	Nil movement during the year			
		31.03.2020	35126	0.65	0.00		35126	0.65	
2	Shri Rupak Gupta	01.04.2019	818524	15.16	0.00	Nil movement during the year			
		31.03.2020	818524	15.16	0.00		818524	15.16	
3	Smt. Supriya Gupta	01.04.2019	0	0.00	0.00				
		31.03.2020	0	0.00	0.00		0	0.00	
4	Shri Arvind Kumar	01.04.2019	29341	0.54	0.00	Nil movement during the year			
		31.03.2020	29341	0.54	0.00		29341	0.54	
5	Shri Bisheshwar Prasad Singh	01.04.2019	0	0.00	0.00				
		31.03.2020	0	0.00	0.00		0	0.00	
6	Shri Shafi Alam	01.04.2019	0	0.00	0.00				
		31.03.2020	0	0.00	0.00		0	0.00	
7	Shri Prakash Chandra Prusty	01.04.2019	0	0.00	0.00				
	(Company Secretary)	31.03.2020	0	0.00	0.00		0	0.00	

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness (Rs. in lakh)
Indebtness at the beginning of the financial year				
i) Principal Amount	32.32	NIL	NIL	32.32
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	32.32	NIL	NIL	32.32
Change in Indebtedness during the financial year				
• Additions	NIL	NIL	NIL	NIL
• Reduction	7.55	NIL	NIL	7.55
Net Change	7.55	NIL	NIL	7.55
Indebtedness at the end of the financial year				
i) Principal Amount	24.77	NIL	NIL	24.77
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	24.77	NIL	NIL	24.77

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount (in Rs.)
		Shri Apurv Kumar	Shri Rupak Gupta	
1	Gross Salary	**7650000**	**7650000**	**15300000**
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	NA	NA	
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	1509600	2010247	3519847
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	NA	NA	NA
2	Stock Option	NA	NA	NA
3	Sweat Equity	NA	NA	NA
4	Commission			
	- as % of profit	NA	NA	NA
	- others, specify	NA	NA	NA
5	Others (Contribution to PF)	918000	918000	1836000
	Total (A)	10077600	10578247	20655847
	Ceiling as per the Act	*	*	

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors	Sitting Fee	Independent Directors' Meeting	Total Amount (Rs.)	Remarks
1	Independent Directors					
	● Fee for attending board/committee meetings	Shri Bisheshwar Prasad Singh	600000	0	600000	
		Shri Shafi Alam	180000	0	180000	
	● Commission		0	0	0	
	● Others, please specify		0	0	0	
	Total (1)		780000		780000	
2	Other Non-Executive Directors					
	● Fee for attending board/committee meetings	Smt. Supriya Gupta	50000	0	50000	
		Shri Arvind Kumar	45000	0	45000	
	● Commission		0	0	0	
	● Others, please specify		0	0	0	
	Total (2)		95000		95000	
	Total (B)=(1+2)		875000		875000	
	Total Managerial Remuneration	NA	NA	NA	NA	
	Overall Ceiling as per the Act	*	*	*	*	

*The Remuneration paid to Independent Director and other Executive/Non Executive Directors was within the ceiling limit as per the Act and as per shareholders' approval.

C. Remuneraton to key managerial personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration (in Rs.)	Key Managerial Personnel		
		Company Secretary	CFO	Total
		Shri Prakash Chadnra Prusty		
1	Gross Salary	720720	#	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	NA		
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	1308480		
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	NA		
2	Stock Option	NA		
3	Sweat Equity	NA		
4	Commission	NA		
	- as % of profit	NA		
	- others, specify	NA		
5	Others (Contribution to PF)	86487		
	Total	2115687		

Mr. Apurv Kumar & Mr. Rupak Gupta are also CFO of the company, please refer to Part A above for remuneration details.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeall made if any (give details)
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. DIRECTORS					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

By the order of the Board of Directors
For U. P. HOTELS LIMITED

Bisheshwar Prasad Singh
Chairman
DIN: 06949954

Apurv Kumar
Joint Managing Director
& Chief Financial Officer
DIN: 00043538

Rupak Gupta
Joint Managing Director
& Chief Financial Officer
DIN: 00007310

Annexure-9

MANAGEMENT DISCUSSIONS & ANALYSIS

Industry Structure, Development, Opportunities and Outlook

The Indian tourism and hospitality industry have emerged as one of the key drivers of growth among the services sector in India. Tourism has always been a significant contributor to employment generation and a huge source of foreign exchange earnings for the country. This sector not only employs workers in cities but also provides livelihood to people across social strata in rural areas.

India is the most digitally advanced traveller nation in terms of digital tools being used for planning, booking and experiencing a journey, India's rising middle class and increasing disposable incomes has continued to support the growth of domestic and outbound tourism.

During 2019, foreign tourist arrivals (FTAs) in India stood at 10.89 million, achieving a growth rate of 3.2 per cent year-on-year. During January-February 2020, Foreign Tourist Arrivals (FTAs) were 21,33,782. In 2019, a total of 29,28,303 tourist arrived on e-Tourist Visa registering a growth of 23.6 per cent.

Coming off a high-performance base in 2019, the Covid-19 outbreak and the containment measures introduced by the Centre have resulted in a severe drop in foreign and domestic travel, across both the tourism and business traveller segments. India's hotel and hospitality industry's occupancy has declined sharply in the first quarter of 2020, as the COVID-19 outbreak impacts various segments of the sector. The Indian hotel industry has declined by 18.5 per cent in revenue per available room (RevPAR) in the first quarter of 2020.

In the third week of March 2020, at an all India level, the hotels' sector witnessed a decline of more than 65 per cent in occupancy levels as compared to the same period of the previous year. As travel restrictions around the world intensified further, second quarter is already washed out and third & fourth quarters of 2020 are likely to be similarly impacted.

It is estimated that at least 30-50 per cent of hotel and hospitality industry revenue could be impacted if the situation doesn't improve by the end of June 2020. With more than 60 per cent of organised hotels in India already shut and several others operational with single-digit occupancies, recovery will be gradual. Industry estimates indicate that in India, branded and organised hotels annual revenue is □38,000 crore ($5 billion). Corporate businesses will be left with less money to spend on travel, lodging and entertainment. Behavioural changes will lead to a reduction in socialising, which in turn will impact F&B in hotels.

All this will impact GOPs and further reduce yields to hotel owners. The working capital of hotels will be stretched this year. Cost optimisation at all operational levels will be the key. There is absolutely no question of inbound tourism resuming in India for at least another 2 quarters, domestic tourism, however may revive in the next 3 to 4 months. As the sector navigates turbulent times through the pandemic, growth and development of hotels in India is also likely to be impacted in the next two years.

It has often been stated that the larger tourism industry in India contributes to about 10% of the GDP (approximately US$275 billion). It may not be an overstatement to assert that almost all of this revenue may dwindle to a painfully negligible amount if COVID-19 does not come to a halt this year.

As of 2019, 4.2 crore jobs were created in the tourism sector in India which was 8.1 per cent of total employment in the country. However due to Covid-19, it is estimated that around 3.5 to 4 crore jobs have been impacted.

The hotel industry in India is highly dependent on the tourism sector for business, and hence, government initiatives, by enhancing tourism, play a crucial role in aiding the expansion of the industry. The Ministry of Tourism, along with the Ministry of Civil Aviation and The Ministry of Railways, promotes tourism in the country. Schemes like SWADESH DARSHAN (Integrated Development of Tourist Circuits around Specific Themes), PRASHAD (National Mission on Pilgrimage Rejuvenation and Spiritual, Heritage Augmentation Drive) and the promotion of E-Visa has been taken up by the Ministry of Tourism to increase the tourist inflow in the country. Vision 2040, UDAN - Ude Desh ka Aam Nagrik and NABH Nirman are a few initiatives taken by the Ministry of Civil Aviation to boost air connectivity, which would increase hotel guests in even the remote corners of the country. As domestic travellers constitute the largest guest share of the hotel industry, the Ministry of Railways is improving rail infrastructure throughout the country to ease travelling for domestic trips.

Risks, Concerns and Threats

The next 6 months are going to be extremely tough for business and only the ones who have operated with a tight leash on their finances and guest experience might survive. Access to bank loans and government support is almost negligible so this is where an individual's business savings and frugal nature will come into play.

The Federation of Associations in Indian Tourism & Hospitality (FAITH) — the policy federation of all the national associations representing the tourism, travel and hospitality industry of India — has doubled its estimate on Indian tourism's economic value at risk due to Covid-19 to □10 lakh crore.

The federation now believes the value at risk could go as high as □10 lakh crore given the way tourism supply chains are breaking down across all its key inbound, domestic and outbound markets. While the government has allowed reopening of several industries including hotel and restaurants in the fourth phase of the lockdown, hospitality services including hotels and restaurants remain dumb.

Segment Wise Performance & Financial Performance

The key business segment of the company is hospitality and particularly Hotel Industry. Your company has four hotels in its portfolio offering 643 rooms at Agra, Jaipur, Lucknow and Khajuraho under the brand name 'Clarks'.

Revenue from operations (net) has decreased by Rs.758.54 lakh (7.21%) from Rs. 10512.08 lakh (previous year) to Rs. 9753.54 lakh in current year. income has increased by 13.26% from Rs. 461.33 lakh (previous year) to Rs. 522.53 lakh in the current year. The expenses of the company have come down by 1.54% to Rs. 9908.92 lakh from previous year figure of Rs. 10064.30 lakh.

The profit before tax is Rs.367.15 lakh in the current year against Rs.909.11 lakh in the previous year, a decrease of 59.61%. The profit after tax for the year (before other comprehensive income) is Rs. 370.90 lakh in the current year against Rs. 655.94 lakh in the previous year, down by 43.45%. The Total Comprehensive Income is Rs. 459.93 lakh in current year against Rs. 650.07 lakh in the previous year.

There was de-growth of 14.61% in rooms sold during the current year against the previous year. The occupancy was down by 7.36% in the current year. There was growth of 16.25% in Average Room Rate during the current year against the previous year. The RevPAR grew by 1.54% in the current year.

Impact of Covid-19 on the Company

Impact on the business

In view of the situation arising due to spread of Novel Coronavirus (COVID-19) and the lockdown initiative(s) taken by Central/ State Government authorities in various states/ districts across India, all our hotels were shut down since the start of the lockdown in March 2020.

From the month of May / June 2020, Hotel Clarks Amer at Jaipur and Hotel Clarks Avadh at Lucknow were asked by the respective state governments to provide quarantine facilities to the people coming from abroad on paid basis. Apart from quarantine business, these hotels are also getting queries from other normal segment of corporate, Mice, etc. The revenue may not be the same as previous years but definitely inquiries have started coming in which if gets fruitful would generate revenue. Hotel Clarks Shiraz at Agra and Hotel Clarks Khajuraho at Khajuraho are mainly dependent on foreign tourists. Due to travel restrictions, both these hotels are non operational. A viable business plan for periodic re-opening, maybe even on a seasonal basis, shall be explored and implemented in due course.

Our Registered office/ Corporate office at New Delhi is partially functional starting last week of May 2020. Many employees are working from home with no impact on business continuity.

Due to uncertain circumstances, it is difficult to forecast the financial performance and impact on the operations in revenue terms as on date. However, the efficiencies of the operated hotels are good and expected to register respectable performance by the end of the year.

Steps taken to ensure smooth functioning of operations

Due care has been taken for safety of employees and have increased safety protocol across all hotels. Since third week of March 2020, we have initiated Work from Home except those who are required at hotel units for maintenance purposes. Further, Hotel Clarks Amer, Hotel Clarks Avadh and Hotel Clarks Khajuraho have registered with Deloitte Touche Tohmatsu ("Deloitte") for Safety and Hygiene Audit. Under this Audit program, these hotels would be physically audited for compliance on important safety and hygiene parameters advised by WHO and Government of India. On qualifying this audit, hotels will get 'goSafe' and 'MySafety' Badge and will be issued Hygiene & Safety Standards Compliance Audit Report by Deloitte. The employees have been trained as per the Standard Operating Procedure prescribed by Deloitte relating to safety & hygiene. Deloitte is expected to submit their audit report by the end of July, 2020. This audit will help the hotels in generating business.

Estimation of the future impact of CoVID-19 on its operations

The operational and financial performance of the company has been be significantly impacted during the Q1 of FY 2020-21 on account of lockdown and shut down. Given the current state of affairs, it would be difficult to provide an estimate on the full year performance of the company for FY 2020-21.

Details of impact of CoVID-19 based on performance parameters

i. Capital and financial resources and other assets: As per the current assessment, there is no significant impact on the Company's capital and financial resources and other assets of the Company.

ii. Liquidity position: The Company is organized in a way that it will survive with its own liquidity and may not require borrowings.

iii. Capex: We are reviewing our capex plan during this emerging environment. We will take decision on timeline for these capex based on overall economic and demand outlook.

iv. Ability to service debt: Though the company has negligible debt, the financial position is strong enough to service these and take care of the working capital requirement.

v. Internal Financial Controls: The Company has in place adequate internal financial control system commensurate with the size of its operations. Internal control systems comprising of policies and procedures are designed to ensure sound management of your Company's operations.

vi. Supply chain: The Company has annual contracts with regard to different segment of operations. Except Lockdown/shutdown period, there is no disruption in supply chain.

