

HOWARD HOTELS LIMITED

CIN: L74899DL1989PLC038622

ANNUAL REPORT 2015-2016

CORPORATE INFORMATION

BOARD OF DIRECTORS

NIRANKAR NATH MITTAL, Chairman & Managing Director
NIRVIKAR NATH MITTAL, WholeTime Director
SHRI KANT MITTAL, WholeTime Director
RAKESH KUMAR AGARWAL, Independent Director
RAVI KANT BANSAL, Independent Director
ALKA AGARWAL, Independent Director

STATUTORY AUDITORS

P. C. BINDAL & CO.

Chartered Accountants
718 /21, Joshi Road, Karol Bagh,
New Delhi-110 005

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

ANNUAL GENERAL MEETING

DATE : 3rd September, 2016
TIME : 10: 00 A.M.
DAY : Saturday
VENUE : Executive Club C/o Dolly Farms and Resorts Private Limited, 439, Village Shahoorpur, P.O. Fatehpurberi, New Delhi -74

BANKERS

HDFC BANK LIMITED
IDBI BANK LIMITED

SECRETARIAL AUDITORS

SATYENDRA SHARMA & ASSOCIATES
IInd Gali, Pt. Jangeet Nagar, Rajpur,
Agra-282001

Stock Exchange Where Company's Securities Are Listed

BOMBAY STOCK EXCHANGE LIMITED

Corporate Office

HOWARD PLAZA

Fatehabad Road, Agra-282001

Website: www.howardhotelsltd.com

Email-Id: cs@howardhotelsltd.com

Tel : (0562) 4048600

Facsimile : (0562) 4048666

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th (Twenty Seventh) Annual General Meeting of **HOWARD HOTELS LIMITED** will be held on Saturday, September 03, 2016 at the Executive Club C/o Dolly Farms and Resorts Private Limited, 439, Village Shahoorpur, 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 Financial Statements of the Company for the year ended March 31, 2016, together with the Reports of the Board of Directors' and Auditors' thereon;
2. To appoint a Director in place of Mr. Shri Kant Mittal (DIN- 01533368), who retires by rotation and, being eligible, offers himself for re-appointment.
3. 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 the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s P. C. Bindal & Co., Chartered Accountants (Firm registration Number- 003824N) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-eighth AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

Special Business

4. REVISION IN THE TERMS & CONDITIONS OF RE-APPOINTMENT OF MR. NIRVIKAR NATH MITTAL, WHOLE-TIME 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and on recommendation of the Board, the approval of the members be and is hereby accorded for revision in the terms and conditions of appointment Mr. Nirvikar Nath Mittal [DIN: 00536470], Whole Time Director of the Company. The revised term as set out below:

- The period of office of Mr. Nirvikar Nath Mittal shall be liable to determination by retirement of directors by rotation.
- The other terms shall remain same as stated earlier at the time of re-appointment.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Board of Directors and Company Secretary of the Company be and are hereby severally 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 purposes of giving effect to the aforesaid resolutions along with filing of necessary E-forms with the statutory authorities."

5. REVISION IN THE TERMS & CONDITIONS OF APPOINTMENT OF MS. ALKA AGARWAL, NON-EXECUTIVE 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and on recommendation of the Board, the approval of the members be and is hereby accorded for revision in the terms & conditions of appointment of Ms. Alka Agarwal [DIN: 07137088], Non-Executive Independent Director. The revised term as set out below:

- The period of office of Ms. Alka Agarwal shall not be count in rotational directors hence not liable to retire by rotation..
- The other terms shall remain same as stated earlier at the time of re-appointment.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Board of Directors and Company Secretary of the Company be and are hereby severally 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 purposes of giving effect to the aforesaid resolutions along with filing of necessary E-forms with the statutory authorities."

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. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

4. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.

5. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed.

6. The register of the members and share transfer books of the Company will remain closed from **Monday, August 29, 2016 to Saturday, September 03, 2016 (both days inclusive)** for the purpose of AGM.

7. 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.

8. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.

9. 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.

