

BEST EASTERN HOTELS LIMITED



64th Annual Report 2006-2007

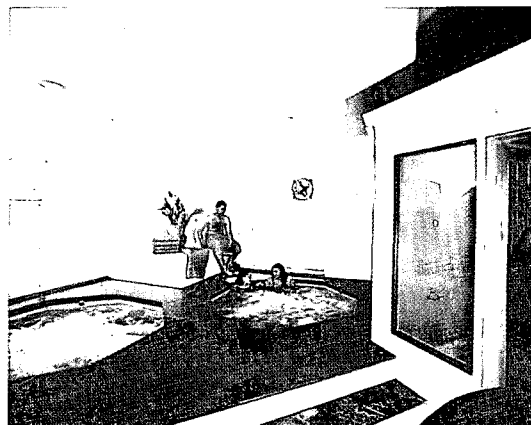


The Ascot Pool

The Rainforest



The Ascot Soul Club



Badminton Court



BOARD OF DIRECTORS

Vinaychand Kothari
Chairman & Managing Director

Dilip V. Kothari
Joint Managing Director

Dr. Ramnik K. Baxi
Mangal S. Chheda
Manohar R. Tambat

AUDITORS
M/s. D. C. SURANA & ASSOCIATES
Chartered Accountants

COMPANY LAW CONSULTANT
M/s. N. BAFNA & CO.
Company Secretaries

BANKER
UNION BANK OF INDIA

REGISTRARS & TRANSFER AGENT
Sharex Dynamic (India) Pvt. Ltd.,
Unit – 1, Luthra Ind. Premises, Safed Pool,
Andheri – Kurla Road, Andheri (E),
Mumbai – 400 072
Tel – 2851 5606 Fax – 2851 2885

REGISTERED OFFICE :
401, Chartered House,
293/299, Dr. C. H. Street,
MUMBAI – 400 002.
Tel.: 91 22 2207 8292
Fax: 91 22 2206 1324
Email: booking@ushaascot.com

HOTEL SITE :
USHA ASCOT
M. G. Road,
Matheran, Dist. Raigad.
Tel.: 91 2148 230360
Fax: 91 2148 230213
Web site: www.ushaascot.com

-: NOTICE :-

NOTICE is hereby given that the 64th Annual General Meeting of the members of the Best Eastern Hotels Ltd. will be held on Tuesday 4th September 2007 at Indian Merchants Chamber, H.T. Parekh Conference Room, 4th floor, Indian Merchant Chamber Marg, Churchgate, Mumbai – 400 020 at 4.00 p.m. to transact the following businesses:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2007 and the Profit and Loss Account for the year ended on that date together with the Report of the Directors and Auditors thereon.
2. To confirm & take on record interim dividend paid on Redeemable Preference Shares and Equity Shares.
3. To appoint Director in place of Mr. Mangal S. Chheda, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Director in place of Mr. Vinaychand Kothari, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors of the company and fix their remuneration.

Mumbai, 31st July, 2007.

By order of the Board
Dilip V. Kothari
Joint Managing Director

Registered Office :
401, Chartered House,
293/299, Dr. C.H. Street,
Mumbai – 400 002.

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-: NOTES :-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT TO BE THE MEMBER OF THE COMPANY.** Proxies, in order to be effective, should be duly completed, stamped and signed and must be deposited at the registered office of the company not less than 48 hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books will remain closed from Friday 31st August 2007 to Tuesday 4th September 2007 (Both days inclusive).
3. Members are requested to notify immediately any change in their address, if any, to Company's Registrar and Share Transfer Agents.
4. As per the provisions of the Companies Act, 1956, facility for making nominations is now available for shareholders in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company.
5. **Unclaimed Dividends:** Dividend in respect of the financial year ended 31/03/2004 (disbursed on 25/09/2004 due for transfer on 24/09/2011), year ended 31/03/2005 (disbursed on 27/09/2005 due for transfer on 26/09/2012), year ended 31/03/2006 (disbursed on 08/09/2006 due for transfer on 07/09/2013) and year ended 31/03/2007 (disbursed on 20/03/2007 due for transfer on 19/03/2014) remaining unclaimed for 7 years from the date of disbursement will be transferred as per section 205 C of the Companies Act, 1956 to the Investors Education and Protection Fund of the Central Govt. (IEPF). As no claim shall lie against either the company or the IEPF after a period of 7 years from the date of disbursement, shareholders who have not yet encashed their dividend warrants relating to the above year are urged to contact the Registered office of the company for revalidation and encash them before the due date for transfer to the IEPF.

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting their Sixty Fourth Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2007.