Internal Controls

Your Company has in place a system of internal controls, with documented procedures covering all functions in the hotel operating units. Systems of internal controls are designed to provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls, and compliance with applicable laws and regulations. The Company has a systematic process and well-defined roles and responsibilities for people at different hierarchical levels.

Development in Human Resources and Industrial Relations

The Company believes that its intrinsic strength is its people. Your Company strongly believes that human capital is the greatest asset and key differentiator. The Company has always paid special attention to recruitment and development of all categories of staff. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. The Company enjoys harmonious relationship with its employees. The employees of the hotels have undergone safety & security training as per the SoP prescribed by Deloite. The total number of people employed by the Company is 692.

Key Financial Ratios

S. No.	Particulars	As on 31.03.2020	As on 31.03.2019
I	Debtors Turnover (net credit sales / average accounts receivables)	14.13:1	10.84:1
Ii	Inventory turnover (cost of goods sold/closing inventory)	12.47:1	12.36:1
Iii	Interest Coverage ratio (Earnings before interest & taxes/interest expense)	86.18	154.30
iv	Current Ratio (current assets/current liabilities)	2.30	2.18
V	Debt equity Ratio (Total Liabilities/Total Equities)	0.31	0.36
Vi	Operating Profit Margin (%) (PBT/Revenue from operations)	3.76%	8.64%
Vii	Net Profit Margin (%) (PAT/turnover)	3.77%	5.97%
Viii	Return on Net worth (PAT / Average Equity Capital & other equity)	3.99%	7.08%

The impact of pandemic Covid-19 resulted in decline in net profit and consequently decline in return on net worth.

Cautionary Statement

Statements made in the Management Discussion and Analysis, describing the Company's objectives, projections, estimates, predictions and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

Annexure-10

REPORT ON CORPORATE GOVERNANCE

1. THE COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance refers to a combination of regulations, procedures and voluntary practices that enables companies to maximize stakeholders' value by attracting financial and human capital and efficient performance. As a responsible corporate citizen, it is the earnest endeavour of the Company to improve its focus on Corporate Governance by increasing accountability and transparency to shareholders, bankers, customers, lenders, governments, etc.

2. BOARD OF DIRECTORS

As on 31st March2020,the Board comprised of total six directors of which two executive directors, two non-executive directors and twoindependent directors. Independent Directors do not have any material pecuniary relationship and haven't entered into any transactions with the Company, its promoters & its management, which in the judgment of the Board may affect independence of the judgment of the Directors.

2.1 During the financial year 2019-20, six board meetings were held. These were held on 25.05.2019, 02.08.2019, 25.09.2019, 16.10.2019, 12.11.2019 and 12.02.2020.

2.2 Details of attendance of directors at board meetings during the financial year and at the Company's fifty eighth Annual General Meeting together with the number of other directorships and committee memberships (other than U. P. Hotels Limited) held by them are as follows:

Name & Designation	Category	Attendance		No. of other Directorships		No. of other Board Committees in which director is a member or chairperson	
		Board Meeting	Last AGM	Public	Private	Chairperson	Member
Justice Mr. Bishshwar Prasad Singh (Retd.) (Chairman)	Non-Executive – Independent	6	Yes	1	0	-	-
Mr. Apurv Kumar (Joint Managing Director)	Promoter -Executive	6	Yes	1	5	-	-
Mr. Rupak Gupta (Joint Managing Director)	Promoter –Executive	6	Yes	2	5	-	-
Ms. Supriya Gupta (Director)	Non –Executive & Non - Independent	4	Yes	1	4	-	-
Mr. Arvind Kumar (Director)	Promoter – Non-Executive	3	No	5	8	-	-
Mr. Shafi Alam (Director)*	Independent – Non Executive	6	Yes	-	-	-	-

The attendance of directors at the meeting of Board of Directors during the yearis as below:

Name of Directors	No. of shares held as on 31.03.2020	Attendance at Board Meetings					
		25.05.2019	02.08.2019	25.09.2019	16.10.2019	12.11.2019	12.02.2020
Justice Mr. B. P. Singh (Retd.)	Nil	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Apurv Kumar	35126	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Rupak Gupta	818524	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Supriya Gupta	Nil	Yes	Yes	Yes	No	No	Yes
Mr. Arvind Kumar	29341	Yes	No	No	Yes	No	Yes
Mr. Shafi Alam	Nil	Yes	Yes	Yes	Yes	Yes	Yes
Board Strength		6	6	6	6	6	6
No. of Directors Present		6	5	5	5	4	6

Names of listed companies in which a director of the Company is a director and category of his directorship during financial year 2019-20:

Name of Directors	Name of Listed Company	Category of Directorship
Justice Mr. B. P. Singh (Retd.)	-	-
Mr. Apurv Kumar	-	-
Mr. Rupak Gupta	-	-
Ms. Supriya Gupta	-	-
Mr. Arvind Kumar	-	-
Mr. Shafi Alam	-	-

Shri Rupak Gupta & Smt. Supriya Gupta are related to each other. None of the other directors are related to each other.

All the directors have as on 31st March, 2020, filed the requisite declarations stating that thedisqualification contemplated under Section 164 of the Companies Act, 2013 do not apply to them.Directors and members of senior management of the Company as on 31st March, 2020 have attended the compliances related to the code of conduct for Prevention of Insider Trading in its equity shares.

Pursuant to Regulation 34(3) of SEBI LODR Regulations 2015 and Para C(2)(i) of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company confirm that in their opinion, the independent directors of the Company fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the independent directors are independent of management.The web link where details of familiarization programs imparted to the Independent Directors is available at:https://www.hotelclarks.com/investor-relations/investor-relations.html

A chart or a matrix setting out the skills / expertise / competencies of the board of directors specifying the list of core skills / expertise / competencies identified by the board of directors as required in the context of its business and sector for it to function effectively is as below:

Skills

Strategic Thinking	✓ Ability to be goal and future oriented ✓ Ability to understand issues from different perspectives ✓ Ability to think critically, independently, ask questions, and challenge unsubstantiated opinions ✓ Ability to understand and process large amounts of information (print, online, and oral) effectively and efficiently
Communication	✓ Ability to effectively communicate with a culturally and linguistically diverse team of other board members, leadership entities, Company's shareholders and employees/staffs ✓ Ability to articulate ideas, opinions, rationales, and comments in a clear, concise, and logical manner to address the needs of the stakeholders ✓ Ability to speak in front of small and large groups using both self-prepared and externally-prepared materials, and with a professional demeanor
Decision Making	✓ Ability to use logic and reasoning to identify issues as well as the strengths and weaknesses of alternative solutions, conclusions, or approaches to problems ✓ Ability to make informed decisions efficiently and take action when needed ✓ Ability to be objective at all times about what is best for the company as a whole, rather than what is best for a particular unit
Inter Personal Skills	✓ Ability to effectively collaborate with the Company's executive director(s), board colleagues, and staff ✓ Ability to work independently as required ✓ Ability to interact with other board members in a group setting, both contributing to discussions, and valuing the contributions of all members
Analytical Skills	✓ Ability to understand and analyze financial reports ✓ Ability to review and analyze proposed budgets in light of association resources, strategic goals, and priorities ✓ Ability to analyze reports from committees, task forces, and other entities and comment on drafts of publications/ policies/schemes and other documents as appropriate
Experience	✓ A variety leadership experiences within the Business activities/related profession ✓ Experience interacting with diverse professionals

Competencies/experience

Section	Competency	Self Assessment of Directors					
		Name	Name	Name	Name	Name	Name
	Industry experience						
Industry Knowledge / experience	Knowledge of Sector						
	Knowledge / understanding of government legislations						
Technical Skills	Finance						
	Accounting						
	Law						
	Marketing experience						
	Information technology						
	Human Resource Management						
	Risk Management						
	Public Relations						
	Strategic development & implementation						
	CEO / Senior Management experience						
Governance Competencies	Financial literacy						
	Strategic thinking – corporate governance						
	Compliance Focus						
Behavioral Competencies	Integrity & high ethical standards						
	Common sense & sound judgment						
	Willingness and ability to devote time and energy to the role						
	Understanding of effective decision making process						
	Team Player						
	Mentoring abilities						
	Listening skills						
	Interpersonal relations						

The directors of the company as a whole possess all the above skills/competencies/expertise.

3. AUDIT COMMITTEE

The Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which inter alia include:

- recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report thereon;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the company, wherever it is necessary
- evaluation of internal financial controls and risk management systems;Monitoring the end use of funds raised through public offers and related matters

Composition,Meetings& attendance at Audit Committee:

S. No.	Name of Member	Designation in Committee	Designation in Company	Date of the Meetings	No. of meetings attended
1.	Justice Mr. B. P. Singh (Retd.)	Chairman	Independent director	29.05.2019 02.08.2019 12.11.2019 12.02.2020	4
2.	Mr. Shafi Alam	Member	Independent director		3
3.	Mr. Arvind Kumar	Member	Non-Executive Director		2

All the members of the Committee are financially literate.The Company Secretary acts as the Secretary to the Committee.

4. NOMINATION AND REMUNERATION COMMITTEE

Brief terms of reference:

- Formulation of the criteria for determining qualifications, Positive attributes and independence of a director;
- To identify persons qualifies to become directors and who may be appointed in senior management and to recommend to the Board for their appointment and removal;
- To recommend to the Board a policy relating to remuneration for directors, key managerial personnel and other employees;
- To recommend to the board, all remuneration, in whatever form, payable to senior management;
- To evaluate every director's performance & the Board;
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Remuneration Committee.

Composition, name of members, Chairperson, Meetings & attendance at this Committee:

S. No.	Name of Member	Designation in Committee	Designation in Company	Date of the Meetings	No. of meetings attended
1.	Mr. Shafi Alam	Chairman	Independent director	02.08.2019	1
2.	Justice Mr. B. P. Singh (Retd.)	Member	Independent director		1
3.	Mrs. Supriya Gupta	Member	Non-Executive Director		1

Performance evaluation criteria for independent directors

The Board has adopted a Performance Evaluation Policy for Directors which provides inter alia the criteria for evaluation of performance of independent directors. The performance evaluation criteria for independent directors arementioned in the Boards' Report.

Remuneration of Directors

The details of remuneration paid to Managerial Personnel of the Company in Financial Year 2019-20 are as below:

S. No.	Name	Designation	Salary	Perquisites & Allowances	Other Benefits (contribution to Provident Fund)	Total	Stock Options Granted	No. of Shares as on 31.03.19	Service Contract/ Notice Period/severance fees
1.	Mr.Apurv Kumar	Jt. Managing Director	7650000/-	1509600/-	918000/-	10077600/-	Nil	35126	Shareholders re-appointed Mr. Apurv Kumar for a period of 3 years with effect from15.05.2018. Notice period is as per company's policy. No severance fees.
2.	Mr. Rupak Gupta	Jt. Managing Director	7650000/-	2010247/-	918000/-	10578247/-	Nil	818524	Shareholders appointed Mr. RupakGupta, for a period of 3 yearswith effect from 15.05.2018. Notice period is as per company's policy. No Severance fees

Non-executive Directors and Independent Directors are being paid sitting fee only for attending each meetings of the Board and Committees. Justice Mr. Bisheshwar Prasad Singh (Retd.) – Non Executive Independent Director is being paid cumulative Rs.1,00,000/- for attending each meeting of Board of directors and or Committees held on same day. Mr. ShafiAlam – Non Executive Independent Director is being paid cumulative Rs. 30,000/- for attending each meeting of Board of directors and or Committees held on same day. The non-executive directors are being paid Rs.5,000/- for attending each meeting of the Board and its Committees. The details of remuneration/sitting fee paid to the Independent Directors and Non Executive directors during the financial year 2019-20 are detailed below:

S. No.	Name of the Independent Director	Sitting fee paid (Rs.)	Stock Options Granted	No. of Shares held on 31.03.2020
1.	Justice Mr. Bisheshwar Prasad Singh (Retd.) - Non Executive Independent Director	6,00,000/-	Nil	Nil
2.	Mr. Shafi Alam- Non Executive Independent Director	1,80,000/-	Nil	Nil
3.	Mr. Arvind Kumar - Non Executive & Non Independent Director	45,000/-	Nil	29341
4.	Ms. Supriya Gupta - Non Executive & Non Independent Director	50,000/-	Nil	Nil

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition, name of members, Chairperson, Meetings & attendance at this Committee:

S. No.	Name of Member	Designation in Committee	Designation in Company	Date of the Meetings	No. of meetings attended
1.	Mr. Shafi Alam	Chairman	Independent director	25.05.2019 12.02.2020	1
2.	Mr. Arvind Kumar	Member	Non-Executive Director		2
3.	Mrs. Supriya Gupta	Member	Non-Executive Director		2

The Company Secretary acts as the Secretary to the Committee. Mr. Prakash Chandra Prusty, Company Secretary is the Compliance Officer of the Company.

