

HOWARD HOTELS LIMITED

CIN: L74899DL1989PLC038622

ANNUAL REPORT 2014-2015

CORPORATE INFORMATION

Board of Directors

Chairman & Managing Director

Nirankar Nath Mittal

Executive Directors

Nirvikar Nath Mittal

Shri Kant Mittal

Non-Executive Directors

Rakesh Kumar Agarwal

Ravi Kant Bansal

Alka Agarwal

Statutory Auditors

P. C. Bindal & Co.

Chartered Accountants

718 /21, Joshi Road, Karol Bagh,

New Delhi-110 005

Secretarial Auditors

Satyendra Sharma & Associates

IInd Gali, Pt. Jangjeet Nagar, Rajpur,

Agra-282001

Bankers

Punjab National Bank

HDFC Bank Limited

IDBI Bank Limited

Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd.

A-40, 2nd Floor, Naraina Industrial Area,

Phase-II, Near Batra Banquet Hall,

New Delhi-110028

Registered Office

Howard Hotels Limited

20, Maurya Complex,

B-28 Subhash Chowk,

Laxmi Nagar,

New Delhi-110092

Corporate Office

Howard Plaza

Fatehabad Road,

Agra-282001

Company's Website: www.howardhotelsltd.com

Email-Id: cs@howardhotelsltd.com

Tel: (0562) 4048600

Facsimile: (0562) 4048666

Stock Exchange Where Company's Securities Are Listed

Bombay Stock Exchange Limited

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th (Twenty Sixth) Annual General Meeting of **HOWARD HOTELS LIMITED** will be held on Friday, September 04, 2015 at the Executive Club C/o Dolly Farms and Resorts Private Limited, 439, Village Shahoopur, P.O. Fatehpurberi, New Delhi – 74 at 10:00 A.M. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended March 31, 2015 and the Balance Sheet as at that date, together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Rakesh Kumar Agarwal who retires by rotation and is being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ravi Kant Bansal, who retires by rotation and is being eligible offers himself for re-appointment.
4. To ratify the appointment of auditors and to fix their remuneration and to pass following resolution and to pass the following as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 139,142 and other applicable provisions of the Companies Act,2013 and the rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the AGM held on 04th September,2014,the appointment of M/s P. C. Bindal & Co., Chartered Accountants as the Auditors of the Company to hold office till the conclusion of the AGM to be held in calendar year 2018 be and is hereby ratified and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them."

Special Business

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

Appointment of Independent Director

"RESOLVED THAT pursuant to Section 149,152, Schedule IV and other applicable provisions of the Companies Act,2013 and the Rules made thereunder,Mrs. Alka Agarwal (holding DIN 07137088), who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 30th March,2015, in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director for the period of 5 years of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

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

Adoption of new set of Article of Associations of the Company

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 161 with the new regulations 1 to 167, a copy of which can be assessed at website of the Company by following the link <http://www.howardhotelsltd.com/Other Reports/Articles of Association> , be and is hereby adopted as new regulations of the Articles of Association of the Company."

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Nirankar Nath Mittal (DIN: 01533102), Managing Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, Delhi & Haryana."

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. The instrument appointing the proxy must reach the registered office of the Company, NOT LATER THAN 48 HOURS before the time fixed for holding the meeting.
2. Corporate members are requested to send a duly certified copy of the Board resolution authorizing representative to attend and vote at the annual general meeting.
3. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
4. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of clause 49 of the listing agreement.
5. The register of the members and share transfer books of the Company shall remain closed from (both days inclusive) **Tuesday, September 01, 2015 to Friday, September 04, 2015**
6. Members/ proxies should bring the attendance slip sent herewith duly filled in for attending the meeting along with their copies of annual reports to the meeting.

7. Members desiring any information on the accounts are requested to write to the Company at its registered office at least 6 days before the date of the Annual General Meeting to enable the management to collect and keep the information ready.

8. Members are requested to kindly notify the company of any change in their address so as to enable the Company to address future communication to their changed addresses.

9. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.

