

## **ASIAN HOTELS (WEST) LIMITED**

**CIN: L55101DL2007PLC157518**

Reg off: 6th Floor, Aria Towers, JW Marriott, New Delhi, Aerocity,  
Asset Area 4 Hospitality District, Near IGI Airport, New Delhi - 110 037

Tel: 011-41597315, email: [vivek.jain@asianhotelswest.com](mailto:vivek.jain@asianhotelswest.com),

Website: [www.asianhotelswest.com](http://www.asianhotelswest.com)

### **NOTICE**

**NOTICE** is hereby given that the **13th Annual General Meeting** (AGM) of the members of **Asian Hotels (West) Limited** (the Company) will be held on Wednesday, 30<sup>th</sup> September, 2020 at 3.00 PM (IST) through Video Conferencing ("VC") / Other Audio Visual means ("OAVM"), to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial year ended March 31, 2020, along with the Report of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Sandeep Gupta (DIN: 00057942), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sudhir Gupta (DIN: 00015217), who retires by rotation and being eligible, offers himself for re-appointment.

**By order of the Board of Directors  
For Asian Hotels (West) Limited**

**Date : 25<sup>th</sup> August, 2020**

**Place: New Delhi**

**Vivek Jain  
Company Secretary  
Membership No – F7204**

#### **NOTES:**

1. Pursuant to the provisions of Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings ('SS-2'), the relevant information in respect of the Directors seeking re-appointment at the AGM is attached as an Annexure and forms an integral part of this Notice.
2. In view of the outbreak of COVID-19 pandemic and restrictions on movement as well as social distancing norms, the Ministry of Corporate Affairs ("MCA") has vide its Circular Nos. 14/2020 and 17/2020 dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 respectively read with circular no 20/2020 dated 5<sup>th</sup> May, 2020 and the Securities and Exchange Board of India ('SEBI') has vide Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 (collectively "Applicable Circulars"), relaxing provisions of the Listing Regulations, permitted holding of the AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). Accordingly, the 13th AGM of the Company will be held through VC / OAVM in compliance with the provisions of the Act and the Listing Regulations.
3. **Procedure for obtaining the Annual Report, AGM Notice and e-voting instructions by Members whose email addresses are not registered with the Depositories/not submitted to the Registrar and Share Transfer Agent ('RTA'):**

Pursuant to Section 101 and Section 136 of the Act read with the relevant Rules made thereunder, to support the “Green Initiative” announced by the Government of India; read with Applicable Circulars, the Company is sending the Annual Report, Notice of the AGM and e-voting instructions only in electronic form to the registered email addresses of the Members. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- i. Those Members who have not registered their email address, mobile numbers, address and bank details (including any changes thereof) may please contact and validate/update their details with their respective Depository Participant(s) for shares held in electronic form.
  - ii. Members who have not registered their email address as a consequence of which the Annual Report, Notice of AGM and e-voting instructions could not be serviced, may temporarily get their email address and mobile number updated with the Company’s RTA, by clicking the link: [http://ris.kfintech.com/email\\_registration/](http://ris.kfintech.com/email_registration/) Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members may however note that this is a temporary registration and the Company urges all Members to get their email address and mobile number registered with their respective Depository Participant(s).
  - iii. Alternatively a Member may send an email request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master Copy for electronic folios for sending the Annual report, Notice of AGM and the e-voting instructions by email.
  - iv. Members only desiring to download the Annual Report and Notice of the AGM, may visit the website of the Company [www.asianhotelswest.com/annual-report-19-20/](http://www.asianhotelswest.com/annual-report-19-20/) or the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, or the website of the RTA viz. <https://evoting.karvy.com> for the same.
4. Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations the Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2020 till 30<sup>th</sup> September, 2020, both days inclusive.
  5. Shareholders who have not received and/or not encashed the dividend warrant(s) in respect of Dividend(s) declared for the Financial Years; 2012-13; 2013-14; 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19 are requested to apply for duplicate dividend warrant(s) by writing to the Company/Registrar.
  6. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
  7. The Company has uploaded the updated information in respect of the Unclaimed Dividends, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under “Investors Section” on the Website of the Company viz. [www.asianhotelswest.com](http://www.asianhotelswest.com).
  8. Members holding shares in a single name and physical form are advised to make nomination in respect of their shareholding in the Company.