FINANCIAL RESULTS :

Particulars	Rupees in 000's	
	Year Ended 31.03.2007	Year Ended 31.03.2006
Revenue	34,983	29,904
Profit before Taxation	10,341	6,476
Less : Provision for Tax		
Current Tax	1,175	545
Fringe Benefit Tax	23	34
Deferred Tax	2,240	2,148
Excess/(Short) Provision for Tax Earlier Years	7	—
Profit after Tax for the year	6,896	3,749
Add : Brought forward profit	4,474	4,488
Profit available for appropriation	11,370	8,237
Transfer To General Reserve	600	200
Dividend : On Preference Shares	1,440	1,440
On Equity Shares	2,528	1,685
Dividend Tax on dividend	556	438
Balance carried over to Balance Sheet	6,246	4,474

Operating Results:

The overall performance of the company showed considerable improvement as compared to the previous year with revenues growing by 17%. The total revenue of the Company for the year ended 31st March, 2007 was Rs. 349.83 lacs (previous year Rs. 299.04 lacs), the profit before tax is Rs. 103.41 lacs (previous year Rs. 64.76 lacs) and profit after tax was Rs. 68.96 lacs (previous year Rs. 37.49 lacs). The goodwill of your company coupled with improvements in services, ambience and facilities have resulted in increased profits. The occupancies have also shown a marginal increase as compared to the previous year along with improvement in ARR.

Dividend on Equity and Preference Shares:

Your Directors had paid a dividend of Rs. 1.50/- (15%) per equity share of Rs. 10/- each & Rs. 1.20 (12%) on Preference Shares of Rs. 10/- each for the year ended 31st March, 2007 and considering the working of the company during the year, your Directors do not recommend any final dividend. The same is to be treated as final dividend and to be taken on record at the ensuing Annual General Meeting. The total amount of dividend outgo was Rs. 45.24 Lacs including dividend tax (previous year dividend outgo Rs. 35.63 lacs including dividend tax).

Fixed Deposit:

The Company has not accepted any deposits from Public within the meaning of Section 58A & 58AA of the Companies Act, 1956.

Directors:

Mr. Mangal S. Chheda & Mr. Vinaychand Kothari retires by rotation and being eligible offer themselves for re-appointment.

Directors Responsibility Statement:

Pursuant to sub-section (2AA) of section 217 of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that :

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.

- ii. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the Company for that period.
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. The Directors had prepared the annual accounts on a going concern basis.

Auditors:

The retiring Auditors M/s. D. C. Surana & Associates, Chartered Accountants, being eligible offer themselves for reappointment.

Auditors Report:

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

Listing:

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

Particulars of Employees:

The provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 as amended are not applicable to your company since none of the employee employed on a remuneration of Rs. 2,00,000/- p.m. or Rs. 24,00,000/- p. a. .

Energy Conservation, Technology Transfer and Foreign Exchange Earnings and Out Go:

The information as required under Section 217 (1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 is furnished hereunder:

- a) **Conservation of Energy** : The company has always given high priority to energy conservation. Constant efforts have been made to reduce energy consumption on continuous basis. Employee awareness and effective monitoring of uses of energy are being pursued. The Company is also examining the use of alternative source of energy. It had already implemented Hot Water System at the hotel site and converting normal lighting to PL/CFL lighting to save fuel and electricity consumption to the considerable extent.
- b) **Technology Absorption** : The company being in the hospitality industry, its activities do not as such involve any technology absorption or expenditure on research and development. Nonetheless, the Company's endeavors would be to achieve what is best possible in its business.
- c) **Foreign Exchange Earnings & Out go:** Rs. 3.91 lacs being realization under credit cards (Previous year Rs. 2.14 lacs). Out go Rs. Nil (Previous year Rs. Nil).

Corporate Governance:

Provision of Clause 49 of Listing Agreement in respect of Corporate Governance is not applicable to your Company.

Acknowledgements:

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

Your Directors would like to appreciate the efforts of the Company's employees for their continued support extended to the company.

For and on behalf of the board,

Mumbai, 31st July, 2007

Vinaychand Kothari
Chairman

AUDITORS' REPORT

**TO
THE MEMBERS OF
BEST EASTERN HOTELS LIMITED**

1. We have audited the attached Balance Sheet of **BEST EASTERN HOTELS LIMITED** (hereinafter called as 'the Company'), as at 31st March 2007, the Profit and Loss Account of the Company and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003 as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, We enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - (i) we have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - (ii) 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;
 - (iii) the Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (iv) in our opinion, the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) on the basis of written representations received from the directors, as on 31 March, 2007, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31 March, 2007, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956 ;
 - (vi) in our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the significant accounting policies and Notes to Accounts in the schedule 17 and elsewhere in the accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March, 2007;
 - (b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**For D.C. SURANA & ASSOCIATES.
Chartered Accountants**

**D.C.Surana
Proprietor**

Membership No. 100-34074

Mumbai, 31st July, 2007