10. Keeping in view of “Green Initiative in Corporate Governance” taken by Ministry of Corporate Affairs vide their circular no. 17/2011 date 21/04/2011 and 18/2011 dated 29/04/2011, your Company has decided to send henceforth, all documents, required to be sent to the shareholders like General Meeting Notice (including AGM), Audited Financial Statements, Directors’ Report, Auditors’ Report etc. in electronic form on the e-mail Id provided and made available to us by the Depository. In case you have not registered your E-mail ID or you desire to have different E-mail ID to be registered, please update the same with your Depository Participant and E-mail us also at cs@howardhotelsltd.com

11. The Prominent Landmark for the Venue of AGM is Qutub Minar, Delhi and the route Map from the landmark to the Venue is attached herewith.

12. Voting through electronic means:

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the Remote e-voting facility, and a member may avail of the facility at his/her/it discretion, **subject to compliance with the instructions prescribed below:**

The instructions for shareholders voting electronically are as under:

- (a) The Remote e-voting period begins on Tuesday, 1st September, 2015 at 09:00 A.M. and ends on Thursday, 03rd September, 2015 at 5:00 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, 28th August, 2015, may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter.
- (b) The shareholders should log on to the Remote e-voting website www.evotingindia.com.
- (c) Click on Shareholders.
- (d) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (e) Next enter the Image Verification as displayed and Click on Login.
- (f) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (g) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Detail	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (h) After entering these details appropriately, click on “SUBMIT” tab.
- (i) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 Remote 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.

- (j) For Members holding shares in physical form, the details can be used only for Remote e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for the < Howard Hotels Limited > on which you choose to vote.
- (l) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for Remote e-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.
- (m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (q) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (r) Note for Non – Individual Shareholders and Custodians
 - (a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (c) After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - (d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - (e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (f) In case you have any queries or issues regarding Remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

OTHER INSTRUCTIONS:

- (a) In case of any queries regarding Remote e-voting you may refer to the ‘user manual for shareholders to cast their votes’ available at www.evotingindia.com under ‘HELP’.
- (b) If you are already registered with CDSL for Remote e-voting then you can use your existing user ID and password for casting your vote.
- (c) The Remote e-voting period commences on Tuesday, 1st September, 2015 at 09:00 A.M. and ends on Thursday, 03rd September, 2015 at 5:00 P.M. During the Remote e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Friday, 28th August, 2015, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (d) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date Friday, 28th August, 2015.
- (e) **Mrs. Pooja Anand Practising Company Secretary, Delhi**, has been appointed as Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.
- (f) The scrutinizer shall immediately after conclusion of voting at the general meeting, first count the votes cast at the meeting, and shall within a period of not exceeding three days from the conclusion of the meeting unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (g) The results of the Remote e-voting along with the scrutinizer’s report shall be placed in the Company’s website www.howardhotelsltd.com and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

13. Details of additional Directors/Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting of the Company (Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)

Name of Director	Ravi Kant Bansal	Rakesh Kumar Agarwal	Alka Agarwal
Date of Birth	20/06/1954	03/05/1960	04/12/1959
Date of appointment/ re-appointment	30/05/2014	30/05/2014	30/03/2015
Qualifications	Post Graduate	M.Com, FCA	M.Sc, PhD
Expertise in specific functional areas	Experience in Hotel Industry	Financial Analysis	Experience in Hotel Industry
List of other Indian Public Limited Companies in which Directorship held as on 31.03.2014	NIL	NIL	NIL
Shareholdings in the company as on 31.03.2014	NIL	NIL	NIL
Inter-se relationship	NO	NO	NO

Place: Agra
Date: August 03, 2015

By order of the Board
HOWARD HOTELS LIMITED

Registered office:
Howard Hotels Limited
20, Maurya Complex,
B-28 Subhash Chowk,
Laxmi Nagar,
Delhi-110092

Sd/-
[Pritika Agarwal]
Company Secretary
Mem. No. 33473

Route Map:



ITEM NO. 5.

On the recommendation of the Nomination and Remuneration Committee, Mrs. **Alka Agarwal** [DIN: 07137088] was appointed by the Company as an Additional Director of the Company by the Board at their meeting held on March 30, 2015. The Board considers that the appointment of Mrs. **Alka Agarwal** as a Non-Executive Independent Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Non-Executive Independent Director of the Company whose period of office is liable to determination by retirement of directors by rotation. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Mrs. **Alka Agarwal** does not hold by himself or for any other person on a beneficial basis, any shares in the Company and fulfils the criteria of Independence. Your Directors recommend the resolution for your approval.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 5 of the Notice.