Shareholders Complaints

Number of shareholders' complaints received so far	:	Nil
Number of complaints solved to the satisfaction of the shareholders	:	Nil
Number of complaints not solved to the satisfaction of the shareholders	:	Nil
No. of pending complaints	:	Nil

6. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Composition, name of members, Chairperson, Meetings & attendance at Corporate Social Responsibility ("CSR") Committee:

S. No.	Name of Member	Designation in Committee	Designation in Company	Date of the Meetings	No. of meetings attended
1.	Mr. Shafi Alam	Chairman	Independent director	25.05.2019 02.08.2019 12.02.2020	2
2.	Mrs. Supriya Gupta	Member	Non-Executive director		3
3.	Mr. Arvind Kumar	Member	Non-Executive Director		2

The role and responsibilities of CSR Committee inter alia is as below:

1. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
2. To review and recommend the amount of expenditure to be incurred on the CSR related activities to be undertaken by the company;
3. To institute a transparent monitoring mechanism for the implementation of the CSR projects, programs and activities undertaken the Company from time to time;
4. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

7. GENERAL BODY MEETING

7.1 Location and time where the last three Annual General Meetings held:-

Financial year	Date of Meeting	Place	Time	Details of Special Resolution Passed Therein
2017-18	25-09-2017	PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi 110016	02.30 p.m.	1. Re-appointment of Mr. Apurv Kumar as Joint Managing Director & CFO for a period of one year with effect from 15.05.2017; 2. Re-appointment of Mr. Rupak Gupta as Joint Managing Director & CFO for a period of one year with effect from 15.05.2017; and 3. Alteration of Articles of Association of the Company.
2018-19	25-09-2018	Modi Hall, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi 110016	02.30 p.m.	1. Re-appointment of Mr. Apurv Kumar as Joint Managing Director & CFO for a period of 3 years with effect from 15.05.2018; 2. Re-appointment of Mr. Rupak Gupta as Joint Managing Director & CFO for a period of three years with effect from 15.05.2018. 3. Continuation in directorship as a non-executive director in the Company by Mr. B P Singh beyond 75 years of age; and 4. Continuation in directorship as a non-executive director in the Company by Mr. Arvind Kumar beyond 75 years of age.
2019-20	25-09-2019	Modi Hall, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi 110016	02.30 p.m.	1. Revision in remuneration of Mr. Apurv Kumar as Joint Managing Director & CFO with effect from 01.10.2019 2. Revision in remuneration of Mr. Rupak Gupta as Joint Managing Director & CFO with effect from 01.10.2019 3. Re-appointment of Mr. Shafi Alam as Independent Director of the Company for five years with effect from 12.05.2019

No ordinary or special resolution requiring postal ballot under section 110 of the Companies Act, 2013 was passed last year. Similarly, no ordinary or special resolution requiring a postal ballot is being proposed at the ensuing Annual General Meeting.

8. MEANS OF COMMUNICATION.

8.1 Half yearly report sent to each shareholder: No

8.2 Quarterly Results

- Which newspapers normally published in — Financial Express (English)
Jansatta (Hindi)
- Any website where displayed — www.hotelclarks.com
- Whether it also displays official news releases and presentation made to institutional investors or to analyst — No

8.3 Whether management discussion & analysis is a part of annual report or not — Yes, management discussion & analysis is a part of the annual report.

9.1 AGM : Date, time & venue

59th Annual General Meeting

Date : 25th September, 2020

Day : Friday

Time : 2.30 p.m.

Venue : Video Conferencing (VC) or Other Audio Video Means (OAVM)

9.2 Financial Year: 1st April to 31st March

Financial Calendar (tentative) for Results

1st Quarter	On or before 14.08.2020
2nd Quarter	On or before 14.11.2020
3rd Quarter	On or before 14.02.2021
4th Quarter	On or before 30.05.2021

9.3 Date of Book Closure — Friday, 18.09.2020 to Friday, 25.09.2020 (both days inclusive)

9.4 Dividend — No dividend is being proposed at the ensuing Annual General Meeting for the year ended 31.03.2020.

9.5 Listing On Stock Exchange — The shares of the company are listed on BSE Ltd, Mumbai (BSE).However, due to non-compliance of Listing Regulations 2015, the trading has been suspended since 25th February, 2015.

The Annual Listing fee has been paid to the BSE Ltd. (BSE), Mumbai for financial year 2019-20.

9.6 Stock Code — 509960 (BSE)

9.7 Designated e-mail ID for Investors' — uphlinvestorgrievance@bol.net.in

9.8 Monthly High and Low market price data of equity share traded on BSE Ltd (BSE):

Due to suspension of trading in shares with effect from 25th February, 2015, monthly high and low market price date of equity sharescan not be provided. Accordingly, performance in comparison to broad-based indices viz. BSE Sensex, CRISIL Index etc can not be provided.

9.9 Registrar & Share Transfer Agent — The company has engaged the services of Skyline Financial Services Pvt. Ltd. as its Registrar and Share Transfer Agent for physical transfer of shares as well as for electronic connectivity with NSDL & CDSL.

9.10 Share Transfer System — The Registrar & Transfer Agent ensures the timely compliance on transfer of shares and dispatch of shares certificates upon transferred.

9.11 Shareholding Pattern as on 31st March, 2020:

	Category	No of Shares held	% of Share holding
1	**Promoter's holding**		
	Indian Promoters	47,72,960	88.39
	Foreign Promoters	Nil	Nil
2	**Persons acting in concert**	Nil	Nil
	Sub Total (1 & 2)	47,72,960	88.39
	Non-Promoters Holding		
3	**Institutional Investors**		
	a) Mutual Funds & UTI	Nil	Nil
	b) Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions, Non-Govt. Institutions)	Nil	Nil
	c) Foreign Institutional Investors	Nil	Nil
	Sub Total (3)	Nil	Nil
4	**Others**		
	a) Private Corporate Bodies	1,42,914	2.65
	b) Indian Public	3,93,046	7.27
	c) NRIs/OCBs	2,491	0.05
	d) Any other	88,589	1.64
	e) Clearing Member/House	0	0.00
	Sub Total (4)	**6,27,040**	**11.61**
	Grand Total (1 to 4)	**54,00,000**	**100.00**

9.12 Distribution of Shareholding as on 31st March, 2020:

Shareholding of Nominal Value	No. of Shareholders	% of Share-Holders	Share Amount (Rs.)	.% of Share-Holding
Upto - 5000	851	83.51	8,71,000	1.61
5001 – 10000	52	5.11	3,66,460	0.68
10001-20000	32	3.14	4,62,260	0.86
20001-30000	13	1.28	3,24,380	0.61
30001-40000	12	1.18	4,07,540	0.75
40001-50000	3	0.29	1,43,020	0.26
50001-100000	10	0.98	7,44,080	1.38
100001 & above	46	4.51	5,06,81,260	93.85
Total	1,019	100.00	5,40,00,000	100.00

9.13 Dematerialization of Shares & Liquidity.

The company's shares are traded in dematerialized form and have to be delivered in the dematerialized form to all stock exchanges. The number of shares dematerialized as on 31st March, 2020 were 30,30,592 (56.12% of the total paid up capital) and the balance of 23,69,408 representing 43.88% were held in physical form. Investors are requested to open an account with depository participant registered with either National Securities Depository Ltd. (NSDL) or Central Depository Services (India) Ltd. (CDSL) for demating their shares.

The company is yet to achieve 100% dematerialization of the promoters' group shareholding as required under circular no. DCS/COMP/CIR-03/2011-12 dated 29.6.2011 of BSE Ltd.As on 31.3.2020, only 50.73% of the promoters' shareholding were dematerialized.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's share is INE726E01014.

9.14 Outstanding GDRs/ADRs Warrants or any convertible instruments, conversion date and likely impact on Equity.

The Company has not issued any GDRs/ADRs/Warrants or any Convertible Instruments.

9.15 Hotel locations

ClarksShiraz, 54, Taj Road, Agra
Clarks Amer, Jawahar Lal Nehru Marg, Jaipur
Clarks Avadh, 8, Mahatma Gandhi Marg, Lucknow
Clarks Khajuraho, Bamitha Road, Khajuraho

9.16 Address for Correspondence

Company:
Company Secretary
U. P. Hotels Limited
1101, Surya Kiran, 19,
Kasturba Gandhi Marg,
New Delhi - 110001
Tel No: 011-23722596-98

Registrar:
Skyline Financial Services Pvt.Ltd.
D-153/A, Istfloor, Okhla Industrial Area,
Phase I, New Delhi-110020.
Tel. 011-26812682

Shareholders holding shares in electronic mode should address all correspondence to their respective depository participant.

For any assistance regarding dematerialisation of shares, shares transfer, transmission, change of address and any other query relating to shares, please correspond with Registrars - Skyline Financial Services Pvt. Ltd.

10. OTHER DISCLOSURES

10.1 Some transactions with related parties relating to current year and earlier years covered under section 188 of the Companies Act could not be placed before the Audit Committee for approval due to differences between the management and court proceedings. Further, there were no material related party transactions during the year under review. The disclosure of transactions with related parties in compliance with the Ind AS is part of this Annual Report and disclosed in Note no. 30 of Notes to Financial Statements. The policy on dealing with related party transactions is available at company's website at www.hotelclarks.com. The web link of the policy is:https://www.hotelclarks.com/investor-relations/investor-relations.html

10.2 The company has submitted the quarterly financial results with the stock exchange and published the same for the quarters ended 30.06.2019, 30.09.2019, 31.12.2019, and 31.03.2020 for the financial year 2019-20.

10.3 The company has not yet achieved 100 per cent dematerialization of the shares of promoter's group during the year. The Promoters had applied for de-mating their shares but unable to de-mat due to SEBI restriction on promoters to deal with the shares of the company.

10.4 The Company has applied to BSE Limited for revocation of suspension of trading of shares. BSE is evaluating/processing our application and its order/decision is awaited.

10.5 Since the Company could not comply with Regulation 38 of Listing Regulations (erstwhile Clause 40A of the Listing Agreement), Securities & Exchange Board of India (SEBI) vide its order dated 04.06.2013 and 02.12.2014 inter alia directed freezing of voting rights and corporate benefits with respect to excess of proportionate promoter/promoter group shareholding and other directions against the promoter shareholders and directors. The appeal filed before the Securities Appellate Tribunal has been disposed off with certain directions. The Company had filed an application with Securities and Exchange Board of India for relaxation of its order to enable the promoters to consider voluntary delisting of shares as an option for compliances. SEBI vide its order dated 30.09.2019 granted the U. P. Hotels Limited, relaxation from the applicability of regulation 8(1B)(i) of SEBI (Delisting of equity Shares) Regulations, 2009 (limited to the extent of compliance with minimum public shareholding norms) for the specific purpose of seeking voluntary delisting of its equity shares, subject to certain conditions.

10.6 The directors and other designated/identified persons have observed and complied with the requirements of Code of Conduct for Prevention of Insider Trading in Equity Shares of the Company in accordance with Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

10.7 The company has formulated a Whistle Blower Policy/Vigil Mechanism which encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment and further affirm that no personnel has been denied access to the audit committee.

10.8 Since the company has no subsidiary during the financial year under review, it has not formulated policy for determining material subsidiaries.

10.9 Details of compliance of mandatory and non mandatory requirements of corporate governance are provided in this report.

10.10 Compliance with discretionary requirements/non mandatory requirements:

a. The Board: The Company has a non-executive independent director as its Chairman.

b. Shareholder Rights: Not sent half-yearly declaration on financial performance to shareholders.

c. Modified opinion(s) in audit report: The Board gives necessary clarification on qualifications, adverse opinion in Auditors'Report.

d. Separate posts of chairperson and chief executive officer: The Company has non-executive independent director as its Chairman. There is no chief executive officer.

e. Reporting of internal auditor: The reports of internal auditor are reviewed in the Audit Committee meeting.

10.11 No money was raised by the Company through public issue, right issue, preferential issues etc. in the financial year under review.

10.12 The Company has received a certificate from a Company Secretary in Practice certifying to the Board that none of the directors on the Board of Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any other statutory authority.

10.13 Total fee paid for all services paid by the company to the statutory auditor:

Kindly refer Note no. 28 of the Notes to the Financial Statements of the Company for the financial year ended 31.03.2020.

10.14 Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a. Number of complaints filed during the financial year : Nil

b. Number of complaints disposed of during the financial year : Nil

c. Number of complaints pending as on end of the financial year : Nil

10.15 The Statement of Impact of Audit Qualifications submitted to BSE Limited alongwith Annual Audited Financial Results is annexed with this report.

11. Information with regard to shares lying in "Unclaimed Suspense Account" as required under Regulation 39:

	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year	52	5,942
Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year	Nil	Nil
Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year	52	5,942

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

12. COMPLIANCE CERTIFICATE – CORPORATE GOVERNANCE

The Company has obtained a certificate from the Company Secretary in Practice regarding compliance of conditions of Corporate Governance as required by Schedule V of Listing Regulations and is annexed with this report.

13. CODE OF CONDUCT

The Company has framed a Code of Conduct and Ethics for members of the Board and Senior Management personnel of the Company. The said Code of Conduct is available on the website of the Company. The declaration by Joint Managing Director(s) is given below:

"We declare that all members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct and Ethics for the financial year 2019-20."

Sd/-
Apurv Kumar
Joint Managing Director

Sd/-
Rupak Gupta
Joint Managing Director

14. CEO & CFO CERTIFICATION

In terms of Regulations 17(8) of the Listing Regulations, the compliance certificate from CEO and CFO is provided in the Annual Report.

