

ElH Associated Hotels Limited

A member of  *The Oberoi Group*

Annual Report 2014-15

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THE BOARD OF DIRECTORS

Mr. P.R.S. Oberoi

Chairman

Mr. S.S. Mukherji

Vice Chairman

Mr. Vikram Oberoi

Managing Director

Mr. L. Ganesh

Mr. Akshay Raheja

Mr. Anil Nehru

Mr. Sudipto Sarkar

Mr. Rajesh Kapadia

Ms. Radhika Vijay Haribhakti

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Indrani Ray

SHARE TRANSFER AGENT

EIH Limited

7, Sham Nath Marg

Delhi 110 054

AUDITORS

Ray & Ray

Chartered Accountants

6, Church Lane

Kolkata 700 001

REGISTERED OFFICE

1/24, G.S.T. Road

Meenambakkam

Chennai 600 027

The Oberoi Dharma

We, as members of The Oberoi Group are committed to display through our behaviour and actions the following conduct, which applies to all aspects of our business :

- Conduct which is of the highest ethical standards - intellectual, financial and moral and reflects the highest levels of courtesy and consideration to others.
- Conduct which builds and maintains team work, with mutual trust as the basis of all working relationships.
- Conduct which puts the customer first, the Company second and the self last.
- Conduct which exemplifies care for the customer through anticipation of need, attention to detail, excellence, aesthetics and style and respect for privacy along with warmth and concern.
- Conduct which demonstrates two-way communication, accepting constructive debate and dissent whilst acting fearlessly with conviction.
- Conduct which demonstrates that people are our key asset, through respect for every employee, and leading from the front regarding performance achievement as well as individual development.
- Conduct which at all times safeguards the safety, security, health and environment of guests, employees and the assets of the company.
- Conduct which eschews the short-term quick-fix for the long-term establishment of healthy precedent.

The Oberoi Group Mission

Our Guests

We are committed to meeting and exceeding the expectations of our guests through our unremitting dedication to every aspect of service.

Our People

We are committed to the growth, development and welfare of our people upon whom we rely to make this happen.

Our Distinctiveness

Together, we shall continue the Oberoi tradition of pioneering in the hospitality industry, striving for unsurpassed excellence in high-potential locations all the way from the Middle East to the Asia-Pacific.

Our Shareholders

As a result, we will create extraordinary value for our shareholders.

HIGHLIGHTS

		Rupees in Million except item nos. 13, 14, 15 & 16									
		2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15
FOR THE YEAR											
1	GROSS REVENUE	1,108.30	1,610.39	1,783.30	1,604.89	1,489.96	1,763.42	1,904.54	2,129.53	2,163.79	2,315.35
2	PROFIT BEFORE TAX	82.92	217.59	251.04	142.77	81.92	182.86	196.56	298.10	382.30	399.61
3	PROFIT AFTER TAX	89.92	137.10	146.54	98.98	52.88	120.17	133.55	205.02	235.61	247.27
4	DIVIDEND (INCLUDING TAX)	-	19.11	60.56	34.37	34.26	56.91	68.29	35.65	106.94	110.01
5	RETAINED EARNINGS	177.67	242.18	215.33	179.69	132.45	190.71	192.50	301.82	262.71	326.84
6	FOREIGN EXCHANGE EARNINGS	599.16	936.63	1,050.01	910.03	744.37	875.16	1,133.13	1,225.19	1,088.33	1,233.40
AT YEAR END											
7	GROSS FIXED ASSETS	2,764.41	3,580.95	3,716.42	3,778.45	3,791.08	3,868.19	3,905.17	4,464.99	4,510.07	4,718.50
8	SHARE CAPITAL	195.87	295.87	195.87	195.87	195.87	195.87	195.87	304.68	304.68	304.68
9	RESERVES AND SURPLUS	580.02	696.74	782.71	847.32	865.93	929.21	994.47	1,679.77	1,807.98	1,857.00
10	NET WORTH	769.82	988.56	978.58	1,043.19	1,061.80	1,125.08	1,190.34	1,984.45	2,112.66	2,161.68
11	BORROWINGS	1,876.68	2,515.68	2,517.96	2,491.42	2,489.26	2,407.00	2,280.00	1,003.10	725.87	621.21
12	CAPITAL EMPLOYED	2,511.00	2,664.31	2,876.54	3,114.61	3,131.06	3,532.08	3,470.34	2,987.55	2,838.53	2,782.89
PER SHARE											
13	NET WORTH PER EQUITY SHARE	39.30	50.47	49.96	53.26	54.21	57.44	60.77	65.13**	69.34	70.95
14	EARNINGS PER EQUITY SHARE	4.59	6.96	7.31	5.05	2.70	6.14	6.19*	8.01**	7.73	8.12
15	DIVIDEND PER EQUITY SHARE	-	0.80	2.50	1.50	1.50	2.50	3.00	1.00**	3.00	3.00
RATIO											
16	DEBT: EQUITY RATIO	2.44:1	2.55:1	2.57:1	2.39 : 1	2.34:1	2.14:1	1.92:1	0.51:1	0.34:1	0.29:1

* EPS reinstated pursuant to Rights Issue of Equity Shares on 21st October, 2012.

** Consequent upon the Rights Issue of 10,881,481 Equity Shares on 21st October, 2012, Net Worth per Equity Share, Earnings per Equity Share and Dividend per Equity share are not comparable with that of previous year(s).

Notes :

- Serial nos. 7, 9, 10, 12, 13 and 16 are inclusive of Revaluation Reserve balance as at year end.
- Figures for previous year(s) have been regrouped / rearranged, wherever necessary.

DIRECTORS' REPORT

The Board presents the Thirty-second Annual Report together with the Audited Statement of Accounts and the Auditor's Report in respect of the year ended 31st March, 2015.

Financial Highlights

The financial highlights are set out below:

	Rupees in Million	
	2014-2015	2013-2014
Total Revenue	2315.35	2163.79
Earnings Before Interest, Depreciation, Taxes and Amortisations (EBIDTA)	677.75	627.63
Interest and Finance Charges	88.56	111.29
Depreciation	189.58	134.04
Profit before Tax	399.61	382.30
Tax including Deferred Tax	152.34	146.69
Profit After Tax	247.27	235.61
Balance brought forward	116.01	22.34
Carrying amount of Fixed Assets where remaining useful life as on 01.04.2014 is Nil	88.24	-
Dividend on Equity Shares	91.40	91.40
Dividend Distribution Tax	18.61	15.54
Transfer to General Reserve	25.00	35.00
Balance carried forward	140.03	116.01

Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 ("the Act") and, based upon representations from the Management, the Board states that:

- in preparing the annual accounts, applicable accounting standards have been followed and there are no material departures;
- the Directors have selected accounting policies, applied them consistently and made judgments and estimates that are reasonable and prudent 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 of the Company for the year;
- the Directors have taken proper and sufficient care in maintaining adequate accounting records in accordance with provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts of the Company on a "going concern" basis;
- the Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively; and

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

Performance

The annexed Management Discussion and Analysis forms a part of this report and covers, *inter alia* the performance of the Company during the financial year 2014-2015 as well as the future outlook.

In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges, the Report on Corporate Governance along with the auditor's certificate is also annexed herewith.

Dividend

The Board recommends a dividend of ₹ 3.00 per equity share of ₹ 10.00 each in respect of the financial year 2014-2015. The dividend, if approved at the forthcoming Annual General Meeting, will be paid on 8th August, 2015 to shareholders whose names appear on the register of shareholders at the close of business on 23rd July, 2015. As per the Income Tax Act, 1961, the tax on the dividend will be borne by the Company.

Directors

The tenure of Mr. Vikram Oberoi, Managing Director, expires at close of business on 22nd June, 2015. The Board recommends renewal of his appointment, as Managing Director, for a further period of five years effective 23rd June, 2015. Mr. Vikram Oberoi will not receive any remuneration. The re-appointment requires the approval of the Shareholders for which a Resolution has been included in the Notice convening the Annual General Meeting.

Mr. S.S. Mukherji retires by rotation at the forthcoming thirty-second Annual General Meeting. He is eligible for re-appointment. The Directors recommend re-appointment of Mr. Mukherji as a Director on the Board. The particulars of the Director are given in the Annexure to the Notice convening the Meeting.

Mr. Rajan Raheja, a Non-Executive Non-Independent Director resigned from the Board, effective 28th April, 2015. The Board of Directors wish to place on record its deep appreciation of the valuable contributions made by Mr. Raheja during his tenure of directorship in the Company.

Mr. Akshay Raheja has been appointed as a Non-executive Non-Independent Director on the Company's Board, effective 28th May, 2015.

Ms. Radhika Vijay Haribhakti was appointed by the Board as an Additional Director on 8th August, 2014. Pursuant to Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and Clause 49II(B)(3) of the Listing Agreement, Ms. Haribhakti was proposed to be appointed as an Independent Director for a term of five years subject to approval of the Shareholders by means of postal ballot. Ms. Radhika Vijay Haribhakti's appointment was confirmed by the Shareholders by passing a resolution by way of postal ballot on 22nd May, 2015.

Mr. Anil Nehru, Mr. L. Ganesh, Mr. Sudipto Sarkar and Mr. Rajesh Kapadia were appointed as Independent Directors for a term comprising of five consecutive years by the shareholders at the Annual General Meeting held on 8th August, 2014.

The Board was of the opinion that the aforesaid Directors meet the criteria of independence under sub-section (6) of Section 149 of the Act. They have also confirmed that they would give a declaration of independence as required under sub-section (7) of Section 149 of the Companies Act, 2013 at the first meeting of the Board held in every financial year.

Key Managerial Personnel

Mr. Samidh Das was appointed as the Chief Financial Officer of the Company with effect from 1st December, 2014.

Corporate Social Responsibility

In accordance with Section 135 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has formulated a Corporate Social Responsibility Policy.

The details of the Policy and the Annual Report on Corporate Social Responsibility activities on or after 1st April, 2014 are given in the attached *Annexure 1* which forms part of this report. The Annexure also gives the composition of the CSR Committee. The policy can be accessed on the Company's website www.eihassociatedhotels.in

The Company's hotels have also undertaken a number of other CSR initiatives.

The Oberoi Rajvilas, Jaipur extends assistance to "With Care" programmes for the under privileged sections of society. The hotel also supports SOS Children's Village at Jaipur and Mother Teresa Foundation. Staff from the hotel visited schools in nearby villages to spread awareness of environmental conservation, hygiene and wellness.

The Oberoi Cecil, Shimla extends its support to Sarvodaya Bal Ashram for orphaned children in Shimla. On 15th August 2014, the hotel organised an annual blood donation camp for the local blood bank. The World Environment Day was commemorated by observing Environment Week to create awareness about global warming, pollution and ecological balance.

Trident Hotels in Agra and Udaipur extend assistance to local chapters of Mother Teresa's Missionaries of Charity.

Trident Jaipur supports Bhavani Child Development Centre, a school for dyslexic children. The school is involved in providing intensive early intervention for children showing signs of developmental delay and exposed to the risk of learning disability. Trident Jaipur also conducted 'Hunar Se Rozgar Tak' training scheme ("HSRT") which is a Government of India initiative to promote skill development in hospitality trade courses. Students were imparted training on different operational departments of the hotel.

Audit Committee

The Composition of the Audit Committee is as under:

- Mr. Anil Nehru – Independent Director & Chairperson
- Mr. L.Ganesh – Independent Director & Member
- Mr. Rajesh Kapadia – Independent Director & Member
- Mr. Sudipto Sarkar – Independent Director & Member
- Mr. Rajan Raheja – Non-executive Non-Independent Director & Member
[resigned from Directorship w.e.f. 28th April, 2015]

For other details relating to Audit Committee, please refer page 42

Company's Policy on Directors' Appointment and Remuneration and Senior Management Appointment and Remuneration.

In accordance with Section 178 of the Act read with clause 49 IV of the Listing Agreement, the Company's Nomination and Remuneration Committee has formulated a policy on Directors' Appointment and Remuneration and Senior Management Personnel Appointment and Remuneration. The policies are enclosed as *Annexures 2 and 3* and form part of this report.

Energy Conservation Measures

Energy conservation measures continue to be a focus area for the Company. Measures taken during the year include:

- replacement of incandescent, halogen and CFL lamps with energy efficient LED lamps
- replacement of reciprocating chillers with energy efficient screw chillers
- installation of variable frequency drives in exhaust fans and chilled water pumps
- installation of dimmers to reduce energy for lighting
- installation of occupancy sensors at the rear end of house areas and
- installation of digital timers on exhaust fans.

Besides these, various operational measures were taken to reduce energy consumption such as operation control on timing of lighting and other equipment, especially in off-season and timely preventive maintenance of equipment to enhance their efficiency.

Actions planned for next year include:

- replacement of old elevator machinery with energy efficient machinery
- installation of variable frequency drives for Air Handling Units (AHU)
- continued replacement of halogen and CFL lamps with energy efficient LED lamps.

Operational measures at hotels driven by focussed energy conservation committees continue to closely monitor and control energy consumption.

Foreign Exchange Earnings and Outgo

During the financial year 2014-2015, the foreign exchange earnings of the Company amounted to ₹ 1,233.40 million as against ₹ 1,088.33 million in the previous year. The expenditure in foreign exchange during the financial year was ₹ 24.36 million as compared to ₹ 24.45 million in the previous year.

Auditors

The auditors of the Company, Messrs. Ray and Ray, Chartered Accountants, retire at the forthcoming Annual General Meeting and are eligible for re-appointment. Confirmation has been received from the auditors that if reappointed, their appointment will be within the prescribed limits. The Directors recommend the re-appointment of the auditors of the Company for the financial year 2015-16.

Secretarial Auditor

In accordance with Section 204 of the Companies Act, 2013, the Company had appointed JUS & Associates as Secretarial Auditors for the financial year ended 31st March, 2015. The Secretarial Auditor's report is annexed as *Annexure 4*.

Contracts or Arrangements

The contracts or arrangements or transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract or arrangement or transaction with related parties which could be considered material in accordance with the policy of the Company on related party transactions. The policy on Related Party Transactions as approved by the Board may be accessed on the Company's website www.eihassociatedhotels.in

The related party transactions are as set out in Note 39 to the Financial Statements.

Extract of Annual Return

The Extract of Annual Return for the financial year ended 31st March, 2015 in Form MGT-9 is annexed as *Annexure 5*.

Loan, Guarantees or Investments

During the year 2014-2015, the Company has not given any loan or made any investment or provided any guarantee in terms of Section 185/186 of the Companies Act, 2013.

Deposits

During the year, the company has not accepted any deposits.

Vigil Mechanism

In accordance with Section 177(9) of the Act read with clause 49 (II)(F) of the Listing Agreement, Company has formulated a Whistle Blower Policy for its Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's fundamental code of conduct and the *The Oberoi Dharma*. The policy provides for protected disclosures which can be made by a whistle blower through e-mail or a letter to the Whistle Officer or to the Chairperson of the Audit Committee. The Whistle Blower Policy may be accessed on the Company's website www.eihassociatedhotels.in. During the year ended 31st March, 2015, no complaints were received.

Board Meetings

During the year, the Company held five Board Meetings on 29th May, 2014, 8th August, 2014, 31st October, 2014, 29th January, 2015 and 25th March, 2015 respectively.

Subsidiaries, Associates and Joint Ventures

The Company has no subsidiary, associate and Joint Venture.

Directors/ Key Managerial Personnel ("KMP") Remuneration

All the Directors of the Company are Non-executive Directors, except Mr. Vikram Oberoi, who is the Managing Director. Mr. Vikram Oberoi does not draw any remuneration from the Company.

- a) The percentage increase in remuneration of each director, CFO, CEO, CS or Manager, if any, in the financial year:

S. No	Name	Total Remuneration 2014-15 (₹ Million)	Total Remuneration 2013-14 (₹ Million)	Percentage Increase
1.	Chief Financial Officer	1.51*	Nil	N.A.
2.	Company Secretary	2.29	2.19	4.72

* The Chief Financial Officer was appointed w.e.f. 1st December, 2014.

- b) The number of permanent employees on the rolls of the Company as at the end of the Financial Year 2014-2015 is 723;
- c) The average increase in remuneration of the employees in the Financial Year 2014-15 over 2013-14 is 5.80%.
- d) The remuneration of KMPs are considered as per the common remuneration policy followed for other senior executives. Increase in remuneration is sanctioned by the Management based on the Company performance and individual performance. Performance of the Company is given in page 1 of the Directors' Report as well as in Management Discussion and Analysis. Individual change in remuneration is given in page 33.
- e) The percentage increase in the median remuneration of the employees in the Financial Year 2014-2015 is 2.89%.
- f) The market capitalisation of the Company as at the end of the Financial Year 2014-2015 increased by ₹ 189.05 crores. The PE ratio as at the close of the Financial Year 2014-2015 was 27.34 as against 20.69 in the previous Financial Year 2013-2014, based on closing price of the Company's shares on BSE on 31/03/2015 and 31/03/2014 respectively.

The Company's current market capitalisation stands at ₹ 609.36 crores, based on opening share price as on date at the BSE.

It is hereby affirmed that all remuneration of Directors and KMPs are as per the Remuneration Policy of the Company.

Adequacy of Internal Financial Control Systems and Risk Management

Compliance of the above is given in the Management Discussion & Analysis at page no 38.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a Board Evaluation Policy has been put in place. A structured questionnaire covering various aspects of the Board's functioning, Board culture, performance of specific duties by Directors and contribution to the Board proceedings was circulated to the members of the Board. Based on the responses received, the Board as a whole, the Committees, the Chairperson and individual Directors were separately evaluated in a separate meeting of the Independent Directors and in a Board Meeting.

The process of review of Non-Independent Directors and the Board as a whole and its committees was undertaken in a separate meeting of Independent Directors without the attendance of Non-Independent Directors and members of the Management.

At the meeting, the performance of the Chairman of the Company was reviewed taking into account the views of the Executive Director and Non-executive Directors and Independent Directors. The meeting also assessed the quality, quantity and timeliness of the flow of information required for the Board to perform its duties properly. The entire Board of Directors, excluding the Director being evaluated, evaluated the performance of each Independent Director.

The Directors have expressed their satisfaction with the evaluation process.

Based on the findings from the evaluation process, the Board will continue to review its procedures and effectiveness in the financial year ahead with a view to practising the highest standards of corporate governance.

Significant and Material orders, if any

During the year there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operation in future.

Sexual Harassment

No complaints were received during the year 2014-2015.

Particulars of Employees

The information required under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration) Rules, 2014 is provided in *Annexure 6* and forms a part of this Report.

Risks, uncertainties or future actions could differ materially from those expressed in the Directors' Report and the Management Discussion and Analysis. These statements are relevant on the date of this report. We have no obligation to update or revise these statements, whether as a result of new information, future developments or otherwise. Therefore undue reliance should not be placed on these statements.

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

For and on behalf of the Board

New Delhi
28th May, 2015

VIKRAM OBEROI
Managing Director

P.R.S. OBEROI
Chairman

ANNEXURES TO THE DIRECTORS' REPORT

Annexure -1

Annual Report on CSR Activities

- 1. A brief outline of the Company's CSR Policy, including overview of projects or programs to be undertaken and a reference to the web-link to the CSR Policy and projects and programs.**

The Board of Directors, on the recommendation of the CSR Committee, had formulated a Corporate Social Responsibility Policy ("CSR"). As per the Policy Statement, the Company's CSR policy will focus on addressing the critical social, economic and educational needs of the marginalized under-privileged children of the society. The policy will primarily direct its energies to orphan and homeless children and care for their educational, nutritional, health and psychological development needs. The policy will also focus on sanitation program under the Swachh Bharat Abhiyan.

