

ORIENTAL HOTELS LIMITED

ANNUAL REPORT 2019-20



**OF EXCELLENCE
IN HOSPITALITY**

TAJ





50 YEARS

OF EXCELLENCE IN HOSPITALITY

What's Inside

Corporate Overview

- 2** Company Profile
- 6** Performance Highlights
- 8** Our Hotels
- 12** Milestones
- 14** From the MD's desk
- 16** Board of Directors
- 18** Aspiration 2022

Strategy

- 20** Expansion
- 21** Technology
- 22** Customer Experience
- 24** People
- 26** Social and Environmental Wellbeing
- 29** Shareholders Information

Statutory Report

- 30** Financial Highlights
- 31** Notice
- 43** Board's Report
- 75** Management Discussion and Analysis
- 89** Corporate Governance
- 110** Business Responsibility Report

Financial Statements

Standalone

- 118** Independent Auditor's Report
- 126** Balance Sheet
- 127** Profit and Loss Statement
- 128** Statement of Changes in Equity
- 129** Cash Flow Statement
- 131** Notes to Financial Statements

Consolidated

- 177** Auditor's Report on Consolidated Financial Statement
- 184** Balance Sheet
- 185** Profit and Loss Statement
- 186** Statement of Changes in Equity
- 187** Cash Flow Statement
- 189** Notes to Consolidated Financial Statement

Hospitality is about relationships. Successful hospitality is about enveloping people in a feeling of warmth, comfort and luxury. It is a belief that led us to establish Oriental Hotels Limited (OHL) in 1970 and today, 50 years on, the same belief continues to drive us towards providing excellent hospitality to our patrons.

We are in our 50th year at OHL and we look back on our half a century of value-accretive growth. This has been made possible through value-based relationships we forged right at the beginning of our journey. In our growth and evolution, we have enjoyed constant partnership and support from The Indian Hotels Company Limited (IHCL), which is among the biggest names in South Asia's hospitality industry.

Under IHCL's operation, management and strategic guidance, our flagship properties, Taj Coromandel and Taj Fisherman's Cove, have attained iconic status and are known as a brand unto themselves. Together we stand at the very pinnacle of excellent hospitality in Southern India. Our seven hotels continue to receive distinguished patronage as a result of this partnership.

We share our philosophy of hospitality with IHCL, which serves as the basis for our ever-strengthening relationship of 50 years. IHCL's strategic approach and priorities guide not only our approach towards business growth and development but also our focus on sustainability. Together, we continue to build on our synergies and achieve greater agility at OHL; our efforts in this direction have been appreciated by our investors as well as our patrons.

Looking at our 50 years of engaging with our key stakeholders, we see admirable growth and achievement; it powers our resolve to look at the future with courage and ambition to do more and perform better. We are focused on making sure that we continue to serve with a smile and that customer delight stays where it is – at centre of the table.



OHL in Numbers[#]

7
Hotels

825
Rooms

42
Suites

59%
Total occupancy Rate

₹ 4,356
RevPAR*

₹ 7,423
Average daily rate

₹ 30,134.90 lakhs
Revenue

₹ 4891.69 lakhs
EBITDA

16.23%
EBITDA margin

[#]FY 2019-20 ^{*}Revenue Per Available Room

COMPANY PROFILE

INDIAN HOSPITALITY, WORLD-CLASS DELIVERY

Oriental Hotels Limited (OHL) was established in 1970 with the objective to offer the best of Indian hospitality through world-class hotels. The year also marked the beginning of our association with The Indian Hotels Company Limited (IHCL), among the biggest names in hospitality in South Asia and a global brand. During our 50 years of being together in the Southern region of India, we have seen our flagship hotels acquire iconic status in hospitality.

OHL brought luxury hospitality to the city of Chennai in 1974 through the launch of Taj Coromandel, our flagship hotel even today. It has defined premium hospitality in the region and has often seen some of the world's most prominent personalities and celebrities call it home.

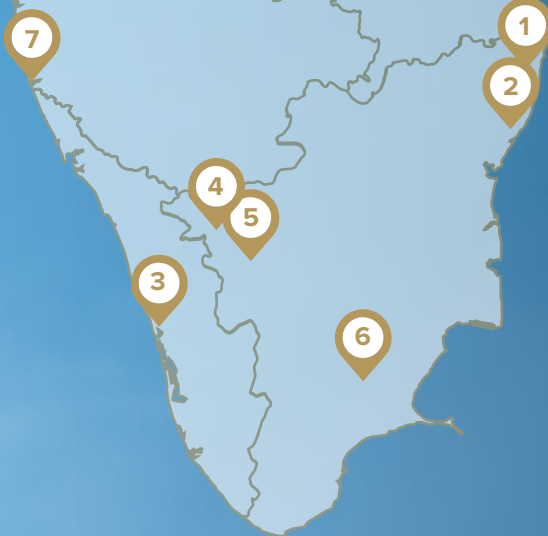
Our Taj Fisherman's Cove Resort and Spa in Chennai is another prominent offering as a luxury beach resort. We operate seven hotels under the IHCL brands of Taj, SeleQtions, Vivanta and Gateway with an inventory of 825 rooms (including 42 suites) and employ over 1,500 people (includes permanent and contractual staff).



Our Presence

We have our footprint in key markets of Southern India. We are present in Tamil Nadu, Kerala and Karnataka.

1. Taj Coromandel, Chennai
2. Taj Fisherman's Cove Resort & Spa, Chennai
3. Taj Malabar Resort & Spa, Cochin
4. Gateway Coonoor-IHCL SeleQtions
5. Vivanta Coimbatore
6. The Gateway Hotel Pasumalai, Madurai
7. The Gateway Hotel Old Port Road, Mangalore



Taj Malabar. Cochin

COMPANY PROFILE (continued)



Tata Suite, Taj Coromandel, Chennai

Our Ever-evolving Relationship with IHCL

Our 50-year association with IHCL began in 1970. Our first five-star hotel, Taj Coromandel, was launched under the technical and operational support of IHCL. Over the years, our partnership has endured and continued to strengthen.

IHCL continues to operate and maintain our hotels, strategically guiding our practices and organisational culture, governance, people practices, providing management, training and business responsibility initiatives.

IHCL is guiding our strategic initiatives at OHL towards becoming a more agile, more futuristic organisation. A number of measures under the aegis of IHCL's pivotal five-year programme, Aspiration 2022, for re-structuring, re-engineering and re-imagining our offerings at OHL are underway. Together, we aim to fortify our leadership in the markets where we operate.

The key driver of our relationship is our belief in and respect for 'Tajness', which stands for IHCL's three core values namely:

Trust

- Fairness with all stakeholders
- Openness and transparency in what we do
- Free flow of information
- Alignment of all stakeholders
- Build and strengthen long-term relationships

Awareness

- Enhance awareness around our plans, strategies, tactics, processes
- Work together to create greater enterprise value
- Participative in our decision making
- Imbibe a sense of belonging across all stakeholders

Joy

- Derive joy and happiness from what we do and how we do it
- Serve all stakeholders with joy and utmost dedication
- Create and maintain an environment where there is joy and happiness, where people are respected, and diversity is celebrated
- Share our success with all stakeholders

ABOUT IHCL

The Indian Hotels Company Limited (IHCL) is among South Asia's largest hospitality companies by market capitalisation. Incorporated in 1902, it has nurtured a rich legacy of hotels spanning iconic locations, living palaces, homestays, trails, exotic resorts, affordable luxury and scenic safaris. It delivers unforgettable experiences and cherished memories to its patrons.

TAJ SELEQTIONS VIVANTA

Inspiring Association

IHCL is part of the renowned Tata group, a global enterprise comprising 100+ companies under its grand umbrella. Its time-tested legacy of over 150 years, group revenues in excess of ~US\$100 billion and presence in 150+ countries are some of the group's strengths. The Tata group's core values of Integrity, Responsibility, Excellence, Pioneering and Unity are ingrained deeply in every aspect of IHCL's business.

Our Subsidiaries, Joint Ventures and Associate Companies

We have one wholly owned subsidiary, OHL International (HK) Ltd., which is registered in Hong Kong, China (PRC). We hold our investments in overseas ventures through it.

Our associate company, Taj Madurai Ltd., owns a hotel property in Madurai called The Gateway Hotel Pasumalai, Madurai, licensed to us under a long-term agreement.

We also have another associate company, Lanka Island Resorts Limited, which owns the hotel property, Taj Bentota Resort & Spa, Sri Lanka.

We also have a jointly controlled entity with IHCL Group, TAL Hotels & Resorts Ltd., which is an investment company. It is the majority shareholder in TAL Lanka Hotels Plc that owns Taj Samudra, a five-star hotel in Colombo, Sri Lanka and in TAL Maldives Resorts Pte Limited that owns Taj Exotica Resort & Spa and Taj Coral Reef Resort & Spa, in the Republic of Maldives.

FY 2019-20 PERFORMANCE HIGHLIGHTS

FOCUSING ON OUR STRENGTHS

Financial Matrix (Standalone)

Revenue (₹ lakhs)

30,134.90

FY 2019-20	30,134.90
FY 2018-19	35,672.01
FY 2017-18	36,887.59
FY 2016-17	34,460.39
FY 2015-16	31,626.43

EBITDA margin (%)

16.23

FY 2019-20	16.23
FY 2018-19	17.33
FY 2017-18	18.18
FY 2016-17	17.04
FY 2015-16	11.33

Profit after Tax (₹ lakhs)

(378.42)

FY 2019-20	(378.42)
FY 2018-19	8,944.20
FY 2017-18	599.74
FY 2016-17	153.25
FY 2015-16	(1,784.74)

Net Debt/Equity

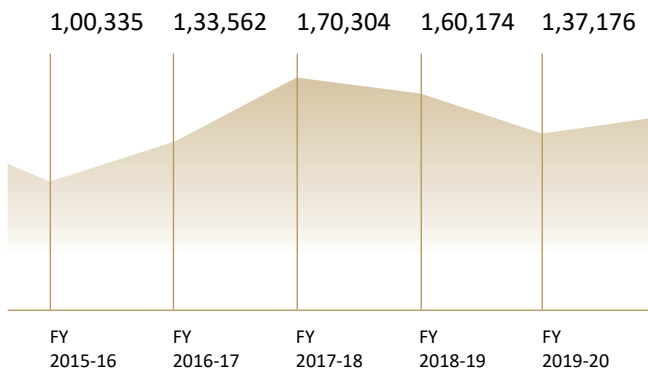
0.68

FY 2019-20	0.68
FY 2018-19	0.72
FY 2017-18	1.27
FY 2016-17	1.27
FY 2015-16	1.28

Environmental Matrix*

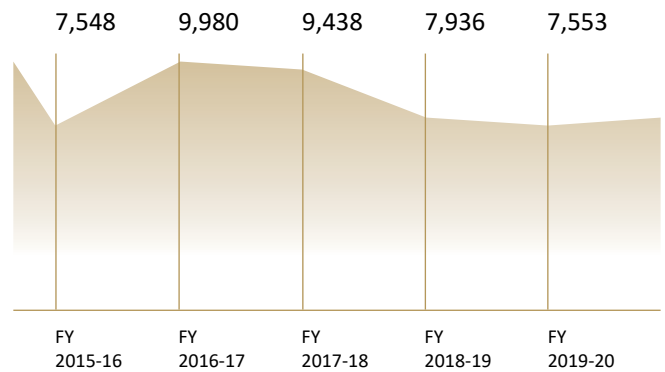
Water Saved through Recycling and Rainwater Harvesting (KL)

1,37,176



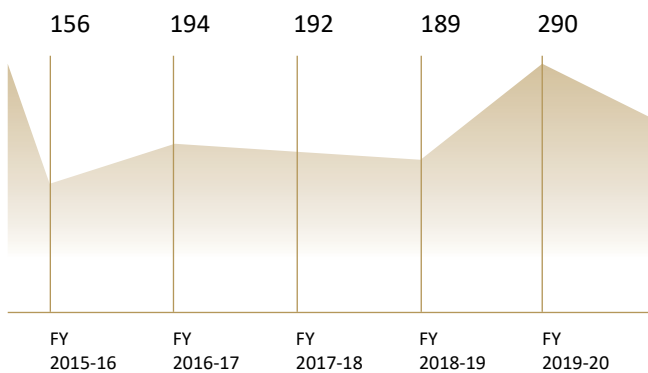
CO₂ Emissions Avoided by Embracing Renewable Energy (Tonnes CO₂e)

7,553



Waste Diverted from Landfills (Tonnes)

290



*Data pertains to hotels continuing under the OHL portfolio as on March 31, 2020

OUR HOTELS

SHOWCASING OUR PROPERTIES

Taj Coromandel, Chennai

1974, Owned

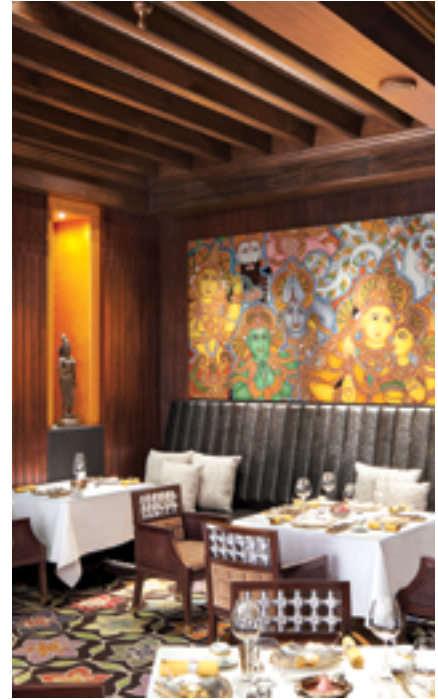
- Flagship hotel and among the best-known landmarks of Chennai
- Located at the centre of the city
- Equipped with a modern business centre and luxurious Grand Ballroom
- Continues to be the 'location of first choice' by all major consulates celebrating their National days
- Also offers gym, swimming pool, Jiva Spa and the exclusive Taj Club Lounge

Has hosted global dignitaries, including former US Presidents Jimmy Carter and Bill Clinton, His Royal Highness Prince Andrew of the United Kingdom and the Emperor and Empress of Japan.

F&B Destinations

- Anise, All Day Diner
- Prego, Italian Cuisine
- Southern Spice, Traditional South Indian Delicacies
- Golden Dragon, Chinese Delights
- Chipstead, Bar
- The Chambers

212 **11**
Rooms Suites



Taj Fisherman's Cove Resort & Spa, Chennai

1985, Owned

- A luxury beach resort built on the ramparts of an 18th century Dutch fort
- Close to the famed Covelong Beach and the temple town of Mahabalipuram in Kancheepuram District
- Equipped with every modern facility for business and leisure travellers
- Hosts the award-winning Jiva Spa

In October 2019, hosted the informal summit between Prime Minister Narendra Modi and Chinese President, Mr Xi Jinping

F&B Destinations

- Seagull, All-Day Diner
- Bay View, Specialty Sea-Food
- Upper Deck, Bistro European Cuisine

149 **2**
Rooms Suites



Note:: At OHL, the number of rooms is inclusive of the number of suites in the hotel.