For and on behalf of the Board of Directors
of U. P. Hotels Limited

Bisheshwar Prasad Singh
Chairman
DIN: 06949954

Apurv Kumar
Joint Managing Director
& Chief Financial Officer
DIN: 00043538

Rupak Gupta
Joint Managing Director
& Chief Financial Officer
DIN: 00007310

Placed: New Delhi
Dated: 19.07.2020

Annexure 11

Secretarial Auditor's Certificate on Corporate Governance

To
The Members of
U. P. Hotels Limited

We have examined the compliance of the conditions of Corporate Governance by U. P. Hotels Limited ('the Company') for the year ended on March 31, 2020, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Regulation. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Based on our examination, we state that:

1. *The Company has not complied with Regulation 38 of the Listing Regulation as regards minimum public shareholding.*

   Note: SEBI vide its order dated 30.09.2019 has granted the Company relaxation from the applicability of regulation 8(1B)(i) of SEBI (Delisting of equity Shares) Regulations, 2009 (limited to the extent of compliance with minimum public shareholding norms) for the specific purpose of seeking voluntary delisting of its equity shares, subject to certain conditions. Accordingly, the Company has initiated the process of delisting the equity shares from BSE Limited.

2. *The Company is yet to achieve 100% dematerialization of the promoter's group shareholding as required by circular of BSE Ltd.*

3. *The related party transactions ("RPT") covered under the provisions of the Companies Act during the year and previous years could not be approved by the Audit Committee and Board of Directors being part of a legal matter pending before the Hon'ble National Company Tribunal (NCLT) for adjudication and considering that any decision of the Board may be contrary to the decision of the NCLT which may not be executable later, the Board in its meeting held on 20.08.2017 decided to defer the matter of RPT's till the final decision of the NCLT. As such these RPT's are not entered in the Register maintained under Section 189 of the Companies Act, 2013. However, the Audit Committee and the Board of Directors have approved four related party transactions during the year and the same have been entered in the Register maintained under Section 189 of the Companies Act, 2013.*

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

For, Deepak Bansal & Associates
Company Secretaries

Deepak Bansal
(Proprietor)
FCS No. 3736
CP No. 7433

Date:19.07.2020
Place: Noida

Annexure 12

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2020
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

(Rs. in Lakh)

I	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Audited Figures (as reported after adjusting for qualifications)
	1	Turnover / Total income	10276.07	10276.07
	2	Total Expenditure	9908.92	9908.92
	3	Net Profit/(Loss)	370.90	370.90
	4	Earnings Per Share	6.87	6.87
	5	Total Assets	12772.51	12772.51
	6	Total Liabilities	12772.51	12772.51
	7	Net Worth	9700.17	9700.17
	8	Any other financial item(s) (as felt appropriate by the management)	-	-

II **Audit Qualification (each audit qualification separately)**

A Details of Audit Qualification:

Basis of Qualified Opinion

(i) Note 38.1 to 38.3 and 41(a) regarding non-compliance of Minimum Public Shareholding as explained in the said notes. As such, the Company is yet to comply with the Regulation 38 of SEBI LODR Regulation 2015 with regards to Minimum Public Shareholding (MPS).

(ii) Note No. 41(b) i.e. the Company is yet to achieve 100% of promoters shareholding due to SEBI restrictions on promoters to deal with the shares of the Company. As such, the Company is yet to comply with Regulation 31(2) of SEBI LODR Regulations 2015.

(iii) Note No. 41(c) i.e. Related Party Transactions ("RPT") covered under Section 188 of the Act during the year and previous years could not be approved by the Audit Committee and Board of Directors due to various disputes and pending legal matter before Hon'ble National Company Law Tribunal (NCLT) as explained in the notes. These RPTs are not entered in the Register maintained under Section 189 of the Companies Act, 2013. As such, the Company is yet to comply with sections 188 and 189 of the Act and Regulation 23 of SEBI LODR Regulations 2015.

(iv) The ultimate outcome of the matter specified in paras (i) to (iii) cannot presently be determined and its consequential impact on these financial statements cannot be ascertained.

B	**Type of Audit Qualification:**	Qualified Opinion	Disclaimer of Opinion	Adverse Opinion
		As stated above	NIL	NIL
C	**Frequency of qualification:**	Qualified Opinion	Disclaimer of Opinion	Adverse Opinion
		(i): Repetitive – last 3 years (ii): Repetitive – last 3 years (ii): Repetitive – last 3 years (iv): Repetitive – last 3 years	NIL	NIL

D For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:

Not quantified

E For Audit Qualification(s) where the impact is not quantified by the auditor:

(i) Management's estimation on the impact of audit qualification:

There are litigations going on before Tribunal & Court. As such, their impact on profitability of the Company, if any, is not ascertainable till the time of their disposal by court/tribunal.

(ii) If management is unable to estimate the impact, reasons for the same

Since the litigations are still pending before courts and forums, their outcome can not be ascertained and thus the impact, if any, can not be estimated.

(iii) Auditors' Comments on (i) or (ii) above:

The ultimate outcome of the matters specified above can not presently be determined and its consequential impact on these annual financial results can not be ascertained.

III	**Signatories:**	
	CEO/Managing Director	Sd/-
	CFO	Sd/-
	Audit Committee Chairman	Sd/-
	Statutory Auditor	Sd/-
	Place: New Delhi	
	Date: 19.07.2020	

Annexure 13

CEO/CFO Certification

To
The Board of Directors
U. P. Hotels Limited
1101, Surya Kiran Building,
19, Kasturba Gandhi Marg,
New Delhi – 110001.

Compliance Certificate by Managing Director and Chief financial Officer

As stipulated in Regulations 17(8) of Listing Regulations, 2015, we hereby certify that:

a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2020 and that to the best of our knowledge and belief:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii. these statements together present a true and fair view of Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and we have disclosed to the auditors that due to the ongoing suits which have been filed at the Hon'ble Civil Court, Lucknow and Hon'ble NCLT, New Delhi, the appropriate discussions on various related party transactions (RPTs) executed during the year could not take place at Audit Committee and Board level. These RPTs have no impact on internal controls for financial reporting. The Audit Committee discusses and takes note of the Internal Audit Reports at appropriate intervals.

d) We have indicated to the Auditors and the Audit Committee:

   i. there were no significant changes in the internal control over financial reporting during the year;

   ii. there were no changes in the accounting policies during the year; and

   iii. there were no instances of fraud during the year.

For U. P. Hotels Limited

Apurv Kumar
Jt. Managing Director & CFO
DIN: 00043538

Rupak Gupta
Jt. Managing Director & CFO
DIN: 00007310

Place: New Delhi
Date: 19.07.2020

Independent Auditors' Report

To the Members of

U. P. Hotels Limited

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of U. P. Hotels Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the **Basis for Qualified Opinion** section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the 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 March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Qualified Opinion

Attention is drawn to the following notes to the financial statements:-

1. **Note No. 38.1 to 38.3 and 41(a) regarding non-compliance of Minimum Public Shareholding as explained in the said notes. As such, the Company is yet to comply with Regulation 38 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with regard to Minimum Public Shareholding.**
2. **Note No. 41(b) i.e. the Company is yet to achieve 100% dematerialization of the promoter's shareholding. As such, the Company has not complied with Regulation 31(2) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.**
3. **Note No. 41(c) i.e. the Related Party Transactions ("RPT") covered u/s 188 of the Act during the year and previous years are not approved by the Audit Committee and Board of Directors due to various disputes and pending legal matter before Hon'ble National Company Law Tribunal (NCLT) as explained in the notes. These RPTs are not entered in the Register maintained under Section 189 of the Act. As such, the Company is yet to comply with sections 188 and 189 of the Act and Regulation 23 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.**
4. **The ultimate outcome of the matters specified in paras 1-3 above cannot presently be determined and its consequential impact on these financial statements cannot be ascertained.**

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

S. No.	Key Audit Matter	Auditor's Response
1	One of the Joint Managing Directors filed a petition before the Hon'ble National Company Law Tribunal, New Delhi ("NCLT") against the Company and others under Sections 397/398, 402, 403 and 237 of the Companies Act, 1956 and Section 219 & Section 220 of the Companies Act, 2013 which is explained in the notes to financial statements. The Petition is currently pending adjudication. (Refer Note No. 39 to the financial statements)	We have studied and analysed the petition pending with Hon'ble National Company Law Tribunal and other related documents. Due to various non-compliances in the earlier years, the Hon'ble NCLT inducted a new independent director as chairman of the company.

Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for preparation of the other information. The other information comprises the information included in Annual Report, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the company in accordance with applicable Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the company's ability to continue as going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the company or to cease the 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 financial statements

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

As part of an audit in accordance with SAs, we exercise professional judgement 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 procedure 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for 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 statement 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 transaction and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factor 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 disclosures 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, 2016 ("the Order"), issued by the Central Government in terms of section 143(11) of the Act, we give in Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit, 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) **Except for the matters described in the Basis of Qualified Opinion paragraph**, in our opinion, proper books of accounts as required by law have been kept by the company so far as it appears from our examination of those books.
   - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of accounts.
   - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed 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 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2020 from being appointed as a director in terms of section 164(2) of the Act.
   - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   - g) With respect to the other matters to be included in the Auditor's Report in accordance with 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 remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of 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 has disclosed the impact of pending litigations on its financial position in its financial statements.
     - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
     - (iii) There is no delay in transferring amounts to the Investor Education and Protection Fund.

For Satinder Goyal & Co.
Chartered Accountants
Firm's Regn. No: 027334N

S. K. Goyal
(Partner)
Membership No.: 084613
UDIN No: 20084613AAAAAO1718

Date: 19th July, 2020
Place: New Delhi

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the financial statements of U. P. Hotels Limited for the year ended 31st March, 2020)

(i) (a) The Company is maintaining proper records showing full particulars, including Quantitative details and situation of its fixed assets.

(b) According to the explanation and information given to us, the Company has a regular program of physical verification of its fixed assets. In our opinion, the frequency of physical verification is reasonable having regard to the size and the nature of its assets. As, informed to us, the discrepancies noticed on such verification were not material and have been properly dealt with in the books of accounts.

(c) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the title deeds of immovable property are held in the name of the Company.

(ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification. The discrepancies noticed on physical verification of inventory as compared to books of accounts were not material.

(iii) During the year, the Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the Register maintained under Section 189 of the Act. Accordingly, paragraph 3 (iii) of the Order is not applicable.

(iv) According to the information and explanations given to us, in respect of guarantee, security, loans and investments made by the Company, the provisions of section 185 and 186 of the Act have been complied with.

(v) The Company has not accepted any deposits from the public. As such requirement of clause (v) of paragraph 3 of the aforesaid order is not applicable.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act in respect of services carried out by the Company.

(vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the company, during the year, the company is regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income tax, service tax, duty of custom, value added tax, goods and services tax (GST), cess and any other applicable statutory dues to the appropriate authorities.

According to information and explanations given to us, there are no undisputed amount payable in respect of provident fund, investor education & protection fund, income tax, employees state insurance, wealth tax, sales tax, custom duty, service tax, excise duty, cess and other statutory dues which were outstanding at the year-end for period of more than six months from the date they become payable.

b) According to the records and information and explanation given to us there are no dues in respect of Income tax, Sales tax, VAT, Service-tax, Custom duty, cess outstanding as at March 31, 2020 due to any dispute.

(viii) As per books and records maintained by the Company and according to the information and explanations given to us, there were no defaults in making payments to banks/financial institutions. The Company has no debenture holder and loan from government.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debts instruments) during the year. However, term loan raised during the year are applied for the purpose for which it was raised.

(x) We have neither come across any instance of fraud on or by the Company nor have we been informed of any such case by the Management.

(xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable.

(xiii) **In our opinion and according to the information and explanations given to us, all transactions with the related parties are not in compliance with Section 177 and 188 of the Act. The details of such transactions have however been disclosed in the financial statements as required by the applicable standards and related party transactions are also not recorded in the register under Section 189 of the Act. (Refer Note 30 and 41(c) to the financial statements)**

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Satinder Goyal & Co.
Chartered Accountants
Firm's Regn. No: 027334N

S. K. Goyal
(Partner)
Membership No.: 084613
UDIN No: 20084613AAAAAO1718

Date: 19th July, 2020
Place: New Delhi

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the financial statements of U. P. Hotels Limited for the year ended 31st March 2020)

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

We have audited the internal financial controls over financial reporting of U. P. Hotels Limited ("the Company") as of March 31,2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial control. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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.