ITEM NO. 6:

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company need to be re-aligned as per the provisions of the new Act. The Board of Directors at its meeting held on 11th August, 2014 decided to incorporate/substitute/alter certain provisions as per the Companies Act, 2013. As this would result in a number of changes in the existing Articles of Association of the Company, it was desirable to adopt a new set of Articles of Association from [Articles No. 1 to 167] in place of and in exclusion to the existing Articles of Association [Articles No.1 to 161] of the Company. The new Articles of Association to be substituted in place of the existing Articles of Association is based on Table "F" of Schedule I of the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares. In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The proposed new draft Articles of Association is being uploaded on the Company's website for perusal by the shareholders. None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 6 of the Notice.

The Board recommends the resolution as set out at Item No. 6 of the Notice for approval by the shareholders

Place: Agra
Date: August 03, 2015

By order of the Board
HOWARD HOTELS LIMITED

Sd/-

[Pritika Agarwal]
Company Secretary
Mem. No. 33473

DIRECTOR'S REPORT

TO THE MEMBERS,

Your Director's have pleasure in presenting the Twenty Sixth Annual Report of the Company together with the Audited Accounts for the year ended 31st March 2015.

FINANCIAL HIGHLIGHTS

The Performance of the Company for the financial year ended 31st March 2015 is summarized below:

(Rs. in Lacs)		
PARTICULARS	CURRENT YEAR (2014-15)	PREVIOUS YEAR (2013-14)
1. Total Income	947.96	982.89
Less: i) Operating, Administrative & other Exp.	832.39	828.07
2. Earning before interest and depreciation	115.57	154.81
Less: i) Interest	25.67	26.63
ii) Depreciation	68.14	86.90
3. Profit before Tax	21.76	41.29
Less: provision for Tax		
i) Current	4.15	7.87
ii) Deferred	4.74	16.63
iii) Earlier year Tax	0.05	-
iv) MAT Credit	(4.15)	(7.87)
4. Profit after Tax	16.97	24.66
Add: Balance of Profit as per last Balance Sheet	299.47	274.80
Less: Adjustment of depreciation on account of change in estimated life of fixed assets	7.91	-
5. Balance available for appropriation	308.53	299.46

COMPANY'S PERFORMANCE

During the year under review, the Company has total revenues of 947.96 Lacs as compared to 982.89 Lacs during the previous year. The net profit for the year under review has been 16.97 Lacs as against 24.66 Lacs during the previous year. Your directors are continuously looking for avenues for future growth of the Company in Hotel Industry.

DIVIDEND

The Company has decided to plough back its entire profits for future developments. Hence no dividend is recommended for the year under review.

RESERVES

The appropriations for the year are:

(Rs. in Lacs)		
PARTICULARS	CURRENT YEAR (2014-15)	PREVIOUS YEAR (2013-14)
Securities Premium A/c as per last Balance Sheet	40.50	40.50
Addition during the year	-	-
(a)	40.50	40.50
Balance in P&L A/c as per last Balance Sheet	299.47	274.80
Addition during the year	16.97	24.66
Adjustment of depreciation on account of change in estimated life of fixed assets	7.91	-
(b)	308.53	299.47
Total Reserve & Surplus (a+b)	349.03	339.97

PAID UP CAPITAL

PARTICULARS	As at March 31,2015 (Rs. in Lacs)	As at March 31,2014 (Rs. in Lacs)
SHARE CAPITAL		
Authorised Shares 1,00,00,000 Equity Shares of ` 10 each	1,000.00	1,000.00
Issued, Subscribed & fully paid up shares 91,13,200 Equity Shares of Rs.10 each fully paid up	911.32	911.32

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

Particulars of contracts Or arrangements with related parties referred to in Section 188(1) of the Companies Act,2013, in the prescribed form AOC-2, is appended as Annexure- IV to the Board's Report.

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the <http://www.howardhotelsltd.com/Other Reports/Policy on Related Party Transactions>

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Loans, guarantees and investments covered under Section 186 of the Companies Act,2013 form part of the notes to the financial statements provided in this Annual Report.