The Board of Directors at their Meeting held on 31st October, 2014 and 29th January, 2015 on the recommendation of the CSR Committee, approved a CSR spend of ₹ 5.80 Million for the Financial Year 2014-15.

The CSR Policy and the activities of the Company are available in the Company's website www.eihassociatedhotels.in

- 2. The Composition of the CSR Committee**

The Composition of CSR Committee is as under:

Mr. S.S.Mukherji	-	Chairperson
Mr. Vikram Oberoi	-	Member
Mr. Sudipto Sarkar	-	Independent Director & Member

- 3. Average Net Profit of the Company for the last three Financial Years**

₹ 286.86 Million

- 4. Prescribed CSR Expenditure (two percent of the amount as in Item 3 above) in 2014-2015:**

₹ 5.80 Million

- 5. Details of CSR spent during the financial year**

- (a) Total amount to be spent for the financial year: ₹ 5.80 Million
- (b) Amount unspent, if any: Nil

(c) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)		(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs 1) Local area or other 2) Specify the State and district where project or Programs was undertaken	Amount outlay (budget) project or program wise (₹ Million)	Amount spent on the projects or programs		Cumulative expenditure up to the reporting period (₹ Million)	Amount spent: Direct or through implementing agency
					Direct expenditure on projects/ programs (₹ Million)	Overheads (₹ Million)		
1	Promoting social, economic and educational needs of the marginalised underprivileged children of the society	Urban/ Rural	Chennai, Jaipur, Cochin and Bhubaneswar	4.20	4.20	Nil	4.20	Through SOS Children's Villages of India
2	Swachh Bharat Abhiyan sanitation program	Urban	Around 500 metres around each Hotel premises situated in different cities viz. Cochin, Chennai, Udaipur, Jaipur, Agra, Shimla and Bhubaneswar	0.56	0.56	Nil	0.56	Direct
3	Prime Minister's National Relief Fund			1.04	1.04	Nil	1.04	Direct
	TOTAL			5.80	5.80	Nil	5.80	

6. In case the Company has failed to spend the two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in the Board report:

Not applicable

7. The CSR Committee states that the implementation and monitoring of CSR Policy, is in compliance with CSR Objectives and Policy of the Company.

For **EIH Associated Hotels Limited**

VIKRAM OBEROI
Managing Director

For and on behalf of the
CSR Committee of
EIH Associated Hotels Limited

S.S. MUKHERJI
Chairperson, CSR Committee

ANNEXURES TO THE DIRECTORS' REPORT

Annexure 2

Director Appointment and Remuneration Policy

This Director Appointment and Remuneration Policy (the "Policy") applies to the Board of Directors (the "Board") of EIH Associated Hotels Limited (the "Company").

1. Purpose

The objective of this Policy is to provide a framework and set standards for the appointment of high quality directors who have the capacity and ability to lead the Company towards achieving sustainable development. The Company aims to achieve a balance of experience and skill amongst its Directors. It also defines the role of the Nomination and Remuneration Committee.

2. Accountability

- 2.1 The Board is ultimately responsible for the appointment of directors.
- 2.2 In terms of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the stock exchange(s), the Nomination and Remuneration Committee ("NRC") assesses and selects candidates for Directors and recommends to the Board their appointment.

3. Role of the Nomination and Remuneration Committee

The NRC is responsible for:

- 3.1 Reviewing the structure, size and composition (including the skill, knowledge and experience) of the Board and making recommendations on any proposed changes to the Board with due regard to Board diversity;
- 3.2 Identifying individuals suitably qualified to become Board members, Key Managerial and Senior Management Personnel.
- 3.3 Making recommendations to the Board on the appointment, re-appointment or removal of directors, Key Managerial and Senior Management Personnel.
- 3.4 Making recommendations for succession planning for Directors, Key Managerial and other Senior Management Personnel, including the Managing Director(s), Whole-time Director(s) and CEO.
- 3.5 Formulating criteria for evaluation of performance of every Director including Independent Directors and the Board;
- 3.6 Recommending remuneration payable to Senior and Key Management Personnel, executive and non-executive Directors including sitting fees;

4. Appointment of Directors

- 4.1 Matching the needs of the Company and enhancing the competencies of the Board are the basis for the NRC to select a candidate for appointment to the Board. When recommending a candidate for appointment, the

NRC will have regard to:

- assessing the individual against a range of criteria including but not limited to industry experience, background, and other qualities required to operate successfully in the position, with due regard to the benefits of diversity of the Board;
- the extent to which the individual is likely to contribute to the overall effectiveness of the Board and work constructively with the existing Directors;
- the skills and experience the individual brings to the role and how these will enhance the skill sets and experience of the Board as a whole;
- the nature of positions held by the individual including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;
- the time commitment required from a Director to actively discharge his duties to the Company.

4.2 The recommended Director would:

- Possess a degree in a relevant discipline;
- Have experience of management in a diverse organization;
- Have excellent interpersonal, communication and representational skills;
- leadership skills;
- Possess high standards of ethics, personal integrity and probity;
- Continuously refresh his professional knowledge and skills.

For details of the personal specifications of a Director, please refer to **Attachment 1** to this Policy.

4.3 Every Director should ensure that he can give sufficient time and attention to the Company's affairs and regularly attend Board meetings and other committee meetings in which he is a member.

4.4 The Policy aims to engage directors (including non-executive and independent non-executive directors) who are highly skilled, competent and experienced persons in one or more fields of business, finance, accounting, law, management, sales, marketing, administration, corporate governance, technical operations or other disciplines related to the business of the Company and who shall be able to positively carry out their supervisory role over the policies of the management of the Company and the general affairs of the Company.

4.5 The Company is required to appoint at least one Independent Non-executive Director who must have appropriate professional qualifications on accounting or related financial management expertise in accordance with Clause 49 of the Listing Agreement with Stock Exchange(s).

4.6 In addition to those requirements specified in the clauses 4.2 and 4.3, the Independent Non-executive Directors shall also fulfill the requirements pursuant to Section 149 (6) of the Companies Act, 2013 and Clause 49 (II)

(B) of the Listing Agreement with Stock Exchange (s).

- 4.7 In assessing the independence of a non-executive director, the following factors shall be taken into account:

Independent director shall mean a non-executive director, other than a nominee director of the Company:

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience.
- b.
 - (i) who is or was not a promoter of the Company or its holding, subsidiary or associate company;
 - (ii) who is not related to promoters or directors in the Company, its holding, subsidiary or associate company;
- c. apart from receiving director's remuneration has or had no pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year.
- e. Who, neither himself nor any of his relatives –
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of –
 - (A) a firm of auditors or Company Secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover or such firm;
 - (iii) holds together with his relatives two per cent or more of the total voting power of the Company; or

- (iv) is a Chief Executive or Director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;
 - (v) is a material supplier, service provider or customer or a lessor or lessee of the company;
- f. who is not less than 21 years of age.

Explanation

For the purposes of the sub-clause (1):

- i. “Associate” shall mean a company which is an “associate” as defined in Accounting Standard (AS)23, “Accounting for Investments in Associates in Consolidated Financial Statements, issued by the Institute of Chartered Accountants of India;
- ii. “Key Managerial Personnel” shall mean “Key Managerial Personnel” as defined in section 2(51) of the Companies Act, 2013;
- iii. “Relative” shall mean “relative” as defined in section 2(77) of the Companies Act, 2013 and rules prescribed there under.

5. Letter of Appointment

- 5.1 Each director will be issued a Letter of Appointment signed by the Chairperson of the Board.

6. Appointment Procedure

- 6.1 The NRC shall ensure that the appointment of directors will be in terms of the Policy and recommendations made to the Board for appointment.
- 6.2 If required, an external data base can be used and advice taken to access a wide base of potential directors as prescribed under the Companies Act, 2013.

7. Appointment and Remuneration of Managerial Personnel

- 7.1 The NRC shall ensure that the appointment and remuneration payable to the Managing Director(s), CEO, Whole-time Directors, Manager, if any are in accordance with the provisions of Chapter XIII (Sections 196 to 203) read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- 7.2 The NRC may recommend a suitable sitting fee, reimbursement of incidentals, travel and other expenses to non-executive directors as may be prescribed under the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

8. Familiarization Program

The Management will familiarize the Independent Directors on the following:

- a) The Oberoi Dharma;
- b) Company's History, Structure and the Business Model;
- c) Memorandum & Articles of Association of the Company;
- d) Past 3 (three) years accounts and any important factors in the accounts of the Company;
- e) Interaction with other Directors on the Board and with the Senior Executives of the Company.

Chairperson - Nomination & Remuneration Committee

Chairman

Attachment 1

Personal Specification for Directors

1. Qualifications

- Degree holder in relevant disciplines (e.g. management, accountancy, legal, sales, marketing, administration, finance and Corporate Governance and hospitality industry related disciplines); or
- Recognised specialist.

2. Experience

- Experience of management in a diverse organization;
- Experience in accounting and finance, administration, corporate, legal and strategic planning;
- Ability to work effectively with other members of the Board.

3. Skills

- Excellent interpersonal, communication and representational skills;
- Leadership skills;
- Extensive team building and management skills;
- Strong influencing and negotiating skills;
- Continuous professional development to refresh knowledge and skills;

4. Abilities and Attributes

- Commitment to high standards of ethics, personal integrity and probity;
- Commitment to observe “The Oberoi Dharma” and the fundamental code of conduct.

ANNEXURES TO THE DIRECTORS' REPORT

Annexure 3

Senior Management & Key Managerial Personnel (excluding Executive Directors) Appointment & Remuneration Policy

1. Statement of Purpose:

This Appointment & Remuneration Policy (Policy) of EIH Limited (Company) and its associated entities has been prepared to ensure the following:

- 1.1 This Policy is in compliance with Section 178 (1) of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement.
- 1.2 Appointment & Remuneration of the key managerial personnel and senior management is aligned to the interests of the Company and its shareholders within an appropriate governance framework.
- 1.3. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate key managerial personnel and senior management of the quality required to run the company successfully.

2. Scope of policy:

Applies to all key managerial personnel and senior management personnel.

- 2.1. The expression "key managerial personnel" means:
 - Company Secretary;
 - Chief Financial Officer; and
 - such other executive as may be prescribed
- 2.2. The expression "senior management" means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

3. Remuneration Philosophy for employees and new Hires:

The Company believes in paying its executives competitive remuneration. The remuneration philosophy aims at the following outcomes;

- 3.1 Remuneration is structured to align with the Company's interests, taking account of the Company's strategies and risks.
- 3.2 Drive Performance - Executive compensation is linked to individual and company performance, which, in turn, impacts the quantum of payout.
- 3.3 External Equity - Executive compensation is designed to be competitively benchmarked with the hospitality industry compensation or general industry compensation for applicable roles.
- 3.4 Internal Equity - Executives performing similar role, complexity of job are paid at similar compensation levels.

The Company complies with applicable legal requirements and appropriate standards of governance.

4. Remuneration guidelines:

- 4.1. The remuneration paid by the Company is classified under following major heads:-
 - 4.1.1 Total Fixed Cost: This includes base salary, other cash allowances, perquisites and retirement benefits.
 - 4.1.2 Variable Cost: This includes variable pay linked to Company and individual performance. Variable pay for senior executives constitutes a significant portion of total remuneration.
 - 4.1.3 The sum total of the Total Fixed Cost and Variable Cost is called the Cost to Company in the relevant executive's remuneration package.
- 4.2 The Cost to Company being offered to a new hire for a replacement position or new position with reference to scope of this policy is governed by the remuneration philosophy as mentioned in clause no 3. The endeavour is to ensure internal equity in compensation is maintained, however, at the same time compensation is competitive to attract a new hire.
- 4.3 Remuneration is annually reviewed for all the executives who are eligible for compensation review in accordance with the remuneration philosophy.

Chairperson - Nomination & Remuneration Committee

Chairman

ANNEXURES TO THE DIRECTORS' REPORT*Annexure 4***Secretarial Audit Report**

For the Financial Year ended 31st March, 2015

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Members
EIH Associated Hotels Limited
1/24, G.S.T. Road, Mennambakkam
Chennai - 600 027
Tamil Nadu

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives, during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We 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, 2015, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed there under.
- iv) Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act);
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time.
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. However, the regulations are not

applicable to the Company during the audit period since the Company has not raised any money from the public and hence, these regulations have not been considered for the purpose of this report.

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. However, the regulations are not applicable to the Company during the audit period since the Company does not have any such scheme in operation and hence, these guidelines have not been considered for the purpose of this report.
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. However, the regulations are not applicable to the Company during the audit period since the Company has not raised any money through debt securities from the public and hence, these regulations have not been considered for the purpose of this report.
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 as amended from time to time, regarding the Companies Act and dealing with client. However, the regulations are not applicable to the Company during the audit period since it does not act as a Registrar to issue or Share Transfer Agent and hence, these regulations have not been considered for the purpose of this report.
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. However, the regulations are not applicable to the Company during the audit period since the Company has not bought back any of its securities and hence, these regulations have not been considered for the purpose of this report.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India. Since these standards are applicable with effect from July 1, 2015, they have not been considered for the purpose of this report.
- (ii) The Listing Agreements entered into by the Company with the National Stock Exchange of India and Bombay Stock Exchange and Madras Stock Exchange (in force till delisting) during the audit period.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director in terms of Companies Act 2013 and Clause 49 of Listing Agreement. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
2. Adequate notice has been given to all Directors to schedule the Board Meetings during the financial year under review, agenda and detailed notes on agenda were sent properly before the scheduled meeting, and a system exists for

- seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All the decisions are carried unanimously. None of the members of the Board have expressed dissenting views on any of the agenda items during the financial year under review.
 4. The Company has obtained approval of Shareholders through postal ballot in respect of one ordinary resolution and two special resolutions during the year under review, after due compliance with the relevant provisions of the Companies Act, 2013 and Rules made there under.
 5. The Company has obtained approval of Shareholders under Section 180 of the Companies Act, 2013 for enhancement of Company's overall Borrowing Limit from Rupees three hundred crores to Rupees four hundred crores.
 6. The Company has obtained approval of voluntarily delisting of its equity shares from Madras Stock Exchange.

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

For the purpose of examining adequacy of compliances with other applicable laws including industry /sector specific, under both Central and State legislations, reliance has been placed on the Compliance Certificate issue by the Company Secretary at each Board meeting, based on the report received by the Company from its hotels, resorts and service units etc. as part of the Company's Compliance Management and Reporting System. Based on the aforesaid internal compliance certificates, we are of the opinion that the Company has generally complied with the following:

- i) Deposit of Provident Fund, Employee State Insurance, Employee Deposit Linked Insurance and other employee related statutory dues.
- ii) Applicable stipulations pertaining to the Payment of Wages Act, Minimum wages Act, Contract Labour (Regulation and Abolition) Act and other related legislations.
- iii) Deposit of taxes relating to Income Tax, Value Added Tax, Central Sales Tax, Luxury Tax, Expenditure Tax, Professional Tax and other applicable taxes including Tax deducted at source. However, cases of disputed tax liabilities of substantial amount are brought up at each Board meeting, appropriate action is taken and recorded in the minutes of meetings. Such cases form part of the contingent liabilities in the Notes to Accounts forming an integral part of the financial statement for the year under review, and brief of the same has also been disclosed in the Independent Auditors' Report.
- iv) Applicable state and central laws, including those related to the Environment, Food Safety & Standards and Standards of Weights and Measures, pertaining to the operations of the Company. However, notices received from the statutory authorities, if any, are reported as part of Board process for compliance reporting and appropriate action is taken from time to time.

For JUS & Associates
Company Secretaries

Jyoti Upmanyu Sharma
 FCS-7985
 CP No.- 8987

New Delhi
 May 28, 2015

ANNEXURES TO THE DIRECTORS' REPORT*Annexure-5***Form MGT-9****Extract of the Company's Annual Return for the year ended 31st March, 2015**

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

I. Registration & other details

CIN	L92490TN1983PLC009903
Registration date	21st March, 1983
Name of Company	EIH Associated Hotels Limited
Category/Sub-category of the Company	Public Limited
Address of the Registered office and contact details:	1/24 G.S.T.Road, Meenambakkam, Chennai- 600027 Telephone No. 91-44-2234 4747; Fax No. 91-44-2234 6699 91-44-2234 4985; E-mail: isdho@oberoigroup.com ; invcom@tridenthotels.com
Whether listed company	Listed
Name, Address and Contact details of Registrar and Transfer Agent, if any:	EIH Limited Investors Services Division 7, Sham Nath Marg Delhi- 110 054

II. Principal Business Activities of the Company

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

Sl. No.	Name and description of main products/services	NIC code of the product/service	% to total turnover of the company
1	Hotels	9963/99631110	100

III. Particulars of holding, subsidiary and associate companies – Not Applicable

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category-wise Share Holding

Category Code	Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual/HUF	97486	-	97486	0.32	97486	-	97486	0.32	-
(b)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	15968119	-	15968119	52.41	15968119	-	15968119	52.41	-
(d)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(e)	Others	-	-	-	-	-	-	-	-	-
	Sub-Total A(1) :	16065605	-	16065605	52.73	16065605	-	16065605	52.73	-
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	6784711	-	6784711	22.27	6784711	-	6784711	22.27	-
(b)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(e)	Others (specify)	-	-	-	-	-	-	-	-	-
	Sub-Total A(2) :	6784711	-	6784711	22.27	6784711	-	6784711	22.27	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	22850316	-	22850316	75	22850316	-	22850316	75	-
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	-	800	800	-	13000	1600	14600	0.05	1725
(b)	Financial Institutions /Banks	2000	900	2900	0.01	12250	100	12350	0.04	325.86
(c)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	4341961	300	4342261	14.25	4341961	300	4342261	14.25	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(i)	Others (specify)	-	-	-	-	-	-	-	-	-
	Sub-Total B(1) :	4343961	2000	4345961	14.26	4367211	2000	4369211	14.34	0.53
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	637976	10502	648478	2.13	278119	10502	288621	0.95	-55.49
(b)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh	1056600	258780	1315380	4.32	1270695	247888	1518583	4.98	15.44
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1172216	-	1172216	3.85	1313107	-	1313107	4.31	12.01
(c)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-

Cat- egory Code	Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(d)	Others									
	Non Resident Indians	108731	20582	129313	0.42	108692	18182	126874	0.42	-1.88
	Trusts	204	-	204	-	200	-	200	-	-1.96
	Foreign Nationals	-	-	-	-	-	-	-	-	
	Directors Relatives	-	-	-	-	-	-	-	-	
	Clearing Members	6279	-	6279	-	1235	-	1235	-	-80.33
	Sub-Total B(2) :	2982006	289864	3271870	10.74	2972048	276572	3248620	10.66	-0.71
	Total Public Shareholding B = B(1)+B(2) :	7325967	291864	7617831	25	7339259	278572	7617831	25	-
	Total (A+B) :	30176283	291864	30468147	100	30189575	278572	30468147	100	-
(C)	Shares held by custodians, against which Depository Receipts have been issued									
(1)	Promoter and Promoter Group	-	-	-	-	-	-	-	-	
(2)	Public	-	-	-	-	-	-	-	-	
	GRAND TOTAL (A+B+C) :	30176283	291864	30468147	100	30189575	278572	30468147	100	-