9. Since this AGM is being held pursuant to the applicable MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
10. Corporate Members are required to send a duly certified scanned copy of the Board Resolution/Authority Letter, etc., authorising their representative(s) to attend the AGM through VC/OAVM and vote through remote e-voting on their behalf at the AGM pursuant to section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to [info@dsassociate.com](mailto:info@dsassociate.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).
11. The Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance at the AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [vivek.jain@asianhotelswest.com](mailto:vivek.jain@asianhotelswest.com).
14. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis, in accordance with the Circulars issued by the MCA. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
15. **Procedure for Joining/attending the AGM through VC/OAVM:**
  - i. Members are being provided the facility to attend the AGM through VC / OAVM platform of KFin Technologies Private Limited ('KFin'). Members are requested to participate in the AGM through VC / OAVM by visiting the link <https://emeetings.kfintech.com> and logging in by using their e-voting credentials. Further, Members have to select the EVENT and the name of the Company and click on 'Video Conference' option to join the AGM. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice.
  - ii. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM (i.e. 2.45 PM IST on Wednesday, 30<sup>th</sup> September, 2020) and will be available for Members on first-come-first-served basis.
  - iii. For a better experience, Members are encouraged to join the AGM through their computers with Google Chrome browser. Please note that participants connecting from mobile devices / tablets / computers via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- iv. Further, Members wishing to speak at the AGM may be required to turn camera on/enable video and are requested to use internet with good speed to avoid any disturbance during the Meeting.

#### 16. Procedure for Voting through Electronic means (Remote E-voting)

- i. In compliance with the provisions of Section 108 of the Act the Companies (Management and Administration) Rules, 2014 Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, i.e. through remote e-voting. Resolution(s) passed by Members through e-voting will be deemed as if they have been passed at the AGM.
- ii. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on 25<sup>th</sup> September, 2020 ('the cut-off date'), shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Any person, who acquires shares of the Company and becomes a Member after dispatch of the Notice and holds shares as of the cut-off date, may obtain the User ID and Password by following the procedure mentioned in the Notice.
- iii. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting before the Meeting or e-voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting before the meeting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- iv. The period of remote e-voting before the AGM commences on Sunday, 27<sup>th</sup> September, 2020 (9:00 a.m. IST) and ends on Tuesday, 29<sup>th</sup> September, 2020 (5:00 p.m. IST). The remote e-voting module shall thereafter be disabled by KFin for voting; and subsequently enabled for remote e-voting, during the AGM. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- v. Any person, who acquires shares of the Company and becomes a Member after dispatch of the AGM Notice and holds shares as of the cut-off date, i.e. 25<sup>th</sup> September, 2020, may obtain the 'User ID' and 'Password' in the manner mentioned below:
  - a. If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD<space> e-voting Event Number + Folio No. or DP ID Client ID to +91-9212993399. For Example:  
  
**NSDL:** MYEPWD<SPACE> IN12345612345678  
  
**CDSL:** MYEPWD<SPACE> 1402345612345678  
  
**Physical:** MYEPWD<SPACE> XXXX1234567890
  - b. If email address or mobile number of the Member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c. Member may call KFintech's Toll free number 040-6716 2222 /1800-345-4001 (from 9:00 a.m. to 6:00 p.m.); or
  - d. Member may send an email request to [evoting@kfintech.com](mailto:evoting@kfintech.com). KFintech shall endeavor to send User ID and Password to those new Members whose email address are available.
- vi. In case of any query and / or grievance, in respect of (i) attending the AGM through VC / OAVM, and (ii) voting by electronic means, Members may refer to the Help & Frequently Asked

Questions (FAQs) and e-voting User Manual available at the Downloads section on the website of the RTA viz. KFin or contact:

Mr. Suresh Babu D., / Mr. Rajkumar Kale

KFin Technologies Private Limited

Selenium Tower B, Plot Nos. 31-32, Gachibowli,

Financial District, Nanakramguda, , Hyderabad – 500 032.

