

EH Associated Hotels Limited
A member of  *The Oberoi Group*




Annual Report 1996-97



*Cover: The main building of Rajendra, Jaipur
An Oberoi Hotel*

MD	<input checked="" type="checkbox"/>	BKC	<input checked="" type="checkbox"/>
CS	<input checked="" type="checkbox"/>	DPY	<input checked="" type="checkbox"/>
RC	<input checked="" type="checkbox"/>	DIV	<input checked="" type="checkbox"/>
TRA	<input checked="" type="checkbox"/>	AC	<input checked="" type="checkbox"/>
ACM	<input checked="" type="checkbox"/>	SHI	<input checked="" type="checkbox"/>
PC	<input checked="" type="checkbox"/>		

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P.R.S. Oberoi, Chairman & Managing Director

BOARD

Mr. P. R. S. Oberoi, *Chairman and
Managing Director*

Mr. G. K. Khanna
Mr. P. Majumdar
Mr. T. P. Raghavan, *Nominee, ICICI*
Mr. L. Ganesh
Mr. R. Raheja
Mr. S. S. Mukherji
Mr. Vikram Oberoi

COMPANY SECRETARY
Mr. R. Mitra

AUDITORS

Ray & Ray
Chartered Accountants
6, Church Lane
Calcutta 700 001

BANKERS

Bank of Baroda
Canara Bank
United Bank of India
Indian Overseas Bank

REGISTERED OFFICE

1/24, G.S.T. Road
Meenambakkam
Chennai 600 027

HEAD OFFICE

4, Mangoe Lane
Calcutta 700 001

CORPORATE OFFICE

The Oberoi Maidens
7, Sham Nath Marg
Delhi 110 054

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HIGHLIGHTS

Figures in Rupees Millions except item Nos. 13, 14, 15 & 16					
	1992-93	1993-94	1994-95	1995-96	1996-97
FOR THE YEAR					
1. GROSS REVENUE	101.453	107.678	147.912	212.557	250.547
2. PROFIT BEFORE TAX	13.160	15.773	30.541	64.702	101.615
3. PROFIT AFTER TAX	13.160	15.773	30.541	64.702	87.115
4. DIVIDEND	5.250	7.875	10.500	18.093	26.250
5. RETAINED EARNINGS	14.534	14.961	27.471	55.223	67.215
6. FOREIGN EXCHANGE EARNINGS	70.909	68.053	95.719	147.007	192.697
AT YEAR END					
7. GROSS FIXED ASSETS	185.671	189.412	208.113	320.563	582.891
8. SHARE CAPITAL	52.500	52.500	52.500	105.000	105.000
9. RESERVES AND SURPLUS	9.533	16.874	36.915	209.524	267.755
10. NET WORTH	60.363	68.261	88.858	312.726	371.416
11. BORROWINGS	99.111	102.876	87.312	73.445	190.431
12. CAPITAL EMPLOYED	159.474	171.137	176.171	386.171	561.847
PER SHARE					
13. NET WORTH PER EQUITY SHARE	Rs.11.50	Rs.13.00	Rs.16.95	Rs.29.78	Rs.35.37
14. EARNINGS PER EQUITY SHARE	Rs.2.51	Rs.3.00	Rs.5.82	Rs.8.94*	Rs.8.30
15. DIVIDEND PER EQUITY SHARE	Re.1.00	Rs.1.50	Rs.2.00	Rs.2.50**	Rs.2.50
RATIO					
16. DEBT : EQUITY RATIO	1.64 : 1	1.51 : 1	0.98 : 1	0.23 : 1	0.51 : 1
* Annualised					
** Prorata payment on Equity Shares allotted during 1995-96 from the date of respective allotments.					

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of the Company will be held at 'The Trident', 1/24, G.S.T. Road, Meenambakkam, Chennai 600 027 on Thursday, the 21st day of August, 1997 at 4.00 P.M. to transact the following business :

1. To adopt the Audited Accounts of the Company for the year ended 31st March, 1997 together with the Directors' and Auditors' Reports thereon.
2. To declare a dividend.
3. To elect Directors in place of those retiring by rotation.
4. To appoint Auditors and to fix their remuneration and for such purpose to pass the following Resolution which will be proposed as a Special Resolution :

"That pursuant to Section 224A of the Companies Act, 1956 Messrs. Ray & Ray, Chartered Accountants, Calcutta, be and they are hereby reappointed Auditors of the Company to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as will be determined by the Board of Directors of the Company."

AS SPECIAL BUSINESS

5. To consider and, if thought fit, pass, with or without modification, the following Resolutions :

(i) **As an Ordinary Resolution**

"That Mr. Vikram Oberoi be and is hereby appointed Director of the Company who shall not, subject to the provisions of Section 255 of the Companies Act, 1956 be liable to retire by rotation."