(ii) Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share- holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encum- bered to total shares	
1	EIH Limited	11215118	36.81	-	11215118	36.81	-	-
2	Satish B Raheja	6784711	22.27	-	6784711	22.27	-	-
3	Manali Investment & Finance Private Limited	2276617	7.47	-	2276617	7.47	-	-
4	Coronet Investments Private Limited	2088899	6.86	-	2088899	6.86	-	-
5	Oberoi Holdings Private Limited	271874	0.89	-	271874	0.89	-	-
6	Oberoi Hotels Private Limited	111733	0.37	-	111733	0.37	-	-
7	P R S Oberoi	50820	0.17	-	50820	0.17	-	-
8	Rajan B Raheja	46666	0.15	-	46666	0.15	-	-
9	Oberoi Plaza Private Ltd	2260	0.01	-	2260	0.01	-	-
10	Bombay Plaza Private Limited	1618	0.01	-	1618	0.01	-	-

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

SN	Particulars	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
		Date of Change	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	EIH Limited	No Change	11215118	36.81	11215118	36.81
2	Satish B Raheja	No Change	6784711	22.27	6784711	22.27
3	Manali Investment & Finance Private Limited	No Change	2276617	7.47	2276617	7.47
4	Coronet Investments Private Limited	No Change	2088899	6.86	2088899	6.86
5	Oberoi Holdings Private Limited	No Change	271874	0.89	271874	0.89
6	Oberoi Hotels Private Limited	No Change	111733	0.37	111733	0.37
7	P R S Oberoi	No Change	50820	0.17	50820	0.17
8	Rajan B Raheja	No Change	46666	0.15	46666	0.15
9	Oberoi Plaza Private Ltd	No Change	2260	0.01	2260	0.01
10	Bombay Plaza Private Limited	No Change	1618	0.01	1618	0.01

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
		Date of Change	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	National Westminster Bank PLC (as Trustee)	No Change	3041111	0.53	3041111	0.53
2	Jupiter South Asia Investment Company Limited	No Change	1300850	0.23	1300850	0.23
3	Usha Kamal Kabra	No Change	351000	0.06	351000	0.06
4	Kamal Kabra	No Change	331000	0.06	331000	0.06
5	Aayush Kabra	No Change	90444	0.02	90444	0.02
6	Kanchan Vijay Patel	No Change	54620	0.01	54620	0.01
7	Advitiya Fabrics Private Limited		97439	0.02		
		11/04/2014			94767	0.02
		18/04/2014			93053	0.02
		25/04/2014			92509	0.02
		23/05/2014			87765	0.02
		13/06/2014			87066	0.02
		20/06/2014			86882	0.02
	At the end of the year				-	-
8	Chandragupta Traders Private Limited		77007	0.01		
		11/04/2014			74850	0.01
		18/04/2014			73426	0.01
		25/04/2014			72947	0.01
		23/05/2014			70543	0.01
		13/06/2014			69981	0.01
		20/06/2014			69833	0.01
	At the end of the year				-	-

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		Date of Change	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
9	Cyril Traders Private Limited		67973	0.01		
		11/04/2014			65830	0.01
		18/04/2014			64303	0.01
		25/04/2014			63819	0.01
		23/05/2014			61382	0.01
		13/06/2014			60885	0.01
		20/06/2014			60756	0.01
	At the end of the year				-	-
10	Kanakdhara Traders Private Limited		60654	0.01		
		11/04/2014			58862	0.01
		18/04/2014			57634	0.01
		25/04/2014			57246	0.01
	At the end of the year				-	-
11	Hemendra Mathradas Kothari		32044	0.01		
		24/07/2014			40253	0.01
		08/08/2014			315868	0.06
		22/08/2014			359501	0.06
		12/09/2014			315868	0.06
		30/09/2014			359501	0.06
	At the end of the year				359501	0.06
12	Radhakishan S Damani		43655	0.01		
		20/06/2014			50517	0.01
		30/06/2014			2655	-
		05/12/2014			10288	-
		19/12/2014			26182	-
		30/01/2015			41153	0.01
		06/02/2015			51438	0.01
		13/02/2015			60665	0.01
		27/02/2015			63786	0.01
	At the end of the year				63786	0.01
13	Pooja Kabra		51100	0.01		
	At the end of the year				51100	0.01
14	Kamal Shyamsunder Kabra		51100	0.01		
	At the end of the year				51100	0.01

(v) Shareholding of Directors and Key Managerial Personnel

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
		Date of Change	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Rajan B Raheja	No Change	46666	0.01	46666	0.01
2	P R S Oberoi	No Change	50820	0.01	50820	0.01
3	Shib Sanker Mukherji	No Change	10000	-	10000	-

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

	₹ Million			
	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness as on 01/04/2014				
i. Principal amount	725.87	-	-	725.87
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	0.13	-	-	0.13
Total (i+ii+iii)	726.00	-	-	726.00
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	104.70	-	-	104.70
Net Change	(104.70)	-	-	(104.70)
Indebtedness as on 31/03/2015				
i. Principal amount	621.21	-	-	621.21
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	0.08	-	-	0.08
Total (i+ii+iii)	621.29	-	-	621.29

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Director and/or Manager – Not applicable

B. Remuneration to other Directors

₹ Million

Sl No	Names of Directors	Particulars of Remuneration			Total
		Fee for attending Board & Committee Meetings	Commission	Others, please specify	
1	Independent Directors				
	Mr. Anil Nehru	0.36	-	-	0.36
	Mr. L.Ganesh	0.27	-	-	0.27
	Mr. Sudipto Sarkar	0.46	-	-	0.46
	Mr. Rajesh Kapadia	0.16	-	-	0.16
	Ms. Radhika Vijay Haribhakti	0.16	-	-	0.16
	Total (1)	1.41	-	-	1.41
2	Non-Executive Directors				
	Mr. P.R.S.Oberoi	0.22	-	-	0.22
	Mr. S.S.Mukherji	0.44	-	-	0.44
	Mr. Rajan Raheja	0.08	-	-	0.08
	Total (2)	0.74	-	-	0.74
3	Executive Director				
	Mr. Vikram Oberoi*	0.35	-	-	0.35
	Total (3)	0.35	-	-	0.35
	Total B (1+2+3)	2.50	-	-	2.50
	Total Managerial Remuneration	2.50	-	-	2.50

*Mr. Vikram Oberoi, the Managing Director, does not draw any remuneration from the Company except sitting fee for attending Board and Committee Meetings.

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

₹ Million

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO*	Total
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	2.22	1.37	3.59
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	0.07	0.14	0.21
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	– As % of profit	-	-	-	-
	– Others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	2.29	1.51	3.80

*The Chief Financial Officer of the Company was appointed w.e.f. 1st December, 2014

VII. Penalties/Punishment/Compounding of offences

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/ Punishment/ Compounding of fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	None				
Punishment	-do-				
Compounding	-do-				
B. DIRECTORS					
Penalty	None				
Punishment	-do-				
Compounding	-do-				
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment	-do-				
Compounding	-do-				

ANNEXURES TO THE DIRECTORS' REPORT*Annexure-6*

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

Employed throughout the Financial Year 2014-2015 and was in receipt or remuneration for the year, which in the aggregate, was not less than Rs 60,00,000

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Name of employee	Designation	Remuneration received ₹ Million	Qualifications	Date of commencement of employment	Age in years	Experience in years	Last employment held before joining the Company
Mr. Anshul Kaul	General Manager The Oberoi, Rajvilās, Jaipur	10.32	Diploma in Hotel Management	28th March, 2012	40	19	Four Seasons, Singapore

Notes:

1. Appointment in respect of the above mentioned employee is governed by individual service contract.
2. The employee is not related to any Director of the Company.
3. The employee listed above does not hold by himself or alongwith his spouse and dependent children 2% or more of the Equity Shares of the Company.

For and on behalf of the Board

New Delhi
28th May, 2015

VIKRAM OBEROI
Managing Director

P.R.S.OBEROI
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure, Developments and Outlook

International

The global economy grew at a modest rate of 3.4% in 2014. This rate of growth represents a marginal increase from the 3% growth rate witnessed in 2013. The growth was fuelled primarily by the decline in oil prices of about 45%. The growth rate in the United States of America continued to improve from 2.2% in 2013 to 2.4% in 2014. Importantly, the Euro zone reversed its negative growth of -0.5% in 2013 to record a modest growth of 0.9% in 2015.

Complex forces that affected global activity in 2014 are still shaping the economic outlook. These include medium and long terms problems such as regional conflicts and increases in terrorism, offset by the boost provided to economic growth on account of lower oil prices.

A region-wise comparison of the change in Gross Domestic Product in 2015 *vis-à-vis* 2014 indicates stronger growth in advanced economies, but weaker growth in emerging markets, reflecting more subdued prospects for some large emerging market economies (including China and ASEAN) as well as oil exporting nations. Overall global growth is projected to reach 3.5% and 3.8% in 2015 and 2016 respectively.

India

India too, has not witnessed a major economic spurt in the year 2014-2015. The Economic Survey of the Government of India for 2014-2015 has optimistically estimated a GDP growth of 7.4%. The same survey also states that the growth in GDP for 2015-2016 is expected to increase from 8.1% to 8.5%.

The National Democratic Alliance took over the reins of Government in May, 2014. In its maiden Budget, a number of measures were announced to improve infrastructure in the country. These included increased outlay and budgetary support to both the railways and the road sector. The National Investment and Infrastructure Fund (NIIF) was created to raise moneys in an effort to ensure an annual flow of ₹ 20,000 crores into these sectors.

The measures by the Government of India coupled with the global factors that affect the Indian economy should result in an increase in foreign tourist arrivals, positive sentiment within the business community, increased confidence to save and spend by the middle class and an overall improvement in the GDP in 2015-2016 as estimated by the Government.

Travel & Tourism

Global

The performance of the Travel and Tourism sector is a barometer of global sentiment.

2014 proved to be another moderately successful year for the Travel & Tourism sector off the back of a modestly stronger economic backdrop.

Globally, Travel & Tourism recorded growth in 2014 with Business and Leisure spending growing by 3.4%. However, this growth was weaker than predicted the year before on account of weaker than anticipated macroeconomic performance and unexpected travel impacting developments such as the Ukraine - Russia conflict, Ebola in West Africa, political instability in Thailand, sectarian unrest in the Middle East and terror attacks in Nigeria and Kenya.

Moving into 2015, the weakness and potential volatility of many currencies against the US Dollar and a deep recession in Russia, a key outbound market, will have an adverse impact on visitor exports.

However, falling oil prices will bring significant improvements, ease upward pressure on living costs, increase disposable household incomes and domestic consumer spending as well as reduce air fares.

As a result, Travel and Tourism expansion is forecast to continue at a stronger rate than last year, with the total contribution to GDP expected to increase from 3.5% in 2014-2015 to 3.7% in 2015-2016.

India

The Government has introduced e-Tourist Visa – a facility whereby foreign travelers to India can apply for a visa online. This scheme has been introduced for travelers from 43 countries and in stages will be extended to cover 150 countries. This has been welcomed by the Travel and Tourism industry.

The Government of India has announced plans to restore twenty five Cultural World Heritage Sites. The restoration plans include landscaping, signage and interpretation centers, access for differently abled and improved facilities for visitors.

These positive measures undertaken by the Government were undermined by the incidents affecting safety and security of women. Such incidents were widely publicized in the international press, which had an adverse impact on tourist travel to India. In spite of these setbacks, foreign tourist arrivals, during the calendar year of 2014 exhibited an accelerated growth of 7.1% to 7.5 million, as compared to the foreign tourist arrivals of 7.0 million over the previous calendar year of 2013.

Despite the recent positive aspects designed to stimulate demand, the Indian hotel industry has been facing increased supply of rooms in almost all locations across the country. As a result of this, the performance of the Indian hotel industry, in 2014-2015, remained subdued with a marginal increase in occupancies. Average Room Rates (ARRs) remained flat.

In Q1 (April-June), 2014-2015, revenue growth for the industry was the lowest in the last three financial years. Business travel was impacted by a drop in business activity in the months leading up to the General Election. This was compounded by the loss of traffic and room nights as the preliminary stages of the Indian Premier League (IPL) moved to the United Arab Emirates.

Given the excess supply of rooms, the outlook for the Indian hotel industry over the next 12 to 18 months is expected to remain subdued.

However, measures by the Government to drive through several strong policy initiatives to simplify process of doing business with and in India, the efforts to revitalize the manufacturing sector and the emphasis on the Travel & Tourism industry is expected to result in stronger demand. Hence, while Average Room Rates are expected to be largely flat, occupancies are expected to improve by 2% to 4% in 2015-2016.

Opportunities, Threats, Risks & Concerns

The Indian hotel industry revenue in 2015-2016 is expected to increase by about 5% to 7%. This will largely be driven by incremental room occupancy and higher food and beverage income, coming from an increase in the number of diners and Average Spend Per Cover.

In the future, economic growth will be driven by the megatrends of an expanding middle-class and falling inflation on account of lower oil prices. This will boost real disposable income and consumer purchasing power. Domestic demand driven by both business and leisure travel is expected to grow by 10% during 2016-2017.

The premium hotels category is expected to add around 29,000 rooms to the supply side of the equation over the next five years. More projects are expected to come on line and be completed during this period.

The increase in supply, if not offset by a corresponding increase in demand will put pressure on margins as a consequence of rising costs and falling Average Room Rates.

Adequacy of Internal Control Systems and Risk Management

The Audit Committee of the Company monitors the adequacy of the internal control systems and procedures including adequacy of financial controls with reference to the Financial Statement.

The Internal Audit Department (IAD) of the Company led by the Chief Internal Auditor continues to conduct periodic and systematic audit of hotels. The objective of these audits is to ensure that the prescribed systems and procedures are consistently and correctly followed. The Internal Audit Department submits its report to the Audit Committee on a quarterly basis.

During 2014-2015, the Audit Committee was satisfied with the adequacy of the internal control systems and procedures of the Company.

The Company's Risk Management Committee comprises of the Executive Director and senior executives of the Company. The Risk Management Committee identifies potential risks associated with the Company's business and measures the Company's performance against each risk parameter. The Risk Management Committee keeps the Board informed of these risks and the measures taken by the Company to mitigate these risks.

During the year, the Risk Management Committee presented its findings to the Board. The Board was satisfied with the Company's performance against each of the identified risk factors.

Financial and Operating Performance

During the financial year 2014-2015, despite adverse market conditions and weak demand compounded by the excess supply of rooms, the Company has not only increased its revenue, but has also increased the EBIDTA.

During the financial year 2014-2015, the Company's Total Revenue was ₹ 2,315.35 million compared to ₹ 2,163.79 million in the previous year representing an increase of about 7%.

Earnings Before Interest, Depreciation, Taxation, Exceptional items and Amortization (EBIDTA) was ₹ 677.75 million as compared to ₹ 627.63 million in the previous year. This represents an increase of about 8%.

Profit Before Tax was ₹ 399.61 million compared to ₹ 382.30 million in the previous year which is an increase of about 5%.

The Profit After Tax was ₹ 247.27 million as compared to ₹ 235.61 million in the previous year which is an increase of about 5%.

The Company's business activity is limited to hotels.

Awards

Mr. P.R.S. Oberoi, Executive Chairman, The Oberoi Group was honoured with the prestigious Lifetime Achievement Award at The Forbes India Leadership Awards, 2014.

Some of the other major recognitions received by Oberoi Hotels & Resorts during the financial year have been:

Oberoi Hotels & Resorts was voted as the World's Leading Luxury Hotel Brand by the readers of *Travel + Leisure*, USA in July, 2014.

Oberoi Hotels & Resorts have been voted as the World's Leading Luxury Hotel Brand for the third consecutive year by World Travel Awards 2014.

Oberoi Hotels & Resorts has been awarded the 'Hotel Company of the Year, 2014' award by HIDEAWAYS, Germany.

HOTEL	AWARD	AWARDED BY
The Oberoi Rajvilās, Jaipur, Rajasthan, India	India's Leading Resort Top 15 Resorts in Asia (Ranked 4th)	World Travel Awards, 2014 <i>Travel+Leisure</i> Worlds Best Awards, Readers' Survey, 2014

Development in Human Resources and Industrial Relations

The belief that "people are the Company's greatest asset" drives the policies and practices of the Company and the *The Oberoi Group* as a whole. The Company continuously strives to stand by the Key Principles enshrined in The Oberoi People Philosophy.

1. Compensation and Grade Restructuring

"Our compensation philosophy will enable us to recruit and retain the best and the most highly motivated talent, and will encourage the highest level of performance amongst our employees through result based reward and recognition, and be related to the Company's overall business performance."

The Oberoi Group has formulated a compensation and grade rationalization exercise to drive individual and Company performance and address the needs and career aspirations and growth of its employees. A separate Sales Incentive Plan has been introduced to motivate and drive better sales performance across the Company.

2. Performance Management System

"To inculcate a culture of personal growth and organizational excellence based on principles of performance based results."

The Oberoi Group Performance Management System has been re-designed. The Objective is to ensure that the person appraised appreciates the appraisal outcome to be objective, transparent and linked to the competencies required to perform well and develop.

The group has transitioned to a Balanced Scorecard based performance management system. The rating scale has been modified to allow for appropriate linkages to variable pay. This should enable better performance differentiation and alignment of the individual's performance to the Company's objectives.

3. Learning and Development

"We will aim for world class managerial and technical excellence using continuous learning and development to support the business and encourage growth from within."

The Oberoi Centre of Learning and Development (OCLD) remained focused on its core programmes - the two-year Post Graduate Management Programme and the three-year Undergraduate STEP (Systematic Training and Education) Programme. Several training modules which form a part of the academic curricula of the Management Programmes were redesigned to align them with the needs of the organisation and the expectations from our graduating Assistant Managers.

Gurukul, a five day "Train the Trainer" workshop was designed for Human Resource and Training Managers from all Oberoi and Trident hotels. The objective of Gurukul was to enable Human Resource and Training Managers to conduct Emotional Intelligence based training programmes for all guest contact employees. These training programmes equip participants with the skills and tools to personalize the guest experience and enhance guest satisfaction.

Chefs at The Oberoi Centre of Learning and Development conducted Culinary Workshops at The Centre, traveled to various hotels, created training opportunities for Chefs and contributed to Rivayaat – the Chefs Conclave.

The Oberoi Centre of Learning and Development also launched SOAR (Start with Oberoi and Rise), the country's only structured and branded programme designed for Industrial Trainees. This will reinforce The Oberoi Group's positioning as the preferred employer in the hospitality industry.

Multiple Small Improvement Teams (SIT) have been formed in all the hotels of The Oberoi Group. Each Small Improvement Team is tasked with a singular objective. The objective may be to improve the guest experience, team engagement or department / hotel profitability. The SIT consists of team members and is facilitated by an Operations / Training Manager.

4. Whistle Blower Policy

The Company is committed to adhering to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

Industrial Relations remained stable throughout the year.

As on 31st March, 2015, the number of people employed by the Group was 9974.

For and on behalf of the Board

New Delhi
28th May, 2015

VIKRAM OBEROI
Managing Director

P.R.S. OBEROI
Chairman

REPORT ON CORPORATE GOVERNANCE

1. The Company's Philosophy on Code of Governance

The Company's philosophy on Governance is documented in **"The Oberoi Dharma"**, which is the fundamental Code of Conduct of the Company and in its **"Mission Statement"**.

The texts of **"The Oberoi Dharma"** and the **"Mission Statement"** appear on pages 4 and 5 of this Annual Report.

2. Board of Directors

As at 31st March, 2015, the Company had nine Directors on the Board. Mr. Vikram Oberoi is the Managing Director of the Company. Of the eight Non-executive Directors, five are Independent Directors.

The Board met five times during the Financial Year, *ie.* on 29th May, 2014, 8th August, 2014, 31st October, 2014, 29th January, 2015 and 25th March, 2015.