For Satinder Goyal & Co.
Chartered Accountants
Firm's Regn. No: 027334N

S. K. Goyal
(Partner)
Membership No.: 084613
UDIN No: 20084613AAAAAO1718

Date: 19th July, 2020
Place: New Delhi

BALANCE SHEET AS AT 31st MARCH, 2020

(Rs. in Lakhs)

		Note No.	As at 31.03.2020	As at 31.03.2019
A	**ASSETS**			
1.	**NON-CURRENT ASSETS**			
	Property, Plant and Equipment	2	**5,989.59**	6186.71
	Capital Work-In-Progress		**716.14**	394.75
	Intangible Assets	2	**1.28**	4.31
	Financial Assets :			
	Other Financial Assets	3	**-**	-
	Other Non-Current Assets	4	**109.67**	205.73
			6816.68	**6791.50**
2.	**CURRENT ASSETS**			
	Inventories	5	**235.84**	249.58
	Financial Assets :			
	Investments	6	**1,094.49**	1041.77
	Trade Receivables	7	**690.05**	969.27
	Cash and Cash Equivalents	8	**689.38**	1174.32
	Bank Balances other than above	9	**2,170.91**	1385.67
	Other Financial Assets	3	**35.73**	35.08
	Other Current Assets	10	**1,039.43**	985.06
			5955.83	**5840.75**
	Total		**12772.51**	**12632.25**
B	**EQUITY AND LIABILITIES**			
1.	**EQUITY**			
	Equity Share Capital	11	**540.00**	540.00
	Other Equity		**9,160.17**	8717.06
			9700.17	9257.06
2.	**NON - CURRENT LIABILITIES**			
	Financial Liabilities :			
	Borrowings	12	**16.55**	24.77
	Other Financial Liabilities	13	**-**	161.79
	Provisions	14	**255.61**	206.37
	Deferred Tax Liabilities (Net)		**190.13**	303.53
			462.29	**696.46**
3.	**CURRENT LIABILITIES**			
	Financial Liabilties :			
	Trade Payables	15	**805.89**	650.88
	Other Financial liabilities	16	**804.59**	730.13
	Other Current Liabilties	17	**292.29**	387.73
	Provisions	14	**707.28**	909.99
			2610.05	**2678.73**
	TOTAL		**12772.51**	**12632.25**
	SIGNIFICANT ACCOUNTING POLICIES	1		
	NOTES ON FINANCIAL STATEMENTS	2-42		

As per our separate report of even date

For Satinder Goyal & Co.
Chartered Accountants
Firm Regn. No. 027334N

(CA S.K.Goyal)
Partner
Membership No. 084613

Place : New Delhi
Date : 19th July 2020

For & on behalf of the Board of Directors of U. P. Hotels Limited

Bisheshwar Prasad Singh
Chairman
DIN 06949954

Apurv Kumar
Joint Managing Director
& Chief Financial Officer
DIN 00043538

Rupak Gupta
Joint Managing Director
& Chief Financial Officer
DIN 00007310

Prakash Chandra Prusty
(Company Secretary)
M.No : A14624

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2020

(Rs. in Lakhs)

	Note No.	Year ended 31.03.2020	Year ended 31.03.2019
REVENUE			
Revenue from Operations (Net)	18	**9753.54**	10512.08
Other Income	19	**522.53**	461.33
Total Income (I)		**10276.07**	**10973.41**
EXPENSES			
Consumption of Provisions,Beverages And Others	20	**1,487.57**	1651.75
Employee Benefits Expense	21	**3,259.53**	3145.48
Finance Costs	22	**4.30**	5.93
Depreciation and Amortization Expense	2	**699.73**	694.29
Other Expenses	23	**4,457.79**	4566.85
Total Expenses (II)		**9908.92**	**10064.30**
Profit before Tax (I-II)		**367.15**	**909.11**
Tax Expense			
Current Tax		**109.22**	266.22
Tax (Earlier Years)		**0.43**	0.26
Deferred Tax		**(113.40)**	(13.31)
Total Tax Expense		**(3.75)**	253.17
Profit for the Year (III)		**370.90**	655.94
Other Comprehensive Income			
Items that will not be reclassified to Profit & Loss :			
Acturial Gain/(Loss) on Employee Benefits		**96.49**	(8.14)
Tax		**24.28**	(2.27)
Other Comprehensive Income for the Year (IV)		**72.21**	**(5.87)**
Total Comprehensive Income for the Year (III+IV)		**443.11**	**650.07**
Earning per equity share (Face Value of Rs. 10/- each)			
(1) Basic	34	**6.87**	**12.15**
(2) Diluted	34	**6.87**	**12.15**
SIGNIFICANT ACCOUNTING POLICIES	1		
NOTES ON FINANCIAL STATEMENTS	2-42		

As per our separate report of even date

For Satinder Goyal & Co.
Chartered Accountants
Firm Regn. No. 027334N

(CA S.K.Goyal)
Partner
Membership No. 084613

Place : New Delhi
Date : 19th July 2020

For & on behalf of the Board of Directors of U. P. Hotels Limited

Bisheshwar Prasad Singh
Chairman
DIN 06949954

Apurv Kumar
Joint Managing Director
& Chief Financial Officer
DIN 00043538

Rupak Gupta
Joint Managing Director
& Chief Financial Officer
DIN 00007310

Prakash Chandra Prusty
(Company Secretary)
M.No : A14624

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2020

(Rs. in Lakhs)

		Year ended 31.03.2020	Year ended 31.03.2019
A.	**CASH FLOWS FROM OPERATING ACTIVITIES :**		
	Profit before Tax	**367.15**	909.11
	Adjustments for :		
	Depreciation & Amortisation	**699.73**	694.29
	(Profit)/Loss on Sale of Property, Plant & Equipments	**(6.49)**	9.82
	Finance Cost	**4.30**	5.93
	Operating Profit before changes in Current Assets and Liabilities	**1064.69**	**1619.15**
	Changes in Current Assets and Liabilities -		
	Trade Receivables	**279.22**	41.15
	Loans, Bank balance other than cash & cash equivalent and other Current Assets	**(840.25)**	(214.75)
	Inventories	**13.74**	74.77
	Current Liabilities	**(68.69)**	8.64
	Income tax (Current & earlier year)	**3.75**	(266.48)
	Other Comprehensive Income	**72.21**	(5.87)
	NET CASH GENERATED FROM OPERATING ACTIVITIES	**524.67**	**1256.61**
B.	**CASH FLOWS FROM INVESTING ACTIVITIES:**		
	Purchase of Property, Plant & Equipments	**(511.95)**	(656.83)
	Purchase/Addition of Intangibles	**(0.40)**	(4.09)
	Addition in Capital WIP	**(321.39)**	(320.29)
	Proceeds from Sale of Property, Plant & Equipments	**19.25**	25.81
	Purchase of Investments	**(52.72)**	(73.77)
	Investment in Other Non-Current Assets	**96.06**	(117.02)
	NET CASH USED IN INVESTING ACTIVITIES	**(771.15)**	**(1146.19)**
C.	**CASH FLOWS FROM FINANCING ACTIVITIES:**		
	Finance Cost	**(4.30)**	(5.93)
	Proceeds (Repayments) of Long Term Borrowings (Net)	**(8.22)**	24.77
	Change in Other Long Term Liabilities & Provisions (Net)	**(225.93)**	56.50
	NET CASH USED IN FINANCING ACTIVITIES	**(238.46)**	**75.34**
	Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	**(484.94)**	**185.76**
	Cash and Cash Equivalents as at Begining of the Year	**1174.32**	**988.56**
	Cash and Cash Equivalents as at End of the Year	**689.38**	**1174.32**
	Bank Balances other than above	**2,170.91**	**1385.67**
	SIGNIFICANT ACCOUNTING POLICIES	1	
	NOTES ON FINANCIAL STATEMENTS	2-42	

As per our separate report of even date

For Satinder Goyal & Co.
Chartered Accountants
Firm Regn. No. 027334N

(CA S.K.Goyal)
Partner
Membership No. 084613

Place : New Delhi
Date : 19th July 2020

For & on behalf of the Board of Directors of U. P. Hotels Limited

Bisheshwar Prasad Singh
Chairman
DIN 06949954

Apurv Kumar
Joint Managing Director
& Chief Financial Officer
DIN 00043538

Rupak Gupta
Joint Managing Director
& Chief Financial Officer
DIN 00007310

Prakash Chandra Prusty
(Company Secretary)
M.No : A14624

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2020

A. EQUITY SHARE CAPITAL

(Rs. in Lakhs)

Balance as at April 01, 2019	Change in equity share capital during the year	Balance as at March 31, 2020
540.00	-	540.00

B. OTHER EQUITY

	General Reserve	Retained Earnings	Other items of other comprehensive income	Total Other Equity
Balance as at 1st April 2019	**3069.49**	**5550.70**	**96.87**	**8717.06**
Profit for the year	-	370.90	-	370.90
Other comprehensive income/(loss) for the year	-	-	72.21	72.21
Total comprehensive income/(loss) for the year	**-**	**370.90**	**72.21**	**443.11**
Balance as at March 31, 2020	**3,069.49**	**5921.60**	**169.08**	**9160.17**
SIGNIFICANT ACCOUNTING POLICIES		**1**		
NOTES ON FINANCIAL STATEMENTS		**2-42**		

As per our separate report of even date

For Satinder Goyal & Co.
Chartered Accountants
Firm Regn. No. 027334N

(CA S.K.Goyal)
Partner
Membership No. 084613

Place : New Delhi
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For & on behalf of the Board of Directors of U. P. Hotels Limited

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Joint Managing Director
& Chief Financial Officer
DIN 00007310

Prakash Chandra Prusty
(Company Secretary)
M.No : A14624

1. COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1. Company Overview

U. P. Hotels Limited ("the Company") is a Public Limited Company incorporated and domiciled in India and has its listing on the BSE Limited. The addresses of its Registered Office and Corporate Office are disclosed in the introduction to the annual report. The Company is in the business of owning and operating hotels. The Company has its hotels at Agra, Jaipur, Lucknow and Khajuraho.

1.1 Basis for preparation of financial statements

These financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016, the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

The financial statements are authorized for issue by the Board of Directors of the Company at their meeting held on July 19, 2020.

Functional and Presentation Currency

The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

Basis of measurement

These financial statements are prepared under the historical cost convention unless otherwise indicated.

Operating Cycle

Based on the nature of products/activities of the company and normal time between acquisition of assets and their realisation in cash or cash equivalents, the company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

1.2 Use of Estimates and Judgements

The presentation of financial statements in conformity with Ind AS requires the management of the company to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect the application of accounting policies and the reported balances of assets and liabilities, disclosures of contingent assets and liabilities as at the date of financial statements and the reported amount of revenues and expenses during the year. Examples of such estimates include provisions for doubtful debts, employee benefits, provisions for income taxes, useful life of depreciable assets and provisions for impairments & others.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to financial statements.

1.3. Property, Plant and Equipment (PPE)

The Company has elected to continue with the carrying value of all its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as the deemed cost as at the transition date pursuant to the exemption under Ind AS 101.

a) Free hold land is carried at cost. All other items of Property, plant and equipment are stated at cost, less accumulated depreciation. The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected significant costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

b) Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date are classified as capital advances under other non-current assets.

c) Capital work-in-progress in respect of assets which are not ready for their intended use are carried at cost, comprising of direct costs, related incidental expenses and attributable interest.

d) The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

1.4. Intangible Assets

Intangible assets include cost of acquired software and designs, and cost incurred for development of the Company's website and certain contract acquisition costs. Intangible assets are initially measured at acquisition cost including any directly attributable costs of preparing the asset for its intended use.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected to arise from continued use of the asset. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Statement of Profit and Loss when the asset is derecognized.

1.5 Depreciation/Amortisation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

a) Depreciation on fixed assets is provided on straight-line method at the rates prescribed by the schedule II of the Companies Act, 2013 and in the manner as prescribed by it.

b) Intangible assets are amortized over their respective individual estimated useful life on straight line basis, commencing from the date the asset is available to the company for its use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, etc. The amortization method and useful lives are reviewed periodically at end of each financial year.

1.6 Inventories

Inventories at the year-end are as per the physical verification conducted by the management. Inventories are stated at lower of cost and net realisable value after considering obsolescence. Cost is ascertained on weighted average basis at Jaipur & Khajuraho units and on First in First out basis at Agra & Lucknow units. Net realizable value is the estimated selling price in the ordinary course of the business less estimated cost necessary to make the sale. Unserviceable / damaged / discarded inventories and shortages observed at the time of physical verification are charged to Statement of Profit & Loss.

1.7. Foreign Currency Transactions / Translations

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value denominated in a foreign currency are retranslated at the rates prevailing at the date when the fair value was determined.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the Statement of Profit and Loss.

1.8 Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

1.9 Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of minimum lease payments at the inception of lease, whichever is lower. Leases under which the risks and rewards incidental to ownership are not transferred to lessee, is classified as operating lease. Lease payments under operating leases are recognized as an expense on a straight line basis in the statement of profit and loss over the lease term.

2.0 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 recognised when a Company becomes a party to the contractual provisions of the instruments.

i) **Initial Recognition and measurement**

On initial recognition, all the financial assets and liabilities are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability except financial asset or financial liability measured at fair value through profit or loss ("FVTPL"). Transaction costs of financial assets and liabilities carried at fair value through the Profit and Loss are immediately recognized in the Statement of Profit and Loss.

ii) **Subsequent measurement**

a) **Financial assets carried at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

A financial asset is measured at fair value through profit and loss unless it is measured at amortized cost or at fair value through other comprehensive income.

d) **Investments in subsidiaries, joint ventures and associates**

The Company has adopted to measure investments in subsidiaries, joint ventures and associates at cost in accordance with Ind AS 27 and carrying amount as per previous GAAP at the date of transition has been considered as deemed cost in accordance with Ind AS 101.

e) **Financial liabilities**

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii) **De-recognition of financial instruments**

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability is derecognized when the obligation specified in the contract is discharged or cancelled or expired.

iv) **Fair value measurement of financial instruments**

The fair value of financial instruments is determined using the valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Based on the three level fair value hierarchy, the methods used to determine the fair value of financial assets and liabilities include quoted market price, discounted cash flow analysis and valuation certified by the external valuer.