10. 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.

11. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.howardhotelsltd.com

12. To support the 'Green Initiative', members who have not registered their e-mail addresses are hereby requested to register the same with Depository Participant. Members are requested to provide their e-mail address through e-mail alongwith DP ID/Client ID at cs@howardhotelsltd.com and ensure that the same is also updated with their respective DP for their demat account(s). The registered e-mail address will be used for sending future communications.

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

14. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

15. Mr Mukul Tyagi, Partner of M/s Pooja Anand & Associates, Practicing Company Secretaries, Delhi, has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) at the meeting in a fair and transparent manner.

16. The facility for voting shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

17. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat

Bank Details OR Date of Birth (DOB)	account or in the company records in order to login. <ul style="list-style-type: none"> 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 as mentioned in instruction (v).
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- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <HOWARD HOTELS LTD> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual Shareholders and Custodians**
 - 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xix) In case you have any queries or issues regarding 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) The Remote e-voting period begins on Wednesday, 31st August, 2016 at 09:00 A.M. and ends on Friday, 02nd September, 2016 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 Saturday, 27th August, 2016, may cast their vote electronically. The Remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently or cast vote again.
- (b) The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. 27th August, 2016. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system.
- (c) 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’.
- (d) 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.
- (e) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- (f) 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.

17. Details of additional Directors/Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting of the Company

Name of Director	Shri Kant Mittal
Date of Birth	26/03/1976
Date of appointment/ re-appointment	16/10/2013
Qualifications	M.Com, M.B.A
Expertise in specific functional areas	Experience in Hotel & Tourism
List of other Indian Public Limited Companies in which Directorship held as on 31.03.2016	NIL
Shareholdings in the company as on 31.03.2016	211166
Inter-se relationship	YES

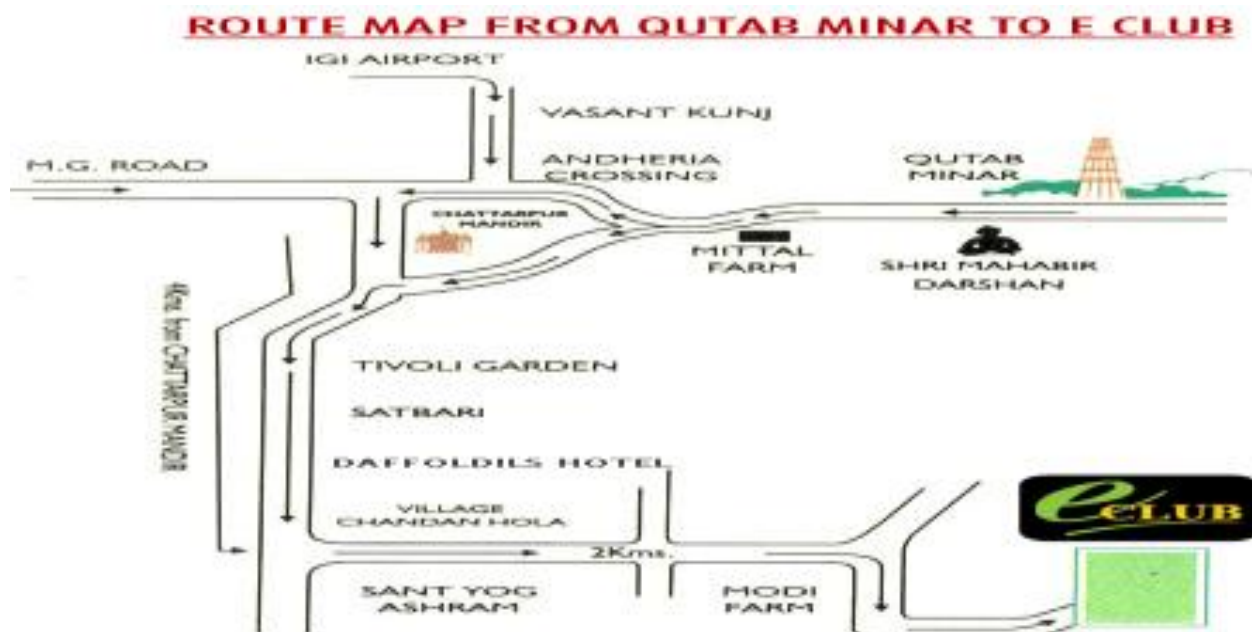
Place: Agra
Date: August 05, 2016

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/-
[Gazal Mittal]
Company Secretary
Mem. No. 41007