Details of attendance of Directors at Board Meetings during the Financial Year and at the Company's thirty-first Annual General Meetings together with the number of directorships and committee memberships held by them are as follows:

Name	Designation	Category	Attendance at		@ No. of other directorships held in Indian public limited companies	© No. of Board Committees (other than EIH Associated Hotels Limited)
			Board Meetings	Last AGM		
Mr. P.R.S. Oberoi	Chairman	Non-executive Non-Independent	4	No	6	1
Mr. S.S. Mukherji	Vice Chairman	Non-executive Non-Independent	5	Yes	2	1
Mr. Vikram Oberoi	Managing Director	Executive	5	Yes	3	2
Mr. Rajan Raheja	Director	Non-executive Non-Independent	1	No	6	2
Mr. Anil Nehru	Director	Non-executive Independent	5	Yes	4	1*
Mr. L. Ganesh	Director	Non-executive Independent	5#	Yes	7	5*
Mr. Sudipto Sarkar	Director	Non-executive Independent	4	Yes	5	3
Mr. Rajesh Kapadia	Director	Non-executive Independent	2#	No	8	8**
Ms. Radhika Vijay Haribhakti	Director	Non-executive Independent	4#	N/A	5	3

Attended one meeting by video-conferencing

@ Excludes directorships in Private Limited Companies, Foreign Companies and Section 8 Companies

© Only Audit Committee and Stakeholders' Relationship Committee has been considered as per Clause 49 of the Listing Agreement

* Chairperson of one Committee

** Chairperson of three Committees

The Board re-appointed Mr. Vikram Oberoi as the Managing Director of the Company for a term of 5 years, effective 23rd June, 2015. The re-appointment requires approval of the Shareholders, for which a Resolution has been included in the Notice convening the forthcoming Annual General Meeting. The particulars of Mr. Vikram Oberoi are given in the Annexure to the Notice convening the Meeting.

Mr. S.S. Mukherji retires by rotation at the forthcoming thirty-second Annual General Meeting. He is eligible for re-appointment. The particulars of Mr. S.S. Mukherji are enclosed as Annexure to the Notice convening the thirty-second Annual General Meeting.

Ms. Radhika Vijay Haribhakti was appointed as an Additional Director by the Board. Pursuant to Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and Clause 49II(B)(3) of the Listing Agreement, Ms. Haribhakti was proposed to be appointed as an Independent Director for a term of five consecutive years subject to approval of the Shareholders by means of postal ballot. Ms. Radhika Vijay Haribhakti's appointment was confirmed by the Shareholders by passing a Resolution by way of postal ballot, results of which were declared by the Company on 22nd May, 2015.

Mr. Anil Nehru, Mr. L.Ganesh, Mr. Sudipto Sarkar and Mr. Rajesh Kapadia were appointed as Independent Directors for a term comprising of five consecutive years by the Shareholders at the Annual General Meeting held on 8th August, 2014.

Mr. Rajan Raheja resigned from the Board of Directors of the Company with effect from 28th April, 2015. Mr. Raheja also ceased to be a member of the Audit Committee from even date.

Mr. Akshay Raheja has been appointed as a Non-executive Non-Independent Director on the Company's Board with effect from 28th May, 2015.

All Directors and members of the senior management personnel have, as on 31st March, 2015 affirmed their compliance with:

- *The Oberoi Dharma*, the fundamental code of conduct for all members of The Oberoi Group and
- The Company's Code of Conduct for prevention of insider trading in its shares.

3. Audit Committee

Composition, Meetings and Attendance

As at 31st March, 2015 the Audit Committee consisted of five Board members, viz. Mr. Anil Nehru, Mr. L. Ganesh, Mr. Rajan Raheja, Mr. Rajesh Kapadia and Mr. Sudipto Sarkar.

Mr. Rajan Raheja ceased to be a member of the Audit Committee with effect from 28th April, 2015. The Board inducted Mr. Akshay Raheja as a member of the Committee on 28th May, 2015.

All members of the Committee are Non-executive Directors. Four of the members are Independent Directors. The quorum for an audit committee meeting is two members personally present. Mr. Anil Nehru is the Chairperson

of the Committee. Mr. Nehru has vast industry experience. The other Members of the Committee are erudite persons possessing years of experience and financial expertise within the meaning of Explanation (i) to Clause 49 III(A)(2) of the Listing Agreement.

The Committee met on four occasions during the financial year, ie. on 29th May, 2014, 8th August, 2014, 31st October, 2014 and 29th January, 2015. Mr. Anil Nehru, Mr. L. Ganesh and Mr. Sudipto Sarkar attended all four meetings. Mr. Rajesh Kapadia attended two meetings of which one was attended by video-conferencing. Mr. Rajan Raheja attended one meeting.

The Statutory Auditors, Chief Internal Auditor and the Chief Financial Officer remain present at the meetings of the Audit Committee. Mr. S.S. Mukherji, Vice Chairman and Mr. Vikram Oberoi, Managing Director, are invitees to the Committee meetings.

The Company Secretary acts as Secretary to the Committee.

Terms of Reference

The terms of reference of the Audit Committee are in accordance with those specified in Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.

4. Stakeholders' Relationship Committee

Composition, Meetings and Attendance

The Stakeholders' Relationship Committee comprises of four Directors, *viz.* Mr. P.R.S. Oberoi, Mr. S.S. Mukherji, Mr. Vikram Oberoi and Mr. Sudipto Sarkar. The Company Secretary, who is also the Compliance Officer of the Company, acts as Secretary to the Committee.

The quorum for a meeting is two Directors personally present. Mr. P.R.S. Oberoi, Chairman of the Board or a Non-executive Director, chairs these meetings.

The Committee met on four occasions during the financial year, ie. on 29th May, 2014, 8th August, 2014, 31st October, 2014 and 29th January, 2015. Mr. P.R.S. Oberoi chaired three meetings. Mr. S.S. Mukherji chaired one out of all four meetings which he had attended. Mr. Vikram Oberoi and Mr. Sudipto Sarkar attended all four meetings.

Terms of Reference

The Committee monitors the Company's response to investor complaints. It has also been authorized to approve the issue of duplicate share certificates in lieu of those lost or destroyed.

In accordance with the provisions of Clause 49VIII (E)(5) of the Listing Agreement, the power to approve transfers, transmissions, etc. of shares in the physical form has been delegated to the Share Transfer Agent (STA).

As on 31st March, 2015, there was no pending request for dematerialisation or for physical transfer of shares. There were no pending complaints from the stakeholders as on 31st March, 2015.

5. Nomination and Remuneration Committee

Composition, Meetings and Attendance

The Company has constituted the Nomination and Remuneration Committee of the Board in accordance with Section 178 of the Companies Act, 2013.

The Committee comprises of three Non-executive Directors, *viz.* Mr. S.S. Mukherji, Mr. Sudipto Sarkar and Mr. Anil Nehru of which, two Directors, namely, Mr. Anil Nehru and Mr. Sudipto Sarkar are independent.

The quorum for a meeting is two Directors personally present. Mr. Sudipto Sarkar is the Chairperson of the Committee. The Company Secretary acts as Secretary to the Committee.

The Committee met thrice during the financial year, *ie.* on 29th May, 2014, 31st October, 2014 and 29th January, 2015. Mr. Sudipto Sarkar chaired all three meetings. Mr. S.S. Mukherji and Mr. Anil Nehru attended all the meetings.

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee and its role is as prescribed in sub-sections (3) and (4) of Section 178 of the Companies Act, 2013 and clause 49 of the Listing Agreement. The terms of reference *inter alia* include facilitating the carrying out of evaluation of the Board, its Committees and every Director's performance.

The Nomination and Remuneration Committee has formulated and adopted the following policies in accordance with the aforesaid provisions:

- (i) Directors' Appointment and Remuneration Policy;
- (ii) Senior Management Personnel (excluding Executive Directors') Appointment and Remuneration Policy.

The aforesaid policies have been annexed with the Directors' Report and are also available on the Company's website www.eihassociatedhotels.in

6. Corporate Social Responsibility Committee

Composition, Meetings and Attendance

The Corporate Social Responsibility Committee ("CSR Committee") of the Board, constituted in accordance with Section 135 of the Companies Act, 2013 comprises of three Directors, *viz.* Mr. S.S. Mukherji, Mr. Vikram Oberoi and Mr. Sudipto Sarkar.

The quorum for a meeting of the CSR Committee is two members. Mr. S.S. Mukherji is the Chairperson of the Committee. The Company Secretary acts as Secretary to the Committee.

The Committee met on two occasions during the financial year, *ie.* on 21st August, 2014 and 6th January, 2015. Mr. S.S. Mukherji chaired both the meetings. Mr. Vikram Oberoi attended both the meetings and Mr. Sudipto Sarkar attended only one meeting.

Terms of Reference

The terms of reference of the CSR Committee is to formulate CSR Policy and to

undertake CSR initiatives in accordance with Section 135 read with Schedule VII to the Companies Act, 2013 and Companies (Corporate Social Responsibility Policies) Rules, 2014.

7. General Body Meetings

(i) Particulars of past three Annual General Meetings

Financial Year ended	Location	Date	Time	Number of Special Resolutions passed
31st March, 2012	Trident, Chennai	Thursday, 9th August, 2012	3.30 P.M.	Nil
31st March, 2013		Thursday, 8th August, 2013	3.30 P.M.	Nil
31st March, 2014		Friday, 8th August, 2014	3.30 P.M.	Enhancement of the Company's overall borrowing limit and power to create mortgage(s) and/or charge(s) on the undertakings of the Company

(ii) Whether any Special Resolution passed last year through postal ballot

No Special Resolution was passed by postal ballot during the Financial Year 2014-2015.

(iii) Proposal to pass any Special Resolution through postal ballot

On 22nd May, 2015, two Special Resolutions were passed by Postal Ballot with requisite majority (99.999% votes in favour of the Resolutions) approving the adoption of a new set of Memorandum and Articles of Association of the Company.

Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary appointed as the Scrutinizer, had conducted the postal ballot voting process in a fair and transparent manner.

The postal ballot was conducted as per the procedure set out in Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 of the Securities and Exchange Board of India (SEBI).

8. Remuneration of Directors

Apart from sitting fees, no remuneration is paid to the Directors. Directors who attend Board or Committee meetings are paid a sitting fee of ₹ 40,000 per meeting. During the financial year, the total amount paid to the Directors for attending the Board and Committee meetings amounted to ₹ 25,00,000.

9. General Disclosures

- (i) A summary of transactions with related parties, in the ordinary course of business, is placed before the Audit Committee;

- (ii) there were no material individual transactions with related parties that were not in the ordinary course of business during the financial year ended 31st March, 2015;
- (iii) there were no materially significant transactions during the financial year with related parties such as Promoters, Directors, key managerial personnel, relatives or subsidiary that could have potential conflict of interest with the Company;
- (iv) the mandatory disclosure of transactions with related parties, in compliance with the Accounting Standard (AS-18), form part of this Annual Report;
- (v) the number of shares held by the Non-executive Directors in the Company are as follows:

	Number of Shares
Mr. P.R.S. Oberoi	50820
Mr. S.S.Mukherji	10000
Mr. Rajan Raheja	46666

None of the other Non-executive Directors hold any shares in the Company;

- (vi) in preparing the Annual Accounts in respect of the financial year ended 31st March, 2015, no accounting treatment was different from that prescribed in the Accounting Standards. The significant accounting policies which are consistently applied have been set out in the Notes to the financial statements;
- (vii) there was no instance of non-compliance on any matter relating to the capital markets during the past three years;
- (viii) the Company has adopted a Code of Conduct for Prevention of Insider Trading in the shares of the Company for Directors and other identified persons in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (ix) the Company has a Whistle Blower Policy in place which can be accessed on the Company's website www.eihassociatedhotels.in. It is affirmed that no personnel has been denied access to the Chairman of the Audit Committee in terms of the Policy, During the year, Nil complaints were filed under the said Policy;
- (x) The Company does not have any 'material subsidiary';
- (xi) the Company has a policy on Related Party Transactions. The Policy can be accessed on the Company's website at www.eihassociatedhotels.in;
- (xii) the Company has a familiarization program for the Independent Directors, which is provided as part of the Director's Appointment and Remuneration Policy. The Policy can be accessed on the Company's website at www.eihassociatedhotels.in

- (xiii) the Independent Directors met on 25th March, 2015 to review the performance of the Non-Independent Directors, the Board as a whole and its Chairperson and also assess the quality, quantity and timeliness of flow of information between the Company Management and the Board;
- (xiv) the Company has put in place a Board Evaluation process. A note on the same is provided in the Directors' Report;
- (xv) the Company has put in place adequate internal control systems and procedures including adequate financial controls with reference to the Financial Statements;
- (xvi) the Company has put in place a Risk Management Committee comprising of the Executive Director and senior executives of the Company, which identifies potential risks associated with the Company's business and takes step to mitigate such risks. The Company is not required to constitute a Board Committee on Risk Management; and
- (xvii) no fresh issue of shares took place during the financial year ended 31st March, 2015.

10. Means of Communication

Annual report in respect of each financial year are mailed to all shareholders in the month of July of each calendar year. Each report contains the annual accounts of the company in respect of the financial year with the Directors' and Auditor's reports. Also included in each annual report is the notice convening the Annual General Meeting, the financial year's corporate governance report and the cash flow statement together with the corresponding reports of the auditors, the consolidated accounts and the Auditor's report thereon. The financial results of the company were officially released or will be released in accordance with the following schedule:

Sl. No.	Nature of Communication	Media used for Publication	Dates of publication	Forwarded/to be forwarded to Stock exchanges on
1	Quarterly Unaudited Financial Statements (First Quarter 2014-2015)	Newspapers	30.05.2014	29.05.2014
2	Half-yearly Unaudited Financial Statements (Second Quarter 2014-2015)	Newspapers	09.08.2014	08.08.2014
3	Quarterly Unaudited Financial Unaudited Statements (Third Quarter 2014-2015)	Newspapers	01.11.2014	31.10.2014
4	Publication of Annual Audited Results 2014-2015 in accordance with Clause 41 of the Listing Agreement	Newspapers	On or before 30.05.2015	28.05.2015

The financial results are published in The Indian Express, The Financial Express, Business Standard and *Makkal Kural*.

All corporate information filed by the Company with the stock exchanges are uploaded on <https://www.connect2nse.com/LISTING/> (NSE) and <http://listing.bseindia.com/> (BSE) and can be viewed on

<http://www.nseindia.com> and <http://www.bseindia.com> of the respective stock exchange(s). Such information is also available on the Company's website www.eihassociatedhotels.in.

The Management Discussion and Analysis in respect of the financial year under review forms part of the Directors' Report.

11. General Information to Shareholders

a. **The Thirty-second Annual General Meeting will be held on Friday, 7th August, 2015, at Trident, Chennai.**

b. **The tentative financial calendar is as follows:**

Audited Annual Accounts 2014-2015	Thursday, 28th May, 2015
Mailing of Annual Report for 2014-2015	On/before Saturday, 11th July, 2015
Unaudited First Quarter Financial Results 2014-2015	Friday, 7th August, 2015
Thirty-second Annual General Meeting	Friday, 7th August, 2015
Payment of Dividend 2014-2015	Saturday, 8th August, 2015
Unaudited Second Quarter Financial Results 2015-2016	Friday, 6th November, 2015

c. **Register of Shareholders**

The Register of Shareholders will remain closed from Friday, 24th July, 2015 to Friday, 7th August, 2015, both days inclusive.

d. **Payment of Dividend**

Warrants relating to dividend in respect of the financial year 2014-2015, if declared by the Company at the Thirty-second Annual General Meeting, will be despatched on Saturday, 8th August, 2015, to those Shareholders whose names will appear in the Register of Shareholders of the Company as at the close of business hours on Thursday, 23rd July, 2015. For those Shareholders holding shares in dematerialised mode, dividend will be credited in the account by means of Electronic Clearing System (ECS).

e. **Listing of Equity Shares on the Stock Exchanges**

As on 31st March, 2015, the shares of the Company were listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited, Mumbai. The respective Stock Codes of the above Stock Exchanges are:

BSE	523127
National	EIHAHOTELS

The ISIN Number of the Company's shares in the dematerialized mode is INE276C01014.

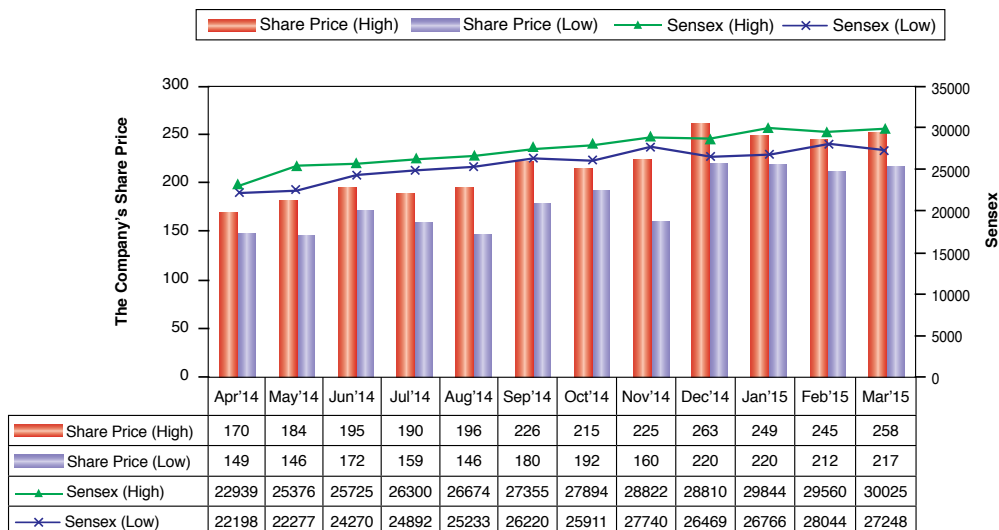
There are no arrears of Listing Fees.

Pursuant to an application for Voluntary Delisting of Shares filed by the Company in terms of Regulations 6(a) and 7 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, the Company's Shares were delisted from Madras Stock Exchange Limited with effect from 25th September, 2014.

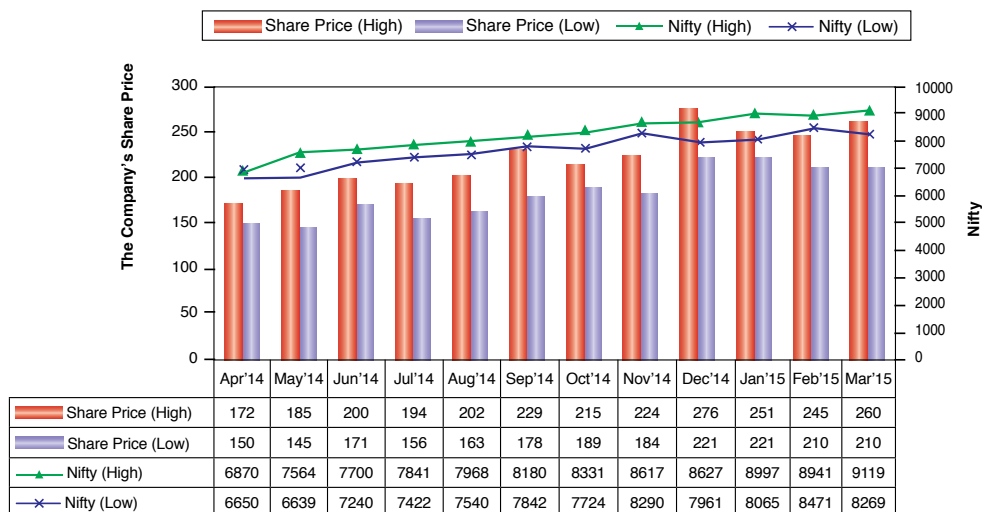
f. **Market Price of the Company's Share vis-à-vis Sensex and Nifty (in Rupees)**

The Company's monthly share price pattern during the financial year vis-à-vis the Sensex and the Nifty have been as under:

A. The Company's Share Price vis-à-vis Sensex



B. The Company's Share Price vis-à-vis Nifty



- g. In accordance with Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, the Annual Report and Accounts, Annual General Meeting Notices, postal ballot notice, circulars, etc. are sent by electronic transmission to those shareholders whose e-mail addresses are made available to the Company by its shareholders and the depository. Documents e-mailed to shareholders are available on the Company's website www.eihassociatedhotels.in to enable shareholders read and download a copy. Physical copies of the documents are sent to those Shareholders who make a specific request in writing for the same. In respect of the year 2014-2015, the Company will follow the same procedure.