In case of financial instruments where the carrying amount approximates fair value due to the short maturity of those instruments, carrying amount is considered as fair value.

2.1 Impairment of Assets

i) **Financial Assets**

In accordance with Ind AS 109, the company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in statement of profit or loss.

ii) **Non-Financial Assets**

The carrying amounts of the Company's tangible and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any.

The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognised for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets, such reversal is not recognised.

2.2 Revenue Recognition

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

a) 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 of an arrangement exists, tariff/ rates are fixed or are determinable and collectability is reasonably certain. Revenue from sale of goods or rendering of services is net of Indirect taxes, returns and discounts.

b) Dividend income is accounted for when the right to receive the income is established.

2.3 Interest

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

Income from interest is recognized using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

2.4 Income Taxes

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is also recognized in equity or other comprehensive income respectively.

Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred tax assets and liabilities are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

2.5 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset. Other borrowing costs are recognized as an expense in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.6 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also 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.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

2.7 Earning per share

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to the equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating the diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted as at beginning of the period, unless they have been issued at a later date.

2.8 Employee benefits

Defined contribution plans –

Company's contribution paid / payable during the year to Provident Fund & Employees State Insurance are recognized in the Statement of Profit & Loss. Provident Fund & Employees State Insurance contributions are made to a government administered Provident Fund & Employees State Insurance Corporation towards which the company has no further obligation beyond its monthly contribution. The contributions are recognized as employee benefit expenses when they are due.

Defined benefit plans –

Gratuity

The Company makes annual contributions to gratuity funds administered by the trustees for amounts notified by the funds. The Gratuity plan provides for lump sum payment to vested employees on retirement, death or termination of employment of an amount based on the respective employee's last drawn salary and tenure of employment. The Company accounts for the net present value of its obligations for gratuity benefits, based on an independent actuarial valuation, determined on the basis of the projected unit credit method, carried out as at the Balance Sheet date. The obligation determined as aforesaid less the fair value of the plan assets is reported as a liability or assets as of the reporting date. Actuarial gains and losses are recognised immediately in the Other Comprehensive Income and reflected in retained earnings and will not be reclassified to the Statement of Profit and Loss.

Leave Encashment

The liability of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each balance sheet date using projected unit credit method.

3.0 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

2. Property, Plant & Equipment

(Rs. in Lakhs)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 1st April 2019	Additions	Sale/ Adjustment	Cost as at 31st March 2020	As at 1st April 2019	For the year	Sale/ Adjustment	As at 31st March 2020	As at 31st March 2020	As at 31st March 2019
Land Free Hold	18.12	-	-	18.12	-	-	-	-	18.12	18.12
Building	5,640.76	209.68	1.05	5,849.39	1,741.75	204.71	0.45	1,946.01	3,903.38	3,899.01
Electrical Installations	957.98	17.62	0.89	974.72	550.10	65.05	0.83	614.32	360.40	407.88
Plant & Machinery	3,812.28	124.29	74.16	3,862.41	2,814.34	258.31	68.80	3,003.85	858.55	997.95
Office Equipments	17.85	0.68	0.59	17.94	11.98	0.86	0.57	12.27	5.67	5.87
Furniture & Fixtures	1,374.66	73.69	42.08	1,406.27	805.77	108.54	37.99	876.32	529.95	568.89
Vehicles	762.95	85.99	23.94	824.99	473.97	58.85	21.34	511.48	313.51	288.98
Total Tangible Assets	**12,584.60**	**511.95**	**142.71**	**12,953.84**	**6,397.90**	**696.32**	**129.98**	**6,964.25**	**5,989.59**	**6,186.71**
Previous Year	12,090.70	656.83	162.92	12,584.60	5,835.80	689.39	127.30	6,397.90	6,186.71	-

Intangible Asset

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 1st April 2019	Additions	Sale/ Adjustment	Cost as at 31st March 2020	As at 1st April 2019	For the year	Sale/ Adjustment	As at 31st March 2020	As at 31st March 2020	As at 31st March 2019
Trade Marks	1.41	-	-	1.41	1.39	0.01	-	1.40	0.01	0.02
Computer Software	38.36	0.40	1.97	36.79	34.07	3.41	1.96	35.52	1.27	4.29
Total Intangible Assets	**39.77**	**0.40**	**1.97**	**38.20**	**35.46**	**3.41**	**1.96**	**36.91**	**1.28**	**4.31**
Previous Year	35.68	4.09	-	39.77	30.57	4.89	-	35.46	4.31	-

GRAND TOTAL										
Current Year	**12,624.37**	**512.35**	**144.68**	**12,992.04**	**6,433.37**	**699.73**	**131.94**	**7,001.17**	**5,990.87**	**6,191.02**
Previous Year	12,126.38	660.92	162.92	12,624.37	5,866.37	694.28	127.30	6,433.36	6,191.02	-

Notes :

The title deeds of freehold land of Khajuraho unit is in the name of erstwhile name of the Company i.e. Uttar Pradesh Hotels & Restaurants Limited.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2020

(Rs. in Lakhs)

	Non-Current Assets		Current Assets	
	31.03.2020	31.03.2019	**31.03.2020**	31.03.2019
3. OTHER FINANCIAL ASSETS				
Fixed deposit with banks having more than twelve months maturity	**-**	**-**	**-**	-
Interest Accrued		-	**35.55**	23.96
Other receivables	-	-	**0.18**	11.12
	-	-	**35.73**	35.08

	As at 31.03.2020	As at 31.03.2019
4. OTHER NON-CURRENT ASSETS		
Security Deposits(Earnest Money)	**94.54**	86.73
Prepaid Expenses	**-**	36.48
Security Deposit - Others	**11.27**	16.08
Capital Advances	**1.14**	63.50
Leasehold land prepayments	**2.72**	2.94
	109.67	**205.73**
5. INVENTORIES		
Provisions & Beverages	**119.29**	133.63
Crockery, Cutlery, Chinaware, Linen etc	**60.46**	57.26
Other Stores	**56.09**	58.29
Goods in Transit	**-**	0.40
	235.84	**249.58**

The inventory of stocks, stores and spares has been taken, valued and certified by the management.

Breakup of Inventory

i) Provisions & Beverages		
Provision, Foods & Beverages	**24.52**	27.69
Wines & Liquor	**94.27**	105.02
Cigar & Smokes	**0.50**	0.92
Total Provisions & Beverages	**119.29**	**133.63**

6. INVESTMENTS

(Rs. in Lakhs)

	As at 31st March			
	2020		**2019**	
	No. of Units	**Cost**	**No. of Units**	**Cost**
INVESTMENTS - CURRENT (MUTUAL FUNDS)				
Quoted (Non-Trade)				
Birla Sunlife Dynamic Bond Fund –Retail-Plan-Monthly Dividend-Regular Plan NAV 2020 - Rs.36.21 lakhs NAV 2019 - Rs.76.75 lakhs	363,908.20	47.02	743,364.44	87.02
HDFC Medium Term Debt Fund - Regular Plan - Fortnightly Dividend (formerly known as HDFC High Interest Fund Short Term Plan - Fortnightly Dividend) NAV 2020 - Rs.113.87 lakhs NAV 2019 - Rs. 174.50 lakhs	1,078,343.32	114.01	1,644,919.84	174.05
Kotak bond (Short Term) - Monthly Dividend NAV 2020 - Rs.91.68 lakhs NAV 2019 - Rs. Nil	905,575.29	91.00	-	-
Kotak Low Duration Fund - Regular Plan Monthly Diviend NAV 2020 - Rs.43.03 lakhs NAV 2019 - Rs. Nil	4,187.39	43.00	-	-
Franklin India Savings Fund Retail Option - Quarterly Dividend NAV 2020 - Rs.263.10 lakhs NAV 2019 - Rs. Nil	2,434,761.51	268.13	-	-
Franklin (Templeton) India Low Duration Fund-Quarterly Dividend NAV 2020 - Rs. Nil NAV 2019 - Rs. 142.76 lakhs	-	-	1,374,835.15	143.48

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2020

	As at 31st March			
	2020		**2019**	
	No. of Units	**Cost**	**No. of Units**	**Cost**
Franklin (Templeton) India Low Duration Fund-Growth NAV 2020 - Rs. Nil NAV 2019 - Rs. 30.59 lakhs	-	-	140,717.57	30.00
Franklin India Dynamic Accrual Fund NAV 2020 - Rs.153.30 lakhs NAV 2019 - Rs. 164.87 lakhs	1,385,129.29	164.00	1,385,129.29	164.00
TATA Income Fund Regular Plan -Appreciation Option (Growth) NAV 2020 - Rs. 66.48 lakhs NAV 2019 - Rs. 60.05 lakhs	109,898.26	40.00	109,898.26	40.00
Reliance Liquid Fund Growth Plan NAV 2020 - Rs. 1.44 lakhs NAV 2019 - Rs. 35.87 lakhs	29.937	1.33	790.15	35.00
ABSL Credit Risk Fund-Regular Growth (formerly known as Aditya Birla Sun Life Corporate Bond) NAV 2020 - Rs. 116.54. lakhs NAV 2019 - Rs. 113.47 lakhs	829,767.94	107.00	829,767.94	107.00
ABSL Short Term Opportunities fund Quarterly Dividend Payout NAV 2020 - Rs. 50.05 lakhs NAV 2019 - Rs. 50.25 lakhs	492,937.76	51.00	492,937.76	51.00
HDFC Liquid Fund Growth NAV 2020 - Rs. Nil NAV 2019 - Rs. 16.25 lakhs	-	-	443.84	15.00
HDFC Short Term Debt Fund - Regular Plan - Growth NAV 2020 - Rs. 16.32 lakhs NAV 2019 - Rs. Nil	72081.163	16.00	-	-
Nippon India Bankng & PSU Debt Fund - Growth NAV 2020 - Rs. 35.80 lakhs NAV 2019 - Rs. Nil	240,673.89	35.00	-	-
Nippon India Gilt Securities Fund - Growth NAV 2020 - Rs. 24.91 lakhs NAV 2019 - Rs. Nil	87,969.32	25.00	-	-
DSP Low Duration Fund Regular Plan Growth NAV 2020 - Rs. Nil NAV 2019 - Rs. 115.41 lakhs	-	-	848,970.19	115.00
Franklin India Credit Risk Fund NAV 2020 - Rs. 67.23 lakhs NAV 2019 - Rs. 70.40 lakhs	359,581.39	67.00	359,581.39	67.00
HDFC Low Duration Fund Retail Growth NAV 2020 - Rs. 27.34 lakhs NAV 2019 - Rs. 25.43 lakhs	64,984.01	25.00	64,984.01	25.00
Total		**1,094.49**		**1,053.55**
Less: Provision for diminution in value of investments		-		11.78
Total		**1,094.49**		**1,041.77**
Aggregate Quoted Value of Investments		1,107.31		1076.40

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2020

(Rs. in Lakhs)

		As at 31.03.2020	As at 31.03.2019
7.	**TRADE RECEIVABLES**		
	Unsecured, Unconfirmed -		
	Considered good	**690.05**	969.27
	Considered Doubtful	**59.27**	23.62
	Less : Provision for doubtful debts	**(59.27)**	(23.62)
		690.05	969.27
	Debts due by Firms in which wife of a director is a partner.		
	- Silk Emporium	**-**	0.01
8.	**CASH AND CASH EQUIVALENTS**		
	Balances with banks		
	Current Accounts	**676.40**	1,155.54
	In Deposit Accounts with maturity upto three months	**-**	-
	Cheques in hand	**-**	-
	Cash in hand	**12.98**	18.78
		689.38	**1,174.32**
9.	**BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**		
	Other bank balances		
	Earmarked balances with banks	**1.14**	0.96
	Deposit with more than three months but less than twelve months maturity	**2,169.77**	1,384.71
		2,170.91	**1,385.67**
10.	**OTHER CURRENT ASSETS**		
	Unsecured considered good, unless otherwise stated		
	Balance with Government Authorities	**820.25**	834.75
	Prepaid Expenses	**148.34**	96.21
	Advance to suppliers	**62.41**	35.01
	Advance to staff	**4.87**	5.75
	Leasehold land prepayment	**0.22**	0.22
	Other Recoverable	**3.34**	13.12
		1039.43	**985.06**

11. (i) Equity Share Capital

	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
Authorised				
Equity Shares of Rs. 10/- each	**7000000**	**700.00**	7000000	700.00
Preference Shares of Rs. 100/- each	**100000**	**100.00**	100000	100.00
Issued , Subscribed & paid up				
Equity Shares of Rs. 10/- each	**5400000**	**540.00**	5400000	540.00

Reconcilation of the numbers and amount of Equity shares -

For the year ended	As at March 31, 2020		As at March 31, 2019	
	Nos.	Amount	Nos.	Amount
Outstanding at beginning of the year	**5400000**	**540.00**	5400000	540.00
Add : Shares issued during the year	**-**	**-**	-	-
Less : Shares bought back during the year	**-**	**-**	-	-
Outstanding at the end of year	**5400000**	**540.00**	**5400000**	**540.00**

(ii) Shareholders holding more than 5% shares - Equity Shares

Name of Shareholder	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
The India Textiles Co. Private Limited	**1313676**	**24.33**	1313676	24.33
Shri Rupak Gupta	**818524**	**15.16**	818524	15.16
Banaras House Private Limited	**540000**	**10.00**	540000	10.00

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2020

(iii) The Company's Authorised Capital comprises of two class of shares. The Equity shares have a par value of Rs. 10 each and Preference shares have a par value of Rs. 100 each.

