



16th

**ANNUAL REPORT
FOR THE YEAR
2004-2005**

Report  Junction.com

HOWARD HOTELS LIMITED

BOARD OF DIRECTORS**NIRANKAR NATH MITTAL****CHAIRMAN AND MANAGING
DIRECTOR****NIRVIKAR NATH MITTAL****WHOLE TIME DIRECTOR****SHRI KANT MITTAL****WHOLE TIME DIRECTOR****UDAY BHAN SINGH SIKARVAR****RAVI KANT BANSAL****PAWAN KUMAR****PRAKASH CHAND GOEL****TARUN MITTAL****COMPANY SECRETARY****NARESH KUMAR JETHWANI****AUDITORS****VIJAY K. JAIN & CO.
CHARTERED ACCOUNTANTS
112, COMMUNITY CENTRE
RING ROAD, WAZIRPUR
DELHI - 110 052****BANKERS****INDIAN OVERSEAS BANK
PUNJAB NATIONAL BANK
CANARA BANK****REGISTRARS & SHARE
TRANSFER AGENT****INTIME SPECTRUM REGISTRY
LIMITED,
A-31, 3RD FLOOR, NARAINA
INDUSTRIAL AREA, PHASE - I
NEW DELHI - 110 028****HOTEL SITE****HOWARD PARK PLAZA
INTERNATIONAL
FATEHABAD ROAD, AGRA U. P.****REGISTERED OFFICE****20, MAURYA COMPLEX
B-28, SUBHASH CHOWK
LAXMI NAGAR
NEW DELHI - 110 092**

Howard Hotels Limited

Regd. Off.: 20, Maurya Complex, B-28, Subhash Chowk
Laxmi Nagar, New Delhi-92

NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of Howard Hotels Limited will be held on Wednesday, 28th September, 2005 at 9.30 A.M. at the Executive Club C/o Dolly Farms and Resorts Private Limited, 439, Village Shahoorpur, P.O. Fatehpurberi, New Delhi -110030 to transact the following business

A. ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March 2005 and Profit and Loss Account and Cash Flow Statement for the year ended on that date together with the Report of Directors and Auditors thereon.
2. To Appoint a Director in the place of Mr. Ravi Kant Bansal, who retires by rotation and being eligible offer himself for reappointment.
3. To Appoint a Director in the place of Mr. Shri Kant Mittal, who retires by rotation and being eligible offers himself for reappointment.
4. To Appoint M/s Vijay K. Jain & Co., Chartered Accountants, to hold office as Statutory auditors of the Company from the Conclusion of this annual general meeting until the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

B. SPECIAL BUSINESS

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

"Resolved that Shri Tarun Mittal who was appointed as an additional Director of the Company by the Board of Directors with effect from 14th Feb. 2005 and who holds office up to the date of the forthcoming Annual General Meeting under section 260 of the Company Act, 1956, being eligible for reappointment and in respect of whom the company has received a notice under section 257 of the Companies Act, 1956, in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

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NOTES

1. The relative explanatory statement, pursuant to section 173(2) of the Companies Act, 1956, in respect of the business under item Nos. 5 is annexed hereto.
2. The register of the members and share transfer books of the Company shall remain closed from 22nd September 2005 to 28th September 2005(both days inclusive).
3. 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.
4. Corporate members are requested to send a duly certified copy of the Board resolution authorising representative to attend and vote at the annual general meeting.
5. Members/ proxies should bring the attendance slip sent herewith duly filled in for attending the meeting and admission slip along with their copies of annual reports to the meeting.
6. 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.
7. 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.
8. 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.

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Place : New Delhi

Dated : 27th August 2005

By order of the Board

Registered office

20, Maurya Complex

B-28, Subhash Chowk

Laxmi Nagar, New Delhi-92

(Naresh Kumar Jethwani)

Company Secretary

Howard Hotels Limited

Regd. Off.: 20, Maurya Complex, B-28, Subhash Chowk
Laxmi Nagar, New Delhi-92

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956).

Item no. 5

The Board of Directors of the Company at its meeting held on 14th Feb.' 2005 had appointed Mr. Tarun Mittal as additional Director of the Company. In terms of section 260 of the Companies act, 1956, he is supposed to hold office till the beginning of ensuing annual general meeting, however is eligible for reappointment. The Company has received a notice pursuant to section 257 of the Companies Act, 1956 signifying his intention to propose the Candidature for the office of Director of the Company, at the forthcoming Annual general Meeting of the Company.