(ii) **As an Ordinary Resolution**

"That in accordance with the provisions of Sections 198, 269 and 309 of the Companies Act, 1956 read with Schedule XIII thereto including any statutory modification or re-enactment thereof for the time being in force (and subject to all such sanctions as may be necessary) the Company hereby approves the appointment of Mr. Vikram Oberoi as Whole-time Director of the Company for a period of five years effective 1st April, 1997 upon the terms and conditions including remuneration payable to him as set out in the draft Agreement submitted to this meeting and initialled by the Chairman for the purpose of identification, with liberty to the Board of Directors of the Company to vary the terms and conditions of the said Agreement not being more advantageous to Mr. Vikram Oberoi, as may be agreed to between the Board of Directors and Mr. Vikram Oberoi."

(iii) **As an Ordinary Resolution**

"That in modification of the Ordinary Resolution passed by the Company at the Tenth Annual General Meeting of the Company held on 16th September, 1993 the Board of Directors of the Company be and is hereby authorised pursuant to the provisions of

Section 293(1) (d) of the Companies Act, 1956 to borrow monies for the purpose of the business of the Company notwithstanding that monies so borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose, but so that the total amount of the monies to be so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs.100 Crores outstanding at any one time."

(iv) **As an Ordinary Resolution**

"That consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors of the Company to mortgage and/or charge subject to the existing charges, immovable and moveable properties of the Company wherever situate both present and future in such manner as may be decided in consultation with term lending Financial Institutions and or banks in favour of term lending institutions and or banks the whole or substantially the whole of all or one or more of the undertakings of the Company to secure the financial borrowings of the Company not exceeding Rs.100 Crores outstanding at any one time as it may at its discretion deem fit and proper if and when necessary and in connection therewith to perfect the requisite documents, writings or declarations for giving effect to this resolution."

(v) **As a Special Resolution**

"That the Articles of Association of the Company be and they are hereby altered in the manner following :

- (a) by insertion of the following new clauses, number (xviii) and (xix) respectively, after the existing clause (xvii) in Article 1 :

'(xviii) 'Special Resolution' and 'Ordinary Resolution' have the meanings assigned thereto respectively by Section 189 of the Act.

(xix) 'Resolution with Special Notice' has the meaning assigned thereto by Section 190 of the Act.;

- (b) by insertion of the following new clause, numbered (5), along with the marginal note thereto, after the existing clause (4) in Article 14 :

(5) The share certificates submitted to the Company shall be delivered to the first named member on the Register, to the Attorney of such person or to the person tendering the certificate, as the circumstances warrant.;

- (c) by insertion of the following new Article, numbered Article 47A, along with the marginal note thereto, after the existing Article 47:

'Delivery
of share
certificate

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'Closing of Register	47A	The Register may be closed during such times as the Board thinks fit but not exceeding thirty days in a year and otherwise subject to Section 154 of the Act.;
'Provisions relating to offer of unissued or new issue of shares	(d)	by insertion of the following new Article, numbered Article 49A, along with the marginal note thereto, after the existing Article 49 :
	49A	All unissued and any new Equity Shares shall, subject to any directions to the contrary which may be given by the Company in General Meeting, be offered to the holders of the Equity Shares of the Company in accordance with the provisions of Section 81 of the Act.;
'Conversion of securities	(e)	by insertion of the following new Article, numbered Article 56A, along with the marginal note thereto, after the existing Article 56 :
	56A	Notwithstanding anything contained in these Articles the Company may convert its Equity Shares into Stock or reconvert its Stock into Equity Shares and the provisions of Regulations 36, 37, 38 and 39 of Table 'A' in the First Schedule to the Act shall apply mutatis mutandis.;
'Passing of rights to Dividend on transfer	(f)	by insertion of the following new Article numbered Article 152A, along with the marginal note thereto, after the existing Article 152 :
	152A	A transfer of Equity Shares shall not pass the rights to any dividend declared thereon before the registration of the transfer unless the Company is authorised by the registered holder of such Equity Shares in writing to pay such dividend to the transferee specified in the instrument of transfer.;
	(g)	by deletion of clause (a) of the existing Article 95 and substitution thereof by the following new clause :
	(a)	Subject to the provisions of the Act, the Directors shall be entitled to receive out of the funds of the Company for each meeting of the Board or a Committee of the Board attended by him such fee as may from time to time be prescribed by or under the Act and applicable to the Company.;
	and	
	(h)	by deletion of the existing Article 143 and substitution thereof by the following :
	"The Board may deduct from any dividend payable to any member all sums of money, if any, on which the Company has a lien and /or presently payable by him to the Company on account of calls or otherwise in relation to the Equity Shares of the Company." "	

Registered Office:
1/24, G.S.T. Road
Meenambakkam
Chennai 600 027
26th June, 1997

By Order of the Board

R. MITRA
Company Secretary