(iv). The Company has at present one class of shares i.e. Equity Shares. Each shareholder is eligible to one vote per share held and is entitled to dividend on approval by shareholders. The Company declares and pays dividend in Indian Rupees. In the event of liquidation, the holders of Equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

(v) During the last 5 years immediately preeceding the balance sheet date, no Equity Share has been issued pursuant to any contract without payment being received in cash. Further the company has neither allotted any share by way of bonus shares, nor it had bought back any Equity during aforesaid period of 5 years.

(vi) No shares have been forfeited by the company during the year.

12. BORROWINGS

(Rs. in Lakhs)

	Non-Current Portion		Current Portion	
Long Term	**31.03.2020**	**31.03.2019**	**31.03.2020**	**31.03.2019**
Secured				
Vehicle Loans from Banks	**16.55**	24.77	8.22	7.55
	16.55	**24.77**	**8.22**	**7.55**

I Vehicle loans from banks, repayable on monthly basis, are secured by way of hypothecation of specific assets purchased under the hire purchase scheme.

Year of repayment	**2021-22**	**2022-23**	**2023-24**	**Total**
Amount (Rs. In lakhs)	**8.14**	7.16	1.25	16.55
Annual rate of interest(%)	**8.41-9.25**	8.41	8.41	

II Current portion of long term borrowings is appearing under the head Other Financial Liabilities (Refer Note No 16)

	As at 31.03.2020	As at 31.03.2019
13. OTHER FINANCIAL LIABILITIES		
Payable to Employees	**-**	126.50
Others	**-**	35.29
Total	**-**	161.79

14. PROVISIONS

	Non-Current		Current	
	As at 31.03.2020	As at 31.03.2019	**As at 31.03.2020**	As at 31.03.2019
Provision for Employees' Benefits				
Leave Encashment	**75.98**	67.11	**22.43**	5.45
Gratuity	**179.64**	139.26	**57.39**	91.58
Provision for Taxation	**-**	-	**627.46**	812.96
Total	**255.61**	**206.37**	**707.28**	909.99

	As at 31.03.2020	As at 31.03.2019
15. TRADE PAYABLES		
Total outstanding dues of micro, small and medium enterprises	**5.74**	4.08
Total outstanding dues of creditors other than micro, small and medium enterprises	**800.15**	646.80
	805.89	**650.88**

**During the year, interest of Rs. 0.45 Lakhs is provided under the terms of MSMED ACT, 2006.

16. OTHER FINANCIAL LIABILITIES -CURRENT		
Security Deposit	**10.68**	16.39
Employee Dues	**181.95**	127.28
Unpaid Dividends	**310.65**	312.22
Current Maturities of long Term Borrowings (Refer Note No 12)	**8.22**	7.55
Others	**293.09**	266.69
	804.59	**730.13**
17. OTHER CURRENT LIABILITIES		
Advance received from Customers	**197.53**	181.54
Statutory Remittances	**94.76**	205.90
Others	**-**	0.29
	292.29	**387.73**

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2020

(Rs. in Lakhs)

		Year ended 31.03.2020	Year ended 31.03.2019
18.	**REVENUE FROM OPERATIONS (Net)**		
	Room Sales	**4,479.26**	4,511.39
	Provision. Beverages, Smokes and Others	**4,964.09**	5,712.00
	Other Operating Revenue	**310.19**	288.69
	Total	**9753.54**	**10512.08**
19.	**OTHER INCOME**		
	Interest received from Banks	**122.34**	65.98
	Interest others	**2.22**	1.89
	Dividend Income from Investments	**37.70**	30.88
	Gain on sale of investments	**6.21**	6.51
	Foreign Exchange Adjustments	**3.38**	5.82
	Profit on sale/disposal of Property, plant and equipments	**6.49**	-
	Others	**344.19**	350.25
		522.53	**461.33**
20.	**CONSUMPTION OF PROVISIONS,BEVERAGES AND OTHERS**		
	Opening Stock	**133.63**	157.62
	Add :Purchases	**1473.23**	1,627.76
	Less : Closing Stock	**119.29**	133.63
		1487.57	**1651.75**
21.	**EMPLOYEE BENEFITS EXPENSE**		
	Salaries and Wages	**2,813.79**	2,779.48
	Contribution to provident and other funds	**373.80**	296.29
	Staff Welfare	**71.94**	69.71
		3259.53	**3145.48**
22.	**FINANCE COST**		
	Interest expense	**3.37**	4.97
	Other Borrowing Cost	**0.93**	0.96
		4.30	**5.93**
23.	**OTHER EXPENSES**		
	Renewals & Replacements	**160.74**	170.52
	Upkeep & Service Cost	**236.69**	247.27
	Power & Fuel	**1,165.56**	1,279.05
	Rent /Lease Charges	**55.69**	122.92
	Repair & Maintenance	**694.45**	633.98
	Insurance Charges	**35.84**	28.78
	Rates,Taxes & Fees	**170.75**	172.23
	Advertisement & Publicity	**65.73**	90.67
	Commision to Travel Agents	**220.93**	302.87
	Travelling, Conveyance & Vehicle Running expenses	**278.11**	312.58
	Printing & Stationery	**35.28**	38.02
	Music, Band & Orchestra	**63.64**	47.60
	Banquet / F&B Expenses	**558.56**	450.68
	Hire Charges	**117.81**	120.99
	Provisions for doubtful debts & advance	**42.05**	1.29
	Bad debts written off	**57.94**	-
	Legal & Professional Charges	**91.29**	90.19
	Loss on sale/disposal of Property, plant and equipments	**-**	9.82
	Director's Sitting fees	**8.75**	5.50
	Expenditure on Corporate Social Responsibility activities	**14.48**	15.29
	Fees to Internal Auditor	**14.64**	14.65
	Payments made to Statutory Auditors	**11.45**	11.91
	Listing & filing fees	**4.38**	3.04
	Donation	**7.98**	4.34
	Miscellaneous Expenses	**345.05**	392.66
		4,457.79	**4,566.85**

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2020

24. Contingent liabilities and commitments (to the extent not provided)

a. Contingent liabilities (Rs. In lakhs)

		31.3.2020	31.3.2019
a.	Claims against the Company not acknowledged as debts-		
	Income Tax matters* (including interest and penalty ,if any)	**-**	9.11
	Other matters	**12.04**	6.50
b.	Other moneys for which the company is contingently liable -		
	Export obligations in relation to imports	**29.40**	29.40

- A stay has been granted by the Hon'ble Allahabad High Court as regards applicability of the notification under section 3 of the U P Industrial Disputes Act, 1947 regarding minimum wages applicable to hotels in Uttar Pradesh. Liability, if any, is unascertained. The Company believes that probability of claim succeeding is remote.
- A stay has been granted by Hon'ble High Court of Allahabad, Lucknow Bench in the matter of applicability of Provident Fund during infancy period. Liability, if any, is unascertained. The Management believes that the outcome of the above will not have any material adverse effect on the financial position of the Company.
- Some employees have filed claims in various courts/legal forums against suspension/termination etc. and have sought reliefs. The ultimate liability, if any, with respect to these claims is currently not ascertainable and in the opinion of management, would not have material effect on the financial statements.
- Pending assessments/cases of Luxury Tax, Value Added Tax, Employees State Insurance and Provident Fund (in respect of contractual/ casual workers), Service Tax, House & Water Tax etc., further liability, if any, is unascertained and will be provided on the finalization of assessments/ cases.

b. Commitments:

Estimated amount of contracts remaining to be executed on capital account and not provided for (as certified by the Management) Rs. 680.51 lakhs (2019 - Rs. 68.06 lakhs).

25 Debit and credit balances in the financial statements are unconfirmed.

26 In the opinion of the Board, the assets of the Company, except stated otherwise, have a value on realization in the ordinary course of business at least equal to the amount at which they are stated. All known liabilities are accounted for and all contingent liabilities are stated.

27 The Company has a Cash Credit Limit of Rs.160.00 lakhs (2019- Rs. 160.00 lakhs) from Allahabad Bank which is secured by hypothecation of present and future movable assets i.e. stock of provisions, wines, crockery, linen and other stores and also present and future book debts of the Company's hotels and is additionally secured by mortgage of the Company's hotels at Agra & Jaipur. However, the company has not utilized any amount from the limit as on 31.3.2020.

28 Payment to Auditors (excluding Service Tax/GST) (Rs. In lakhs)

	31.3.2020	31.3.2019
Audit fee	**8.25**	7.50
Tax audit fee	**1.10**	1.00
Tax Audit fee(earlier years)	**-**	1.50
For certification and other services	**2.10**	1.91
Total	**11.45**	**11.91**

29 The company's only business is operating/running hotels.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2020

30 Related Party Disclosures

Disclosures as required by Indian Accounting Standard "Related Party Disclosures" (Ind AS 24) is as under:

Related parties :

i	Subsidiary Companies	Nil
ii	Key Management Personnel	Shri Apurv Kumar (Joint Managing Director & Chief Financial Officer) Shri Rupak Gupta (Joint Managing Director & Chief Financial Officer) Shri Prakash Chandra Prusty, Company Secretary
iii	Relatives of Key Management personnel	- Smt. Supriya Gupta(Director) - Shri Arvind Kumar(Director) - Smt. Aditi G Mittal - Ms. Tarini Gupta - Master Dev Darshan Gupta - Shri Akshay Gupta - Shri Binay Kumar - Smt. Veena Binay Kumar - Smt. Rani Upsam - Smt. Rajeshwari Kumar - Shri Arjun Kumar - Shri Anant Kumar - Shri Anoop Kumar - Shri Aryavir Kumar - Smt. Renuka Kumar - Smt. Vibha Agrawal - Shri Vivek Kumar - Smt. Shipra Kumar - Shri Udit Kumar - Shri Manish Kumar - Smt. Meera S Kumar - Shri Upendra Kumar - Smt. Anuradha Kumar - Smt. Sudhira Gupta - Shri Ravi M Gupta - Smt. Nandini Gupta - Shri Arnav Kumar - Smt. Uma Kumar - Shri Alok Kumar - Shri Aditya Kumar - Shri Rakesh M Gupta - Shri Sushil Kumar - Shri Chaitanya Kumar - Ms. Upasna Kumar - Ms. Ankur Kumar
iv.	Entities over which Key Management Personnel have significant influence	- U. P. Hotels Clarks Limited - U. P. Hotels India Limited - Kalyani Holdings & Finance Limited - The Indian Textiles Co. Private Limited - Indian Textiles Company (Holdings) Private Limited - Hotel Clarks Varanasi Limited - Great Value Hotels Private Limited - Banaras House Private Limited - Bonita India Limited - Banaras International Limited - Banaras Global Private Limited - Banaras House Engineering Private Limited - U P Export Industries Limited - Indus Textiles Private Limited - Indus Techpark Private Limited - Brijrama Hospitality Private Limited - The Indian Textiles Co. (Kolkata) Private Limited - Nightangle Jewellers Private Limited - Naina Vanijya Private Limited - Indus Intex Private Limited - Clement Orient Private Limited - Daivik Wellness Centre Private Limited - Clarks Brij Hotels India Limited - Brij Pal Das Rama Devi Foundation - Nagreeka Brij Hotels Bhav Nagar Private Limited - Silk Emporium - ANK Travels (P) Ltd. - Oriental Textiles - Rastriya Vikas Limited - Oriental Emporium - The Jaipur Shop - Pride Hospitality Limited - L P Gupta Family Trust - P D Gupta & Sons - Birendra Kumar & Sons - Binay Kumar & Family - Binay Kumar & Sons - Kumar Sushil (HUF)

(v) **Related Party Transactions**

*** Bold figures in this note pertain to current year where as figures not in bold are pertaining to preious year.**

(Rs. In lakhs)