Grand Villa Sea View Living Room, Taj Fisherman's Cove Resort & SPA, Chennai

Taj Malabar Resort & Spa, Kochi

1986, Leased

- Perched conveniently on the tip of Willingdon Island, India's largest artificial island
- Offers a multitude of activities and experiences that keep guests entertained
- Sunset cruise with the 'high-tea at sea' and 'BBQ-on-the-yacht' experiences aboard the Taj Cinnamon Coast – a luxury three-bedroom yacht
- Jiva Spa

Hosted the Royal family of the Netherlands and Rashtrapati Mahoday Shri Ram Nath Kovind

F&B Destinations

- Pepper, Multi-Cuisine, All-Day Diner
- Dolphins Point, Open-air AI Fresco Restaurant
- Rice Boat, Seafood Restaurant
- Thai Pavilion, Asian Cuisine
- The Mattancherry Bar, a Lounge Bar

95
Rooms

9
Suites



OUR HOTELS (continued)

Gateway Coonoor-IHCL SeleQtions, Coonoor

1991, Owned

- Recently upgraded and repositioned as an IHCL SeleQtions hotel
- Offers contemporary facilities amidst lush gardens and colonial styled cottages
- Nestled in the heart of the Nilgiris, each room offers a panoramic vista

F&B Destinations

- The Dining Hall, Multi Cuisine
- The Hampton Bar

32
Rooms

4
Suites



Vivanta Coimbatore

2011, Leased

- Upscale property conveniently located for both leisure and business travellers
- Offers world-class amenities and echoes the city's heritage in its design
- Hosts banqueting facilities – from all-equipped meeting rooms to an exquisite lawn that can host a reception for 600 guests
- Also has the Jiva Spa

F&B Destinations

- Latitude, All-Day Diner
- Red Pearl, Chinese and Thai Restaurant
- Tease Bar
- Smoke on the Water, Bar Be Que and Grill Restaurant

178
Rooms

9
Suites



The Gateway Hotel Pasumalai, Madurai

1990, Licensed

- Located at the heart of the city and at a short distance from Madurai's IT corridor
- Surrounded by 62 acres of scenic gardens and offers a perfect vantage point to view the picturesque temple town and the Kodai hills

F&B Destinations

- Vista, All-Day Diner
- Harveys Lounge Bar

63
Rooms

2
Suites



The Gateway Hotel, Old Port Road, Mangalore

1993, Licensed

- Situated at the confluence of two rivers, the Gurupura and Nethravathi, it overlooks the rivers and the Arabian Sea
- Spacious rooms, world-class amenities, a tranquil, resort-like setting at the heart of the city

F&B Destinations

- Port Café, All-Day Diner
- High Tide Bar
- Cardamom, West Coast Cuisine Specialty Restaurant

96
Rooms

5
Suites



MILESTONES

FIVE DECADES OF VALUE-CREATION

We operate in an extremely dynamic industry. We have succeeded in building a rich legacy and strengthened our brands by consistently going the extra mile to deliver customer delight. We have exceeded the expectations of our key stakeholders and continue to build on their trust. Today, we are taking bolder, more ambitious steps to create unique experiences for the new-age traveller.



1970-1979

- Incorporated to operate a hotel of international standards
- Entered into a Technical Assistance Agreements and Operating Contract with IHCL
- Inaugurated our flagship property, Taj Coromandel, Chennai

1980-1989

- Undertook the operations of Taj Fisherman's Cove Resort & Spa, Chennai
- Opened the Taj Malabar Resort & Spa, Cochin, after leasing the Malabar Hotel





2000-2009

- Expanded overseas business by investments in TAL Hotels & Resorts Ltd. and Lanka Island Resorts Ltd. through OHL International (HK) Ltd.
- Merged Covelong Beach Hotel (India) Ltd., and Coromandel Hotels Ltd. with OHL leading to ownership of Taj Fisherman's Cove Resort & Spa, Gateway Coonor-IHCL SeleQtions and Gateway Hotel Visakhapatnam, besides getting licensing rights in respect of The Gateway Hotel Pasumalai, Madurai and The Gateway Hotel Old Port Road, Mangalore
- Launched Vivanta by Taj at Trivandrum, a property which was taken on long-term licence



1990-1999

- Opened Taj Gateway Hotel Pasumalai, Madurai
- Inaugurated Gateway Coonor-IHCL SeleQtions
- Undertook the operations of Sea Pearl Hotel, Visakhapatnam
- Began hosting guests at The Gateway Hotel Old Port Road, Mangalore
- Incorporated OHL International (HK) Ltd. as a wholly owned subsidiary to undertake overseas investments and business
- Acquired Coromandel Hotels Ltd.



2010-2020

- Opened Vivanta Coimbatore



FROM THE MD'S DESK

VALUE-DRIVEN FOR TODAY AND TOMORROW

We are investing in our people's abilities to deliver a safe, secure, futuristic experience of hospitality to our guests and patrons, in addition to delivering on their expectation of warmth, superior comfort and elegant luxury.

Dear Stakeholders,

We envisioned our 50th year at Oriental Hotels Limited as an opportunity to highlight our half century of value creation for our key stakeholders. Never had we imagined doing so in an environment riddled with such unprecedented challenges.

The evolving situation around the COVID-19 pandemic has created extreme pressure on global economies, the impact on travel-related industries has been the most severe. We acknowledge the fact that we face a significant degree of uncertainty with regard to the timing of economic recovery. Having said that, we are confident that we are in a strong position to leverage off our strengths, to be a dominant player in our markets in the post COVID-19 period.

OHL is happy to present its 50th Annual Report.

We hope our key stakeholders will appreciate the introduction of the non-financial aspects of our value-creation journey, which distinguish OHL's Annual Report for FY 2019-20. It will also serve to point out that our fundamentals remain strong and we are geared to bounce back when the threat recedes.

We also take this opportunity to acknowledge the support, expertise and faith in our brand, demonstrated by our partner of 50 years, The Indian Hotels Company Limited (IHCL) of the Tata group. South Asia's biggest name in hospitality continues to operate and maintain, as well as strategically guide our value-creation efforts at OHL with consistent excellence recognised and rewarded by our distinguished patrons over the decades.

While in the midst of the outbreak at the time of this writing, we are undertaking every step possible to ensure the safety of our guests and people.

We would like to assure our readers that in the present scenario, we are holding steadfastly to our work, our belief in our work, our patrons' trust in our brands, and all our stakeholders' trust in OHL that we remain resolute in our determination to see this through. We are an agile, mature organisation with legacy partners, collaborating closely on the basis of shared values and vision, powered by time-tested strategies. We will continue to deliver.

Taking a look at the year under review, the hospitality industry began the year on a high note, with the country moving up in the World Economic Forum's Travel and Tourism Competitive Index to be ranked 34th in 2019, which is several notches higher than the earlier rank of 65th in 2014. The Government of India also undertook a series of measures to catalyse the growth of domestic tourism under the Swadesh Darshan scheme. The Goods and Services Tax (GST) Council also approved reduction in tax rate applicable on hotel room tariffs, a move expected to result in increase in demand.

At OHL, we followed through with most of our plans for the year, and recorded a revenue of ₹301.34 crore and EBITDA margin of 16.23%. We are committed to carrying out our long-term strategy, which falls under IHCL's strategic plan, Aspiration 2022.

The past year at OHL has seen us increasingly embrace technology to become a more efficient organisation. We are



in the process of evaluating new projects to be undertaken by OHL and we will be communicating on the same in due course. We have upgraded Gateway Coonoor by converting it into IHCL SeleQtions.

Major renovations—both structural and design—at Taj Coromandel and Taj Fisherman’s Cove have been completed, strengthening our offerings across Meetings, Incentives, Conferences, and Exhibitions (MICE) including weddings.

IHCL continues to drive our organisational culture, governance practices and policies, people practices and business responsibility initiatives. At OHL, one of our key common goals is our increasing focus on sustainability. We are constantly fine-tuning this with the help of IHCL’s expertise and leadership in sustainability best practices.

Growing business with a strong sense of responsibility is one of the values we share with IHCL, resulting in strong synergies in decision-making. For instance, we demonstrated our ability to act with responsibility in taking proactive steps to contribute to Chennai’s struggle for water security. Taj Coromandel, Chennai, has centralised the laundry operations for all Taj hotels in Chennai, as a water conservation measure. And we continue to adhere to this initiative. Awareness on sustainability is a recurring theme of our communications and training efforts among our workforce at OHL.

We are investing in our people’s abilities to deliver a safe, secure, futuristic experience of hospitality to our guests and patrons, in addition to delivering on their expectation

of warmth, superior comfort and elegant luxury. We are grateful for and look forward to stronger support from our guests and patrons towards riding out these rough times together with our partners, to emerge ever stronger in the future.

We will do our best possible to support our people and the partners and vendors comprising our network in this difficult scenario. We will rise together on the back of our value-driven offerings, our business knowhow and experience, and the strong patronage our brands continue to enjoy.

Regards,

Pramod Ranjan
Managing Director & CEO

BOARD OF DIRECTORS



N

Puneet Chhatwal
Chairman

Mr Chhatwal brings over three decades of leadership experience at highly acclaimed hotel groups in Europe and North America. He spearheads IHCL's operations as MD and CEO. He has won numerous awards, including Carlson Fellowship, and was rated as one of Europe's 20 extraordinary minds in Sales, Marketing and Technology – HSMAI European Awards 2014. He was also the first alumni to be included in the ESSEC-IMHI Hall of Honour 2014.



S C AC I

Pramod Ranjan
Managing Director & CEO

Mr Ranjan holds an Honours degree in Commerce and has an MBA from the Monash University. With over 25 years of experience, he has worked for leading Australian food brands and promoted several companies in the hospitality industry, before joining the OHL in 2015. He serves on the Boards of several hospitality industry companies and is an active Young Presidents' Organization (a non-profit) member.



A S C I

Vijay Sankar
Non-executive Independent Director

Mr Shankar has a master's degree in Business Administration from the J L Kellogg Graduate School of Management, Northwestern University, USA. He is also a qualified Chartered Accountant. Currently, he is the Deputy Chairman of the Sanmar Group and an Independent Director on the Boards of several companies. He serves as President of the Indian Chemical Council.



A N

Phillie D Karkaria
Non-executive Independent Director

Mr Karkaria is a Commerce graduate and a Fellow of the Chartered Institute of Management Accountants, London (CIMA). In 40 years+ career, he has worked with one of the big four firms of Chartered Accountants, the National Health Service, UK, a large US Multinational Company, a large oil conglomerate and the Tata group. He is on the Boards of several Tata group companies.



A N I

Gita Nayyar
Non-executive Independent Director

Ms Nayyar has an MBA from the Amos Tuck School of Business Administration, Dartmouth College, USA and holds a BA Economics (Honours) degree from Jesus and Mary College, Delhi. She is a senior finance professional with over 30 years of leadership experience in the UK and India with multinational banks and in the venture capital industry.



Harish Lakshman
Non-executive Independent Director

Mr Lakshman holds bachelor's degree in Mechanical Engineering from BITS, Pilani, and master's degree in Business from Krannert School of Management at Purdue University, USA. He is currently Rane Group's Vice Chairman and serves on the Board of all Rane companies. He was recognised by the Economic Times as one among the top 40 under forty India's Business Leaders in 2014.



Nina Chatrath
Non-executive Independent Director

Ms Chatrath is founder of Enhance Consulting, a boutique leadership consulting firm based in New Delhi. She was part of the global leadership consulting team in global search firms and worked as Senior Partner in Heidrick & Struggles and Korn/Ferry International. She has 20 years of experience and focuses on impact succession planning and leadership on business performance, organisation building and management of talent.



A AC I
Giridhar Sanjeevi
Non-executive Non-independent Director

Mr Sanjeevi is a Chartered Accountant and an MBA from IIM Ahmedabad. He has 30 years+ experience in multiple businesses – consumer businesses, financial services, retail and pharma in Asia and Europe. He has won several awards, including CFO of the Year for Excellence in Finance in Managing a Turnaround from IMA, 2013. He is a founding member of the CFO Board.



N S C AC
Dodla Vijayagopal Reddy
Non-executive Non-independent Director

Mr Reddy has a master's degree in Business Administration from the University of Madras. He is also a Director on the Boards of Vijay Garments Ltd., Bhavan Garments Ltd., Televijay Technologies Pvt. Ltd., Vijay Appliances Pvt. Ltd., and DPS Builders & Developers Pvt. Ltd.



Ramesh D Hariani
Non-executive Non-independent Director

Mr Hariani holds bachelor's degree in Mechanical Engineering from City University, London, and Post Graduate Diploma in Business Management from Bradford University, Yorkshire, UK. He is a well-known industrialist and Chairman and Managing Director of GR Engineering. He is also Director in Taj Madurai Limited, Grew Industries Private Limited, GR Infrastructure Private Limited, and GR Shipping Private Limited.

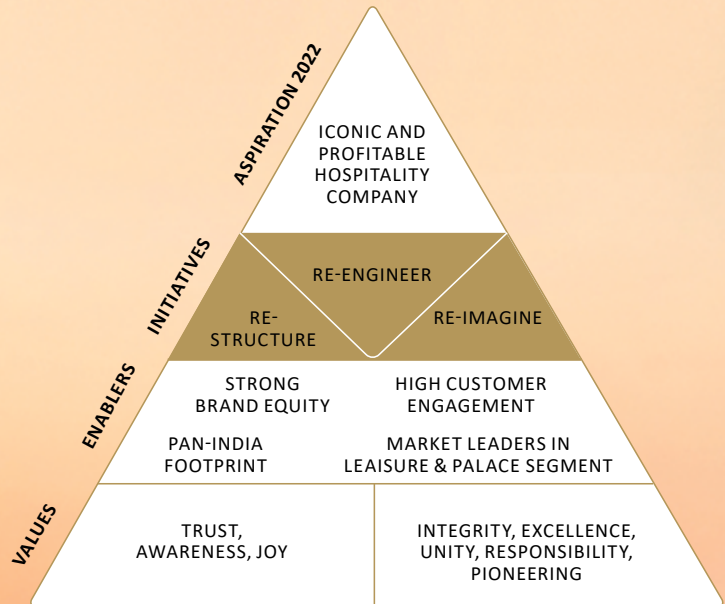
	Chairman
	Member
A	Audit & Risk Management Committee
N	Nomination & Remuneration
S	Stakeholders Relationship
C	CSR Committee
AC	Approval Committee
I	Investment Committee

ASPIRATION 2022

RE-STRUCTURING, RE-ENGINEERING AND RE-IMAGINING OHL

At OHL, our strategies are guided by **Aspiration 2022**, IHCL's strategic plan to drive operational excellence and create value for all our stakeholders.

Launched in FY 2017-18 by IHCL for the Taj Group the plan communicates the macro and micro focus areas identified to facilitate business growth, leverage emerging opportunities and enhance efficiencies and profitability.



Three Pillars of Aspiration 2022

01

Re-structure

- Scale up inventory across multi-product and multi-segment categories, expanding land and entering into strategic mergers and acquisitions
- Sell non-core assets, non-performing hotels having bleak prospects and extend the tenure of hotels performing better
- Simplify holding structure and processes for seamless and integrated functioning of the business

02

Re-engineer

- Expand margins by strengthening the culture of operational excellence
- Embrace technology and digitalisation to improve our processes, streamline acquisition and enhance guest experience
- Engage closely with our people and building a strong talent pipeline to deliver industry-leading outcomes for today and tomorrow

03

Re-imagine

- Manage brandscape and grow across different segments of luxury, upscale and lean luxe
- Multiply portfolio and reach in select markets by strengthening our sales force
- Manoeuvre excellence to enrich traditions and integrate local flavours and thereby offer new age experiences to our guests

We have undertaken significant steps under Aspiration 2022, towards renovating our properties as well as reducing our debt. Over the past two years, we have unlocked value by exiting The Gateway Hotel in Vizag during FY 2018-19 and terminating the lease on Vivanta Trivandrum during FY 2019-20.



Taj Coromandel, Chennai

STRATEGY: EXPANSION

MAKING ROOM FOR GROWTH

In our industry, the wow factor is a standard expectation. We treat each customer interaction as an opportunity to create an experience in excellent hospitality. This approach has served as a foundation to our value creation efforts. Today, we are fine-tuning our strategies in response to opportunities available while ensuring we continue to build on our brand value.