Tel. No.: +91 40 6716 2222;

Toll Free No.: 1800-345-4001;

E-mail: [suresh.d@kfintech.com](mailto:suresh.d@kfintech.com) / [evoting@kfintech.com](mailto:evoting@kfintech.com)

**A. The steps for remote e-voting before the AGM are as under:**

In case of a Member receiving an e-mail from KFin (for Members whose e-mail IDs are registered with the Depository Participant(s)):

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (e-voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach "Password Change Menu" wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVEN for Asian Hotels (West) Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. 25<sup>th</sup> September, 2020 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ‘ABSTAIN’. If the Member does not indicate either ‘FOR’ or ‘AGAINST’, it will be treated as ‘ABSTAIN’ and the shares held will not be counted under either heads.
- viii. Members holding multiple folios/demat accounts shall carry out the e-voting process separately for each of the folios/demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID: [info@dsassociate.com](mailto:info@dsassociate.com) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name EVENT NO”.
- xiii. Members who have already voted through remote e-voting before the AGM will be eligible to attend the AGM but shall not be entitled to cast their vote(s) again at the Meeting.

**B. Instructions for Members for Voting during the AGM:**

Only those Members present at the AGM through VC/OAVM facility and have not already cast their vote on the Resolutions through remote e-voting shall be eligible to vote through e-voting during the AGM. Voting during the AGM is integrated with the VC / OAVM platform and no separate login is required for the same. Members may click on the voting icon on the left side of the screen to cast their votes.

**17. Submission of Questions / Queries prior to AGM:**

Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write to the Company Secretary on email-id [vivek.jain@asianhotelswest.com](mailto:vivek.jain@asianhotelswest.com) at least 2 days before the date of the AGM.

**18. Speaker Registration before AGM:**

In addition to the above, the speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/> and click on “**Speaker Registration**” during this period. Members shall be provided with a “**queue number**” before the AGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the Meeting during the Question and Answer Session. Only those members who are registered will be allowed to express their views or ask questions. Due to inherent limitation of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Question and Answer Session. Hence, Members are encouraged to send their questions/queries etc., in advance as provided in Note No.17 above.

**19. General Instructions/Information for Members:**

- a. The voting rights of Members shall be in proportion to the paid-up value of their shares in the Equity Share capital of the Company as on the cut-off date i.e. 25<sup>th</sup> September, 2020.
  - b. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- 20 a. The Board of Directors has appointed Mr. Dhawal Kant Singh, Company Secretary in Whole Time Practice, (CP No 7347), to act as the Scrutinizer to scrutinize the remote E-Voting process in a fair and transparent manner. Mr. Dhawal has communicated his willingness to be appointed and be available for the purpose.

- b. The Scrutiniser shall, immediately after the conclusion of the remote e-voting at the AGM, first count the votes cast through remote e-voting during the Meeting and thereafter unblock the votes cast through remote e-voting before the AGM in presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same.
- c. The results on resolutions shall be declared not later than 48 hours from the conclusion of the Meeting of the Company and the resolutions will be deemed to be passed on the date of the Meeting, subject to receipt of the requisite number of votes in favour of the resolutions.
- d. The results declared along with the consolidated Scrutinizer's Report will be made available on the website of the Company ([www.asianhotelswest.com](http://www.asianhotelswest.com)) and the website of KFintech (<https://evoting.karvy.com>) and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited within 48 hours from the conclusion of the meeting.

**By order of Board of Directors  
For Asian Hotels (West) Limited**

**Date : 25<sup>th</sup> August, 2020**  
**Place: New Delhi**

**Vivek Jain**  
**Company Secretary**  
**Membership No – F7204**



## ANNEXURE

Details of Directors seeking re-appointment at the 13<sup>th</sup> Annual General Meeting of the Company (Pursuant to Clause 36(3) of the Listing Obligations read with Secretarial Standards-2 on General Meetings as issued by The Institute of Company Secretaries of India (ICSI) and are provided herein below:

<b>Name of the Director</b>	Mr. Sandeep Gupta	Mr. Sudhir Gupta
<b>DIN</b>	00057942	00015217
<b>Type of Directorship</b>	Executive (Whole Time) Director	Executive (Whole Time) Director
<b>Date of Birth</b>	13 <sup>th</sup> August, 1968	3 <sup>rd</sup> April, 1959
<b>Age</b>	52 Years	61 Years
<b>Date of first Appointment on the Board</b>	26 <sup>th</sup> April, 2007	26 <sup>th</sup> April, 2007
<b>Qualifications</b>	B.Com(Hons)SRCC, New Delhi, MBA from Notre Dame University, USA., Specializing in Finance & Marketing, PDP– Cornell University	Graduation from HKIS, Hongkong
<b>Experience and Expertise in specific functional area</b>	Industrialist/Hotelier having rich business experience	Industrialist/Hotelier having rich business experience
<b>Terms &amp; Conditions relating to appointment including proposed Remuneration</b>	As per Special Resolution Passed by the Shareholders of the Company in its 12 <sup>th</sup> AGM of the Company	As per Special Resolution Passed by the Shareholders of the Company in its 12 <sup>th</sup> AGM of the Company
<b>Remuneration for the year 2019-20 (in lacs)</b>	182.01	153.68
<b>Remuneration proposed to be paid</b>	As per Special Resolution Passed by the Shareholders of the Company in its 12 <sup>th</sup> AGM of the Company	As per Special Resolution Passed by the Shareholders of the Company in its 12 <sup>th</sup> AGM of the Company
<b>Number of Board Meetings attended during the year 2019-20</b>	5 (Five)	5 (Five)
<b>Number of shares held as on 31<sup>st</sup> March, 2020 in the Company</b>	644934	214290
<b>List of Directorship held in other listed Companies</b>	NIL	NIL
<b>Membership in the Committees of the Board of other listed Company</b>	NIL	NIL
<b>Relationship between Directors</b>	Mr. Sandeep Gupta is the Son of Mr. Sushil Kumar Gupta (CMD) and Mrs. Vinita Gupta, and Nephew of Mr. Sudhir Gupta (Executive WTD).	Mr. Sudhir Gupta is the Brother of Mr. Sushil Kumar Gupta (CMD) and uncle of Mr. Sandeep Gupta (Executive WTD).



T H I R T E E N T H

*Annual*

*Report*

*2019 - 20*

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



**BOARD OF DIRECTORS**

Mr. Sushil Kumar Gupta	- Chairman and Managing Director
Mr. Sudhir Chamanlal Gupta	- Executive (Whole-time) Director
Mr. Sandeep Gupta	- Executive (Whole-time) Director
Mr. Raj Kumar Bhargava	- Independent Non Executive Director
Dr. Lalit Bhasin	- Independent Non Executive Director
Mr. Surinder Singh Kohli	- Independent Non Executive Director
Mr. Surendra Singh Bhandari	- Independent Non Executive Director
Mrs. Meeta Makhan	- Independent Non Executive Director
Mrs. Vinita Gupta	- Non Executive Director

**CHIEF FINANCIAL OFFICER**

Mr. Rakesh Kumar Aggarwal

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Mr. Vivek Jain

**STATUTORY AUDITORS**

S. R. Batliboi & Co. LLP  
Chartered Accountants  
Golf View Corporate Tower-B  
Sector-42, Sector Road  
Gurugram-122 002, Hararyana, India

**BANKER**

Yes Bank Limited

**REGISTERED OFFICE & INVESTOR  
RELATIONS DEPARTMENT**

**CIN: L55101DL2007PLC157518**

6th Floor, Aria Towers,  
J.W. Marriott, New Delhi Aerocity,  
Asset Area 4, Hospitality District,  
Near IGI Airport, New Delhi - 110 037  
Phone : 91 11 4159 7315  
Website: [www.asianhotelswest.com](http://www.asianhotelswest.com)

**REGISTRAR & SHARE TRANSFER AGENTS**

KFin Technologies Private Limited  
Karvy House  
Karvy Selenium Tower-B,  
Plot No 31 & 32, Financial District,  
Nanankramguda, Serilingampally Mandal,  
Hyderabad -500032  
Tel No. : 040-23420815-24  
Fax No. : 040-23420814  
E Mail : [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

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