

BEST EASTERN HOTELS LIMITED 80th Annual Report 2022-2023





REGISTERED OFFICE:

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

CONTENTS

HOTEL SITE:

USHA ASCOT

Tel.: 91 22 6931 4422

M. G. Road, Matheran, Dist. Raigad.

Web site: www.ushaascot.com

PAGE NOS.

Notice	
Director's Report	
Management Discussion and Analysis	
Secretarial Audit Report	
Auditor's Report	
Balance Sheet	
Statement of Profit & Loss	
Statement of Changes in Equity	
Cash Flow Statement	
Notes to Financial Statements	

80[™] ANNUAL REPORT 2022-2023



NOTICE

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

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

Ordinary Business:

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

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

Special Business:

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

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

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

80[™] ANNUAL REPORT 2022-2023



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

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

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

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

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

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

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

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

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



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

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

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

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

For Best Eastern Hotels Limited

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

Place: Mumbai Date: 3rd July 2023



NOTES

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



- 7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, 14th July 2023 being cut-off date for the purpose. The Company will not be dispatching physical copies of the Notice and Annual Report to any Member. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website <u>www.ushaascot.com</u> and website of the Stock Exchange i.e. BSE Limited at <u>www.bseindia.com</u>. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. <u>www.evotingindia.com</u>.
- 8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 and 20/2020 dated 5th May 2020.
- 10. With reference to MCA's General Circular Nos. 20/2020 dated 5th May 2020, 02/2021 dated 13th January 2021, 19/2021 dated 18th December 2021, 21/2021 dated 14th December 2021 and 10/2022 dated 28th December 2022, it has been decided to allow the companies whose AGMs are due in the Year 2023 to conduct their AGMs in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 5th May 2020.
- 11. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

12. Instructions for e-voting and joining the AGM are as follows:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April 2020, 13th April 2020 and 5th May 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- ii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first serve basis.
- iii. The voting period begins on Tuesday, 15th August 2023 (09:00 a.m.) and ends on Thursday, 17th August 2023 (05:00 p.m.) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 11th August 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iv. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.



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

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

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

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

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



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

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

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

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

80[™] ANNUAL REPORT 2022-2023



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

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

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

80[™] ANNUAL REPORT 2022-2023