12. Share Transfer System

The Investors Services Division of EIH Limited is ISO 9001-2008 certified and is registered with SEBI as a Category II – Share Transfer Agent (STA). The SEBI Registration No. allotted to the STA is Category II - INR000003779. Requests for dematerialization and rematerialisation of shares should be sent to the STA at the following address:

EIH Limited
7, Sham Nath Marg
Delhi- 110 054
Telephone: 91-11-2389 0505
Fascimile: 91-33- 2389 0605
Email ID: isdho@oberoigroup.com
invcom@tridenthotels.com

The Company's shares are traded on the stock exchanges in dematerialized form. Shareholders are requested to ensure that their depository participants ("DPs") promptly send physical documents, ie. Dematerialisation Request Form ("DRF"), share certificates, etc. to the STA by giving the Dematerialisation Request Number ("DRN"). Documents of transfer in physical form, ie. the transfer deeds, share certificates, etc. should similarly be sent to the STA.

As on 31st March, 2015, 30.19 million shares of the Company, representing 99.08% of the total shares issued, were held in the dematerialised form and 0.28 million shares representing 0.92% of the total issued shares were held in physical form. A total of 4447 (76.88 %) shareholders have up to 31st March, 2015, dematerialised their shareholdings, while the balance 1337 (23.12%) shareholders continue to hold shares in the physical form.

13. Distribution of Shareholding as on 31st March, 2015

Shareholding Range	No. of Shareholders	% of Shareholders	No. of shares (in million)	% of Shareholding
1-1000	5526	95.54	0.78	2.53
1001-5000	186	3.22	0.41	1.35
5001-10000	28	0.48	0.21	0.68
10001-50000	26	0.45	0.53	1.76
50001-100000	7	0.12	0.41	1.36
100001 and above	11	0.19	28.13	92.32
Total	5784	100.00	30.47	100.00

14. Pattern of Shareholding as on 31st March, 2015

Category	No. of shares held (in million)	Percentage of shareholding
A. Promoter Holding	22.85	75
B. Non-Promoter Holding		
Institutional Investors		
a. Mutual Funds/UTI	0.01	0.05
b. Banks, Financial Institutions, and Insurance companies	0.01	0.04
c. FIIs	4.35	14.25
Sub Total	4.37	14.34
Non-Institutional Investors		
a. Private Bodies Corporate	0.29	0.95
b. Indian Individuals	2.83	9.29
c. NRIs/OCBs	0.13	0.42
Sub Total	3.25	10.66
Total Non-Promoter Holding	7.62	25.00
Grand Total	30.47	100.00

15. Unclaimed Dividends

All unclaimed dividends up to and including the financial year ended 31st March, 2007, have been transferred either to the General Revenue Account of the Central Government or to the Investor Education and Protection Fund ("IEPF") as mandated under law.

Pursuant to Section 125 (2) of the Companies Act, 1956 read with Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 ("IEPF Rules"), the Company had filed Form 5 INV with Ministry of Corporate Affairs giving detailed information on unclaimed dividends for the years 2008, 2009, 2010, 2011, 2012, 2013 and 2014 as required under the IEPF Rules. The year-wise unclaimed dividend position as on 31st March, 2015 are as under:

Year	No of Shareholders	Unclaimed Amount ₹ Million
2008	324	0.17
2009	469	0.11
2010	511	0.13
2011	552	0.24
2012	513	0.29
2013	577	0.11
2014	551	0.33

The information has also been uploaded on the Company's website www.eihassociatedhotels.in.

Shareholders who have not encashed their Dividend Warrants relating to the subsequent financial years are reminded by the Share Transfer Agent from time to time to claim their dividends before transfer to the IEPF. Under the extant provisions of the Companies Act, 2013, no claims shall lie against the IEPF or the Company in respect of individual dividend amount which remained unclaimed for a period of 7 years from the date of disbursement. Therefore, Shareholders who have not encashed their Dividend Warrants relating to the Financial Year ended 31st March, 2008 and subsequent years are requested to contact the Share Transfer Agent.

16. Location of Hotels

- i) The Oberoi Cecil, Shimla
- ii) The Oberoi Rajvilas, Jaipur
- iii) Trident, Agra
- iv) Trident, Bhubaneshwar
- v) Trident, Chennai
- vi) Trident, Jaipur
- vii) Trident, Udaipur
- viii) Trident, Cochin

17. Address for Correspondence

EIH Associated Hotels Limited
1/24, G.S.T. Road
Meenambakkam
Chennai - 600 027

Telephone No. 91-44-2234-4747

Fax No. 91-44-2234 4985

91-44-2234 6699

E-mail: indrani.ray@oberoigroup.com

18. Compliance with Clause 47(f) of the Listing Agreement

In compliance with the provisions of Clause 47(f) of the Listing Agreement, a separate e-mail ID invcom@tridenthotels.com operates as a dedicated ID solely for the purpose of registering investor complaints.

19. Reconciliation of Share Capital Audit

As required by the Securities and Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditor's Certificate in regard to the same is submitted to BSE Limited and NSE Limited and is also placed before the Board of Directors.

20. Information pursuant to Clause 49(VIII)(E)(1) of the Listing Agreement

Information pursuant to Clause 49(VIII)(E)(1) of the Listing Agreement pertaining to particulars of the Director to be re-appointed at the forthcoming Annual General Meeting is enclosed as an Appendix to the Notice convening the Annual General Meeting.

21. Compliance Certificate of the Auditors

The Company has obtained a Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. The Certificate is annexed.

For and on behalf of the Board

New Delhi
28th May, 2015

VIKRAM OBEROI
Managing Director

P.R.S.OBEROI
Chairman

Declaration by the Managing Director under Clause 49(II)(E)(2) of Listing Agreement regarding adherence to the Code of Conduct

In accordance with sub-clause (II)(E)(2) of Clause 49 of the Listing Agreement with the Stock Exchanges, I hereby confirm that all Directors and senior management personnel of the Company have affirmed compliance with *The Oberoi Dharma*, the code of conduct, as applicable to them, for the financial year ended 31st March, 2015.

New Delhi
28th May, 2015

VIKRAM OBEROI
Managing Director

AUDITOR'S CERTIFICATE

To
The Members of
EIH Associated Hotels Limited

We have examined the compliance of conditions of Corporate Governance by **EIH Associated Hotels Limited** ("the Company") for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

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

For RAY & RAY
Chartered Accountants
Firm's Registration Number 301072E

A.K. SHARMA
Partner
Membership Number 80085

New Delhi
28th May, 2015

INDEPENDENT AUDITOR'S REPORT

To
The Members of
EIH Associated Hotels Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **EIH Associated Hotels Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information in which are incorporated the Returns for the year ended on that date, audited by the branch auditors of the Company's branch at Cochin.

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 Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements on a going concern basis that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and consistent application of appropriate accounting policies and making judgements and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that operate effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not

for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Other Matters

We did not audit the financial statements of Cochin branch included in the financial statements of the Company whose financial statements reflect total assets of ₹ 295.62 million as at 31st March, 2015 and total revenue of ₹ 108.55 million for the year ended on that date, as considered in the financial statements. The financial statements of this branch have been audited by the branch auditors whose report has been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of this branch, is based solely on the report of such branch auditors.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013 ('the Act'), we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branch not visited by us.
 - (c) The report on the account of branch office of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.

- (d) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account and with the returns received from the branch not visited by us.
- (e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (f) On the basis of written representations received from the Directors as on 31st March, 2015 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2015 from being appointed as a Director in terms of Section 164(2) of the Act.
- (g) We 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 litigation on its financial position in its financial statements in respect of claims and demands on the Company which are being contested as mentioned in Note 28(a).
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For RAY & RAY
Chartered Accountants
Firm's Registration Number 301072E

A.K. SHARMA
Partner
Membership Number 80085

New Delhi
28th May, 2015

ANNEXURE TO AUDITORS' REPORT

The Annexure referred to in paragraph 1 under the heading 'Report on other Legal and Regulatory Requirements' of our report at even date

- i (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) Some fixed assets of the Company have been physically verified by the management during the year as a part of a regular programme of verification which, in our opinion is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies noticed on such verification which were not material have been properly dealt with in the books of accounts.
- ii (a) As explained to us, the inventories have been physically verified by the Management during the year at reasonable intervals. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material in relation to the operations of the Company.
- iii The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Consequently, clauses [iii](a) and (b) of paragraph 3 of the aforesaid Order are not applicable.
- iv In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the Company.
- v In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year.
- vi The Central Government has not prescribed maintenance of cost records under Section 148(1) of the Act for the Company.
- vii (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax/Value Added tax, Wealth-tax, Service tax, Customs duty, Excise duty, Cess and other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, there are no

undisputed amounts payable in respect of Income tax, Wealth tax, Sales tax/Value Added tax, Duty of Customs, Service tax, Excise duty and Cess and other statutory dues which were outstanding as at 31st March, 2015 for a period of more than six months from the date they became payable.

- (c) According to the information and explanations given to us, there are no dues of Income tax, Sales tax/Value Added tax, Wealth tax, Service tax, Duty of Customs, Excise duty and Cess which have not been deposited as at 31st March, 2015 on account of any dispute other than the disputed Income tax, Sales tax/Value Added tax, Service tax, Luxury tax and Excise duty as indicated below:

Name of the statute	Nature of the dues	Amount in Millions	Period to which the amount relates	Forum where pending
Tamil Nadu Tax on Luxuries Act, 1981	Luxury Tax	14.55	2007-2008 to 2011-2012	Assistant Commissioner, Chennai
The Himachal Pradesh Tax on Luxuries (in hotels & lodging houses) Act, 1979	Luxury Tax	2.50	2008-2009 to 2011-2012	Himachal Pradesh High Court
Rajasthan Tax on Luxuries (In Hotels and Lodging House) Act, 1990	Luxury Tax	12.54	2010-2011 to 2013-2014	Additional Commissioner (Appeals) Commercial Taxes Udaipur
Central Excise Act, 1944	Excise Duty	0.08	2006-2007 to 2007-2008	CESTAT Delhi
Value Added Tax on various States	Value Added Tax	0.12	2007-2008	Allahabad High Court
	Value Added Tax	1.02	1996-1997, 1997-1998, 2010-2011	VAT Commissioner, Agra
	Value Added Tax	0.56	1996-1997, 1997-1998, 1999-2000	Orissa High Court and VAT Tribunal, Orissa
	Value Added Tax	6.45	2006-2007 to 2011-2012	Assistant Commissioner and Deputy Commissioner Chennai
	Value Added Tax (VAT) on Service Tax	4.95	2011-2012 to 2013-2014	Deputy Commissioner (Appeals), Commercial Taxes, Jaipur
	Value Added Tax (VAT) on Service Tax	7.17	2011-2012 to 2013-2014	Additional Commissioner (Appeals), Commercial Taxes, Udaipur
	Value Added Tax (VAT) on Service Tax	5.85	2011-2012 to 2013-2014	Deputy Commissioner (Appeals), Commercial Taxes, Jaipur

Service Tax	Service Tax	0.18	2007-2008 to 2012-2013	The Company is in the process of filing an appeal before the Commissioner Service Tax, Agra
	Service Tax	1.23	2005-2008	Commissioner, Service Tax, Chennai
	Service Tax	8.48	2010-2011	Commissioner, Service Tax, Chennai
	Service Tax	28.03	2011-2012	CESTAT, Delhi
	Service Tax	14.19	April, 2008 to September, 2011	CESTAT, Delhi
	Service Tax	17.64	May, 2011 to March, 2012	CESTAT, Delhi
	Service Tax	2.32	April, 2012 to June, 2012	Joint Commissioner, Service Tax, Jaipur
	Service Tax	0.29	July, 2012 to March, 2013	Joint Commissioner, Service Tax, Jaipur
Income Tax Act, 1961	Income Tax	17.16	2007-2008, 2009-2010 to 2011-2012	Commissioner of Income Tax (Appeals)

- d) According to the records of the Company the amount which was required to be transferred to Investor Education and Protection Fund has been transferred as per the requirement of clause (vii)(c) of paragraph 3 of this Order.
- viii The Company does not have accumulated losses and has not incurred any cash loss during the year covered by our Report and in the immediately preceding financial year.
- ix In our opinion and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and banks. The Company has no debenture holder.
- x According to the information and explanations given to us the Company has not given any guarantee for loans taken by others from bank or financial institutions during the year.
- xi In our opinion and according to the information and explanations given to us, the term loans raised by the Company have been applied for the purpose for which they were obtained.
- xii According to the information and explanations given to us no material fraud on or by the Company have been noticed or reported during the course of our audit.

For RAY & RAY
Chartered Accountants
Firm's Registration Number 301072E

A.K. SHARMA
Partner
Membership Number 80085

New Delhi
28th May, 2015

Balance Sheet

as at 31st March, 2015

			As at 31st March	
	Note	Rupees Million	2015 Rupees Million	2014 Rupees Million
I. EQUITY AND LIABILITIES				
(1) SHAREHOLDERS' FUNDS				
a) Share Capital	2	304.68		304.68
b) Reserves and Surplus	3	1,857.00		1,807.98
			2,161.68	2,112.66
(2) NON-CURRENT LIABILITIES				
a) Long Term Borrowings	4	203.39		306.69
b) Deferred Tax Liabilities (Net)	5	419.68		320.77
c) Other Long Term Liabilities	6	1.11		1.05
d) Long Term Provisions	7	10.81		8.58
			634.99	637.09
(3) CURRENT LIABILITIES				
a) Short Term Borrowings	8	321.21		325.87
b) Trade Payables	9	245.88		217.24
c) Other Current Liabilities	10	184.97		172.97
d) Short Term Provisions	11	424.33		357.46
			1,176.39	1,073.54
TOTAL			3,973.06	3,823.29
II. ASSETS				
(1) NON-CURRENT ASSETS				
a) Fixed Assets	12			
i) Tangible Assets		2,630.34		2,710.64
ii) Intangible Assets		0.65		0.08
iii) Capital Work-In-Progress		4.85		10.30
iv) Intangible Assets - Computer Software (Under Development and Implementation)		7.62		-
		2,643.46		2,721.02
b) Non-Current Investments	13	9.04		9.04
c) Long Term Loans and Advances	14	74.06		85.62
d) Other Non-Current Assets	15	0.48		0.45
			2,727.04	2,816.13
(2) CURRENT ASSETS				
a) Inventories	16	96.36		88.61
b) Trade Receivables	17	258.94		183.98
c) Cash and Bank Balances	18	74.85		71.52
d) Short Term Loans and Advances	19	808.93		653.66
e) Other Current Assets	20	6.94		9.39
			1,246.02	1,007.16
TOTAL			3,973.06	3,823.29

Significant Accounting Policies 1

The notes are an integral part of these Financial Statements

This is the Balance Sheet referred
to in our report of even date.

For RAY & RAY
Chartered Accountants

A.K. SHARMA
Partner
Membership Number 80085
New Delhi, 28th May, 2015

P.R.S. OBEROI
Chairman
SAMIDH DAS
Chief Financial Officer

VIKRAM OBEROI
Managing Director
INDRANI RAY
Company Secretary

ANIL NEHRU
Director

Statement of Profit and Loss for the year ended 31st March, 2015

		Year ended 31st March	
	Note	2015 Rupees Million	2014 Rupees Million
I. Revenue from Operations	21	2,301.46	2,158.75
II. Other Income	22	13.89	5.04
III. Total Revenue (I + II)		2,315.35	2,163.79
IV. Expenses :			
Cost of Materials Consumed	23	165.78	161.38
Employee Benefits Expense	24	424.17	390.04
Finance Costs	25	88.56	111.29
Depreciation and Amortization Expense	26	189.58	134.04
Other Expenses	27	1,047.65	984.74
Total Expenses		1,915.74	1,781.49
V. Profit Before Taxation (III-IV)		399.61	382.30
VI. Tax Expense			
Current Tax		83.80	80.30
Less: MAT Credit Entitlement		83.80	80.30
Net Current Tax		-	-
Adjustment of Income tax for earlier years		8.00	-
Deferred Tax		144.34	146.69
		152.34	146.69
VII. Profit for the Year (V-VI)		247.27	235.61
VIII. Earnings Per Equity Share :	36		
(1) Basic		8.12	7.73
(2) Diluted		8.12	7.73

The notes are an integral part of these
Financial Statements

This is the Statement of Profit and Loss referred
to in our report of even date.

For RAY & RAY
Chartered Accountants

A.K. SHARMA
Partner
Membership Number 80085
New Delhi, 28th May, 2015

P.R.S. OBEROI
Chairman

SAMIDH DAS
Chief Financial Officer

VIKRAM OBEROI
Managing Director

INDRANI RAY
Company Secretary

ANIL NEHRU
Director

Cash Flow Statement

	Year ended 31st March	
	2015	2014
	Rupees	Rupees
	Million	Million
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Taxation	399.61	382.30
Adjustments for :		
Depreciation and Amortisation Expenses	189.58	134.04
Finance Costs	88.56	111.29
Wealth Tax	0.05	0.05
Loss on sale of Fixed Assets (net)	12.03	3.29
Interest Income	(7.71)	(3.35)
Dividend Income	-	(0.12)
Provisions & liabilities no longer required, written back	(6.17)	(1.55)
Operating Profit before Working Capital Changes	675.95	625.95
Adjustments for :		
Inventories	(7.75)	(8.08)
Trade and Other Receivables	(81.30)	(42.39)
Trade Payables	45.72	21.43
Cash Generated from Operations	632.62	596.91
(Payment)/Refund of Direct Taxes	(104.52)	(85.44)
Interest received on Income Tax refund	4.00	-
Cash Generated from Operating Activities	532.10	511.47
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets and Capital Advances	(251.29)	(88.14)
Sale of Fixed Assets	3.34	2.77
Amalgamation Expenses	-	(0.35)
Interest Received	3.71	3.36
Dividend Received	-	0.12
Cash used in Investing Activities	(244.24)	(82.24)

Cash Flow Statement – *Contd.*

	Year ended 31st March	
	2015	2014
	Rupees	Rupees
	Million	Million
C. CASH FLOW FROM FINANCING ACTIVITIES		
Share Issue Expenses	-	(1.35)
Interest Paid	(88.61)	(111.68)
Proceeds from Borrowings		
Term loan	375.00	-
Short Term Loan	-	325.87
Repayment of		
Term loan	(100.00)	(600.00)
Working Capital Demand Loan	(4.66)	(3.10)
Prepayment of Term Loan	(375.00)	-
(Increase) / Decrease in Other Bank balances	(0.55)	0.47
Dividend paid	(91.23)	(30.37)
Cash used in Financing Activities	(285.05)	(420.16)
Net (Decrease)/Increase in Cash and Cash Equivalents (A+B+C)	2.81	9.07
Cash and Cash Equivalents at the beginning of the year	70.64	61.57
Cash and Cash Equivalents at the end of the year	73.45	70.64

Notes:

1. The Cash Flow Statement has been prepared in indirect method.
2. Additions to Fixed Assets are stated inclusive of movements of Capital Work-in-Progress between the beginning and the end of the year and are treated as part of Investing Activities.