Related Parties	Remuneration	hom	Rent Paid/ (Received)	Sitting fees	Donation	Loan Recoverable/ (Given)	Balance Outstanding Payable/ (Receoverable)
Subsidiaries : NIL							
Key Management Personnel							
Shri Apurv Kumar	**100.78** 78.05	**-** -	**2.40** 2.40	**-** -	**-** -	**-** -	**-** -
Shri Rupak Gupta	**105.78** 75.77	**-** -	**-** -	**-** -	**-** -	**-** -	**4.53** 2.96
Shri Prakash Chandra Prusty	**14.29** 14.99	**-** -	**-** -	**-** -	**-** -	**-** -	**-** -
Other Directors							
Smt. Supriya Gupta	**-** -	**-** -	**-** -	**0.55** 0.15	**-** -	**-** -	**-** 0.01
Shri Arvind Kumar	**-** -	**-** -	**-** -	**0.40** 0.45	**-** -	**-** -	**-** -
Shri B P Singh	**-** -	**-** -	**-** -	**6.00** 4.00	**-** -	**-** -	**-** -
Shri Shafi Alam	**-** -	**-** -	**-** -	**1.80** 0.90	**-** -	**-** -	**-** -
Relatives of Key Management Personnel							
Smt. Aditi G Mittal	**-** -	**-** -	**-** 4.20	**-** -	**-** -	**-** -	**15.48** 17.34
Shri Akshay Gupta	**5.57** 5.57	**-** -	**-** -	**-** -	**-** -	**-** -	**0.20** 0.37
Smt. Rajeshwari Kumar	5.83 5.98	- -	- -	- -	- -	- -	0.07 -
Shri Arjun Kumar	19.56 5.81	- -	- -	- -	- -	- -	0.07 -
Ms. Upasna Kumar	**1.00** -	**-** -	**-** -	**-** -	**-** -	**-** -	**-** -
Ms. Ankur Kumar	**1.00** -	**-** -	**-** -	**-** -	**-** -	**-** -	**-** -
Shri Anant Kumar	**5.66** 5.82	**-** -	**-** -	**-** -	**-** -	**-** -	**0.07** 0.07
Shri Anoop Kumar	**7.28** 8.28	**-** -	**-** -	**-** -	**-** -	**-** -	**-** -
Smt. Renuka Kumar	**3.79** 3.94	**-** -	**-** -	**-** -	**-** -	**-** -	**-** -
Shri Manish Kumar	**-** 3.23	**-** -	**-** -	**-** -	**-** -	**-** -	**-** -
Shri Ravi M Gupta	**5.31** 5.51	**-** -	**-** -	**-** -	**-** -	**-** -	**-** -
Entities over which Key Management Personnel have significant influence							
Silk Emporium	**-** -	**-** -	**(1.58)** (1.52)	**-** -	**-** -	**-** -	**-** 0.01
ANK Travels Limited	**-** -	**-** -	**(0.88)** (0.88)	**-** -	**-** -	**-** -	**0.15** -
The Jaipur Shop	**-** -	**-** -	**(1.20)** (1.20)	**-** -	**-** -	**-** -	**-** -
Brijpal Das Rama Devi foundation	**-** -	**-** -	**-** -	**-** -	**2.00** 2.00	**-** -	**-** -

31. Employees Benefits

31.1 Defined Contribution Plans.

A sum of Rs. 143.00 Lakhs (2019 - Rs. 131.08 lakhs) on account of Provident Fund, and a sum of Rs. 36.85 Lakhs (2019 - Rs. 46.09 lakhs) on account of Employees State Insurance contribution.has been debited to contribution to provident and other funds.

31.2 Disclosures as per actuarial valuation are given as under-

(Rs. In lakhs)

Description	Gratuity				Leave Encashment	
	Funded		Non Funded		Non Funded	
	2020	2019	2020	2019	2020	2019
Change in present value of obligation						
Present Value of Obligation as at beginning of the year	702.51	659.82	24.76	23.06	72.56	65.57
Interest Cost	50.36	92.55	1.89	1.76	5.55	5.02
Current Service Cost	36.38	31.01	2.38	2.67	13.84	14.84
Benefits Paid	(53.38)	(96.05)	-	-	-	-
Past Service Cost	-	-	-	-	-	-
Actuarial (gain)/loss on obligation	-	15.18	2.05	(2.74)	6.45	(12.86)
Present value of obligation as at end of the year	**735.87**	**702.51**	**31.08**	**24.76**	**98.41**	**72.56**
Change in the fair value of plan assets						
Fair value of plan assets at the beginning of year	496.44	491.49	-	-	-	-
Expected return on plan assets	36.88	36.46	-	-	-	-
Contributions	50.00	60.23	-	-	-	-
Benefits paid	(53.38)	(96.05)	-	-	-	-
Actuarial gain/(loss) on plan assets	-	4.31	-	-	-	-
Fair value of plan assets at the end of the year	**529.93**	**496.44**	**-**	**-**	**-**	**-**
Net Liability	**205.94**	**206.07**	**31.08**	**24.76**		
Expenses recognised in statement of Profit & Loss						
Current Service Cost	36.38	31.01	2.38	2.67	13.84	14.84
Interest cost	50.36	92.55	1.89	1.76	5.55	5.02
Expected return on plan assets	(36.88)	(36.46)	-	-	-	-
Amount recognised in statement of Profit & Loss	49.87	87.10	6.33	4.43	25.84	19.85
Amount recognised in OCI Income/(Loss)	98.54	10.87	(2.05)	(2.74)	-	-

31.3 The Following table sets out the assumptions used in acturial valuation of gratuity and leave encashment

Description	Gratuity						Leave Encashment	
	Funded				Non Funded		Non Funded	
	Lucknow		Other Units					
	31.03.2020	31.03.2019	31.03.2020	31.03.2019	31.03.2020	31.03.2019	31.03.2020	31.03.2019
Financial Assumptions used to determine the Profit & Loss Charge								
a) Discounted Rate	7.25 P.A	7.50 P.A	7.25 P.A	7.50 P.A.	6.67 P.A.	7.65 P.A.	6.67 P.A.	7.65 P.A.
b) Salary Escalation Rate	7.00 P.A.	8.00 P.A.	7.00 P.A.	7.00 P.A.	7.00 P.A.	7.00 P.A.	7.00 P.A.	7.00 P.A.
c) Expected Rate of Return on Asset	8.25 P.A.	8.25 P.A.	8.00 P.A.	8.00 P.A.				
Demographic Assumptions used to Determine the Defined Benefit								
a) Retirement Age	58 Years	58 Years	58 Years	58 Years	58 Years	58 Years	58 Years	58 Years
b) Employer Turnover/Attrion Rate	1% - 5%	1% - 5%	1% - 5%	1% - 5%	1% - 5%	1% - 5%	1% - 5%	1% - 5%

32. Impairment

It is the view of the management that there are no impairment conditions that exist as on 31st March, 2020. Hence, no provision is required in the accounts for the year under review.

33. Details of prior period expenditure debited under various heads:

(Rs. In lakhs)

	31.03.2020	31.03.2019
Repair & Maintenance-Others	**0.39**	0.09
Travelling	**0.26**	0.05
Commission	**0.38**	0.63
VAT	**-**	0.79
Repair & Maintenance-Plant & Machinery	**0.18**	-
Water & Electricity	**0.68**	-
Books & Periodicals	**0.08**	-
Rent	**0.02**	-
Legal & Professional	**0.10**	-
Total	**2.09**	1.56

34. Earnings per share

Particulars	**31.03.2020**	31.03.2019
Profit after income tax	**370.90**	655.94
Weighted average number of equity shares outstanding	**5400000**	5400000
Earnings per share in rupees (face value of Rs. 10/- per share)- Basic & diluted	**6.87**	12.15

35. Foreign Currency Earnings and Expenditure

		31.03.2020	31.03.2019
A.	Earnings in foreign currency		
	On Hotel Earnings (realization basis)	**1251.91**	468.18
B.	Value of imports calculated on CIF basis in respect of:		
	Provision, beverages & others	**-**	-
	Capital Goods	**-**	-
C.	Expenditure in foreign currency		
	Travelling, Staff Training, etc.	**62.88**	65.27
	Commission	**6.13**	7.73

36. Consumption of provisions, beverages, wines & liquor etc.:

Particulars	**31.03.2020**		31.03.2019	
		%		**%**
Imported	**-**	**-**	**-**	-
Indigenous	**1487.57**	**100.00**	**1651.75**	100.00
	1487.57	**100.00**	**1651.75**	100.00

37. During the year ended 31st March, 2020, the Company was required to spend an amount of Rs. 14.10 lakh on CSR activities. Details of CSR expenditure incurred during the year ending 31.3.2020 are as below:

(Rs. In lakhs)

Promoting Education	**6.26**
Animal Welfare	**7.84**
Promoting health care	**0.30**
Sanitation	**0.07**
Total	**14.47**

38.1 The Company had taken corporate steps for compliance with Minimum Public Shareholding ("MPS") requirement, by passing a board resolution dated 27.05.2013 and shareholder's resolution dated 23.07.2013 for issuance of Bonus Shares to the public shareholders. After the Extra-ordinary General meeting held on 23.07.2013, the bonus shares could not be issued to the public shareholders as 62.5% of promoter shareholders did not relinquish their right to Bonus shares and thus could not maintain/comply with the MPS requirement. The said board resolution and the shareholders' resolution are also subject to status quo order dated 20.03.2013 in a civil suit filed before a Civil Court at Lucknow bearing Regular Suit No. 1574 of 2012, titled Birendra Kumar & Ors. Vs. Sushil Kumar & Ors. ("Civil Suit"). The said Civil Suit is filed by three members of the promoter group family against other family members wherein the Company is also a party to the same. The suit is presently pending adjudication.

38.2 Due to MPS non-compliance, Securities & Exchange Board of India (SEBI) vide its orders dated 04.06.2013 and 02.12.2014 has inter alia directed freezing of voting rights and corporate benefits with respect to excess of proportionate promoter/promoter group shareholding and issued other directions against the promoter shareholders and directors. The Company had preferred an appeal against the order dated 02.12.2014 before the Securities Appellate Tribunal (SAT). SAT vide its order dated 11.11.2016 permitted the Company to withdraw the appeals before SAT with liberty to move an application before the appropriate authority seeking permission to delist the Company and for that purpose to seek modification of the aforesaid orders dated 04.06.2013 and 02.12.2014 from SEBI. The Order further states that in the event of the application for delisting being rejected, appellants are at liberty to approach SAT to challenge the said orders as also the impugned orders.

38.3 The Company filed an application with SEBI seeking modification of its orders dated 04.06.2013 and 02.12.2014 so that the continuation of the aforesaid SEBI orders shall not affect the efforts of the company/its promoters' for revocation of suspension of trading of shares / to voluntarily delist shares of the company from stock exchange. SEBI vide its order dated 30.09.2019 granted the U. P. Hotels Limited, relaxation from the applicability of regulation 8(1B)(i) of SEBI (Delisting of equity Shares) Regulations, 2009 (limited to the extent of compliance with minimum public shareholding norms) for the specific purpose of seeking voluntary delisting of its equity shares, subject to certain conditions. Accordingly, the Company has initiated the process of delisting the equity shares from BSE Limited.

39 Both the Joint Managing Directors had raised concerns regarding working of hotels, certain/various aspects of management. One of the Joint Managing Directors filed a petition on 15.05.2015 before the Company Law Board (now the National Company Law Tribunal), New Delhi titled as Rupak Gupta & Anr. Vs. UPHL & Ors. against the Company and others under Sections 397/398, 402, 403 and 237 of the Companies Act, 1956 and Section 219 & Section 220 of the Companies Act, 2013 for oppression and mismanagement. The other Joint Managing Director has filed a reply to the petition on 09.05.2016 on behalf of the respondents - himself and has contested the Petition and denied all the allegations. The Petition is currently pending adjudication. A Management Representation has been given to the Auditors in this matter.

40 The Company has applied to BSE Limited for revocation of suspension of trading of shares of the Company. The application is under process.

41 The company is yet to comply with the followings:

a) The Company is yet to comply with Regulation 38 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with regard to Minimum Public Shareholding (MPS).

SEBI vide its order dated 30.09.2019 granted the U. P. Hotels Limited, relaxation from the applicability of regulation 8(1B)(i) of SEBI (Delisting of equity Shares) Regulations, 2009 (limited to the extent of compliance with minimum public shareholding norms) for the specific purpose of seeking voluntary delisting of its equity shares, subject to certain conditions. Accordingly, the Company has initiated the process of delisting the equity shares from BSE Limited.

b) The Company is yet to achieve 100 percent dematerialization of the promoter's shareholding. The Promoters had applied for de-mating their shares but unable to de-mat due to SEBI restriction on promoters to deal with the shares of the company.

c) The Related Party Transactions ("RPT") transacted during the year and previous years could not be approved by the Audit Committee and Board of Directors being part of a legal matter pending before the Hon'ble National Company Law Tribunal (NCLT) for adjudication and considering that any decision of the Board may be contrary to the decision of the NCLT which may not be executable later, the Board in its meeting on 20.08.2017 decided to defer the matter of RPTs till the final decision of the NCLT. As such, these RPTs are not entered in the Register maintained under Section 189 of the Companies Act, 2013.

42 Amounts are given in lakhs except stated otherwise. Previous year figures have been regrouped / reclassified wherever necessary to conform to this year's classification.

For & on behalf of the Board of Directors of
U. P. Hotels Limited

Bisheshwar Prasad Singh
Chairman
DIN 06949954

Apurv Kumar
Joint Managing Director
& Chief Financial Officer
DIN 00043538

Rupak Gupta
Joint Managing Director
& Chief Financial Officer
DIN 00007310

Prakash Chandra Prusty
(Company Secretary)
M.No : A14624

Place : New Delhi
Date : 19th July 2020

If undelivered please return to:

U. P. HOTELS LIMITED
CIN No. L55101 DL1961PLC017307
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