Route Map:



EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4 :

Mr. Nirvikar Nath Mittal[DIN: 00536470], who was appointed by the Company as Whole Time Director of the Company by the members at their meeting held on September 04, 2014 which stated that the period of office of Mr. Nirvikar Nath Mittal shall not be liable to determination by retirement of directors by rotation but pursuant to provisions of Section 152 of the Companies Act, 2013 all directors except Independent Directors shall liable to retire by rotation so the Board at their meeting held on 5th August, 2016 recommended to revise the terms & conditions of re-appointment of Mr. Nirvikar Nath Mittal and the consent of the Members by way of Special resolution is required to accept the variation in terms of re-appointment of Mr. Nirvikar Nath Mittal. The Board of Directors recommend the following term and conditions to be revise :

- The period of office of Mr. Nirvikar Nath Mittal shall be liable to determination by retirement of directors by rotation while the other terms and conditions shall remain same.

Except Mr. Nirankar Nath Mittal, Mr. Nirvikar Nath Mittal and Mr. Shri Kant Mittal, none of the Directors of the Company are interested/ concerned in the Special resolution as set out at Item No. 4 of the Notice.

ITEM NO. 5:

Ms. Alka Agarwal [DIN: 07137088], who was appointed by the Company as Non-Executive Independent director of the Company by the members at their meeting held on September 04, 2015 which stated that the period of office of Ms. Alka Agarwal shall be liable to determination by retirement of directors by rotation but pursuant to provisions of Section 152 of the Companies Act, 2013 Independent Directors shall be non-rotational directors so the Board at their meeting held on 5th August, 2016 recommended to revise the terms of re-appointment of Ms. Alka Agarwal and the consent of the Members by way of Special resolution is required to accept the variation in terms of re-appointment of Ms. Alka Agarwal .The Board of Directors recommend the following term and conditions to be revise :

- The period of office of Ms. Alka Agarwal shall not be count in rotational directors hence will not liable to retire by rotation while the other terms and conditions shall remain same.

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.

Place: Agra

Date: August 05, 2016

**By order of the Board
HOWARD HOTELS LIMITED**

Sd/-

**[Gazal Mittal]
Company Secretary
Membership No.- 41007**

DIRECTOR'S REPORT

TO THE MEMBERS,

Your Director's have pleasure in presenting the Twenty Seventh Annual Report of the Company together with the Audited Accounts for the year ended 31st March 2016.

FINANCIAL HIGHLIGHTS

The Performance of the Company for the financial year ended 31st March 2016 is summarized below:

(Rs. in Lakhs)		
PARTICULARS	CURRENT YEAR (2015-16)	PREVIOUS YEAR (2014-15)
1. Total Income	817.75	947.96
Less: i) Operating, Administrative & other Exp.	750.06	832.39
2. Earning before interest and depreciation	67.69	115.57
Less: i) Interest	9.72	25.67
ii) Depreciation	64.82	68.14
3. Profit before Tax	(6.84)	21.76
Less: provision for Tax		
i) Current	-	4.15
ii) Deferred	(8.54)	4.74
iii) Earlier year Tax	-	0.05
iv) MAT Credit	-	(4.15)
4. Profit after Tax	1.70	16.97
Add: Balance of Profit as per last Balance Sheet	308.53	299.47
Less: Adjustment of depreciation on account of change in estimated life of fixed assets	-	7.91
5. Balance available for appropriation	310.23	308.53