This is the Cash Flow Statement referred to in our report of even date.

For RAY & RAY
Chartered Accountants

A.K. SHARMA
Partner
Membership Number 80085
New Delhi, 28th May, 2015

P.R.S. OBEROI
Chairman

SAMIDH DAS
Chief Financial Officer

VIKRAM OBEROI
Managing Director

INDRANI RAY
Company Secretary

ANIL NEHRU
Director

Notes to the Accounts

1. SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These Financial Statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards prescribed under section 133 of the Companies Act, 2013 ('The Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Act (to the extent notified).

The Financial Statements are prepared on accrual basis under historical cost convention except for certain Fixed Assets which are carried at revalued amounts and on going concern basis.

USE OF ESTIMATES

In preparing the Financial Statements in conformity with accounting principles generally accepted in India, Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of Financial Statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognised in the period the same is determined.

REVENUE RECOGNITION

Revenue of hotel operations is recognised when the services are rendered and the same becomes chargeable. Revenue from Shop License Fee included under "Other Services" is recognised on accrual basis as per terms of contract.

Revenue from interest is determined by contractual rate of interest and recognized on accrual basis.

Dividend income is stated at gross and is recognised when right to receive payment is established.

PRIOR PERIOD ADJUSTMENTS, EXTRAORDINARY ITEMS AND CHANGES IN ACCOUNTING POLICIES

Prior period adjustments, extraordinary items and changes in accounting policies having material impact on the financial affairs of the Company are disclosed.

GOVERNMENT GRANT

'Investment Subsidy' received from the Government is credited to Capital Reserve.

FIXED ASSETS:

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

Assets acquired on lease are capitalized at the Present Value of minimum lease payments and are stated at the capitalized value net of accumulated depreciation/amortisation.

Capital Work-in-Progress comprises of cost of fixed assets that are not yet ready for their intended use on the reporting date.

Intangible Assets - Intangible assets are stated at cost less accumulated amortizations and net of impairments, if any. Intangible assets are recognised if it is probable that the expected future economic benefits attributable to the assets will flow to the Company and its cost can be measured reliably. Intangible assets are amortised on straight line basis over their estimated useful lives.

DEPRECIATION / AMORTISATION

Depreciation on Fixed Assets other than land, the hotel buildings, certain buildings on leasehold land and leased vehicles is provided on "Straight Line Method" based on useful life of the assets as specified under Schedule II of the Companies Act, 2013. Leased vehicles and building installed on leasehold land (other than perpetual lease) are depreciated over the lives of the respective leases or over remaining lease period from the date of installation whichever is shorter. Long term leasehold land (other than perpetual lease) are depreciated over the balance period of the lease, commencing from the date the land is put to use for commercial purposes.

Management has estimated the balance useful life of the hotel building ranging between 50 to 60 years based on technical evaluation carried out by an independent technical expert, and believes that the useful life of the hotel building as assessed best represents the period over which the hotel building is expected to be in use.

In case of certain land and building which were revalued in the past, the additional depreciation on the increased value of the assets due to revaluation is debited to the Statement of Profit and Loss and an equivalent amount is transferred from Revaluation Reserve to Retained Earnings.

IMPAIRMENT OF ASSETS

Impairment is ascertained at each Balance Sheet date in respect of the Company's fixed assets. An impairment loss is recognised whenever the carrying amount of an asset or cash generating unit exceeds its recoverable amount.

LEASES

In respect of assets acquired on or after 1st April, 2001, the same are capitalised at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term. Lease payments are apportioned between the interest charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Interest component is charged to the Statement of Profit and Loss under Finance Costs.

Notes to the Accounts – *Contd.*

Operating Lease payments are recognized as expenditure in the Statement of Profit and Loss on straight line basis, over the lease period.

INVESTMENTS

Investments held by the Company which are long term in nature are stated at cost unless there is any permanent diminution in value. Current investments are valued at cost or market price/fair value, whichever is lower. Earnings on investments are accounted for on accrual basis or when rights to receive payment are established.

INVENTORIES

Inventories are valued at cost which is based on First-In First-Out method or net realisable value, whichever is lower. Unserviceable/damaged/discarded stocks and shortages are charged to the Statement of Profit and Loss.

TRANSACTIONS IN FOREIGN CURRENCY

- a) Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Gain/loss arising out of fluctuations in exchange rate is accounted for on realization.
- b) Monetary items outstanding on the Balance Sheet date are translated at the exchange rate prevailing at the Balance Sheet date and the difference is recognised as income or expenses.

EMPLOYEE BENEFITS

Short Term Employee Benefit is recognised as an expense in the Statement of Profit and Loss of the year in which related service is rendered. Post employment and other Long Term Employee Benefits are provided in the Accounts in the following manner:

- (i) Gratuity: Maintained as a defined benefit retirement plan and contribution is made to the Life Insurance Corporation of India, as per the Company's Scheme. Provision/write back, if any, is made on the basis of the present value of the liability as at the Balance Sheet date determined by actuarial valuation following projected Unit Credit Method and is treated as liability.
- (ii) Leave Encashment: As per independent actuarial valuation as at the Balance Sheet date following projected Unit Credit Method.
- (iii) Provident Fund: Liability on account of Provident Fund for most of the employees is a Defined Contribution Scheme where the contribution is made to a fund administered by the Government Provident Fund Authority.

For a few employees, Provident Fund administered by a Recognised Trust, is a Defined Benefit Plan (DBP) wherein the employee and the Company make monthly contributions. Pending the issuance of Guidance Note from the Actuarial Society of India, actuarial valuation is not carried out and the Company provides for required liability at year end, in respect of the shortfall, if any, upon confirmation from the Trustees of such Fund.

BORROWING COST

Borrowing cost that is attributable to the acquisition/construction of fixed assets is capitalised as part of the cost of the respective assets. Other borrowing costs are recognised as expenses in the year in which they arise.

TAXES ON INCOME

Income-tax is accounted for after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961, and in accordance with Accounting Standard (AS-22) – 'Accounting for Taxes on Income'.

Minimum Alternate Tax (MAT) is accounted for in accordance with tax laws which gives rise to future economic benefits in the form of tax credit against which future income tax liability is adjusted and is recognised as an asset in the Balance Sheet.

Deferred tax is provided and recognised on timing differences between taxable income and accounting income subject to prudential consideration.

Deferred tax assets on unabsorbed depreciation and carry forward losses are not recognised unless there is virtual certainty about availability of future taxable income to realise such assets.

PROPOSED DIVIDEND

Dividend, when recommended by the Board of Directors, is provided for in the Accounts pending Shareholders' approval.

PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognised in terms of Accounting Standard (AS-29) – 'Provisions, Contingent Liabilities and Contingent Assets' notified pursuant to the Companies (Accounting Standards) Rules, 2006, when there is a present legal or statutory obligation as a result of past events, where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent Liabilities are recognised only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent Assets are not recognized in the Financial Statements.

Notes to the Accounts – Contd.

		As at 31st March	
		2015 Rupees Million	2014 Rupees Million
2			
SHARE CAPITAL			
AUTHORISED			
75,000,000	(2014 - 75,000,000) Equity Shares of ₹ 10 each	750.00	750.00
1,000,000	(2014 - 1,000,000) Redeemable Preference Shares of ₹ 100 each	100.00	100.00
		850.00	850.00
ISSUED, SUBSCRIBED, CALLED & FULLY PAID UP			
30,468,147	(2014 - 30,468,147) Equity Shares of ₹ 10 each, fully paid up (Note (a) to (d) below)	304.68	304.68
		304.68	304.68

(a) Reconciliation of Share Capital:

Equity Shares:

	As at 31st March 2015		As at 31st March 2014	
	Number of Shares	Rupees Million	Number of Shares	Rupees Million
Balance at the beginning of the year	30,468,147	304.68	30,468,147	304.68
Closing Balance	30,468,147	304.68	30,468,147	304.68

(b) Rights, preferences and restrictions attached to shares:

The company has one class of equity shares having a par value of ₹ 10 per share. These shares rank *pari passu* in all respects including voting rights and entitlement to dividend.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:

Equity Shares:

	As at 31st March 2015		As at 31st March 2014	
	Number of Shares	Holding %	Number of Shares	Holding %
EIH Limited	11,215,118	36.81	11,215,118	36.81
Satish B Raheja	6,784,711	22.27	6,784,711	22.27
National Westminster Bank PLC. (Formerly Royal Bank of Scotland PLC) as Trustee of the Jupiter India Fund	3,041,111	9.98	3,041,111	9.98
Manali Investments & Finance Pvt Ltd	2,276,617	7.47	2,276,617	7.47
Coronet Investments Pvt Ltd	2,088,899	6.86	2,088,899	6.86

(d) Shares allotted as fully paid up pursuant to contract(s) without payment being received in cash :

Of the above 30,468,147 (2014 - 30,468,147) Equity shares, 9,086,666 (2014 - 9,086,666) Equity shares of ₹ 10 each have been allotted as fully paid up in 2006 - 2007 pursuant to Scheme of Amalgamation of Indus Hotels Corporation Limited with the Company without payments being received in cash.

Notes to the Accounts – Contd.

	Rupees Million	As at 31st March	
		2015 Rupees Million	2014 Rupees Million
3			
RESERVES AND SURPLUS			
Capital Reserve			
As per last Account		8.48	8.48
Revaluation Reserve			
As per last Account	6.48		6.94
Less: Transfer to General Reserve/ Adjustments (Note 26)	0.46		0.46
		6.02	6.48
Capital Redemption Reserve			
As per last Account		100.00	100.00
Securities Premium Account			
As per last Account		1,077.01	1,077.01
General Reserve			
As per last Account	500.00		465.00
Add: Transfer from Revaluation Reserve	0.46		-
	500.46		465.00
Add: Transfer from Surplus	25.00		35.00
		525.46	500.00
Surplus			
Opening balance	116.01		22.34
Add: Profit during the year as per Statement of Profit and Loss	247.27		235.61
	363.28		257.95
Less: Carrying amount of fixed assets where remaining useful life is nil (Sch-II of Companies Act, 2013) net of Deferred Tax	88.24		-
	275.04		257.95
Less: Appropriations			
General Reserve	25.00		35.00
Proposed Dividend On			
Equity Shares	91.40		91.40
Dividend distribution tax on proposed dividend on Equity shares	18.61		15.54
	135.01		141.94
		140.03	116.01
		1,857.00	1,807.98

Notes to the Accounts – *Contd.*

		As at 31st March	
		2015 Rupees Million	2014 Rupees Million
4	LONG TERM BORROWINGS		
Secured (Note 4a):			
A.	Term Loans From Banks:		
	(i) ICICI Bank Limited	-	300.00
	(ii) HDFC Bank Limited.	200.00	-
		200.00	300.00
B.	Long Term Maturities of Finance Lease Obligations (Note 40a)	3.39	6.69
		203.39	306.69

4(a)

Particulars of Securities and Terms of Repayment of Term Loans from Banks :

Name of the Lender		Nature of Security	Terms of Repayment / Rate of Interest
A.	Term Loan from Banks		
(i)	ICICI Bank Limited	The loan together with interest, etc., are secured by way of hypothecation of entire movable Plant & Machinery including all spare parts and other movable fixed assets both present and future ranking <i>pari passu</i> pertaining to The Oberoi Rajvilas, Jaipur and Trident, Chennai and by way of an Equitable Mortgage of the said properties.	In 20 equal quarterly installments with a moratorium of 8 quarters from the date of draw down. Rate of Interest: Bank's Base Rate + Spread of 200 bps.
(ii)	HDFC Bank Limited	The loan together with interest, etc., are secured by way of hypothecation of entire movable Plant & Machinery including all spare parts and other movable fixed assets both present and future ranking <i>pari passu</i> pertaining to Trident, Chennai and by way of an Equitable Mortgage of the said properties.	In 15 equal quarterly installments starting from 25.09.2014. Rate of Interest : Bank's Base Rate + 0.25% bps.
B.	Finance Lease Obligations	Finance Lease Obligations are secured by hypothecation of vehicles underlying the leases.	Monthly equated lease rentals over the respective period of lease.

Notes to the Accounts – *Contd.*

		As at 31st March	
	Rupees Million	2015 Rupees Million	2014 Rupees Million
5			
DEFERRED TAX LIABILITIES (NET)			
A. Deferred Tax Liabilities			
(i) Depreciation		461.60	513.62
B. Deferred Tax Assets			
(i) Unabsorbed Depreciation	29.60		179.82
(ii) Accrued expenses deductible on payment	7.55		8.48
(iii) Provision for Leave Encashment	2.30		1.46
(iv) Provision for Debts and Advances	1.09		1.05
(v) Amalgamation expenses	1.38		2.04
		41.92	192.85
Deferred Tax Liabilities (Net)		419.68	320.77
6			
OTHER LONG TERM LIABILITIES			
A. Trade Payables			
(i) Total outstanding dues of Micro Enterprises and Small Enterprises		-	-
(ii) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		0.17	0.57
B. Other Payables			
(i) Security Deposits		0.94	0.46
(ii) Others		-	0.02
		1.11	1.05
7			
LONG TERM PROVISIONS			
Provision for Employee Benefits (Note 24a):			
Leave Encashment		10.81	8.58
		10.81	8.58

Notes to the Accounts – Contd.

		As at 31st March	
		2015	2014
	Rupees Million	Rupees Million	Rupees Million
8			
SHORT TERM BORROWINGS			
A. Secured (Note 8a):			
1. Working Capital Loans repayable on demand from Banks:			
United Bank of India		0.38	–
2. Other Short-Term Borrowings from Banks:			
The Federal Bank Ltd		320.83	325.87
		<u>321.21</u>	<u>325.87</u>

8(a)
Particulars of Securities and Terms of Repayment of Short Term Loans from Banks :

Name of the Lender		Nature of Security	Terms of Repayment / Rate of Interest
A.	Working Capital Loans repayable on demand from Banks:		
	United Bank of India	Cash credit facility with United Bank of India is secured by way of hypothecation of all inventories, Book-debts, etc. both present and future, pertaining to all hotels except Trident, Cochin. The facility is also secured on second charge over the fixed assets pertaining to Trident, Aga, Trident, Jaipur and Trident, Udaipur.	Repayable on demand. Rate of Interest: Bank's Base Rate +2.50% p.a.
B.	Other Short Term Borrowings from Banks:		
	The Federal Bank Ltd.	The loan is secured by way of mortgage by deposit of title deeds in respect of the Company's immovable properties pertaining to Trident, Udaipur.	Repayable on demand. Rate of Interest : At Bank's Base Rate.

Notes to the Accounts – Contd.

		As at 31st March	
		2015	2014
9	Rupees	Rupees	Rupees
TRADE PAYABLES	Million	Million	Million
(i)	Total outstanding dues of Micro Enterprises and Small Enterprises #	0.06	0.24
(ii)	Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises.	245.82	217.00
		<u>245.88</u>	<u>217.24</u>

Details of dues to Micro Enterprises and Small Enterprises as defined in the Micro, Small & Medium Enterprises Development Act, 2006 are based on information made available to the Company. Neither there was any delay in payment nor any interest is due and remaining unpaid on the above.

10 OTHER CURRENT LIABILITIES

A. Current maturities of Long-term debt (Note 4a)			
(i) ICICI Bank Limited		-	100.00
(ii) HDFC Bank Limited		100.00	-
B. Current Maturities of Finance Lease Obligations (Note 40a)		3.43	4.96
C. Interest accrued but not due on borrowings		0.08	0.13
D. Other Payables			
(i) Contribution payable towards gratuity	1.13		1.48
(ii) Security Deposits from Shops	2.32		2.02
(iii) Other Deposits	0.54		0.56
(iv) Unclaimed Dividend	1.38		1.21
(v) Liability for Capital Expenditure	0.82		0.77
(vi) Statutory Liabilities	39.55		38.21
(vii) Advance from Customers	35.72		23.63
		<u>81.46</u>	<u>67.88</u>
		<u>184.97</u>	<u>172.97</u>

11 SHORT TERM PROVISIONS

A. Provision for Employee Benefits (Note 24a)			
Leave Encashment		0.66	0.57
B. Other Provisions :			
(i) Provision for Income Tax	313.60		249.80
(ii) Provision for Wealth Tax	0.06		0.15
(iii) Provision for Proposed Dividend on Equity Shares	91.40		91.40
(iv) Provision for Dividend Distribution Tax	18.61		15.54
		<u>423.67</u>	<u>356.89</u>
		<u>424.33</u>	<u>357.46</u>

Notes to the Accounts – Contd.

12 FIXED ASSETS		Rupees Million										
Nature of Assets		GROSS BLOCK				DEPRECIATION				NET BLOCK		
		Original Cost/ Revaluation as at 1st April, 2014	Additions during the year	Sales/ Adjustments	Original Cost/ Revaluation as at 31st March, 2015	As at 1st April, 2014	Adjustment against Retained Earnings	For the Year	Sales/ Adjustments	As at 31st March, 2015	As at 31st March, 2014	
(i) Tangible Assets												
Freehold Land	29.08	2.30	-	31.38	-	-	-	-	-	31.38	29.08	
Leasehold land	134.54	20.27	-	154.81	61.49	-	3.67	-	-	89.65	73.05	
Buildings	2,374.34	98.31	15.13	2,457.52	526.35	3.40	49.53	4.87	4.87	1,883.11	1,847.99	
Leasehold Buildings	5.62	-	-	5.62	5.62	-	-	-	-	5.62	-	
Plant & Machinery	1,502.91	66.66	14.10	1,555.47	838.88	120.70	104.48	11.77	1,052.29	503.18	664.03	
Office Equipment	4.87	0.04	-	4.91	2.27	1.58	0.44	-	4.29	0.62	2.60	
Jetty	0.76	-	-	0.76	0.57	-	0.03	-	0.60	0.16	0.19	
Boats	2.70	-	-	2.70	1.04	-	0.09	-	1.13	1.57	1.66	
Computer	97.62	14.83	1.03	111.42	71.89	1.33	10.39	0.99	82.62	28.80	25.73	
Furniture & Fittings	278.38	25.79	10.19	293.98	239.71	5.96	9.09	8.91	245.85	48.13	38.67	
Vehicles given on operating lease	15.86	26.48	6.36	35.98	10.46	0.35	4.03	5.85	8.99	26.99	5.40	
Vehicles-Others	29.13	2.91	0.77	31.27	17.45	0.34	3.28	0.55	20.52	10.75	11.68	
Tangible Assets- Own (A)	4,475.81	257.59	47.58	4,685.82	1,775.73	133.66	185.03	32.94	2,061.48	2,624.34	2,700.08	
Leased Vehicles	22.88	0.65	5.06	18.47	12.32	-	4.48	4.33	12.47	6.00	10.56	
Tangible Assets - on Finance Lease (B)	22.88	0.65	5.06	18.47	12.32	-	4.48	4.33	12.47	6.00	10.56	
Total (A+B)	4,498.69	258.24	52.64	4,704.29	1,788.05	133.66	189.51	37.27	2,073.95	2,630.34	2,710.64	
(ii) Intangible Assets												
Computer Software	1.08	0.66	-	1.74	1.00	0.02	0.07	-	1.09	0.65	0.08	
Grand Total	4,499.77	258.90	52.64	4,706.03	1,789.05	133.68	189.58	37.27	2,075.04	2,630.99	2,710.72	
Previous Year	4,448.02	75.89	24.14	4,499.77	1,672.62	-	134.50	18.07	1,789.05	2,710.72		

Notes to the Accounts – Contd.