In the last couple of years, we exited two properties to unlock value. Going forward, we will continue to look for other opportunities to offer improved value to our stakeholders. We are working with IHCL to refine our marketing and customer engagement strategies, as well as training for our workforce.

Towards More Premium Offerings

OHL's portfolio of offerings caters to luxury, select and upscale segments. Our success in these categories drives us to offer improved and enhanced customer experiences through upgradation of our offerings.

During the year, we converted 'The Gateway Coonor' to 'Gateway Coonor – IHCL SeleQtions', into the select segment.



The Gateway Hotel Old Port Road, Mangalore

STRATEGY: TECHNOLOGY

TECHNOLOGY WITH A HUMAN TOUCH

Our technology journey depends on IHCL's umbrella strategy for technology. Our hotels feature on IHCL's digital platforms to ensure a seamless customer experience for them. Over the years, we have embraced the latest technology and incorporated digital innovation to align our services to our patrons' aspirations and expectations.

By investing in technology and digitalisation, we seek to improve our processes and enhance guest experience. IHCL's digitalisation initiatives include all significant functions and processes.

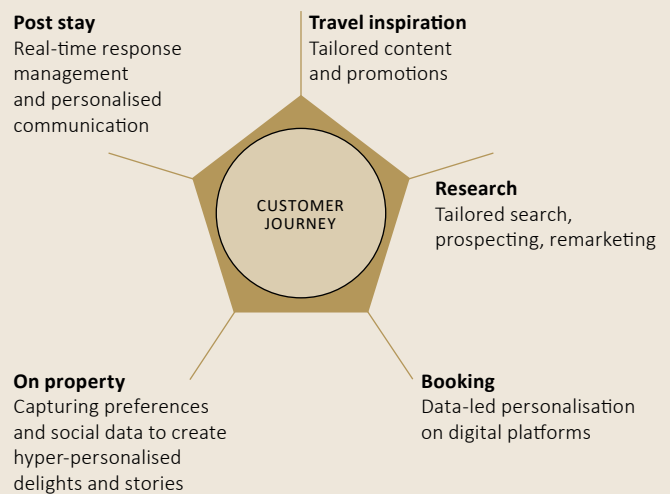
IHCL has launched individual websites for each brand to offer ease of booking experience to customers. The initiative has helped to optimise customer experience by building a brand-driven focused consumer connect.

Seamlessness through Technology

Technology has enriched customer experience by helping to connect our key touchpoints. We endeavour to stay connected with our customers even after their stay, for collecting feedback and insights from their experience. It helps us further optimise our offerings for greater comfort and quality:

- **Travel inspiration:** Tailored content and promotions for travellers across social media platforms like Facebook, Twitter, YouTube and Instagram.
- **Research:** We embraced various search engines such as Google and other search platforms like Trip Advisor for tailored search prospecting.
- **Booking:** We are pursuing data-led hyper-personalisation on owned digital platforms for better booking experience.
- **On-property:** We are creating hyper-personalised opportunities and stories for delighting our patrons.
- **Post-stay:** We endeavour to stay in touch with our customers even after their stay, to enable us to maintain a connect and improve our offerings in future.

Customer Journey in the Digital World



Technology Upgradations across Properties

We introduced several technology upgradation initiatives at our properties. The tube cleaning system for chillers at Taj Coromandel and Taj Fisherman's Cove were automated. It saves time and energy, optimises heat transfer performances and eliminates downtime, along with maintenance costs related to offline cleaning.

At The Gateway Hotel, Pasumalai, we installed Variable Refrigerant Flow (VRF) systems in kitchen, bakery, front desk, restaurants and rooms, staff dining and store. This is an energy-efficient HVAC—Heating, Ventilation, Air-conditioning—solution that consumes less electricity vis-à-vis conventional HVAC systems, providing individualised comfort through precise and easy control of room temperature.

In a post-COVID world, we expect the use of technology will be at the core of the hotel experience, in rooms, as well as before and after the trip.

STRATEGY: CUSTOMER EXPERIENCE

BUILDING A CULTURE OF CUSTOMER CENTRICITY

At OHL, we have built a legacy of rich relationships with our guests and patrons through excellent hospitality under brand IHCL. Our hotels have earned a distinct reputation for their luxurious warmth and our care for our guests' comfort, and our ability to get it right every time. Our distinguished clientele in this region relies heavily on our offerings for the consistency and quality in delivery.

IHCL brands are known for their excellent service quality based on strong ethos of going beyond meeting expectations. Customer delight is a standard for us, across every touchpoint.

Service Quality

Our hotels offer customised service offerings, active digital engagement and an exceptional loyalty programme under the aegis of IHCL to create memorable experiences for our guests across different segments and price points.

We monitor food safety practices rigorously, by carrying out bi-annual audits for adherence to Food Safety and Standards Authority of India (FSSAI) requirements.

TIMELESS WEDDINGS

At OHL, we are also a part of the Taj Wedding Experience that offers wedding venues for the perfect backdrop. We help create wedding memories with a touch of unique tradition in exotic locations. During the year, we organised 199 Timeless Weddings at our hotels.

Safety and Privacy

Our hotels offer a safe stay for all our guests. Our staff is hired after thorough background checks and verifications; and our property premises are under constant vigilance through multiple security protocols for enhanced safety. We have established robust fire and life safety practices and digitised the Taj positive assurance model that has further strengthened our standard operating procedures around safety.

We review and audit our safety performance, collaborating with experts to maximise safety and security of our patrons and people.

Cyber Security

Our customers can be assured of our high standards of data security at our hotels. Cyber security policies at OHL, trainings and awareness programmes are formulated and conducted under IHCL's guidance.

Differentiation and Product Relevance

We are upgrading our properties and people skills to ensure we deliver best-in-class services. Our offerings include luxury, upscale, affordable luxury and niche, curated experiences, which help us further differentiate ourselves.

Most of our properties are conveniently located and offer a host of features like multi-cuisine food options in different restaurants and bars. These also house spas and several recreational facilities. Four of our hotels—three under brand Taj and one under Vivanta—currently feature the award-winning Jiva Spa.



Customer Feedback

During the year, we conducted a customer feedback programme to measure our Net Promoter Score (NPS) and noted improvements.

FY 2019-20 Score (in %)

Taj Coromandel, Chennai	70
Taj Fisherman's Cove Resort & Spa, Chennai	53
Taj Malabar Resort & Spa, Cochin	75
Gateway Coonoor-IHCL SeleQtions	56
Vivanta Coimbatore	61
The Gateway Hotel Pasumalai, Madurai	75
The Gateway Hotel Old Port Road, Mangalore	51

NO

Consumer cases registered against us during FY 2019-20

TAJ EXPERIENCES GIFT CARD

Taj Experiences Gift Card is a unique way of gifting memories for a lifetime. It is an innovative product that offers prepaid stay in Taj hotels and staycations. It can also be redeemed for customised trips by Taj Holidays, Food and Beverages at any Taj hotel in India, as well as holistic spa treatments at Jiva. Taj Experiences Gift Card is also available as an e-card.

Customer Loyalty

OHL hotels are part of loyalty offerings under the IHCL banner, which serve to recognise our long-standing association with our clients and offer them exclusive benefits.

Taj InnerCircle

Taj InnerCircle (TIC) is an IHCL customer loyalty programme that offers several exclusive benefits on room charges, food and beverages, spa, laundry, telephone, business centre and Taj Khazana. The programme is available across IHCL's portfolio of 80+ hotels in India, 15+ hotels internationally, 350+ restaurants and bars, and 65+ spas. It also offers loyalty partnership with Sixt, a global car rental company with presence in 2,200+ locations in over 105 countries. This partnership enables TIC members to earn and redeem points while travelling across the globe, which can be later used for Sixt vouchers and online bookings of Sixt vehicles.

IHCL revamped the TIC website (www.tajinnercircle.com) during the year, to make it suaver and visitor friendly, which stands to benefit our patrons.

Book Direct & Save

Book Direct & Save offers 20% of the best available rate and complimentary WiFi for up to four devices. It is only available to TIC members.

Warmer Welcomes

Warmer Welcomes is a loyalty alliance between IHCL's TIC and Shangri-La's Golden Circle that provides its members recognition and benefits across 200+ hotels globally. It offers members of both programmes a chance to enjoy the hospitality of the other brand seamlessly. Warmer Welcomes allows members to earn points in their preferred currency, conversion of TIC points to Golden Circle Award Points and vice-versa, and status-matching benefits.

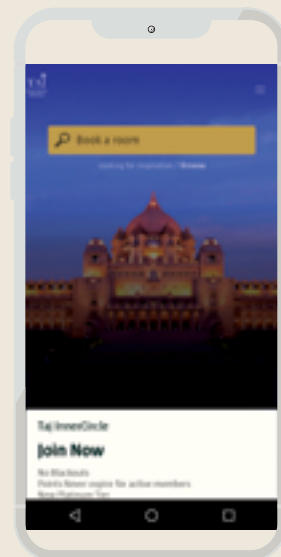
Taj Direct Best Rate Guarantee

Taj Direct Best Rate Guarantee assures that the best rates for Taj hotels are available at the Taj website. In case, a lower rate—called a competing rate—is available on a non-Taj website/mobile app of a Taj Hotel room/suite, Taj will honour the claim. This programme applies to published rates available to the general public on online channels and has served to strengthen the brand's connect with patrons.

Delighting Guests through Several Online Portals

IHCL has launched multiple platforms to enable our guests to connect with our various offerings. The portals are integrated to allow a seamless customer experience. While the new IHCL corporate website engages with a wide array of key stakeholders, the new microsites for Vivanta and SeleQtions enable customers to seek information and transact.

IHCL has also launched a user-friendly mobile app—Taj Hotels App—for reservations and allows table management and booking for restaurants through it. These have attracted enthusiastic response from our patrons and have helped to generate a higher conversion rate, leading to a growth in web revenues.



PEOPLE

TALENT UNDERPINS SUPERIOR PERFORMANCE

We are building a culture of excellence with a winning mindset that encourages our people to give their best every day. With wide-ranging career opportunities, we are empowering our go-getters to leverage their full potential. We are investing in upskilling and reskilling our people with extensive training, simultaneously creating an environment of inclusive growth.

At OHL, we emphasise meritocracy, learning and development, safety of our people and promote diversity and teamwork. We bring onboard people from the country's best institutes, offering them market-aligned remunerations and perks, and emphasise work-life balance.

719
Permanent team members

789
Contractual staff

Workplace Culture

We have a culture of meritocracy and skill building at OHL. Workplace diversity is more important today than ever before as it brings new and interesting ideas to the fore. We are working towards creating a diverse and inclusive workplace that offers our people a congenial work environment. Our HR policies have been designed ensuring that all our people get equal growth opportunities irrespective of gender, religion, age, colour, race, nationality or disability.

44
Women colleagues (permanent team members)

2
Differently abled team members

Safety Training

At OHL, we take the safety of our people extremely seriously and engage all members of the staff—permanent and contractual—in safety training.

100%
Employees covered under safety training

Engaging with Our People

At OHL, our people are at the core of our business; they are our biggest strength and our key differentiator. We continuously engage with them through various means including, real-time engagement, daily meetings and briefings, monthly townhalls, timely internal communication, published training calendar, employee committees and union meetings.

We use the following tools to maintain consistent communication and engagement with our people:

VCONNECT

VConnect helps to drive synergies with IHCL's people policies. It is a virtual space where our team members can voice their opinions anonymously any time. The feedback is addressed by managers within 10 days of receiving it.

TAJ CONNECT

This is an online platform that allows information exchange for people under the Taj umbrella. Taj Connect provides access to real-time information and connects colleagues across multiple locations. It provides all organisation and hotel-level policies and processes and offers access to front-end HRMS procedures that can be used for applying for leaves, view holiday plans, attendance and enrol for online learning courses.

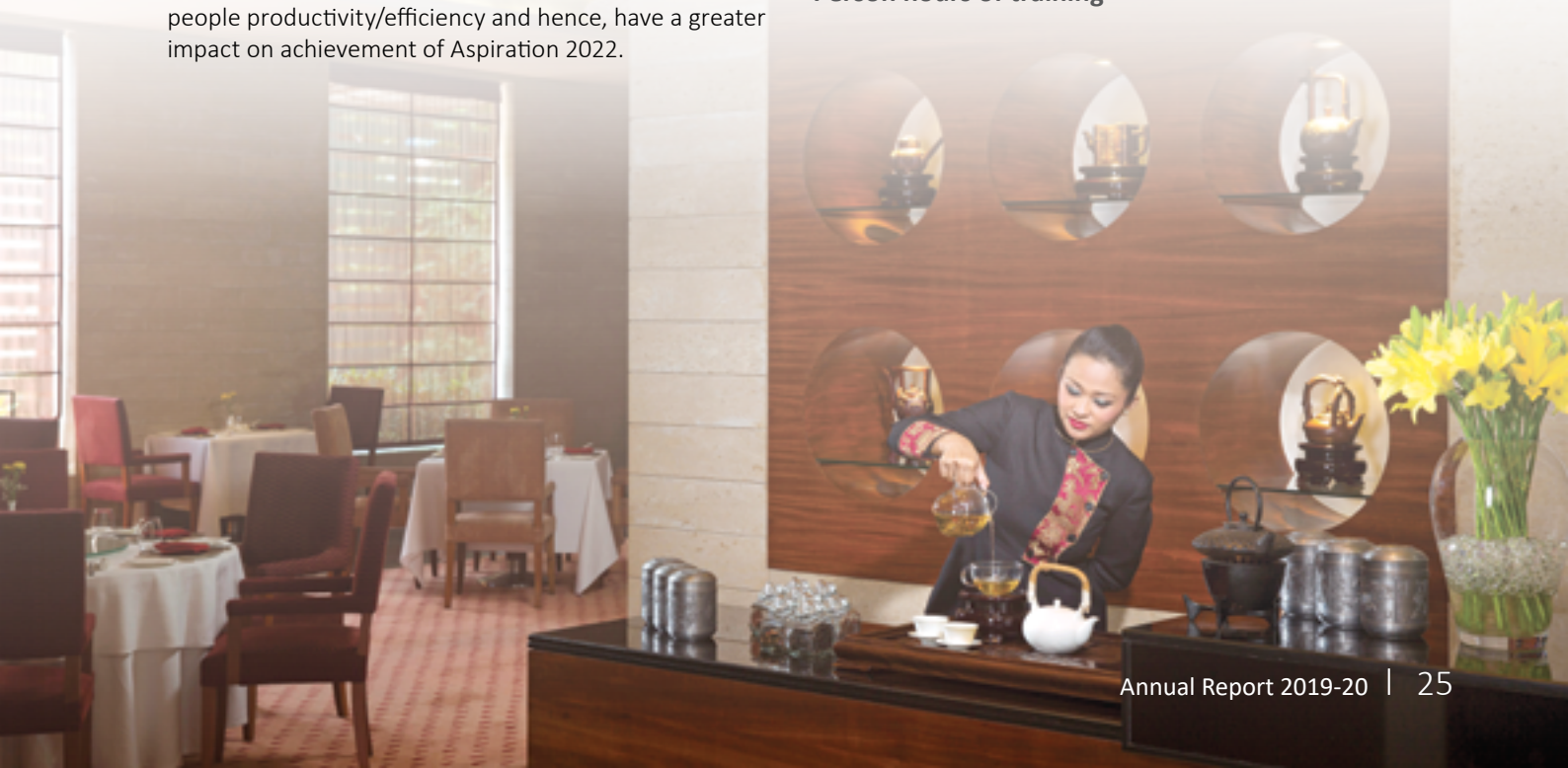
Taj Connect also enables associates to collaborate for official assignments, share information, wish each other on birthdays and work anniversaries and share common interests and blog. It further enables us to conduct appraisals online.