ACCEPTANCE OF DEPOSITS

The Company has not accepted any deposits from public within the meaning of Section 73 of the Companies Act, 2013, and the Companies (Acceptance of Deposit) Rules, 2014 , during the year under review.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return of the Company is annexed herewith as Annexure I to this Report.

BOARD DIVERSITY

The Company recognises and embraces the importance of a diverse board in its success . We believe that a truly diverse board will leverage difficulties in thought, perspective, knowledge, skill, regional And industry experience, culture and geographical background, age, ethnicity, race, gender, which will help us retain our competitive advantage. The Board has adopted the Board Diversity policy as well which is available on our website <http://www.howardhotelsltd.com>.

MEETINGS OF THE BOARD

Six meetings of the Board of Directors were held during the year. For further details, please refer report on Corporate Governance of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act,2013.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31,2015, The Board consist of 6 members, three of whom are executive/whole-time directors and three are independent directors. The Board periodically evaluates the need for change in its composition and size.

The policy of the Company on director's appointment and other matters provided under sub section 3 of section 178 of the Companies Act, 2013 can be assessed at <http://www.howardhotelsltd.com/Other Reports/Policy for Selection of Directors and Determining Directors independence>.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

BOARD EVALUATION

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the non-executive directors and executive directors which can be assessed at <http://www.howardhotelsltd.com/Other Reports/Policy for selection of Directors and determining Directors independence> and <http://www.howardhotelsltd.com/other Reports /Nomination and remuneration Policy>.

REAPPOINTMENTS AND RESIGNATIONS/APPOINTMENTS

At the ensuing Annual General Meeting Mr. Rakesh Kumar Agarwal and Mr. Ravi Kant Bansal, Directors of the Company, will retire by rotation and, being eligible; offer themselves for reappointment in terms of provisions of Companies Act, 2013 read with Articles of Association of the Company. Mr. Sanjay Kumar Pathak demitted office as a Director with effect from March 30, 2015. The Board places on record its deep appreciation for the valuable contribution made by him during his tenure as Director of the Company. Mrs. Alka Agarwal was appointed as an Additional Director at the Board meeting held on March 30,2015 seeking Shareholder's approval in this Annual General Meeting.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, we hereby state:

i).that in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation and that there are no material departures;

ii).that the directors have 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 as at March 31, 2015 and of the profit and loss of the Company for that period;

iii).that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv).that the directors have prepared the Annual Accounts on a going concern basis.

v).that the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

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

AUDITORS AND AUDITORS' REPORT

STATUTORY AUDITORS

M/s. P. C. Bindal & Co., Chartered Accountants, New Delhi, the Statutory Auditors of the Company are the retiring Auditors and being eligible, offers themselves for re-appointment. The Certificate u/s 139(1) of the Companies Act, 2013 has been obtained from them and they are not disqualified for such re-appointment within the meaning of Section 141 of the said Act. Your directors recommend the ratification for reappointment of Statutory Auditors to hold office until the conclusion of the next Annual General Meeting of the Company.

SECRETARIAL AUDITOR

The Board has appointed Mr. Satyendra Sharma, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith marked as Annexure II to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

INTERNAL AUDITOR

The Board has appointed an Internal Auditor to conduct the Internal Audit for the financial year 2014-15. The Internal Audit Report for the financial year ended March 31, has been submitted to the Company and it does not contain any qualification, reservation or adverse remark.

ACCOUNTS & AUDIT

The observations of Auditors in their report, read with the relevant notes to accounts, are self-explanatory and do not require further explanation. There are no qualifications, reservations or adverse remarks or disclaimers made by P.C.Bindal & Co., Chartered Accountants, Statutory Auditors, in their report and by Mr. Satyendra Sharma, Company Secretary in Practice, in his Secretarial Audit Report. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

REGULATORY ACTIONS

The following regulatory actions are pending as on date March 31, 2015

Name of the Statute	Nature of Dues	Amount (Rs. in lacs)	Period to which Amount relates	Forum where dispute is pending
Sales Tax Act	Sales Tax Demand	1.57	2009-10 to 2012-13	Sales Tax Appellate tribunal
Provident Fund	Provident Fund Penalty	9.19	01/04/1996 to 31/01/2014	Asstt. /Regional Commissioner, Provident Fund