		As at 31st March	
	Rupees Million	2015 Rupees Million	2014 Rupees Million
13			
NON-CURRENT INVESTMENTS (Unquoted)			
Trade Investments (valued at cost)			
A. Investment in Equity Instruments:			
Unquoted			
(i) Investment in Other Bodies Corporate:			
217,175 (2014-217,175) Equity Shares of ₹ 10 each of Mercury Travels Limited, fully paid.	8.69		8.69
(ii) 33,600 (2014-33,600) Equity Shares of ₹ 10 each of Green Infra Wind Generation Limited, fully paid.	0.34		0.34
		9.03	9.03
B. Investment in Government or Trust Securities:			
6 year National Savings Certificate (lodged with Government Authorities as Security Deposit)		0.01	0.01
		9.04	9.04
14			
LONG TERM LOANS AND ADVANCES			
Unsecured, considered good (unless otherwise stated)			
(i) Capital Advances		10.00	19.73
(ii) Security Deposits		36.43	37.07
(iii) Prepaid Expenses		1.01	0.90
(iv) Other loans and advances			
Considered good	26.62		27.92
Considered doubtful	0.19		0.21
	26.81		28.13
Less: Provision for doubtful advances	0.19		0.21
		26.62	27.92
		74.06	85.62
15			
OTHER NON-CURRENT ASSETS			
(i) Trade Receivables - Considered doubtful	2.90		2.88
Less: Provision for doubtful debts	2.90		2.88
		-	-
(ii) Long term deposits with banks with maturity period more than 12 months			
Margin Money	0.37		0.35
Fixed Deposit with Banks (Note below)	0.11		0.10
		0.48	0.45
		0.48	0.45

Fixed Deposit of ₹ 0.11 Million (2014 - ₹ 0.10 Million) with Banks are pledged with Sales Tax Department

Notes to the Accounts – *Contd.*

		As at 31st March	
	Rupees Million	2015 Rupees Million	2014 Rupees Million
16			
INVENTORIES			
(i) Provisions, Wines & others		29.53	22.53
(ii) Stores & Operational supplies		66.83	66.08
		<u>96.36</u>	<u>88.61</u>
Inventories are valued at cost which is based on First-in First-out method or net realisable value, whichever is lower. Unserviceable/damaged/discarded stocks and shortages are charged to the Statement of Profit and Loss.			
17			
TRADE RECEIVABLES (Unsecured)			
A. Considered good			
(i) Outstanding for a period exceeding six months from the date they are due for payment	6.57		4.04
(ii) Others	252.37		179.94
		258.94	183.98
B. Considered doubtful			
(i) Outstanding for a period exceeding six months from the date they are due for payment	-		-
(ii) Others	0.07		0.02
	0.07		0.02
Less: Provision for Doubtful Debts	0.07		0.02
		-	-
		<u>258.94</u>	<u>183.98</u>
18			
CASH AND BANK BALANCES			
A. Cash and Cash Equivalents			
(i) Cash on hand		6.12	4.74
(ii) Cheques on hand		1.30	3.13
(iii) Bank Balances			
Current Accounts	50.79		35.81
Unpaid Dividend Account	1.38		1.20
Fixed Deposits - Maturity less than 3 months	13.86		25.76
		66.03	62.77
		<u>73.45</u>	<u>70.64</u>
B. Other Bank Balances			
Margin Money		1.40	0.88
		<u>74.85</u>	<u>71.52</u>

Notes to the Accounts – *Contd.*

		As at 31st March	
	Rupees Million	2015 Rupees Million	2014 Rupees Million
19			
SHORT TERM LOANS AND ADVANCES			
Unsecured, considered good (Unless otherwise stated)			
A. Advances recoverable in cash or in kind or value to be received		54.96	40.42
B. Other Loans and Advances			
(i) Security Deposits		1.11	1.50
(ii) Prepaid Expenses		24.49	28.01
(iii) Advance payment of Income-Tax	397.17		336.33
(iv) MAT Credit Entitlement	331.20		247.40
		728.37	583.74
		808.93	653.66
20			
OTHER CURRENT ASSETS			
Unsecured, considered good (Unless otherwise stated)			
(i) Insurance Claim		0.29	0.28
(ii) Other Receivables / recoverable		6.65	9.11
		6.94	9.39

Notes to the Accounts – *Contd.*

	Year ended 31st March	
	2015 Rupees Million	2014 Rupees Million
21		
REVENUE FROM OPERATIONS		
Income from Guest Accommodation, Restaurants, Bars & Banquets, etc.		
Rooms	1,454.40	1,358.22
Food and Beverage	697.40	655.42
Other Services	149.66	145.11
	<u>2,301.46</u>	<u>2,158.75</u>
22		
OTHER INCOME		
Gain on Exchange (Net)	0.01	0.02
Interest (Gross)	3.71	3.35
Interest on Income Tax Refund	4.00	-
Provisions & Liabilities no longer required, written back	6.17	1.55
Dividend from Current Investments in Mutual Fund (Non-trade)	-	0.12
	<u>13.89</u>	<u>5.04</u>
23		
CONSUMPTION OF PROVISIONS, WINES & OTHERS		
Opening Stock	22.53	23.94
Add: Purchases	172.78	159.97
	<u>195.31</u>	<u>183.91</u>
Less: Closing Stock	29.53	22.53
Consumption	<u>165.78</u>	<u>161.38</u>
24		
EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages & Bonus	331.74	307.89
Company's Contribution to Provident Fund and Other Funds	16.97	16.12
Contribution to Gratuity Fund (including provision of ₹ 1.13 Million, 2014 - ₹ 1.48 Million) (Note 24a)	2.85	2.91
Provision for Leave Encashment (Note 24a)	5.47	6.09
Staff Welfare Expenses	67.14	57.03
	<u>424.17</u>	<u>390.04</u>

Notes to the Accounts – *Contd.*

24.(a) Long Term Defined Benefit Plans in respect of Gratuity and Compensated Absences on 31st March, 2015 as per Actuarial Valuations using Projected Unit Credit Method and recognized in the Financial Statements in respect of Employee Benefit Schemes:

Rupees in Million

		Year ended 31st March,			
		2015		2014	
		Gratuity	Leave	Gratuity	Leave
		(Funded)	Encashment	(Funded)	Encashment
		(Funded)	(Unfunded)	(Funded)	(Unfunded)
I	Components of Employer Expense				
1	Current Service Cost	1.98	3.32	1.88	3.06
2	Interest Cost	1.45	0.64	1.14	0.44
3	Expected return on Plan Assets	(1.46)	-	(1.39)	-
4	Curtailment Cost/(Credit)	-	-	-	-
5	Settlement Cost/(Credit)	-	-	-	-
6	Past Service Cost	-	-	-	-
7	Actuarial Losses/(Gains)	0.88	1.51	1.28	2.59
8	Total expense recognised in the Statement of Profit & Loss	2.85	5.47	2.91	6.09
The Gratuity Expenses have been recognised in “Contribution to Gratuity Fund” and Leave Encashment in “Provision for Leave Encashment” under Note 24.					
II	Net Asset / (Liability) recognised in Balance Sheet				
1	Present Value of Defined Benefit Obligations	19.30	11.47	17.95	9.15
2	Fair Value on Plan Assets	18.17	-	16.47	-
3	Status [Surplus/(Deficit)]	(1.13)	(11.47)	(1.48)	(9.15)
4	Unrecognised Past Service Cost	-	-	-	-
5	Net Asset/(Liability) recognised in Balance Sheet	(1.13)	(11.47)	(1.48)	(9.15)
III	Change in Defined Benefit Obligations (DBO) during the year ended				
1	Present Value of DBO at the Beginning of Year	17.95	9.15	15.00	8.03
2	Current Service Cost	1.98	3.32	1.88	3.06
3	Interest Cost	1.45	0.64	1.14	0.44
4	Curtailment Cost/(Credit)	-	-	-	-
5	Settlement Cost/(Credit)	-	-	-	-
6	Plan Amendments	-	-	-	-
7	Acquisitions	-	-	-	-
8	Actuarial (Gains)/Losses	(0.36)	1.51	1.34	2.59
9	Benefits Paid	(1.73)	(3.15)	(1.41)	(4.97)
10	Present Value of DBO at the End of Year	19.30	11.47	17.95	9.15

Notes to the Accounts – *Contd.*

		Year ended 31st March,									
		2015		2014							
		Gratuity	Leave Encashment	Gratuity	Leave Encashment						
		(Funded)	(Unfunded)	(Funded)	(Unfunded)						
IV	Change in Fair Value of Assets during the year ended										
1	Plan Assets at the Beginning of Year	16.48	-	14.55	-						
2	Acquisition Adjustment	-	-	-	-						
3	Expected Return on Plan Assets	1.46	-	1.39	-						
4	Actuarial Gains/(Losses)	(1.24)	-	0.06	-						
5	Actual Company Contribution	3.20	-	1.88	-						
6	Benefits Paid	(1.73)	-	(1.41)	-						
7	Plan Assets at the End of Year	18.17	-	16.47	-						
V	Investments Details										
	Invested with LIC in Group Gratuity Scheme	100%		100%							
VI	Actuarial Assumptions										
1	Discount Rate (%)	8.5%	7.8%	8.5%	8.5%						
2	Expected rate of return	8.5%	--	8.5%	--						
3	Salary Escalation (%)	3%	3%	3%	3%						
4	Mortality	Indian assured lives mortality (2006-2008) (modified) Ultimate		Indian assured lives mortality (2006-08) (modified) Ultimate							
		Year ended 31st March, 2015		Year ended 31st March, 2014		Year ended 31st March, 2013		Year ended 31st March, 2012		Year ended 31st March, 2011	
VII	Net Asset/(Liability) recognised in Balance Sheet (including experience adjustment impact)	Gratuity	Leave Encash- ment	Gratuity	Leave Encash- ment	Gratuity	Leave Encash- ment	Gratuity	Leave Encash- ment	Gratuity	Leave Encash- ment
1	Present Value of Defined Benefit Obligations	19.30	11.47	17.95	9.15	15.00	8.03	12.64	8.04	10.79	7.75
2	Fair Value of Plan Assets	18.17	-	16.47	-	14.55	-	11.59	-	9.44	-
3	Status [Surplus / (Deficit)]	(1.13)	(11.47)	(1.48)	(9.15)	(0.45)	(8.03)	(1.05)	(8.04)	(1.35)	(7.75)
4	Experience Adjustments of Plan Liabilities	(1.52)	(0.63)	(2.17)	(3.02)	-	(2.22)	-	(0.84)	-	2.11
5	Experience Gain / (Loss) adjustments on Plan Assets	(1.24)	-	0.06	-	-	-	-	-	-	-
6	Actuarial Gain/(Loss) due to change on assumptions	(1.16)	(0.88)	0.83	0.43	-	-	-	-	-	-

Notes to the Accounts – *Contd.*

		Year ended 31st March	
		2015	2014
	Rupees Million	Rupees Million	Rupees Million
25			
FINANCE COSTS			
Interest Expense			
Interest on Borrowings	85.58		107.10
On Finance Lease	<u>2.00</u>		<u>3.10</u>
		87.58	110.20
Other Borrowing Costs		<u>0.98</u>	<u>1.09</u>
		<u>88.56</u>	<u>111.29</u>
26			
DEPRECIATION			
Tangible Assets		189.51	133.99
Intangible Assets		<u>0.07</u>	<u>0.05</u>
		<u>189.58</u>	<u>134.04</u>
a)	The Company has adopted useful life of fixed asset as stipulated by Schedule II to the Companies Act, 2013 except for as stated below:		
i.	In case of hotel buildings of the Company, due to superior structural condition, management decided to assess the balance useful life by independent technical expert. Based on the certification of the technical expert the carrying amount of the hotel buildings after setting aside residual values are being depreciated over residual life ranging from 50 to 60 years. Had the Company continued to compute depreciation at the same method and rates as applied in the previous year, depreciation charge for the current year would have been lower by ₹ 48.30 Million.		
ii.	Leased Vehicles - over their respective lease period or five years, whichever is earlier.		
iii.	Long Term Leasehold Lands are amortised over their respective lease period(s).		
b)	Depreciation for the year as per Statement of Profit and Loss includes ₹ 0.46 Million (2014 - ₹ 0.46 Million) being depreciation on the increased value of land & building due to the effect of revaluation in line with the 'Application Guide on the Provisions of Schedule II to the Companies Act, 2013' of the Institute of Chartered Accountants of India. Equivalent amount has also been transferred from Revaluation Reserve to General Reserve. Corresponding figure of ₹ 0.46 Million in the previous year was adjusted from Revaluation Reserve.		

Notes to the Accounts – *Contd.*

		Year ended 31st March	
		2015	2014
	Rupees Million	Rupees Million	Rupees Million
27			
OTHER EXPENSES			
Linen, Uniform Washing & Laundry Expenses		7.46	6.71
Expenses on Apartment & Board		45.70	42.47
Power & Fuel		235.44	238.67
Renewals & Replacement		31.17	24.70
Repairs:			
Buildings	52.88		44.37
Plant & Machinery	74.43		68.74
Others	17.64		17.87
		144.95	130.98
Expenses for contractual services		57.13	51.59
Lease Rent (Note 40b)		9.90	8.26
Royalty		23.04	21.62
Technical Services Fees		93.03	91.16
Advertisement, Publicity & Other Promotional Expenses		105.33	103.43
Commission to Travel Agents & others		96.52	85.77
Rates & Taxes		50.45	43.65
Insurance		5.12	4.69
Passage & Travelling		38.87	34.41
Postage, Telephone & Telex		13.70	14.84
Printing & Stationery		9.62	8.57
Musical, Banquet & Kitchen Expenses		15.63	17.29
Directors' Fees		2.50	0.57
Loss on Sale / Discard of Assets including capital stores		12.03	3.29
Loss on Exchange		-	0.01
CSR Expenses (Note 37)		5.80	-
Auditors' Remuneration			
As Auditor	3.06		2.34
For Branch Auditor	0.10		0.10
Taxation Matters	0.07		0.07
Other Services	0.07		0.16
		3.30	2.67
Other Expenses		40.96	49.39
		1,047.65	984.74

Notes to the Accounts – *Contd.*

28. Contingent Liabilities and Commitments (to the extent not provided for)

- a) Claims against the Company not acknowledged as debts pending appellate / judicial decisions :

		As at 31st March	
		2015	2014
		Rupees	Rupees
		Million	Million
1	Land & Building, Property Tax and Water Tax	14.46	7.48
2	Value Added Tax	26.12	9.26
3	Excise Duty	0.08	0.08
4	Service Tax	72.36	72.36
5	Luxury Tax	29.59	17.05
6	Income Tax	17.16	30.45
7	Other Claims	1.33	1.00

The Management believes that the outcome of the above will not have any material adverse effect on the financial position of the Company.

- b) Guarantees :

(i) Counter guarantees issued to banks and remaining outstanding ₹ 3.97 Million (2014 - ₹ 3.42 Million).

- c) Capital Commitments :

The estimated amount of contracts remaining to be executed on Capital Account and not provided for net of advances ₹ 51.70 Million (2014 - ₹ 5.46 Million).

29. Proposed Dividend

		As at 31st March	
		2015	2014
		Rupees	Rupees
		Million	Million
On Equity Shares of ₹ 10 each			
Amount of dividend proposed		91.40	91.40
Dividend per Equity Share (₹)		3.00 per share	3.00 per share

30. Current Tax

The Company has calculated its tax liability for the year and adjusted the same fully against Minimum Alternative Tax (MAT), resulting in no additional tax expenses for the year (2014 - ₹ Nil).

Notes to the Accounts – *Contd.*

31. CIF Value of Imports:

- a. Value of Imports calculated on C.I.F. basis in respect of:

	Year ended 31st March	
	2015 Rupees Million	2014 Rupees Million
i. Provisions, Wines & Smokes	0.42	0.78
ii. Components & Spares	13.47	10.81
iii. Capital Goods	66.97	36.07

- b. Total value of Consumption of Indigenous and Imported materials:

	Year ended 31st March			
	2015		2014	
	Rupees Million	Percentage	Rupees Million	Percentage
i. Imported	29.02	17.51%	27.96	17.32%
ii. Indigenous	136.76	82.49%	133.42	82.68%
Total	165.78	100%	161.38	100%

32. Traded Goods:

- a. Inventory of Stores & Operating Supplies includes Boutique Stock at year end ₹ 2.05 Million (2014 - ₹ 1.41 Million). Corresponding opening stock ₹ 1.41 Million (2014 - ₹ 1.55 Million)
- b. Other Services includes revenue from sale of Boutique Stock at year end ₹ 19.72 Million (2014 - ₹ 27.38 Million)
- c. Purchase include purchase of Boutique Stock during the year ₹ 13.88 Million (2014 - ₹ 19.10 Million).

33. Expenditure in Foreign Currencies:

	Year ended 31st March	
	2015 Rupees Million	2014 Rupees Million
Subscription, Travelling & others	24.36	24.45

34. Earnings in Foreign Currencies on Sales:

	Year ended 31st March	
	2015 Rupees Million	2014 Rupees Million
As per return submitted to DGFT	1,233.40	1,088.33

Notes to the Accounts – Contd.

35. Unhedged Foreign Currency:

	As at 31st March	
	2015 Rupees Million	2014 Rupees Million
Unhedged foreign currency exposure outstanding		
Receivables	3.31	-
Payables	(3.22)	(6.36)
Net Payable	0.09	(6.36)

36. Earnings per Equity Share:

	Year ended 31st March	
	2015 Rupees Million	2014 Rupees Million
Profit computation for both Basic and Diluted Earnings per share of ₹ 10 each	247.27	235.61
Net Profit as per Statement of Profit and Loss and available for Equity Shareholders	247.27	235.61
Weighted average number of Equity Shares outstanding	30,468,147	30,468,147
Basic and Diluted Earnings per Equity Share in Rupees of face value – ₹ 10.	8.12	7.73

37. CSR Expenses

- Company was required to spend ₹ 5.80 Million on account of CSR activities during the year ended 31st March, 2015 under section 135 of the Companies Act, 2013.
- Details of amounts spent on account of CSR activities during the year ended 31st March, 2015 are given below:

	₹ Million
SOS CHILDREN'S VILLAGES OF INDIA	4.20
PRIME MINISTER'S NATIONAL RELIEF FUND	1.04
EXPENSES FOR SWACHH BHARAT ABHIYAN	0.56

38. Segment Reporting:

As the Company's activity is limited to hotels, there is no separate reportable segment as per the Accounting Standard (AS-17) on "Segment Reporting".

Notes to the Accounts – *Contd.*

39. Related Party Disclosures:

The details of transactions entered into with Related Parties during the year are as follows:

(A)

I. Key Management Personnel & their relatives

Mr. Vikram Oberoi- Managing Director

Mr Samidh Das – Chief Financial Officer (w.e.f 01.12.2014)

Ms. Indrani Ray- Company Secretary

II. Enterprise in which a Key Management Personnel have significant influence

Country of Incorporation

• EIH Limited	India
• Oberoi Hotels Private Limited	India
• Oberoi Plaza Private Limited	India
• Oberoi Properties Private Limited	India
• Bombay Plaza Private Limited	India
• Oberoi Holdings Private Limited	India
• Oberoi Buildings & Investments Private Limited	India
• Oberoi Leasing and Finance Company Private Limited	India
• Oberoi Investments Private Limited	India
• Aravali Polymers LLP	India
• Mumtaz Hotels Limited	India
• Mashobra Resort Limited	India
• B I Publications Private Limited	India
• Vikramaditya Exports Private Limited	India
• EIH International Limited	British Virgin Islands
• EIH Holdings Limited	British Virgin Islands

Notes to the Accounts – Contd.