Career Development Opportunities

We provide our people several opportunities for progressing in their careers. Our training programmes are designed by IHCL. Under the guidance of IHCL, we implemented the following people development programmes:

- **Leadership Development:** This programme is aimed at improving leadership abilities and develop an understanding of high-performance teams and employee empowerment.
- **Online Learning – Taj Lead:** The online platform offers all executives in-depth management and leadership training through a wide variety of courses available. Recently, a mobile app was introduced to enhance access to the programme.
- **Millennial Management Training:** The training programme is aimed at understanding the traits, aspirations and expectations of millennial team members and engaging with them.
- **Cross-Cultural Sensitisation:** This programme is aimed at enhancing diversity at the workplace and introduces participants to various cultures, understanding perceptions, stereotyping, cultural relativism, high- and low-context cultures.
- **Talent Identification and Development Initiative (TIDI):** TIDI is a development initiative designed to identify areas of strength among participants. It also earmarks those realms where participants would benefit from focused development.
- **F&B and FO Excellence Training:** Training on identified 'key processes', which directly impact revenue/costs/people productivity/efficiency and hence, have a greater impact on achievement of Aspiration 2022.
- **Train the Trainer:** Our Train the Trainer workshops are aimed at building a pool of competent trainers who in turn can impart training to associates in their respective departments.
- **Finance for Non-Finance:** This programme helps in understanding basic business models and information needs to manage and control business. It also provides an overview of the accounting process and financial statement interpretation.
- **Basic Fire-Fighting Training:** This programme covers the Principles of Fire and Safety, safety management structure, firefighting and prevention strategies, rescue operations, etc.
- **Supervisory Development Programme:** This is a capability building certificate programme that consists of a written examination after the end of the workshop. The training includes a combination of case studies, learning videos and reading material. The participants are tracked through a pre- and post-workshop assessment, which is populated by the immediate manager or the supervisor to track behavioural change.

3,425
Person hours of training



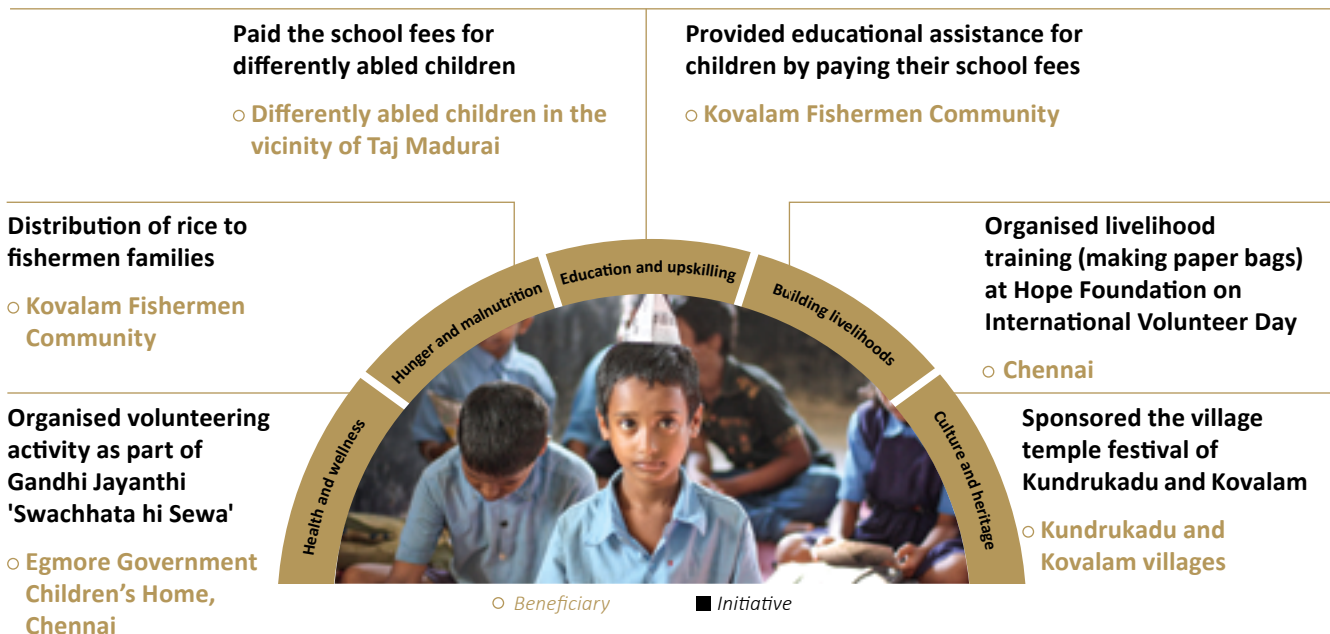
SOCIAL AND ENVIRONMENTAL WELLBEING

A LARGER RESPONSIBILITY

Social inclusion and business responsibility are important to us, as yet another marker of existing synergies with IHCL.

At OHL, we value the idea of ‘giving back to the society’ and this ideology drives us to create shared value for all. We follow the lead set by IHCL in delivering programmes for corporate social responsibility.

Our community development programmes focus on promoting education; eradicating hunger, poverty and malnutrition; promoting gender equality and empowering women; ensuring environmental sustainability and protection of national heritage, art and culture.



We also enable local communities around our hotels by organising various programmes specifically for them. During the year, at Taj Coromandel, Chennai we:

- Organised exhibition and sale of products made by specially abled people in association with Sri Arunidayam Trust and Hope Foundation
- Arranged lunch for under privileged community
- Enabled local artists by providing exhibition space in our lobby during Sunday Brunch

PROMOTING LOCAL BUSINESSES

We procure provisions like dry fruits, packing material, uniforms, flowers, snacks, fresh fish and breads from local businesses. These partners in business also provide key support services such as non-hazardous waste disposal and others. We provide training and feedback to improve their performance and evaluate it on several parameters. During the year, we provided training on Goods and Services Tax (GST), hygiene standards and safety to our local partners.

Sustainability

Customers are increasingly becoming more sustainability-focused in their way of living. We are a step ahead in responding to this. We are working to ensure eco-consciousness in our operations as an organisation, with a range of measures for conserving resources and reducing waste. IHCL brands are recognised for their proactiveness in this area.

With operations for five decades, we have constantly upgraded our legacy properties, embracing the latest technology and training hundreds of teammates, to serve our patrons with contemporary services in the hospitality industry. We are focused on cultivating a sustainability mindset among our people and tailoring our processes and services to serve the sustainability-led choices of our patrons.

Energy Management

We emphasise reducing our energy consumption wherever possible and are building our green energy infrastructure steadily. Over the years, we have invested significantly to ensure effective energy utilisation and on decreasing our environmental footprint.

- We have invested ₹32.05 lakhs as on March 31, 2020 for effective utilisation of alternative energy resources under group captive consumption scheme in the equity share capital of private power producing companies
- Hot water is being generated through heat recovery process from AC plants and automatic power factor control panels through screw chiller
- Desuperheaters/ heat pumps are being used to lower power consumption
- The hotels units are encouraged to use LED lightings instead of conventional lightings to taper the consumption of energy



01

Wind Power

At OHL, we support green infrastructure. Over the years, we have increased our power consumption from windmills at five of our hotel units located in Tamil Nadu. We continue to increase the share of renewable energy through group captive consumption schemes and have saved considerable cost on power, besides reducing our carbon footprint.

02

Energy Saving

Our hotel unit(s) cut down power consumption through energy saving measures such as replacing kitchen burners with Agnisumukh surface area heating burners for efficient energy utilisation. We are working to bring down consumption of fossil fuel by selective use of electricity generators and increased utilisation of LED lights.

SOCIAL AND ENVIRONMENTAL WELLBEING (continued)

Water Management

We have a robust water management system, with greywater recycling and rainwater harvesting facilities. During the year, we were part of IHCL's water security assessment to identify water-related risks and strengthen preparedness to manage them.

We treat greywater in our in-house treatment plants and then use it for gardening, while our rainwater harvesting systems recharge the aquifers within our premises. Additionally, effective water management gadgets are in place to minimise the usage of water.

Centralised Laundry

This is another initiative, wherein we are optimising operations and resources with centralised laundry. Under this programme, Taj Coromandel, Chennai undertakes the laundry services for all Taj hotels in Chennai. This step has been crucial in helping us tackle the water shortage in Chennai. Being a responsible citizen of the society, and in recognition of our responsibility to the city of Chennai, we have continued to adhere to this initiative.

1,37,176 KL

Water saved during FY 2019-20

Emissions

At OHL, we implement responsible energy management practices aimed at reducing our direct and indirect emissions, increasing the use of renewable energy in the overall energy mix being used.

7,553 TONNES

CO₂ emissions avoided by embracing renewable energy

Waste Management

Our contemporary waste management system effectively disposes wastes, simultaneously creating value from them. Wastes are segregated at source into categories like degradable, non-degradable and hazardous wastes and disposed accordingly.

01

Hazardous Waste

These are sent to authorised vendors for their disposal.

02

Degradable Waste

Some of our units have compost yards that convert the wet garbage and horticultural waste into manure. We have installed bio-mass cooking applications in these units. We also enable the conversion of waste kitchen oil to biodiesel and glycerine through a contractor.

03

Non-degradable Waste

We have eliminated the utilisation of single use plastic in most of our properties and aim to reach a 100% level in the coming years.

290 TONNES

Waste diverted from landfills

EARTHCHECK PROGRAMME AT OHL

EarthCheck is a leading, global organisation that provides scientific benchmarking, certification and advisory for the travel and tourism industry. It helps in delivering clean, safe, prosperous and healthy destinations for travellers. Under IHCL's EarthCheck programme, we processed 290 tonnes of organic waste.

SHAREHOLDERS INFORMATION

Annual General Meeting	July 28, 2020 at 11:00 a.m.
Venue	Registered Office of the Company
Mode of Meeting	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)
AVP Legal & Company Secretary	Tom Antony
Chief Financial Officer	Sreyas Arumbakkam
Auditors	Messrs. PKF Sridhar & Santhanam LLP Chartered Accountants KRD GEE GEE Crystal 91-92, 7 th Floor, Dr. Radhakrishnan Salai Mylapore, Chennai – 600004 Telephone : 044-28112985-86
Bankers	HDFC Bank Ltd. Standard Chartered Bank Citi Bank NA State Bank of India Indian Bank Kotak Mahindra Bank Ltd L55101TN1970PLC005897
CIN	
Book Closure Date	July 22, 2020 to July 28, 2020 (both days inclusive)
e-Voting Cut off Date	July 21, 2020
e-Voting Window Period	July 24, 2020, 9.00 a.m. to July 27, 2020 5.00 p.m.
Registered Office	Taj Coromandel, 37, Mahatma Gandhi Road, Chennai – 600034 Telephone: 044-66002827 Facsimile: 044-66002089/98
Company Secretary's Office	Paramount Plaza, III Floor, 47, Mahatma Gandhi Road, Chennai – 600034 Telephone : 044-66172828 Facsimile: 044-28252502
E-mail	ohlshares.mad@tajhotels.com
Website	www.orientalhotels.co.in
Listing	
Equity Shares	BSE Ltd. 1 st Floor, New Trading Ring, Rountana Building, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Telephone : 022-22721233/34 Facsimile: 022-22721919
	The National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plat No. C/1, 'G' Block, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051 Telephone : 022-26598100/8114 Facsimile: 022-26598237/38
Global Depository Receipts	Luxembourg Stock Exchange Societe De la Bourse de Luxembourg SA BP 165 L 2011, Luxembourg INE750A01020
ISIN Number – Equity	NSE – ORIENTHOT
Stock Code	BSE – 500314
Registrar & Share Transfer Agent	M/s. Integrated Registry Management Services Private Limited II Floor, Kences Towers, 1, Ramakrishna Street, T. Nagar, Chennai – 600017 Telephone : 044 – 28140801 – 0803 E- mail : srirams@integratedindia.in

FINANCIAL HIGHLIGHTS

₹ in Lakhs

HIGHLIGHTS	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15
Gross Revenue	30,135	35,672	36,888	34,460	31,626	30,672
EBITDA	4,892	6,182	6,706	5,873	3,584	4,949
EBITDA%	16.23	17.33	18.18	17.04	11.33	16.14
Finance Costs	2,402	2,718	3,089	3,219	3,156	3,005
Profit before Tax	(358)	10,242	853	199	(2,598)	(603)
Taxation	20	1,298	253	45	(814)	(303)
Profit after Tax	(378)	8,944	600	153	(1,785)	(299)
Dividend, Dividend tax, Surcharge and cess	357	1,077	-	-	430	860
Retained Earnings	2,392	11,782	3,366	2,221	(251)	1,099
Total Assets	61,189	65,595	63,204	63,615	63,959	66,808
Net Worth	31,424	33,790	24,641	23,920	23,986	23,414
Borrowings	21,500	24,281	31,326	32,232	31,742	31,097
Net Worth per Share (₹)	17.59	18.92	13.80	13.39	13.45	13.11
Earnings per Equity Share (₹)	(0.21)	5.01	0.34	0.09	(1.00)	(0.17)
Dividend on Equity Share	20%	50%	NIL	NIL	20%	40%
Debt : Equity Ratio	0.68:1	0.72:1	1.27:1	1.27:1	1.28:1	1.14:1

Note :

Net worth per share is based on equity share of ₹1/-
From FY 2016-17 are based on IND AS Financial Statements

NOTICE

NOTICE is hereby given that the Fiftieth (50th) Annual General Meeting of the members of Oriental Hotels Limited will be held on Tuesday, July 28, 2020 at 11:00 a.m. (IST) **through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of the Board of Directors and Auditors thereon.
- 2) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the report of the Auditors thereon.
- 3) To declare a dividend on Equity Share for the Financial Year ended March 31, 2020.
- 4) To appoint a Director in place of Mr. Giridhar Sanjeevi (DIN: 06648008), who retires by rotation and being eligible, offers himself for re-appointment.
- 5) To appoint a Director in place of Mr. Puneet Chhatwal (DIN: 07624616), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- 6) **Appointment of Mrs. Nina Chatrath (DIN: 07700943) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Nina Chatrath (DIN: 07700943), who was appointed by the Board of Directors as an Additional Director of the Company effective October 29, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and Article 109 of the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Companies

Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Nina Chatrath (DIN: 07700943) who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from October 29, 2019 to October 28, 2024.

- 7) **Re-appointment of Ms. Gita Nayyar (DIN.07128438) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Gita Nayyar (DIN:07128438), a Non-Executive Independent Director of the Company and who holds office as an Independent Director up to July 30, 2020, who is eligible for reappointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for the second consecutive term of 5 (Five) years w.e.f. July 31, 2020.

By Order of the Board of Directors

Tom Antony

Company Secretary

Membership No.: FCS 6828

Place:Chennai

Date: June 3, 2020

NOTICE (continued)

Notes:

1. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19” (collectively referred to as “MCA Circulars”) and SEBI vide its circular dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – COVID-19 pandemic”, (“SEBI Circular”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Tuesday, July 28, 2020 at 11:00 a.m. (IST). The deemed venue for the 50th AGM will be the Registered office of the Company.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the 50th AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at evoting.ksmassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. As per the provisions of Clause 3.A.III. of the General Circular No. 20/2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 6 and 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No(s). 6 and 7 of the Notice are annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations/disclosures have been received from Director/s for seeking re-appointment.
7. Since the 50th AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
8. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited’s (‘NSDL’) e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first serve basis as per the MCA Circulars.
9. In line with the MCA Circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report 2019 – 2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Notice convening the 50th AGM has been uploaded on the website of the Company at

www.orientalhotels.co.in and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

10. Book Closure and Dividend:

The Company has fixed July 21, 2020 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2020, if approved at the AGM. The Register of Members and the Share Transfer Books of the Company will be closed from July 22, 2020 to July 28, 2020, both days inclusive. The dividend of ₹0.20/- per equity share of ₹1 each (20%), if declared at the AGM, will be paid subject to deduction of tax at source ('TDS') on or before August 26, 2020 as under:

- (a) To all the Beneficial Owners as at the end of the day on July 21, 2020 as per the list of beneficial owners to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- (b) To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as of the close of business hours on July 21, 2020.

11. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents through email before July 21, 2020.

12. Further, in order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to upload the following documents at www.orientalhotels.co.in/investors/master-update or send a scanned copy of the following details/documents at srirams@integratedindia.in latest by July 21, 2020:

- a. a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number & Type allotted by your bank after implementation of Core Banking Solutions;
 - iii) 11 digit IFSC Code;
- b. self attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c. self attested scanned copy of the PAN Card; and
- d. self attested scanned copy of any document (such as AADHAAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

13. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall within **30 days** of normalisation of the postal services dispatch the dividend warrant/Bankers' cheque/ demand draft to such Members, upon normalisation of postal services and other activities.
14. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management,

NOTICE (continued)

Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company’s Registrar and Share Transfer Agent, M/s Integrated Registry Management Services (P) Ltd (‘Registrar’ or ‘RTA’) at srirams@integratedindia.in for assistance in this regard.

15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to Corporate Governance report which is a part of this Annual Report.

Due dates for claiming the unclaimed and unpaid dividends declared by the Company for the financial year 2012-13 to IEPF are as under:

Financial Year ended	Date of declaration of dividend	Last date for claiming unpaid/ unclaimed dividend
March 31, 2013	August 6, 2013	September 11, 2020

Members desirous of claiming the unclaimed dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents, M/s Integrated Registry Management Services Pvt Ltd., Kences Towers, No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600017, Email: srirams@integratedindia.in

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and can also upload the same in the website of the Company at www.orientalhotels.co.in/investors/master-update or to the Registrar at srirams@integratedindia.in in case the shares are held in physical form, quoting your folio no. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in

respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA at srirams@integratedindia.in in case the shares are held in physical form, quoting your folio no.

18. The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is available on the Company’s website under the section ‘Investor Relations’. Members holding shares in physical form are requested to submit the filled in form to the Company at ohlshares.mad@tajhotels.com or to the Registrar in physical mode, after restoring normalcy or in electronic mode at srirams@integratedindia.in, as per instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
20. During the day of 50th AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
21. Members who wish to inspect the relevant documents referred to in the Notice can send an email to ohlshares.mad@tajhotels.com up to date of this Meeting.
22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long.

Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

23. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

24. Process for registering email addresses to receive this Notice of AGM and Annual Report electronically and cast votes electronically:

(i) **Registration of email addresses with RTA:** The Company has made special arrangements with RTA for registration of e-mail addresses of those Members (holding shares either in electronic or physical form) who wish to receive this Notice electronically and cast votes electronically. Eligible Members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to RTA on or before 5:00 p.m. IST on July 21, 2020.

Process to be followed for registration of e-mail address is as follows:

- a) Visit the link <https://www.orientalhotels.co.in/investors/master-update>
- b) Enter the DP ID & Client ID / Physical Folio Number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member to enter one of the share certificate numbers.
- c) If PAN details are not available in the system, the system will prompt the Member to upload a self-attested copy of the PAN card for updation and authentication.
- d) Enter your e-mail address and mobile number
- e) The system will then confirm the e-mail address for receiving this AGM Notice.

After successful submission of the e-mail address, NSDL will e-mail a copy of this AGM Notice and Annual Report for FY 2019-20 along with the e-Voting user ID and password. In case of any queries, Members may write to srirams@integratedindia.in or evoting@nsdl.co.in.

(ii) **Registration of e-mail address permanently with Company/DP:** Members are requested to register the same with their concerned DPs, in

respect of electronic holding and with RTA, in respect of physical holding, by writing to them at srirams@integratedindia.in. or the same can be update in website of the Company www.orientalhotels.co.in/investors/master-update Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.

(iii) Alternatively, those Shareholders who have not registered their email addresses are required to send an email request to evoting@nsdl.co.in along with the following documents for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

- In case shares are held in **physical mode**, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.
- In case shares are held in **demat mode**, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.

25. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as remote e-voting during the AGM will be provided by NSDL.

26. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of July 21, 2020 may cast their vote by remote e-Voting. The remote e-Voting period commences on **July 24, 2020 at 9.00 a.m. (IST)** and ends on **July 27, 2020 at 5.00 p.m. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

NOTICE (continued)

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and remote e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of July 21, 2020.

27. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote eVoting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the member has already cast the vote through remote e-Voting.
28. 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 before the AGM as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date, i.e. July 21, 2020, may obtain the User ID and password by sending a request at evoting@nsdl.co.in
29. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
30. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and NSDL. The same will also be displayed on the Company's website at www.orientalhotels.co.in
31. Instructions for attending the AGM through VC/OAVM and remote e-Voting (before and during the AGM) are given below.
 - A. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM**
 - i. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/members login by using the remote e-voting credentials, where the EVEN of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting, post questions through chat box and submit votes on announcement by the Chairman. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, Members may also use the OTP based login for logging into the e-Voting system of NSDL.
 - ii. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
 - iii. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 50th AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address at ohlshares.mad@tajhotels.com before 5:00 p.m. (IST) on July 24, 2020. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.
 - iv. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a

request from their registered email address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at ohlshares.mad@tajhotels.com between July 21, 2020 (9:00 a.m. IST) and July 24, 2020 (5:00 p.m. IST). **Only those Members who have pre-registered themselves as a speaker will be**

allowed to express their views/ask questions during the AGM, enabling the Company to conduct the proceedings in smooth and hassle free manner. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- v. Members who need assistance before or during the AGM may contact NSDL on evoting@nsdl.co.in/ 1800-222-990 or contact any of the following:

Sr. No.	Name of the concerned person	Contact details
1.	Mr. Amit Vishal	amitv@nsdl.com / 022-24994360
2.	Ms. Pallavi Mhatre	pallavid@nsdl.co.in / 022-24994545

B. INSTRUCTIONS FOR E-VOTING BEFORE / DURING THE AGM

➤ **INSTRUCTIONS FOR REMOTE E-VOTING BEFORE THE AGM ARE AS UNDER:**

The way to vote electronically on NSDL e-Voting system consists of ‘Two Steps’ which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

How to Log-in to NSDL e-Voting website?

- A. Visit the e-Voting website of NSDL. Open web browser by typing the following: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

- B. Once the home page of e-Voting system is launched, click on the icon ‘Login’ which is available under ‘Shareholders’ section.

- C. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- D. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
ii) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
iii) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if Folio Number is 001*** and EVEN is 101456 then user ID is 101456001***

- E. Your password details are given below:

- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you

need to enter the ‘initial password’ and the system will force you to change your password.

- iii) How to retrieve your ‘initial password’?

If your e-mail ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail

NOTICE (continued)

and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- F. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- i) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- G. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- H. Now, you will have to click on 'Login' button.
- I. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- A. After successful login at Step 1, you will be able to see the Home page of eVoting. Click on e-Voting. Then, click on Active Voting Cycles.
- B. After clicking on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- C. Select 'EVEN' of the Oriental Hotels Limited to cast your vote.
- D. Now you are ready for e-Voting as the Voting page opens.

- E. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- F. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- H. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

➤ INSTRUCTIONS FOR E-VOTING DURING THE AGM ARE AS UNDER:

- i. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
- ii. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

General Guidelines for Members

- i. Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRIs, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evoting.ksmassociates@gmail.com, with a copy marked to evoting@nsdl.co.in.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

- iii. In case of any queries /grievances pertaining to remote e-Voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call on the toll-free number : 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal or Ms. Pallavi Mhatre from NSDL at the designated email IDs :

evoting@nsdl.co.in or srirams@integratedindia.in or ohlshares.mad@tajhotels.com or at telephone nos. : 022-24994360 or 022-24994545.

By Order of the Board of Directors

Place: Chennai
Date: June 3, 2020

Tom Antony
Company Secretary
Membership No.: FCS 6828

NOTICE (continued)

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) forming part of the Notice of the 50th Annual General Meeting of the Company

The following Explanatory statement sets out all material facts relating to the Special Business under Item Nos. 6 & 7 mentioned in the accompanying Notice dated June 3, 2020.

Item No. 6

1. The Board of Directors based on the recommendation of Nomination and Remuneration Committee appointed Mrs. Nina Chatrath (DIN: 07700943) as an Additional Director under the category of Independent Director with effect from October 29, 2019. Pursuant to Section 161 of the Companies Act 2013, read with Articles 109 of the Articles of Association of the Company. She holds office as an Additional Director of the Company up to the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received notice pursuant to Section 160 of the Companies Act 2013, from a Member proposing her candidature for the office of Director of the Company at the forthcoming Annual General Meeting. The Board commends to the Members her appointment as a Director of the Company.
2. Mrs. Nina Chatrath is founder of Enhance Consulting, a boutique Leadership Consulting firm based in New Delhi. She was part of the Global Leadership Consulting team in global search firms and worked as Senior Partner in Heidrick & Struggles and was earlier with Korn/Ferry International. She has twenty years of business and consulting experience and focuses on impact Succession Planning and of Leadership on business performance, organization building and management of talent.
3. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mrs. Nina Chatrath has given declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act, and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. Mrs. Nina Chatrath is a Non-Executive Director and considered as Independent based on the declaration received under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules made thereunder for appointment as an Independent Director and she is independent of the management.
6. Details of Mrs. Nina Chatrath are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.
7. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Nina Chatrath is now being placed before the Members for their approval.
8. Mrs. Nina Chatrath may be deemed to be concerned and interested in Item Nos. 6, as it relates to her appointment as Director under the category of Independent Director of the Company. Other than the aforesaid Director none of the other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested financially or otherwise in the Resolutions mentioned at Item Nos. 6 of the accompanying Notice.
9. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.
10. The Board commends the Resolutions at Item Nos. 6 of the accompanying Notice for approval by the Members.

Item No. 7

1. At the Annual General Meeting of the Company held on July 25, 2016, the members of the Company had appointed Ms. Gita Nayyar (DIN: 07128438) as an Independent Director of the Company, to hold office up to July 30, 2020 (“first term”).
2. Nomination and Remuneration Committee (‘NRC’) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Ms. Gita Nayyar as an Independent Director, for a second term of 5 consecutive years, on the Board of the Company.
3. The Board, based on the performance evaluation and as per the recommendations of NRC, considers that, given her background and experience and contributions made

by her during her tenure, the continued association of Ms. Gita Nayyar would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director.

Accordingly, it is proposed to re-appoint Ms. Gita Nayyar as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 consecutive years on the Board of the Company.

4. Ms. Gita Nayyar is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"), and has given her consent to act as a director.
5. The Company has also received declaration from Ms. Gita Nayyar that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
6. In the opinion of the Board, Ms. Gita Nayyar fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Gita Nayyar is independent of the management.
7. Details of Ms. Gita Nayyar are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General

Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

8. Ms. Gita Nayyar is interested in the resolution set out at Item No. 7 of the Notice with regard to her re-appointment. Other than the aforesaid Director none of the other Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested financially or otherwise in the Resolutions mentioned at Item Nos. 7 of the accompanying Notice.
9. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.
10. The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

By Order of the Board of Directors

Tom Antony

Company Secretary
Membership No.: FCS 6828

Place: Chennai
Date: June 3, 2020

NOTICE (continued)

This information forms part of the explanatory Statement for the Annual General Meeting.

Details of Directors seeking appointment / re-appointment at the 50th Annual General Meeting of the Company:

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2]

Name	Mr. Puneet Chhatwal	Mr. Giridhar Sanjeevi
DIN	07624616	06648008
Date of Birth	April 16, 1964	December 03, 1963
Expertise in specific functional areas	Wide experience in Hospitality Industry and Business Management	Wide experience in Finance and Business Management
Qualification	MBA in Hospitality from ESSEC, Paris, Advanced Management Program from INSEAD, Graduation from Delhi University and Institute of Hotel Management, Delhi	Chartered Accountant & MBA from IIM – Ahmedabad
Date of appointment	January 23, 2018	July 25, 2017
Number of shares held in the Company	Nil	Nil
Directorship in other Companies (as on March 31, 2020)	(1) The Indian Hotels Company Ltd. (2) Taj GVK Hotels and Resorts Ltd. (3) Benares Hotels Ltd. (4) PIEM Hotels Ltd. (5) Roots Corporation Ltd. (6) Taj Sats Air Catering Ltd. (7) ELEL Hotels and Investments Ltd.	(1) Taj GVK Hotels and Resorts Ltd. (2) PIEM Hotels Ltd. (3) Roots Corporation Ltd. (4) Taj Sats Air Catering Ltd. (5) ELEL Hotels and Investments Ltd.
Chairman / Member of the Committees of other Companies on which he is a Director (as on March 31, 2020)	Audit Committee Taj GVK Hotels & Resorts Ltd. – Member Stakeholder's Relationship Committee The Indian Hotels Company Ltd. – Member	Audit Committee Taj GVK Hotels & Resorts Ltd - Member PIEM Hotels Ltd. – Member Taj SATS Air Catering Ltd. – Member Roots Corporation Ltd. – Chairman
Name	Mrs. Nina Chatrath	Ms. Gita Nayyar
DIN	07700943	07128438
Date of Birth	October 16, 1962	October 11, 1963
Expertise in specific functional areas	Wide experience in succession planning and leadership on business performance, organisation building and management of talent	Wide experience in Finance and Investment Management
Qualification	PGDM-HR from XLRI B. Com from Delhi University	MBA from Amos Tuck School of Business Administration, Dartmouth College, USA BA in Economics (Honors) from Jesus and Mary College, Delhi.
Date of appointment	October 29, 2019	July 30, 2015
Number of shares held in the Company	Nil	Nil
Directorship in other Companies (as on March 31, 2020)	(1) Dwarikesh Sugar Industries Ltd (2) Century Metal Recycling Ltd	(1) Taj Sats Air Catering Ltd. (2) Transport Corporation of India Ltd
Chairman / Member of the Committees of other Companies on which he is a Director (as on March 31, 2020)	Audit Committee Dwarikesh Sugar Industries Ltd – Member Century Metal Recycling Ltd – Member Stakeholder's Relationship Committee Dwarikesh Sugar Industries Ltd – Member Century Metal Recycling Ltd – Member	Audit Committee Taj SATS Air Catering Ltd. – Member Stakeholder's Relationship Committee Transport Corporation of India Ltd – Member

The attendance records of the directors seeking reappointment are furnished in the Corporate Governance report which forms part of annual report 2019 - 2020.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to ohlshares.mad@tajhotels.com.

BOARD'S REPORT

To the Members

The Board of Directors are pleased to present the 50th Annual Report of your Company along with the Audited Financial Statements for the financial year ended March 31, 2020.