None of the Directors of your Company is concerned or interested in this resolution except Mr. Tarun Mittal & Nirankar Nath Mittal.

Report Junction.com

Place : New Delhi
Dated : 27th August 2005

By order of the Board

Registered office
20, Maurya Complex,
B-28, Subhash Chowk
Laxmi Nagar, New Delhi-92

Naresh Kumar Jethwani
(Company Secretary)

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting the Sixteenth Annual Report of the company together with audited statement of accounts for the financial year ended 31st March 2005 along with the report of the Statutory Auditors thereon.

FINANCIAL RESULTS

	PARTICULARS	CURRENT YEAR (2004-2005)	PREVIOUS YEAR (2003-2004)
1.	Total Income	342.57	409.78
2.	Gross Profit/(Loss)	40.70	152.98
	Before interest and depreciation		
3.	Interest	44.59	40.75
4.	Profit /(Loss) after Interest but	(4.24)	112.23
	Before depreciation		
5.	Depreciation	45.35	43.15
6.	Net Profit/(Loss)	(49.59)	69.08

COMPANY'S PERFORMANCE

The tourism industry in the year 2004-05 showed some recovery but it was only in the dying phase therefore its effect could be seen in the forthcoming year. Though the income has gone down from previous year of Rs. 409.78 lacs to the current year of Rs.342.57 lacs yet your Company believes in the longer-term prospects, which are very bright for the industry. The management of your Company is putting in its best efforts to increase the sales and the overall profitability of your Company.

FUTURE PROSPECTUS

The company has already completed the first phase of renovation process, which is part of the long term planning of the company to make the hotel globally competitive. The team of experts of Park Plaza has been involved in the promotional activities of the Hotel of the company in the present scenario of the hotel industry, which will have far reaching effect on the future prosperity of the company. Renovation process initiated in last year will be further speeded up during the current year as part of the long term planning of the management.

DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 217 (2AA) of the Companies Act 1956 the Board of Directors of the Company confirm:

1. That in the preparation of the annual accounts, the applicable accounting standards as specified by the institute of Chartered Accountants of India have been followed and there has been no material departure.
2. That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as on March 31,2005 and of the profit and loss account of the company for the year ended on that date.
3. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the annual accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE

In terms of implementation schedule under Clause 49 of the listing agreement, the company is required to implement the requirements of Clause 49 within financial year 2004-2005 but no later than March 31, 2005 is enclosed herewith.

ACCEPTANCE OF DEPOSITS

Your company has not so far invited any deposit from public under section 58A of the Companies Act, 1956 and as such the provisions are not applicable to the company.

DIRECTORS

In accordance with the Companies Act, 1956 read with articles of association of the company, Mr. Ravi Kant Bansal and Shri Kant Mittal, directors, retire by rotation and are eligible for reappointment. Mr. Tarun Mittal the additional director is also eligible for re-appointment. Your board recommends their appointments as directors in the best interest of the company.

AUDITORS

The Auditors, M/s Vijay K. Jain & Co. Chartered Accountants retire at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment. Regarding the notes contained in the Auditors Report, your Directors wish to state that the notes referred to by the auditors are self-explanatory and does not call for any further clarifications.

INFORMATION AS PER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTOR) RULES 1988.

A. Conservation of energy

The Company is making all efforts to save in energy and efforts would be made to further economies.

B. Technology absorption

The Company is basically involved in the hotel business and as such the required particulars in term of rule 2 are not applicable.

C. Foreign Exchange Earnings

Total foreign Exchange earned and encased	: This year	7264126.00
Total foreign Exchange earned and encased	: Last year	4576577.50.
Total foreign Exchange outgo	: This year	NIL
Total foreign Exchange outgo	: Last year	NIL

PARTICULARS OF EMPLOYEES

In accordance with the requirements of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975 it is reported that none of the employees of the Company were in receipt of remuneration of more than Rs. 2400000/- per annum or Rs. 200000/- per month when employed for part of the year.

INDUSTRIAL RELATIONS

Industrial relations continued to be cordial and harmonious in the hotel during the year under review.

ACKNOWLEDGEMENT

Your directors wish to place on record their appreciation to M/s Sarover Park Plaza hotels and Resorts Private Ltd. Management and operator of the hotel for their efforts and hardworking. Your directors also wish to place on record their appreciation for the cooperation and assistance extended by Indian Overseas Bank, ICICI Bank, Canara Bank and Punjab National Bank and other departments of tourism, Central/State Governments and other statutory authorities and associated with the company and all employees of the Company.