COMPANY'S PERFORMANCE

During the year under review, the Company has total revenues of 817.75 Lakhs as compared to 947.96 Lakhs during the previous year. The net profit for the year under review has been 1.70 Lakhs against 16.97 Lakhs 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 Lakhs)		
PARTICULARS	CURRENT YEAR (2015-16)	PREVIOUS YEAR (2014-15)
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	308.53	299.47
Addition during the year	1.70	16.97
Adjustment of depreciation on account of change in estimated life of fixed assets	-	7.91
(b)	310.23	308.53
Total Reserve & Surplus (a+b)	350.73	349.03

PAID UP CAPITAL

PARTICULARS	As at March 31,2016 (Rs. in Lakhs)	As at March 31,2015 (Rs. in Lakhs)
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- III** 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

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is annexed as **Annexure - I** and forms an integral part of this Report.

MEETINGS OF THE BOARD

During the financial year ended March 31, 2016, 06 (Six) meetings of the Board were held, as follows :

S. No.	Dates of Board Meeting	Board Strength	No. of directors present
01.	April 29, 2015	6	5
02.	May 29, 2015	6	5
03.	August 3, 2015	6	5
04.	November 6, 2015	6	5
05.	February 5, 2016	6	4
06.	March 11, 2016	6	4

*The maximum time gap between two meetings was not more than 120days.

CODE OF CONDUCT

The Company's Code of Conduct, as adopted by the Board of Directors, is applicable to all Directors, Senior Management and Employees of the Company. The Code of Conduct of the Company covers substantial development, disclosure of material information, integrity of financial reporting, continuous improvement of the internal control system and sound investor relations. The same can be assessed at <http://www.howardhotelsltd.com/reports/1434531313CodeofConduct.pdf>

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, 2016, 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 necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD EVALUATION

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the targets/criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

DIRECTORS AND KEY MANAGERIAL PERSON

Pursuant to the provisions of section 149 of the Act, Mr. Rakesh Kumar Agarwal, Mr. Ravi Kant Bansal and Mrs. Alka Agarwal were appointed as Non-Executive Independent directors at the annual general meeting of the Company. They have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no change in the circumstances which may affect their status as independent director during the year.

Ms. Pritika Agarwal has resigned from the post of the Company Secretary & Compliance officer of the Company as on 29th February, 2016.

Mr. Shri Kant Mittal retires by rotation and being eligible has offered himself for re-appointment in the ensuing AGM.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Pursuant to the provisions of section 203 of the Act, the key managerial personnel of the Company are –Mr. Nirankar Nath Mittal, Chairman & Managing Director, Mr. Nirvikar Nath Mittal, Whole time Director, Mr. Shri Kant Mittal, Whole time Director, Ms. Gazal Mittal, Company Secretary.

Ms. Gazal Mittal has been appointed as a Company Secretary of the Company w.e.f. 17th May, 2016.

The detail of no. of directorship of each director in other Public Company and membership & chairmanship in the Company's Committees and other Public Company's Committees are as under:

Name of Director	Category	*No. of directorship in other public companies	In committees of the Company		**In committees of other public companies	
			Chairmanship	Membership	Chairmanship	Membership
Nirankar Nath Mittal	Executive	NIL	-	-	NIL	NIL
Nirvikar Nath Mittal	Executive	NIL	-	-	NIL	NIL
Shri Kant Mittal	Executive	NIL	-	-	NIL	NIL
Rakesh Kumar Agarwal	Independent, Non-Executive	NIL	2	1	NIL	NIL
Alka Agarwal	Independent, Non-Executive	NIL	-	3	NIL	NIL
Ravi Kant Bansal	Independent, Non-Executive	NIL	1	2	NIL	NIL

*** The directorship held by directors do not include alternate directorship and directorship of foreign Companies, section 8 Companies & private limited Companies.

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, 2016 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.

POLICY ON SEXUAL HARASSMENT OF EMPLOYEES

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of employees at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (India) and the Rules thereunder. No complaints have been received on Sexual Harassment of employees in FY 2015-16. The policy can be assessed at <http://www.howardhotelsltd.com/otherreports/SexualHarassmentPolicy>