Financial Highlights

₹ in Lakhs

Particulars	Standalone		Consolidated	
	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2019
Total Income	30,134.90	35,672.01	29,883.37	35,475.80
Profit before Depreciation, Finance Cost, Tax and Exceptional Items	4,891.69	6,181.87	4,609.70	5,941.56
Less: Depreciation & Amortization	2,770.19	2,837.77	2,770.19	2,837.77
Less: Finance Cost	2,402.37	2,718.05	2,402.37	2,718.05
Profit before Tax, Exceptional Items and share of profit of equity accounted investees	(280.87)	626.05	(562.86)	385.74
Add: Exceptional Items (net)	(77.65)	9,616.30	(77.65)	9,616.30
Profit/(Loss) before Tax	(358.52)	10,242.35	(640.51)	10,002.04
Tax Expense:				
- Current Tax	235.33	2,157.09	235.33	2,157.09
- Deferred Tax	(215.43)	(858.94)	(215.43)	(858.94)
Profit/(Loss) after Tax	(378.42)	8,944.20	(660.41)	8,703.89
Add: Share of Profit/(Loss) of Associates	-	-	14.08	274.69
Add: Share of Profit/(Loss) of Jointly Controlled Entity	-	-	(179.57)	179.94
Profit/ (Loss) After Tax and share of associates and Jointly Controlled Entity	(378.42)	8,944.20	(825.90)	9,158.52
Earnings per share (₹)	(0.21)	5.01	(0.46)	5.13

State of Company's affairs

Operating Results

Your Company achieved a turnover of ₹30,134.90 lakhs for the year ended March 31, 2020, decreased by ₹5,537.11 lakhs (15.52%) which is not comparable to ₹35,672.01 lakhs in the previous year due to sale of hotel undertaking at Visakhapatnam on September 29, 2018 and discontinuance of hotel operations due to termination of lease agreement of hotel at Trivandrum with effect from April 01, 2019.

The Profit before Depreciation, finance cost & tax (EBITDA) for the year ended March 31, 2020 amounted to ₹4,891.69 lakhs, decreased by ₹1,290.18 lakhs (20.87%) compared to previous year.

Depreciation for the year was lower at ₹2,770.19 lakhs as compared to ₹2,837.77 lakhs for the previous year.

Finance cost for the year ended March 31, 2020 at ₹2,402.37 lakhs was lower than previous year by ₹315.68 lakhs due to decrease in overall debt due to redemption of non-convertible debentures coupled with lower interest rate prevailed during the current year.

The Profit / (Loss) before Tax for the year ended March 31, 2020 amounted to ₹(358.52) lakhs as against a profit of ₹10,242.35 lakhs in the previous year. The Profit/(Loss) before tax for the previous year includes gain from sale of hotel unit at Visakhapatnam.

The tax expense (including deferred tax) for the year ended March 31, 2020 amounted to ₹19.90 lakhs. The Profit/(Loss) after Tax for the year ended March 31, 2020 stood at ₹(378.42) lakhs as against a profit of ₹8,944.20 lakhs of the previous year. which includes gain from sale of hotel unit at Visakhapatnam.

The Company achieved a consolidated turnover of ₹29,883.37 lakhs for the year ended March 31, 2020, a decrease of ₹5,592.43 lakhs (15.76%) which is not comparable to ₹35,475.80 lakhs in the previous year due to sale of hotel undertaking at Visakhapatnam on September 29, 2018 and discontinuance of hotel operations due to termination of lease agreement of hotel at Trivandrum with effect from April 01, 2019. The Consolidated Profit/(Loss) before Tax for the year ended March 31, 2020 amounted to ₹(660.41) lakhs as against a consolidated profit of ₹8,703.89 lakhs in the previous year.

BOARD'S REPORT (continued)

Business Overview

Travel and tourism industry contributed 6.8% to India's GDP and registered a growth of 4.9% in 2019 (*Source: World Travel and Tourism Council*). It provides close to 43 million jobs in the country. India offers a diverse portfolio of niche tourism products, including cruises; adventure; medical; wellness; sports; meetings, incentives, conventions and exhibitions (MICE); eco-tourism; films; rural and religious tourism. The country has been recognised as a destination for spiritual tourism for domestic and international tourists. Besides, the introduction of a new category of visa—the medical visa or M visa—is expected to encourage medical tourism in India. A detailed overview on the company's business is provided in the Management Discussion and Analysis Report.

Dividend

In commemoration of the golden jubilee year, the Board of Directors recommended a dividend at the rate of 20% i.e. ₹0.20 per share (Previous Year – ₹0.50 per share) in spite of the various challenges posed by the COVID-19 pandemic especially on the financial front. The dividend on equity shares, if approved by the Members, would involve a cash payout of ₹357.19 lakhs. Consequent to the changes made in the Finance Act, 2020, the dividend paid to the shareholders will be subject to Tax Deduction at Source (TDS) as applicable. The dividend pay-out is in accordance with the Company's dividend distribution policy.

Dividend Distribution Policy

Your Company has formulated and adopted a Dividend Distribution Policy as envisaged under Regulation 43A of the SEBI (Listing Obligations and Disclosures) Regulations, 2015 on voluntary basis as part of its corporate governance practices.

The policy is given in the **Annexure 3** to this report and is also available on the Company's website, at <http://orientalhotels.co.in/investors/policies/>

Transfer to Reserves

The requirement of maintaining Debenture Redemption Reserve (DRR) does not apply to your Company due to the redemption of Non-Convertible Debentures (NCDs) issued by the Company on its due date on November 21, 2019. As a result, your Company does not require to maintain neither DRR nor Debenture Redemption Fund (DRF). The (Companies (Share Capital and Debentures) Amendment Rules, 2019 done away with the requirement of DRR by listed companies. Accordingly, the DRR created and maintained in the books has been transferred and merged with the General Reserves. There is no other movement to or from the General Reserve.

Share Capital

The Paid up Equity Share Capital of the Company as on March 31, 2020 was ₹1,785.99 lakhs comprising of 17,85,99,180 Equity Shares having face value of ₹1 each. The Company has not issued any equity shares during the financial year 2019-20.

Borrowings

The Company's borrowings as at March 31, 2020 on a standalone and consolidated basis stood at ₹21,500.00 lakhs as against ₹24,280.51 lakhs as at March 31, 2019.

Non-Convertible Debentures (NCDs)

During the year your Company redeemed the outstanding NCDs on its due date on November 21, 2019. Accordingly, NCDs amounting to ₹20,000 lakhs comprising of 1000, 'Series-A Senior Secured Redeemable Non-Convertible Debentures' having of face value ₹10 lakhs aggregating to ₹10,000 lakhs with coupon rate of 10.25% per annum and 1000, 'Series-B Senior Secured Redeemable Non-Convertible Debentures' having of face value ₹10 lakhs aggregating to ₹10,000 lakhs with coupon rate of 2% at an yield to maturity rate of 10.25% per annum had been fully redeemed and no NCDs were outstanding as on March 31, 2020.

Fixed Deposits

Your Company does not accept and / or renew fixed deposit from the general public and / or shareholders. Acceptance and renewal of fixed deposits were discontinued by the Company with effect from February 17, 2003 and July 2009 respectively. There were no amount outstanding as unclaimed deposit as on March 31, 2020 as such deposits had been transferred to the Investor Education and Protection Fund (IEPF) on the respective due dates.

Particulars of Loans, Guarantees and Investments of the Company

The particulars of loans, guarantees and investments as applicable as per Section 186 of the Act by the Company, have been disclosed in the financial statements.

Subsidiaries, Jointly Controlled Entity and Associate Companies

The Consolidated Financial Statements of the Company and its Subsidiary, Associates and Jointly Controlled Entity are prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Companies (Indian Accounting Standards) Rules, 2015 of the Companies Act, 2013, and form part of the Annual Report.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the Consolidated Financial Statements and related information of the Company and audited accounts of the subsidiary, can be accessed on Company's website at the link: <http://orientalhotels.co.in/investors/financial-results/>.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014, salient features of the financial statements of the Company's Subsidiary/Joint Controlled Entity/Associates in Form AOC - 1 is furnished in **Annexure-1**.

Related Party Transactions

In line with the requirements under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 governing Related Party Transactions (RPTs), your Company has formulated a policy on dealing with RPTs which can be accessed on Company's website at the link: <http://orientalhotels.co.in/investors/>. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All RPTs including Material Related Party Transactions that were entered into during the financial year were in the ordinary course of business and at Arm's length.

All Related Party Transactions have been placed before the Audit Committee for approval. A statement containing the details of all Related Party Transactions has been placed before the Audit Committee for its review on a quarterly basis. Approval of shareholders had been obtained for all material RPTs.

Pursuant to Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related party transaction are reported to the stock exchanges on a half-yearly basis.

The information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure - 2** in Form No. AOC-2 and the same forms part of this report.

Disclosures as required under Ind-AS 24 in respect of RPTs have been made under Note 41 of the Notes to the standalone financial statements.

Directors' Responsibility Statement

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors including audit of internal financial

controls over financial reporting by the Statutory Auditors and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2019 - 20.

Accordingly, pursuant to Section 134(3) (c) and 134(5) of the Act, the Board of Directors to the best of their knowledge and ability, confirm that:-

- i. in the preparation of the annual accounts for the year ended March 31, 2020, the applicable accounting standards have been followed and that there are no material departures;
- ii. the Directors have selected such accounting policies and applied them consistently 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, 2020 and loss of the Company for that year ended on that date;
- iii. the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors had prepared the annual accounts on a going concern basis;
- v. the Directors laid down the internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- vi. 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.

Directors and Key Managerial Personnel (KMP)

During the year, the Board of Directors based on the recommendations of Nomination and Remuneration Committee (NRC) appointed Mrs. Nina Chatrath (DIN: 07700943) as an Additional Director under the category of Independent Director with effect from October 29, 2019. A resolution seeking shareholders' approval for her appointment forms part of the Notice.

The initial term of office of Ms. Gita Nayyar (DIN: 07128438) as an independent director on the Board of the Company, will expire on July 30, 2020. The Board of Directors, based on the performance evaluation and as per the recommendation of the NRC has recommended the re-appointment of

BOARD'S REPORT (continued)

Ms. Gita Nayyar, as an Independent Director of the Company for a second term of 5 (five) consecutive years on the expiry of her current term of office.

Dr. Gopalan Sundaram (DIN:00051093), an Independent Director on the Board of the Company, resigned with effect from April 01, 2019 to adhere with the age limit prescribed under the TATA Governance Guidelines for Board Effectiveness/SEBI Listing Regulations.

Mr. S Y Syed Meeran (DIN:00547775) who served as an Independent Director has demitted his office upon completion of his appointed term, which ended on July 30, 2019.

Mr. D Varada Reddy who was a Director since 2005 and also served as Managing Director of the Company opted not to seek re-appointment at the 49th AGM in view of his other commitments.

In accordance with provisions under the Companies Act, 2013 and Articles of Association of the Company, Mr. Puneet Chhatwal (DIN: 07624616) and Mr. Giridhar Sanjeevi (DIN: 06648008), Directors of the Company retire by rotation at the ensuing Annual General Meeting. The Directors being eligible have offered themselves for re-appointment.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2020 are: Mr. Pramod Ranjan, Managing Director and CEO, Mr. Sreyas Arumbakkam, Chief Financial Officer and Mr. Tom Antony, Company Secretary.

Independent Directors' Declaration

The Independent Directors have submitted a declaration that each of them meet the criteria for independence as laid down under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16 of the Listing Regulations and that they are not aware of any circumstance or situation, which exists or is anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence as required under Regulation 25 of Listing Regulations. The independent directors have also confirmed that they have included their name in the data bank in compliance sub-rules (1) and (2) of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Board and Committee Meetings

The Board of Directors has met four (4) times during the year and the intervening period between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015. Details of the composition of the Board and its Committees and of the meetings held and attendance of the Directors at such meetings are provided in the Corporate Governance Report.

Governance Guidelines for Board Effectiveness

The Company has adopted the Governance Guidelines for Board Effectiveness which inter alia, cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of independence, Director's term, retirement age and Committees of the Board. It also covers aspects relating to nomination, appointment, induction and development of Directors, Director's remuneration, Code of Conduct, Board Effectiveness Review and mandates of Board Committees.

Board Evaluation

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors. The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter-se board members, effective participation, domain knowledge, compliance with code of conduct etc.

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 and non-executive directors.

Remuneration Policy

Your Company has adopted a Remuneration Policy for the Directors, KMP, Senior Management and other employees, pursuant to the provisions of the Act and the Listing Regulations.

The key principles governing the Company's Remuneration Policy are as follows:

Remuneration for Independent Directors and Non-Independent Non-Executive Directors

- Independent Directors (ID) and Non-Independent Non-Executive Directors (NED) may be paid sitting fees for attending the meetings of the Board and of Committees of which they may be members, and receive commission within regulatory limits, as recommended by the NRC and approved by the Board.
- Overall remuneration should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company, taking into

consideration the challenges faced by the Company and its future growth imperatives.

- Remuneration paid should be reflective of the size of the Company, complexity of the sector/ industry/Company's operations and the Company's capacity to pay the remuneration and be consistent with recognized best practices.
- The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board. The NRC will recommend to the Board the quantum of commission for each Director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and Committee Meetings, individual contributions at the meetings and contributions made by Directors other than in meetings.
- The remuneration payable to Directors shall be inclusive of any remuneration payable for services rendered in any other capacity, unless the services rendered are of a professional nature and the NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

Remuneration for Managing Director (MD)/ Key Managerial Personnel (KMP)/ rest of the Employees

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be market competitive, driven by the role played by the individual, reflective of the size of the Company, complexity of the sector/industry/Company's operations and the Company's capacity to pay, consistent with recognized best practices and aligned to any regulatory requirements.
- Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience. In addition, the Company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings. The Company also provides all employees with a social security net subject to limits, by covering medical expenses and hospitalization through re-imbursing or insurance cover and accidental death etc. The Company provides retirement benefits as applicable.
- In addition to the basic/fixed salary, benefits, perquisites and allowances as provided above, the Company

provides MD, such remuneration by way of performance incentive based on the performance of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the MD would be based on performance as evaluated by the NRC and approved by the Board.

- The Company provides the management employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the Company.

It is affirmed that the remuneration paid to Directors, KMP and all other employees is as per the Remuneration Policy of your Company.

Policies

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 mandate the formulation of certain policies for all listed companies. All our corporate governance policies are available on our website (<http://orientalhotels.co.in/investors/policies>). The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

The following key policies are adopted by the Company and the terms and conditions of the policies are revised/modified by giving effect to the amendments/enforcement subject to the approval of the Board.

Name of the Policy	Brief Description
The Code of Conduct Policy	The Code of Conduct governs the conduct of employee and other stakeholders during their association with the Company.
Whistleblower Policy (Policy on vigil mechanism)	The Company has adopted the whistleblower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics.
Policy on Material Subsidiaries	The policy is used to determine the material subsidiaries and material non-listed Indian subsidiaries of the Company and to provide the governance framework for them.
Related Party Transaction Policy	The policy regulates all transactions between the Company and its related parties.
Insider Trading Policies	The policy provides the framework in dealing with securities of the Company.

BOARD'S REPORT (continued)

Name of the Policy	Brief Description
Code of Corporate Disclosure Practices	This policy provides for clear guidelines for timely, adequate and universal dissemination of information and disclosure of Unpublished Price Sensitive Information.
Policy for Determining Materiality for Disclosures	This policy governs the determination of materiality of an event or information for the purpose of disclosures to be made by the Company to the Stock Exchanges. This policy has to be read in conjunction with the code of corporate disclosure practices framed by the company under Insider Trading Regulation.
Website Archival Policy	The policy deals with the retention and archival of corporate records from the website of the Company.
Familiarisation Programme for Independent Directors	Familiarization Programme for Independent Directors has been adopted pursuant Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). The details of familiarization programmed conducted during the FY 2019-20 are also updated.
CSR Policy	This policy sets out the Company's commitment & approach towards Corporate Social Responsibility based on our legacy of 'Giving Back to Society'.
Dividend Distribution Policy	Guidelines for the Board and the Management in declaration and distribution of dividend, with a view to ensure fairness, transparency, sustainability and consistency in the decision for distributing profits to shareholders.

Internal Controls Systems and Adequacy

Your Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is well defined in the organization. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control systems of the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions suggested are presented to the Audit Committee of the Board.

Internal financial controls means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information. The internal financial controls as laid down are adequate and were operating effectively during the year under review. As required under Section 143 of the Companies Act, 2013, the Statutory Auditors have evaluated and expressed satisfaction in their opinion on the Company's internal financial controls over financial reporting based on an audit.