Place : New Delhi
Dated : 27th August 2005

for & behalf of the Board of the director
Howard Hotels Limited

Nirankar Nath Mittal
(Chairman Cum Managing Director)

CORPORATE GOVERNANCE

1) COMPANY'S PHILOSOPHY: -

Your Company, in its quest for excellence has continuously adopted and consistently adhered to the best of Corporate Governance practice. Attaining highest level of standards in Corporate Governance has been the philosophy of the company in its pursuit of achieving long – term corporate goals and objectives.

Corporate Governance is the mechanism by which values, principles, management policies and procedures of a company are made manifest in the real world, it refers to the entire system by which a company is managed and monitored, its corporate principles and guidelines and the systems of internal and external controls and supervision to which the company's operations are subjected.

Your Company is dedicated to increased long-term shareholders value, keeping in view the needs and interest of all its stakeholders. Your Company places uncompromising emphasis on integrity and regularly compliance thereby strengthening investor's trust and ensures it fulfils the quest for growth and profits.

2)a) BOARD OF DIRECTORS

The Board consists of 8 Directors (one Chairman cum Managing Director, Two whole time Director, five non- executive directors). More then half of the Board comprise of non-executive directors. The details of Directors seeking re-appointment have been attached along with the notice of the Annual General Meeting.

THE COMPOSITION OF THE BOARD IS AS UNDER: -

S.No.	Name of the Director	Category of Director	No. of Board Meeting Attended	Attend-ance of Last AGM	No. of Director Ship in other Co's	No. of Commi-tee Chairman Ship	Remun-eration Perquis-tes	qualification & Experience	Seeking Appoin-tment Re-App-ointment
1.	2.	3.	4.	5.	6.	7.	8.	9.	10.
1.	Mr. Nirankar Nath Mittal	(CMD)	12	Yes	01	----	Note	----	----
2.	Mr. Nirvikar Nath Mittal	(WTD)	12	No	01	----	Rs. 71000 pm	----	----
3.	*Mr. U. B. S. Sikarwar	(DIR)	08	No	No	01	----	----	----
4.	Mr. Shri Kant Mittal	(WTD)	12	No	No	----	Rs 54000 pm	----	as per note
5.	Mrs. Neena Mittal (up to 28/03/2005)	(DIR)	11	Yes	No	----	----	----	----
6.	Mr. Saurabh K. Mittal (up to 28/03/2005)	(DIR)	11	Yes	No	----	----	----	----
7.	*Mr. Ravi Kant Bansal	(DIR)	11	Yes	No	03	----	----	as per note
8.	*Mr. Pawan Kumar	(DIR)	07	N.A.	No	----	----	----	----
9.	*Mr. P. C. Goyal	(DIR)	07	N.A.	No	----	----	----	----
10.	Tarun Mittal (From 14/02/2005)		01	N.A.	No	----	----	----	as per note

* Denotes Independent Directors.

Note:

Mr. Nirankar Nath Mittal, Chairman cum Managing Director of the Company has not received any Salary and remuneration except perquisites.

2)b) NUMBER OF BOARD MEETINGS

During the year ended, Twelve Board meetings were held on 30-04-2004, 08-06-2004, 02-07-2004, 30-07-2004, 23-08-2004, 14-10-2004, 30-10-2004, 22-11-2004, 06-12-2004, 28-01-2005, 14-02-2005, 28-03-2005

3.) INTERNAL AUDIT

During the year the issues raised by the Internal Auditor were taken up in the meeting of the Audit Committee, which also apprised and discussed the same with the statutory Auditors.

4.) STATUTORY AUDIT

The statutory Auditors of the Company is neither a shareholder of the Company nor a relative of the Director of the Company

5.) AUDIT COMMITTEE

The Audit Committee of the company consists of three directors, including Mr. Saurabh Kant Mittal, Shri Uday Bhan Singh Sikarwar, and Shri Ravi Kant Bansal.

The Audit Committee has met 5 times during the financial year 2004/05- 30 April 2004, 25th July 2004, and 08th October 2004, 4th Jan. '2005 and 15th March, 2005 During these meeting, the Committee reviewed the changes in accounting policies and practices before submission to the board, recommended the appointment of statutory auditors including fixation of audit fee, discussed the internal auditors finding, reviewed the Company financial and risk management policies.