B. Transactions with Related Parties for the year ended 31st March, 2015 and Outstanding Balances as on 31st March, 2015

NATURE OF TRANSACTIONS	Enterprises in which Key Management Personnel have significant influence		Key Management Personnel/Relative of Key Management Personnel	
	2015	2014	2015	2014
	₹ Million	₹ Million	₹ Million	₹ Million
PURCHASES				
Purchase of Goods & Services				
Mashobra Resort Limited	6.23	-	-	-
Mumtaz Hotels Limited	3.30	1.64	-	-
EIH Limited	311.00	283.31	-	-
Total	320.53	284.95	-	-
Purchase of Fixed Assets				
Mumtaz Hotels Limited	0.04	0.01	-	-
EIH Limited	0.23	0.97	-	-
Total	0.27	0.98	-	-
EXPENSES				
Rent				
EIH Limited	0.24	0.24	-	-
Mumtaz Hotels Limited	1.38	1.38	-	-
Total	1.62	1.62	-	-
Management Contract				
EIH Limited	156.36	151.01	-	-
Total	156.36	151.01	-	-
Royalty				
Oberooi Hotels Pvt Ltd	25.89	24.29	-	-
Total	25.89	24.29	-	-
Remuneration				
Mr P R S Oberoi	-	-	0.22	0.05
Mr V S Oberoi	-	-	0.35	0.09
Mr Samidh Das	-	-	1.51	-
Ms Indrani Ray	-	-	2.29	2.19
Total	-	-	4.37	2.33
SALES				
Sale of Goods and Services				
Mashobra Resort Limited	1.14	-	-	-
Mumtaz Hotels Limited	1.08	0.11	-	-
EIH Limited	22.72	11.38	-	-
Oberooi Hotels Pvt Ltd	0.92	-	-	-
Total	25.86	11.49	-	-
Sale of Fixed Assets				
EIH Limited	0.57	0.25	-	-
Total	0.57	0.25	-	-
INCOME				
License Agreement				
EIH Limited	1.01	0.92	-	-
Total	1.01	0.92	-	-
FINANCE				
PAYMENTS				
Dividend on Equity Shares				
EIH Limited	33.65	11.22	-	-
Oberooi Hotels Pvt Ltd	0.34	0.11	-	-
Oberooi Holdings Pvt Ltd	0.82	0.27	-	-
Oberooi Plaza Pvt Ltd	0.01	-	-	-
Bombay Plaza Pvt Ltd	0.01	-	-	-
Mr P R S Oberoi	-	-	0.15	0.05
Total	34.83	11.60	0.15	0.05
OUTSTANDING BALANCES				
PAYABLES				
For Goods & Services				
Mashobra Resort Limited	0.03	-	-	-
Mumtaz Hotels Limited	0.47	0.18	-	-
EIH Limited	24.45	16.95	-	-
Total	24.95	17.13	-	-
Management Contract				
EIH Limited	50.28	55.20	-	-
Total	50.28	55.20	-	-
Royalty				
Oberooi Hotels Private Limited	7.26	7.09	-	-
Total	7.26	7.09	-	-
LOANS & ADVANCES AND RECEIVABLES				
For Goods & Services				
Mumtaz Hotels Limited	0.12	0.05	-	-
EIH Limited	2.10	1.67	-	-
Total	2.22	1.72	-	-

Notes to the Accounts – Contd.

40. Leases:

- a. Fixed Assets as on 31.03.2015 includes assets acquired under finance lease amounting to ₹ 18.47 Million (2014 - ₹ 22.88 Million). This includes an amount of ₹ 0.65 Million (2014 - ₹ 5.09 Million) being assets acquired during the year under finance lease and capitalised in line with the requirement of Accounting Standard (AS-19) on “Accounting for Leases”. Depreciation for the year includes an amount of ₹ 4.48 Million (2014 - ₹ 6.09 Million) being depreciation charged on these assets.

The year wise break-up of the outstanding lease obligations as on 31st March, 2015 in respect of these assets are as under:

	Year ended 31st March	
	2015	2014
	Rupees	Rupees
	Million	Million
Assets taken on lease		
Total Minimum Lease Payments at the year end	8.78	15.20
Present value of Minimum Lease Payments	6.82	11.65
Not later than one year		
Minimum Lease Payments	4.52	6.73
Present value	4.06	6.05
Later than one year but not later than five years		
Minimum Lease Payments	4.26	8.47
Present value	2.76	5.60
Later than five years		
Minimum Lease Payments	Nil	Nil
Present value	Nil	Nil
(a) Contingent rents recognized as an expense in the Statement of Profit and Loss for the year.	Nil	Nil
(b) The total of future minimum sublease payments expected to be received under non-cancellable subleases at the Balance Sheet date.	Nil	Nil

- b. Disclosures in respect of Company’s operating lease arrangements entered on or after 1st April, 2001 under Accounting Standard (AS-19) on “Leases”:

General description of the Company’s operating lease arrangements:

- i) The Company has entered into operating lease arrangements for:
- residential premises for its employees and
 - shops, office space and residential premises given on operating lease to third parties.

Some of the significant terms and conditions of the arrangements are:

- Lease agreements are not non-cancellable in nature and may generally be terminated by either party by serving a notice;
- The lease agreements are generally renewable by mutual consent on mutually agreeable terms.

- ii) Rent in respect of the above is charged/credited to the Statement of Profit and Loss.

41. The previous year’s figures have been regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year Financial Statements and are to be read in relation to the amounts and other disclosures relating to the current year.



The Oberoi Group

OBEROI HOTELS & RESORTS

INDIA

Agra	The Oberoi Amarvilās
Bangalore	The Oberoi
Gurgaon, National Capital Region	The Oberoi
Jaipur	The Oberoi Rajvilās
Kolkata	The Oberoi Grand
Shimla in the Himalayas	Wildflower Hall
Mumbai	The Oberoi
New Delhi	The Oberoi
Ranthambhore	The Oberoi Vanyavilās
Shimla	The Oberoi Cecil
Udaipur	The Oberoi Udaivilās
Cochin	Motor Vessel Vrinda (A luxury backwater cruiser)

EGYPT

Sahl Hasheesh	The Oberoi
	The Oberoi Zahra <i>Luxury Nile Cruiser</i>
	The Oberoi Philae <i>Luxury Nile Cruiser</i>

INDONESIA

Bali	The Oberoi
Lombok	The Oberoi

MAURITIUS

Mauritius	The Oberoi
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SAUDI ARABIA

Madina	Madina Oberoi
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UAE

Dubai	The Oberoi
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TRIDENT HOTELS

Agra	Trident
Bhubaneswar	Trident
Chennai	Trident
Cochin	Trident
Gurgaon	Trident
Hyderabad	Trident
Jaipur	Trident
Mumbai	Trident, Nariman Point Trident, Bandra Kurla
Udaipur	Trident

OTHER BUSINESS UNITS

Delhi	Maidens Hotel
Manesar, Gurgaon	Printing Press
Mumbai, Delhi and Chennai	Oberoi Flight Services
Mumbai	Oberoi Airport Services
	Luxury Car Hire and Car Leasing
	Business Aircraft Charters

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-second Annual General Meeting of the Company will be held at 3.30 P.M. on Friday, 7th August, 2015, at the Company's Registered Office at Trident Chennai, 1/24 G.S.T. Road, Meenambakkam, Chennai - 600 027, to transact the following business:

As Ordinary Business:

1. To adopt the Audited Financial Statements for the year ended 31st March, 2015, together with the Directors' and Auditor's Reports thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Mr. S.S.Mukherji, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

As Special Business

5. To consider and, if thought fit, to pass, with or without modification, the following Resolution, which will be proposed as an **Ordinary Resolution**:

"RESOLVED THAT the consent of the Company be and is hereby accorded to the re-appointment of Mr. Vikram Oberoi as the Managing Director of the Company for a further period of five years effective 23rd June, 2015. Mr. Vikram Oberoi will not receive any remuneration as the Managing Director of the Company."

Registered Office :
1/24 G.S.T Road
Meenambakkam
Chennai- 600 027

28th May, 2015

By Order of the Board

Indrani Ray
Company Secretary

NOTES:

1. A Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a Shareholder of the Company. The proxy form must be deposited in original with the Company at its Registered Office at 1/24, G.S.T.Road, Meenambakkam, Chennai - 600 027 no later than 48 hours before the commencement of the meeting. No photocopy/ scanned copy of a completed proxy form will be accepted.
2. (a) The Register of Shareholders of the Company will remain closed from 24th July 2015 to 7th August, 2015, both days inclusive;
(b) The Dividend, if declared, will be paid on 8th August, 2015 to those Shareholders whose names will appear in the Register of Shareholders as at close of business on 23rd July, 2015.

3. As required under the provisions of Clause 49 of the Listing Agreement, particulars relating to Mr. S.S.Mukherji, Director retiring by rotation, and whose re-appointment is being proposed at the forthcoming Annual General Meeting, is given in the Annexure to this Notice.
4. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Shareholders holding shares in physical mode are requested to file a Nomination Form in respect of their shareholdings. Any Shareholder wishing to avail of this facility may submit to the Company's Share Transfer Agent, EIH Limited, Investors Services Division ("ISD"), 7 Sham Nath Marg, New Delhi - 110 054, in the prescribed statutory form SH-13. For any assistance, Shareholders should get in touch with the ISD.
5. Shareholders are requested to notify immediately any change in their addresses to the Company's Share Transfer Agent, EIH Limited, Investors Services Division ("ISD"), 7 Sham Nath Marg, New Delhi - 110 054.
6. A Shareholder or his proxy will be required to produce at the entrance to the meeting hall, the attendance slip sent herewith duly completed and signed. Neither photocopies nor torn/mutilated attendance slips will be accepted. However, Shareholders who have received the Annual Report on e-mail can download and print the attendance slip themselves. These should be completed, signed and handed over at the entrance to the meeting hall. The validity of the attendance slip will, however, be subject to the Shareholder continuing to hold equity shares as on the date of the meeting.
7. Shareholders are advised to bring their own copy of the Annual Report along with them for the meeting. Extra copies of the Annual Report will not be available at the meeting.
8. Shareholders who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, circulars etc, from the Company electronically.
9.
 - i) Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Shareholders have been provided e-voting facility to exercise their right to vote at the General Meeting by electronic means. The Company is offering e-voting option to all the Shareholders. For this purpose, the Company has signed an Agreement with National Securities Depository Limited ("NSDL") for facilitating e-voting to enable Shareholders to cast their votes for all the items of business in the notice electronically.
 - ii) The facility of ballot paper voting shall be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting. For abundant clarity, in the event of poll, please note that the Shareholders who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company. The poll process shall be conducted and the consolidated scrutinizer report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

10. The members who have cast their vote electronically prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
11. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut of date *i.e* 31st July, 2015. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by depositories as on the cut off date *i.e* 31st July, 2015 only shall be entitled to avail the facility of e-voting/ ballot voting.
12. The Instructions for e-voting are as under:
 - (A) (1) In case of Shareholders receiving e-mail from NSDL:
 - a. Open e-mail and open PDF file viz “EIHAHL e-voting pdf” with your Client ID or Folio No. as password. The PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.
 - c. Click on “Shareholder-login”
 - d. Enter user ID and password as initial password noted in step (a) above. Click “Login”
 - e. The password change menu appears. Change the password with a new password of your choice with minimum 8 digits/ characters or combination thereof. Please make a note of your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of “e-voting” opens. Click on “e-voting”: Active Voting Cycles.
 - g. Select E Voting Event Number (EVEN) of EIH Associated Hotels Limited.
 - h. Now you are ready for “e-voting” as “Cast Vote” page opens.
 - i. Cast your vote by selecting appropriate option and click on “submit” and also “Confirm” when prompted.
 - j. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - k. Once you have voted on the Resolution, you will not be allowed to modify your vote.
 - l. Institutional Shareholders and bodies corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the scrutinizer through e-mail at asimsecy@gmail.com with a copy marked to evoting@nsdl.co.in.

- (2) In case of Shareholders receiving physical copy of the Notice by post/ courier [Shareholders whose e-mail ID's are not registered with the Company/ Depository Participant(s)] :
 - (i) User ID and password as provided in the attendance slip;
 - (ii) Please follow all steps from Sr No. (a) to (l) as mentioned in (1) above, to cast your vote.
 - (B) The e-voting period starts from 4th August, 2015 at 9.00 A.M and ends on 6th August, 2015 at 5.00 P.M. The e-voting module will be disabled by NSDL for voting thereafter.
 - (C) If you are already registered with NSDL for e-voting you can use your existing user ID and password for casting your vote.
 - (D) In case of any queries, you may refer to the "Frequently Asked Questions (FAQs)" for Shareholders and e-voting user manual for Shareholders available at the "downloads" section of NSDL website at www.evoting.nsdl.com.
 - (E) The results of the voting on the Resolutions will be announced by the Company on or before Sunday, 9th August, 2015. The result will also be published in newspapers and communicated to the stock exchanges where the shares of the Company are listed. The result will also be put on the Company's website www.eihassociatedhotels.in
13. The Ordinary Resolutions mentioned above shall be declared as passed on the date of the declaration of result if the number of votes cast in favour is more than the votes cast against.
14. The Board of Directors have appointed Ms. Indrani Ray, Company Secretary as the person responsible for the entire e-voting process. Dr. Asim Kumar Chattopadhyay, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
15. The e-voting shall remain open for 3 days **from 9.00 A.M on 4th August, 2015 to 6th August, 2015 up to 5.00 P.M.** During e-voting period, the Shareholders of the Company holding shares either in physical form or in demat form as on the record date may cast their vote electronically provided once the vote on the Resolution(s) is cast by the Shareholders, he will not be allowed to change it subsequently.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") RELATING TO SPECIAL BUSINESS:

Item No. 5

Mr. Vikram Oberoi was appointed Managing Director of the Company for a period of 5 (five) years effective 23rd June, 2005. He was re-appointed for a further period of 5 years effective 23rd June 2010. His present tenure as Managing Director, therefore, expires on 22nd June, 2015. The Board of Directors of the Company, at its Meeting on 28th May, 2015, re-appointed Mr. Vikram Oberoi as the Managing Director of the Company for another period of 5 years effective 23rd June, 2015. This re-appointment is subject to the approval of the Shareholders at the forthcoming Annual General Meeting. Mr. Vikram Oberoi is the Managing Director and Chief Executive Officer of EIH Limited. He will not draw any remuneration from the Company.

Particulars relating to Mr. Vikram Oberoi, as are required to be disclosed as per Clause 49 of the Listing Agreement, are appended as an Annexure to this Notice.

No other Director, save and except Mr. Vikram Oberoi and Mr. P.R.S. Oberoi, Chairman, who is a relative of Mr. Vikram Oberoi, and no other key managerial personnel may be deemed to be concerned or interested in the Resolution.

The extent of shareholding interest of the Promoters of the Company in EIH Limited exceeding 2% of the paid-up share capital of that company are as follows:-

Oberoi Hotels Private Limited - 14.63%

Oberoi Holdings Private Limited - 6.17%

The Board recommends the Resolution for the approval of the Members.

Pursuant to the provisions of Section 190 of the Companies Act, 2013 this may be treated as an abstract of the terms of the appointment of Mr. Vikram Oberoi as the Managing Director of the Company and the Memorandum of Interest of the Directors of the Company in such appointment.

Registered Office:
1/24, G.S.T Road
Meenambakkam
Chennai- 600 027

28th May, 2015

By Order of the Board

Indrani Ray
Company Secretary

**INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING
(PURSUANT TO CLAUSE 49 VIII (E) OF THE LISTING AGREEMENT)**

Name of Director	Date of Birth	Date of Original Appointment	Expertise in specific Functional areas	Qualifications	Directorships in other Public Limited Companies	Membership of Committees in other Public Limited Companies	Other Information	Remarks
Mr. S.S. Mukherji	18.07.1948	07.10.1988	General Management	F.C.A., A.M.P (Harvard)	1. EIH Limited 2. The Bengal Club Limited 3. Oberoi Kerala Hotels and Resorts Limited	A. EIH Limited Investors Grievances Committee	Non-executive Non Independent Director No. of shares held: 10,000	Retiring by rotation at the forthcoming Annual General Meeting
Mr. Vikram Oberoi	08.12.1963	22.03.1997	Travel, Tourism and Hospitality	B.Sc. (Hons.)	1. EIH Limited 2. Mumtaz Hotels Limited 3. Mashobra Resort Limited	A. EIH Limited Stakeholders' Relationship Committee B. Mumtaz Hotels Limited Audit Committee	- Executive Director designated Managing Director - Related to Mr. P.R.S. Oberoi, Chairman, within the meaning of the Companies Act, 2013 - Shares held: Nil	- Present tenure as Managing Director expires on 22nd June, 2015. - Being proposed for re-appointment as Managing Director for a fresh five year term effective 23rd June, 2015.

EIH Associated Hotels Limited

A member of  The Oberoi Group

Regd. Office : 1/24, G.S.T. Road, Meenambakkam, Chennai 600 027
Telephone : 044-2234-4747, Facsimile : 044-2234-4985/6699
Website: www.eihassociatedhotels.in
CIN: L92490TN1983PLC009903

PROXY FORM

I/We, being the Member(s) of shares of the above named Company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature:_____, or failing him
2. Name: _____

Address: _____

E-mail Id: _____

Signature:_____, or failing him
3. Name: _____

Address: _____

E-mail Id: _____

Signature:_____,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty-second Annual General Meeting of the Company, to be held on Friday the 7th day of August, 2015 at 3.30 P.M. at Trident, 1/24, G.S.T. Road, Meenambakkam, Chennai 600 027 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No:

1. _____

2. _____

3. _____
4. _____

5. _____

6. _____
7. _____

8. _____

9. _____

Affix
Revenue
Stamp

Signed this _____ day of _____ 2015

Signature of Proxy Holder(s)

Signature of Shareholder

Note: This Form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

Name: _____ Shares: _____

Folio No./DP/Client ID:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
102101		

I hereby record my presence at the Thirty-second Annual General Meeting of the Company at 3.30 P.M. on Friday, 7th August, 2015 at Trident, 1/24, G.S.T. Road, Meenambakkam, Chennai 600 027.

(PROXY’S FULL NAME IN BLOCK CAPITALS)

Member’s/Proxy’s Signature

- Notes :
1. The Member/Proxy must bring the Attendance Slip to the Meeting duly completed and signed and hand over the same at the entrance to the Meeting Hall.

2. Please bring your copy of the enclosed Annual Report.

3. No Attendance Slip will be issued on the day of the Annual General Meeting.

4. Photocopied/torn Attendance Slips will not be accepted.

5. This Attendance Slip is valid only if Equity Shares are held on the date of the Meeting.

EIH Associated Hotels Limited

CIN: L92490TN1983PLC009903

Delhi Office: 7, Sham Nath Marg, Delhi-110 054

Telephone: 91-11-2389 0505

Kolkata Office : 4, Mangoe Lane, Kolkata-700 001

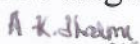
Telephone: 91-33-2248 6751 / 53 Facsimile: 91-33-2248 6785

Website: www.eihassociatedhotels.in

Form A

Unqualified / Matter of Emphasis Report

COVERING LETTER OF ANNUAL AUDIT REPORT TO BE FILED WITH STOCK EXCHANGES

1	Name of the Company	EIH Associated Hotels Limited
2	Annual Financial Statements for the year ended	31 st March, 2015
3	Type of Audit Observation	Unqualified
4	Frequency of Observation	Not applicable
5	SIGNED BY:	
	Managing Director	 (Vikram Oberoi)
	Chief Financial Officer	 (Samidh Das)
	Auditors of the Company	For Ray & Ray Chartered Accountants Firm's Registration No. 301072E  A.K. Sharma 28/5/15 (Name of signing partner) Membership No. 80085 
	Audit Committee Chairman	 (Anil Nehru)