Audit Committee

The details pertaining to the composition of the Audit Committee are included in the Corporate Governance Report, which is a part of this report.

Auditors and Auditor's Report

(i) Statutory Audit

At the AGM held on July 25, 2017, the Members approved the appointment of M/s. PKF Sridhar and Santhanam LLP, Chartered Accountants, (Firm Registration No. 003990S/S200018) as Statutory Auditors for a term of 5 years commencing from July 25, 2017. The Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company for the Financial Year 2020 - 2021.

The Report of the Statutory Auditor forms part of the Annual Report and contains an Unmodified Opinion without any qualification, reservation, adverse remark or disclaimer. Further the Statutory Auditors of the Company have not reported any fraud as specified in Section 143(12) of the Act.

(ii) Secretarial Audit

Pursuant to provisions under Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. S Sandeep & Associates, Company Secretaries to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2020. The Secretarial Audit Report is attached as **Annexure 4**.

The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer except a reference to two instances of fine imposed by the Stock Exchanges. The Stock Exchanges had imposed fine on the Company citing SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018 in respect of 22 days delay in complying with Regulation 17 (1)

and 2 days delay in complying with Regulation 29 (2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. Considering that the delay caused in both the cases were unintentional and justified, the Company had made suitable representations to the Stock Exchanges. National Stock of India Limited (NSE) based on the representation made by the Company and merit of the case waived the fine imposed for delay in complying with Regulation 17(1) and the Company expects similar waiver from BSE Ltd.

Risk Management

The policy framework enables the Company to identify and evaluate risks and opportunities. This framework seeks to create transparency, minimize adverse impact on business objective and enhance the Company's competitive advantage. The risk framework defines the risk management approach across the Company at various levels including documentation and reporting.

The Policy framework enables the Company to evaluate risks, appropriately rate these risks and grade the same in accordance with their potential impact and likelihood. The two key components of risks are the probability (likelihood) of occurrence and the impact (consequence) of occurrence, if the risk occurs. Risk is analyzed by combining estimates of probability and impact in the context of existing control measures.

Your Company has laid down procedures to inform Audit Committee as well as the Board of Directors about the risk assessment and management procedures and status. These procedures are periodically reviewed to ensure that the executive management monitors and controls risks.

During the year, the risk register was revisited and updated along with mitigants for the same.

Vigil Mechanism / Whistle Blower Policy

Your Company has adopted a Whistle Blower Policy to provide a mechanism for the Directors and employees to report genuine concerns about any unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The provisions of this policy are in line with the provisions of Section 177(9) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The whistle blower policy can be accessed on the Company's website at the link:<http://orientalhotels.co.in/investors/policies/>

Corporate Social Responsibility

Your Company works towards facilitating sustainable livelihoods by providing adequate opportunities to the youth of rural and less-privileged sectors of society. Your Company hotel units, which are in smaller cities, are

engaged in community initiatives such as education and nutritional awareness.

During the year the Corporate Social Responsibility Committee ("CSR Committee") has formulated and recommended to the Board, a Corporate Social Responsibility Policy ("CSR Policy") indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy is put up on the Company's website and can be accessed at <http://orientalhotels.co.in/investors/policies/>

The Company had spent ₹46.62 lakhs during the year towards CSR activities as against its mandatory CSR obligation of ₹8.53 lakhs.

The annual report on CSR activities is annexed herewith and marked as **Annexure 7** to this Report.

Significant and Material Orders Passed by the Regulators

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and future operation of the Company.

Material Changes and Commitments affecting the Financial Position

Business disruption caused by COVID-19 pandemic

There have been no material changes and commitments, affecting the financial position of the company that have occurred between the end of the financial year 2019-20 and the date of this report except the impact arising out of COVID-19 pandemic which is briefly described below:

On March 11, 2020, the World Health Organization (WHO) declared COVID-19 outbreak as a pandemic. Responding to the potentially serious threat that this pandemic has to public health, the Indian Government has taken a series of measures to contain the outbreak, which included imposing multiple 'lock-downs' across the country, from March 22, 2020 which was extended in a phased manner till May 31, 2020. All businesses and services except those catering towards essential services had been closed during the period of lock-down. However, in order to mitigate the economic and social hardships induced by the COVID-19 pandemic and resultant lock-down, there has been a partial lifting of lock-down and dilution of stringent measures imposed since the beginning of June 2020.

The hotel business has been severely impacted on account of COVID-19. Many of the hotels have been closed since the mandated lockdown from March 22, 2020. The Company is currently operating a few hotels with low occupancy and expects all the hotels to become operational in a staggered

BOARD'S REPORT (continued)

manner depending upon the business environment. However, revenues are expected to be softer in the initial phase after the lifting of the lockdown mainly due to lower occupancies arising out of reduced business and leisure travel.

The Company is taking all necessary measures to contain costs, rationalise resources taking initiatives to uplift revenue which includes invoking force majeure condition in the lease/license agreements in respect of leased/licenses hotel properties for waiver or deferment of lease rentals during the lockdown period, holding back on discretionary spending, postponing renovations and implementing various cost optimization measures.

The Company has assessed the potential impact of Covid-19 on the carrying value of property, plant and equipment, right of use assets, intangible assets, investments, trade receivables, inventories, and other current assets appearing in the financial statements of the Company. In developing the assumptions and estimates relating to the future uncertainties in the economic conditions because of this pandemic, has used internal and external sources of information and based on current estimates, expects to recover the carrying amounts of these assets.

Transfer of shares to Investor Education and Protection Fund (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of seven years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. During the year, the Company has transferred the unclaimed and unpaid dividends of ₹9,08,267.50. Further, 1,85,813 corresponding shares on which dividends were unclaimed for seven consecutive years were transferred as per the requirements of the IEPF rules. The details of which are provided on our website, at <http://orientalhotels.co.in/investors/unclaimed-amounts/>

The Board has appointed Mr. Tom Antony, Company Secretary, as the Nodal Officer to ensure compliance with the IEPF Rules. Details of Nodal Officer is placed on the website of the Company and can be accessed at <http://orientalhotels.co.in/investors/unclaimed-amounts/>

Listing

The Equity Shares of your Company are listed at BSE Limited, Mumbai (BSE) and the National Stock Exchange

of India Limited, Mumbai (NSE) and the Global Depository Receipts (GDRs) are listed at Luxembourg Stock Exchange. NCD's issued by the Company were listed at the Wholesale Debt Market (WDM) segment of NSE. However, NCDs were redeemed on November 21, 2019, consequently no debt securities are presently listed on the Stock Exchanges. The Listing fees to these Stock Exchanges and custodian fees to depositories viz., NSDL and CDSL have been paid by the Company for the financial year 2019-20.

Management Discussion & Analysis Report, Corporate Governance Report and Business Responsibility Report

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report on Management Discussion & Analysis, Corporate Governance and Business Responsibility Report form part of the Annual Report.

Compliance with Secretarial Standards

During Financial Year 2019-20, the Company has complied with relevant provisions of Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

Conservation of Energy, Technology Transfer and Foreign Exchange Earnings and outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014 is furnished in the **Annexure 5** to this report:

Maintenance of Cost Records

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable to the Company.

Particulars of Employees & related disclosures

The information required under Section 197(12) of the Act, read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is furnished in the **Annexure 6** to this report.

The statement containing information as required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Annual Report. In terms of the first proviso to Section 136 of the Act, the Report and accounts are being sent to the shareholders excluding the aforesaid statement which is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company.

Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Your Company has zero tolerance for sexual harassment at its workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

Further the company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the year under review the Company has not received any complaint on sexual harassment.

Extract of Annual Return

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the Extract of the Annual Return in Form MGT 9 is attached as **Annexure 8** to this report. A copy of the annual return 2018-19 is placed on the website of the Company and can be accessed via web link: <http://orientalhotels.co.in/investors/annual-report/>

Acknowledgement

The Directors thank the Company's employees, customers, vendors, investors and bankers for their continued support during the year.

For and on behalf of the Board

Place : Mumbai
Date : June 03, 2020

Puneet Chhatwal
(DIN: 07624616)
Chairman

BOARD'S REPORT (continued)**Annexure – 1****AOC-1**

Statement containing the salient features of the financial statement of Subsidiary/Associate/Jointly Controlled Entity as at March 31, 2020

[Pursuant to Section 129(3) of the Act read with Rule 5 of Companies (Accounts) Rules, 2014]

Part A: Subsidiaries

in Lakhs

Name of Subsidiary Company	OHL International (HK) Ltd.	
	USD	INR Equivalent
Reporting Currency:		
Share Capital	150.00	11,296.50
Reserves & Surplus	89.76	6,759.99
Total Assets	239.76	18,056.49
Total Liabilities	239.76	18,056.49
Investments	230.97	17,394.00
Total Income	3.73	280.81
Profit Before Taxation	3.07	231.26
Provision for Taxation	-	-
Profit After Taxation	3.07	231.26
Interim Dividend	5.00	376.55
% of Shareholding	100%	

- Note:** 1. Exchange conversion rate used for USD is ₹75.31.
2. Subsidiary accounts include results of its associate, Lanka Island Resorts Ltd.

Part B: Associate & Jointly Controlled Entity

Entity Name	Taj Madurai Ltd.	TAL Hotels & Resorts Ltd.
Associate/Joint Venture	Associate	Jointly Controlled Entity
Latest audited Balance Sheet Date	31-Mar-20	31-Mar-20
Shares Held by the Company at the Year end		
No. of shares	9,12,000	3,803,718
Investment Held ₹ lakhs	118.60	2,005.76
Holding %	26%	21.736%
Significant Influence	Voting Power	Voting Power
Reasons for Not Consolidation	Not Applicable	Not Applicable
Net Worth ₹ lakhs	1,536.58	40,786.72
Profit/(Loss) for the Year		
Considered in Consolidation ₹ lakhs	30.18	(179.57)
Not Considered in Consolidation ₹ lakhs	85.91	(646.56)

The Company earned a dividend income from its subsidiary during the financial year amounting to ₹348.00 lakhs.

Mr. Puneet Chhatwal
Chairman
DIN: 07624616
Place of signing: Mumbai

Mr. Vijay Sankar
Director
DIN: 00007875

Place : Chennai
Date : June 03, 2020

Mr. Sreyas Arumbakkam
Chief Financial Officer

Mr. Tom Antony
Company Secretary

Annexure – 2

Particulars of contracts / arrangements made with related parties

[Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014 – AOC-2]

This Form pertains to the disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013, including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2020, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

Name of the Related Party	The Indian Hotels Company Ltd.		
Nature of Relationship	Investing Company		
	Sl. No.	Hotel Unit covered under the Contract	Tenure
Duration of Contract	1	Taj Coromandel	01.07.2008 – 30.06.2028
	2	Taj Fishermen's Cove Resort & Spa, Chennai	01.02.2008 – 31.01.2028
	3	Taj Malabar Resort & Spa, Cochin	14.04.2006 – 13.04.2026
	4	TGH Madurai	01.07.2015 – 30.06.2025
	5	Gateway Coonoor- IHCL SeleQtions	01.04.2016 – 31.03.2036
	6	TGH Mangalore [#]	14.12.1994 – 13.12.2019
	7	Vivanta Coimbatore	10.11.2011 – 09.11.2031
Salient Terms	Basic Management Fees, Reimbursement of expenditures, salaries of Deputed Staff, Project /Technical Fee, Customer loyalty management programmes, Other Expenses incurred in connection with the services rendered under the Hotel Operating Agreement.		
Date(s) of Approval by the Board	May 12, 2017		

[#] The tenure of the existing contract to be extended upon renewal of license agreement with the owners of the hotel.

	₹ Lakhs
Nature of Transactions	Amount Paid
Sales of Goods / Services (Including Cost recovery)	126.59
Staff reimbursements	349.69
Purchase of Goods / Services (Includes cost of reimbursement)	752.02
Reimbursement of deputed staff salaries	1,404.88
Dividend Received	3.76
Dividend Paid	254.86
Operating/License Fees Paid/ Provided	1,226.77
Sale & Marketing, Reservation & Other Service Costs	1,193.04
Receivables	200.92
Payables	1,122.46

Mr. Puneet Chhatwal
Chairman
DIN: 07624616
Place of Signing : Mumbai

Mr. Vijay Sankar
Director
DIN: 00007875

Place : Chennai
Date : June 03, 2020

Mr. Sreyas Arumbakkam
Chief Financial Officer

Mr. Tom Antony
Company Secretary

BOARD'S REPORT (continued)

Annexure – 3

Dividend Distribution Policy

1. Objective and Philosophy

The Dividend Distribution Policy (“the policy”) establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company.

The objective of this Policy is to reward its shareholders by returning a portion of its profits after retaining sufficient funds for growth of the Company thus maximizing shareholders’ value.

The Policy set forth the broad principles for guiding the Board and the Management in matters concerning declaration and distribution of dividend, with a view to ensure fairness, transparency, sustainability and consistency in the decision for distributing profits to shareholders.

The Company believes that driving growth creates maximum shareholder value. Thus, the Company would first utilise its profits for working capital requirements, capital expenditure to meet expansion needs, reducing debt from its books of accounts, earmarking reserves for growth opportunities and thereafter distributing the surplus profits in the form of dividend to the shareholders.

The Policy shall broadly specify the external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend and how the retained earnings shall be utilized, etc.

2. Regulatory Framework

The Securities Exchange Board of India on July 8, 2016 inserted Regulation 43A in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which requires top five hundred listed companies (based on market capitalization of every financial year) to formulate a Dividend Distribution Policy, which shall be disclosed in their annual reports and on their website. Further, the listed entities other than top five hundred listed entities based on market capitalization may disclose their dividend distribution policies on a voluntary basis in their annual report and on their websites.

To ensure the highest standards of corporate governance and in line with policy adopted by the Group Companies, Oriental Hotels Limited has adopted this policy on voluntary basis.

This Policy shall be effective and applicable for dividend, if any, declared for the Financial Year 2016-17 and onwards.

3. Parameters for declaration of Dividend

Dividends will generally be recommended by the Board once a year, after the announcement of the full year results and before the Annual General Meeting (AGM) of the shareholders, as may be permitted by the Companies Act, 2013 (the Act). The Board may also declare interim dividends as may be permitted by the Act.

As in the past, subject to the provisions of the applicable law, the Company’s dividend pay-out will be determined based on available financial resources, investment requirements and taking into account optimal shareholder return.

Dividend pay-out would also be subject to profitability under Standalone Financial Statements and while determining the nature and quantum of the dividend pay-out, the Board would take into account the following factors:

Financial parameters and Internal Factors:

- Operating cash flow of the Company
- Profit after Tax during the year and Earnings Per Share(EPS)
- Working capital requirements
- Capital expenditure requirement
- Business expansion and growth
- Likelihood of crystallization of contingent liabilities, if any

- Additional investment in subsidiaries and associates of the company
- Upgradation of technology and physical infrastructure
- Debt levels and cost of borrowings
- Past dividend pay-out ratio/trends

External Factors:

- Industry Outlook and Economic environment
- Capital markets
- Global conditions
- Statutory provisions and guidelines
- Dividend pay-out ratio of competitors

4. Circumstances under which the shareholders of the Company may or may not expect dividend

The shareholders of the Company may not expect dividend in the following circumstances, subject to discretion of the Board of Directors:

- Proposed expansion plans requiring higher capital allocation
- Decision to undertake any acquisitions, amalgamation, merger, joint ventures, new product launches etc. which requires significant capital outflow
- Requirement of higher working capital for the purpose of business of the Company
- Proposal for buy-back of securities
- In the event of loss or inadequacy of profit

5. Utilization of Retained Earnings

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The decision of utilization of the retained earnings of the Company shall be based on the following factors:

- Market expansion plans
- Declaration of dividend
- Repayment of Debt
- Diversification of business
- Long term strategic plans for growth
- Replacement of capital assets
- Such other criterion's as the Board may deem fit from time to time.