The attendance details for the Committee meeting are as follows: -

1. Shri Ravi Kant Bansal - Chairman.
2. Mr. Saurabh Kant Mittal - Member
3. Shri Uday Bhan Singh Sikarwar - Member

Mr. K. N. Mehra, Company Secretary and Mr. Gurcharan Singh, Finance Controller were in attendance at the meeting held on 28/04/2004. Mr. N.K. Jethwani, Company Secretary and Mr. Gurcharan Singh, Finance Controller were in attendance at the meeting held on 25/07/04. Mr. N.K. Jethwani, company secretary and Mr. Sanjay Sharma, Finance Controller were in attendance at the meeting held on 08/10/2005. Mr. N.K. Jethwani and Mr. V.K. Sharma were in attendance in the meeting held on 04th Jan. '2005. Mr. N.K. Jethwani, company secretary and Mr. Suresh Bhatt, Finance Controller were in attendance at the meeting held on 15/03/2005.

6) REMUNERATION COMMITTEE:

The Company has constituted a remuneration Committee. The broad terms of reference of the committee is to review the structure of remuneration which is being paid to the company's Managing Director / Whole Time Director / Non Executive Director so as to ensure that the said remuneration is within the overall limits and ceiling fixed by the Members.

Remuneration Committee of the company has met five times during Year ended, on 30-04-2004, 25-07-2005, 08-10-2004, 04-01-2005 and 15-03-2005.

The compositions of the remuneration committee are as follows:

NAME OF MEMBERS	STATUS
Mr. Ravi kant Bansal	Chairman
Mr. U.B.S. Sikarwer	Member
Mr. Saurabh K. Mittal	Member

7.) SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

GRIEVANCE COMMITTEE

The Board has constituted Shareholder / Investors Grievance committees in order to expedite the process of redressal of complaints like transfer of shares, non receipt of Balance Sheet etc, The committee has met five times during the year on 30-04-04, 25-07-04, 08-10-04, 04-01-05, 15-03-05.

The composition of committee is as follows:

NAME OF MEMBERS	STATUS
Sh. U.B.S. Sikarwer	Chairman
Sh. Saurabh Kant Mittal	Member
Sh. N.K. Jethwani	Member

8. GENERAL BODY MEETING

The details of last three Annual General Meeting is as here under:

FINANCIAL YEAR	DATE	TIME	VENUE
2003-04	30-12-2004	09.30AM	The Executive Club, Dolly Farms & Resorts (P) Ltd. 439, Village Shahoorpur, P.O. Fatehpur Beri New Delhi -110030
2002-03	29-11-2003	09.30AM	The Executive Club, Dolly Farms & Resorts (P) Ltd. 439, Village Shahoorpur, P.O. Fatehpur Beri New Delhi -110030
2001-02	28.11.2002	09.30AM	The Executive Club, Dolly Farms & Resorts (P) Ltd. 439, Village Shahoorpur, P.O. Fatehpur Beri New Delhi -110030

9. DISCLOSURES

- (i) There are no related party transactions except unsecured loans, pecuniary transactions made by the company with its promoters, directors or the management, their relatives etc. that may have potential conflict with the interest of the company at large.
- (ii) Among the related party transaction are contracts or arrangements made by the Company from time to time with Companies in which Directors are interested. All these contracts or arrangement are entered in the Register of contracts maintained under section 301 of the Companies Act, 1956 and the register placed before every Board Meeting.
- (iii) All transactions covered under the related party transactions are regularly ratified and / or approved by the Board.
- (iv) There have been no material transactions during the year 2004-05 that are prejudicial to the interest of the Company.

10. STATUTORY COMPLIANCE, PENALTIES AND STRICTURES:

Company has complied with all the compliances of law in time and hope to comply with all other legal formalities in time in the future to come.

11. MEANS OF COMMUNICATION:

The Annual and Quarterly results are submitted to the Stock Exchange in the prescribed Performa. The results of the Company are published in The Financial Express and The Jansata newspapers having wide circulation.

12. GENERAL SHAREHOLDER INFORMATION:

A. ANNUAL GENERAL MEETING

Date, Time and venue (Proposed) September 28th 2005 at 09.30 AM at the executive club, 4.39, Village Shahoorpur, P.O. Fatehpur Beri, Delhi. 110052.

Book closer from 22nd September 2005 to 28th September 2005 (both days inclusive)

B. FINANCIAL CALENDER

First quarter results	Last week of July 04.
Second quarter results	Last week of Oct 04.
Third quarter results	Last week of Jan 05.
Audited / Fourth quarter	Last week of June 05.