6. Parameters to be adopted with regard to various classes of shares

Since the Company has issued only one class of equity shares with equal voting rights, all the members of the Company are entitled to receive the same amount of dividend per share. The Policy shall be suitably revisited at the time of issue of any new class of shares depending upon the nature and guidelines thereof.

7. Disclosures

The Dividend Distribution Policy shall be disclosed in the Annual Report and on the website of the Company i.e. at <http://orientalhotels.co.in/investors/policies/>

8. Policy review and amendments

The Board may review, amend, abrogate, modify or revise any or all provisions of this Policy from time to time. However, amendments in the Act or in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be deemed to be incorporated in this Policy and shall be binding.

BOARD'S REPORT (continued)

Annexure – 4

Form No MR-3 SECRETARIAL AUDIT REPORT

(For the Financial year ended on March 31, 2020)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Oriental Hotels Limited
CIN: L55101TN1970PLC005897
Taj Coromandel, No 37, Mahatma Gandhi Road,
Nungambakkam,
Chennai – 600 034.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Oriental Hotels Limited (CIN: L55101TN1970PLC005897) (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020, has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the Rules made thereunder to the extent notified by Ministry of Corporate Affairs;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - iii. The provisions of Depositories Act, 1996 and Regulations and Bye-Laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 ('FEMA') and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - v. The following Regulations and guidelines prescribed under The Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Registrars to an Issue and Transfer Agents) Regulations, 1993, regarding Companies Act and dealing with client;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);
 - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018;
 - f. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; Not Applicable for the year under review;
 - g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares Regulations), 2009; Not Applicable for the year under review;
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not Applicable for the year under review;
 - j. The Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013; Not Applicable for the year under review.

2. We further report that, based on examination on test check basis, of the relevant documents, information received, records maintained and representation received, there are adequate systems and processes in place to monitor and ensure compliance with the below mentioned laws applicable specifically to the Company and also all other applicable laws, rules, regulations and guidelines:
 - a) Legal Metrology Act, 2009;
 - b) The Tamil Nadu (Liquor and Permit) Rules, 1981 issued under Tamil Nadu Prohibition Act, 1937;
 - c) Tamil Nadu Public Health Act, 1939;
 - d) Tamil Nadu Shops and Establishments Act, 1947;
 - e) The Karnataka Shops and Commercial Establishments Act, 1961;
 - f) The Kerala Shops and Commercial Establishments Act, 1960;
 - g) The Andhra Shops and Commercial Establishments Act, 1988;
 - h) Chennai City Municipal Corporation Act, 1919;
 - i) The Kerala Places of Public Resort Act, 1963;
 - j) Tamil Nadu Lifts Act, 1997 and Tamil Nadu Lift Rules, 1997;
 - k) The Karnataka Lifts Act, 1974;
 - l) The Kerala Lifts and Escalators Act, 2013 and The Kerala Lifts and Escalator Rules, 2012;
 - m) Petroleum Rules 2002 issued under the Petroleum Act, 1934;
 - n) Indian Boilers Act, 1923 and Boiler Rules, 1950;
 - o) Food Safety and Standards Act 2006.
3. We have also examined compliance with the applicable clauses of the following :
 - i. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
 - ii. The Listing Agreements entered into by the Company for the equity shares listed with Bombay Stock Exchange Limited and National Stock Exchange of India Limited and the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015.
4. We further report that, during the period under review, the Company has, in our opinion, complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, *subject to observations made in para 5 below.*
5. We further report that :
 - The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act *except for a delay of 22 days from 01.07.2019 to 22.07.2019 in complying with Reg 17(1) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).* However, it may be noted that based on the representation made by the Company and merit of the case, National Stock Exchange of India Limited (NSE), vide its letter Ref.No.NSE/LIST/SOP/98945 dated January 23, 2020 has waived the fine imposed on the Company for the aforesaid delay.
 - Adequate Notice of all the Board meetings was given to all the Directors, alongwith agenda and detailed notes on agenda were sent and a proper system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting to enable meaningful participation at the meeting.
 - Majority decisions were carried through and a proper system exists for capturing and recording the dissenting members' views as part of the minutes.
 - The Company has obtained all necessary approvals under the various provisions of the Companies Act, 2013 to the extent applicable; and
 - There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Companies Act, 2013, Securities Exchange Board of India Act, 1992, The Securities Contracts (Regulation) Act, 1956, Depositories Act, 1996, Foreign Exchange Management Act, 1999 and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers, *except for two instances of fine imposed by Stock Exchanges viz., BSE Ltd and National Stock Exchange of India Ltd (NSE), on the Company for delay in complying with Reg 17(1) of LODR pertaining to composition of Board and Reg 29(2) of LODR pertaining to prior information*

of Board Meeting. However it is observed that based on the representation made by the Company and merit of the case, NSE has waived the fine imposed on the Company for delay in complying with Reg 17(1) of LODR. We have been informed by the management that the Company is expecting a similar waiver from BSE also in due course.

- The Directors have complied with the disclosure requirements in respect of their eligibility for appointment, their independence, wherever applicable and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel.

We further report that based on the information received, records maintained and representation received, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

We further report that the Company redeemed the Non Convertible Debentures amounting to ₹ 200 crores on the due date.

We further report that during the period under review no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc referred to above have taken place.

For S Sandeep & Associates

S Sandeep

Managing Partner

FCS No. : 5853

C P No. : 5987

UDIN No. F005853B000289356

Place: Chennai

Date: 27/05/2020

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'ANNEXURE A'

To

The Members

Oriental Hotels Limited

CIN: L55101TN1970PLC005897

Taj Coromandel, No 37, Mahatma Gandhi Road,

Nungambakkam,

Chennai – 600 034.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For S Sandeep & Associates

S Sandeep

Managing Partner

FCS No. : 5853

C P No. : 5987

UDIN No. F005853B000289356

Place: Chennai

Date: 27/05/2020

Annexure – 5

– Conservation of Energy

The Company continued to increase the share of renewable energy through group captive consumption scheme and saved considerable cost on power besides reduction of carbon footprint. In addition to that, the hotel unit(s) reduced the consumption of power (electricity) through energy saving measures and conscious efforts are made to reduce consumption of fossil fuel by selective use of electricity generators. The Company for effective utilization of alternative energy resource has invested ₹32.05 lakhs as on March 31, 2020 under group captive consumption scheme in the equity share capital of private power producing companies. Solar lighting and heating panels are being installed by a few hotel units to reduce the consumption of power. Hot water is being generated through heat recovery process from AC plants and Automatic Power factor control panels through Screw chillier and De-super heater are being used to reduce power consumption. The units are using CFL & LED lightings instead of conventional lightings, which also reduced the consumption of energy.

– Water and Waste Management

The water used by the guests and in other areas is recycled by in-house treatment plants and the recycled water is being used for gardening. Rainwater harvesting system is adopted to recharge the wells within unit premises. Wastes are segregated at source, such as de-gradable, non-gradable and hazardous wastages, and disposed off through authorized vendors. A few units have a compost yard, converting the wet garbage and horticultural waste into manure and have also installed bio-mass cooking application. Effective water management gadgets are in place to minimize the usage of water in toilets and other places.

– Environmental Initiatives

Your Company focuses on implementing responsible energy management practices aimed at reducing its direct and indirect emissions, increasing use of renewable energy in the overall energy mix being used, water conservation through rain water harvesting, recycling & reuse of water and responsible waste management through composting food & horticulture waste as well as ensuring responsible disposal of hazardous & e-waste.

– Foreign exchange earnings and outgo

The information relating to foreign exchange earnings and outgo is furnished below.

₹ in Lakhs

Particulars	March 31, 2020
Earnings	7,144.67
Expenditure	505.42
Net foreign exchange earnings (NFE)	6,639.25

BOARD'S REPORT (continued)

Annexure – 6

The information as required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial Year:

(Explanation: (i) the expression “median” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values.)

The ratio of remuneration of Managing Director to the Median Remuneration of all employees who were on the payroll of the Company during the financial year 2019-20 is given below:

Managing Director	Ratio to median remuneration
Mr. Pramod Ranjan	22.33

Even though non-executive directors are eligible for a profit linked commission as remuneration, no payment in this regard was made due to the absence of profits. However non-executive directors other than those representing were paid sitting fee for attending the Board/Committee meetings which was not considered as remuneration.

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary, if any in the financial year:

No remuneration other than sitting fee was paid to Non-executive Directors including Independent Directors during the financial year. The percentage increase in remuneration of the Managing Director, Chief Financial Officer, Company Secretary during the financial year 2019-20 is given below:

Name - Designation	Percentage Increase in Remuneration
Mr. Pramod Ranjan – Managing Director & CEO	18%*
Mr. Sreyas Arumbakkam – Chief Financial Officer	**
Mr. Tom Antony – Company Secretary	6%

(*) Percentage increase in remuneration paid during the financial year 2019-20 vis-à-vis 2018-19. Revision in remuneration took place at the time of re-appointment during November 2018.

(**) CFO was appointed during the year 2018-19, remuneration was paid only for that part of the financial year. Hence percentage of increase in remuneration is not comparable and not stated.

3. The percentage increase in median remuneration of employees in the financial year: 2.9%

4. The number of permanent employees of Company: 719

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase in the salaries of employees other than the managerial personnel during the last financial year was around 8%. The increment given to each individual employee is based on the employees' potential, experience as also their performance and contribution to the Company's progress over a period of time and also industry trend.

6. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

Any Information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are available for inspection at the registered office of your Company during working hours and any member interested in obtaining such information may write to the Company Secretary.

Annexure – 7

Annual Report on CSR Activities

Brief Outline

Your Company's management is conscious of its social responsibility towards the welfare and development of communities around its operations. Our hotels engage in promoting cleanliness and hygiene in their neighbourhood and undertake local community welfare activities. We value the idea of 'giving back to the society' and this ideology drives us to create shared value for all. We follow the lead set by IHCL in delivering programmes for corporate social responsibility.

The Company's focus areas are promoting education; eradicating hunger, poverty and malnutrition; promoting gender equality and empowering women; ensuring environmental sustainability and protection of national heritage, art and culture.

Overview of our Programmes furthering Community Development

We work diligently in the areas of skilling the underprivileged youth and promoting social inclusion of low income group youth, artisans, women and differently abled in our workforce & value chains. The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013.

Details of the CSR policy and projects or programs undertaken by the Company are available on links given below: <http://orientalhotels.co.in/investors/policies/>

- The composition of the CSR committee:
 - Mr. Vijay Sankar – Chairman
 - Mr. Pramod Ranjan
 - Mr. D Vijayagopal Reddy
- Average net profit of the Company for last three financial years for the purpose of computation of CSR: ₹426.33 lakhs.
- The prescribed CSR Outlay (two per cent of the average net profit as per item 2 above) of the Company: ₹8.53 lakhs.
- Details of CSR Spent during the financial year: ₹46.62 lakhs.

Amount unspent, if any: NIL

The manner in which the amount was spent during the FY 2019-20 is detailed in the table below:

CSR Project or Activity Identified	Sector in which the Project is Covered	Projects or programs (1) Local area or other (2) Specify the state & district where projects or programs were undertaken	Annual outlay (budget) project or programs-wise	Amount spent on the projects or programs Subheads (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative Expenditure up to the reporting period	Amount spent Direct or through implementing agency
HEALTH AND WELLNESS Rice Bag distribution to each Fisherman's family during Monsoon season. Food for orphanages, Volunteering Activity to practice and promote public hygiene and cleanliness	Support towards eradicating poverty & malnutrition, "promoting health care including preventive health care" and sanitation Sch. VII (i)	Kovalam Fisherman Community, Orphanages in Chennai	₹23.39 lakhs	₹23.39 lakhs	-	Direct

BOARD'S REPORT (continued)

CSR Project or Activity Identified	Sector in which the Project is Covered	Projects or programs (1) Local area or other (2) Specify the state & district where projects or programs were undertaken	Annual outlay (budget) project or programs-wise	Amount spent on the projects or programs Subheads (1) Direct expenditure on projects or programs (2) Overheads:	Cumulative Expenditure up to the reporting period	Amount spent Direct or through implementing agency
BUILDING LIVELIHOODS: Sponsoring Employment enhancing vocation skills training & livelihood enhancement trainings	Vocational skilling & promotion of livelihoods Sch. VII (ii)	TATA Community Centre, Kovalam Hope Foundation, Chennai	₹1.13 lakhs	₹1.13 lakhs	-	Direct+ Implementing Agency
Educational Assistance for Children - School fees are paid for specially abled children	Promoting Education Sch. VII (ii)	Kovalam Fisherman Community	₹20.15 lakhs	₹20.15 lakhs	-	Direct
HERITAGE CONSERVATION AND PROMOTION financial support for temple festivals	protection of national heritage, art and culture Sch. VII (v)		₹1.95 lakhs	₹1.95 lakhs	-	Direct
Total				₹46.62 lakhs		

CSR Committee hereby confirms that the implementation and monitoring of CSR programmes is in compliance with the CSR objectives and policy of the company.

Vijay Sankar
DIN:00007875
CSR Committee Chairman &
Independent Director

Pramod Ranjan
DIN: 00887569
Managing Director & CEO

Chennai,
June 03, 2020

Annexure – 8

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31/03/2020

[Pursuant to Section 92(1) of the Companies Act, 2013
and
Rule 11(1) of the Companies (Mgt. and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L55101TN1970PLC005897		
	Foreign Company Registration Number/GLN	Not Applicable		
	Registration Date	18/09/1970		
ii)	Category of the Company	1. Public Company <input checked="" type="checkbox"/> 2. Private Company		
iii)	Sub Category of the Company	1. Government Company		
		2. Small Company		
		3. One Person Company		
		4. Subsidiary of Foreign Company		
		5. NBFC		
		6. Guarantee Company		
		7. Limited by shares		
		8. Unlimited Company		
		9. Company having share capital		<input checked="" type="checkbox"/>
		10. Company not having share capital		
		11. Company Registered under Section 8		
iv)	Whether shares listed on recognized Stock Exchange(s)	Yes		
	Details of stock exchanges where shares are listed	Sl. No.	Stock Exchange Name	Code
		1	BSE Ltd.	500314
		2	National Stock Exchange of India Ltd.	ORIENTHOT
v)	AGM details-			
	Whether extension of AGM was granted – Yes / No.	No		
	If Annual General Meeting was not held, specify the reasons	Not Applicable		

BOARD'S REPORT (continued)

vi)	Name and registered office address of company:	
	Company Name	ORIENTAL HOTELS LIMITED
	Address	"Taj Coromandel", No. 37 Mahatma Gandhi Road, Nungambakkam, Chennai
	Town / City	Chennai
	State	Tamil Nadu
	Pin Code:	600034
	Country Name :	India
	Telephone (With STD Area Code Number)	044 – 66002827
	Fax Number :	044 – 66002089
	Email Address	ohlshares.mad@tajhotels.com
	Website	www.orientalhotels.co.in
	Name of the Police Station having jurisdiction where the registered office is situated	Nungambakkam Police Station
Address for correspondence, if different from address of registered office:	Corporate office: Paramount Plaza, II Floor, No. 47 Mahatma Gandhi Road, Nungambakkam, Chennai 600034	
vii)	Name and Address of Registrar & Transfer Agents (RTA):- Full address and contact details to be given.	
	Registrar & Transfer Agents (RTA):-	M/s Integrated Registry Management Services Private Limited
	Address	Kences Towers, No.1 Ramakrishna Street, North Usman Road, T. Nagar, Chennai
	Town / City	Chennai
	State	Tamil Nadu
	Pin Code:	600017
	Telephone (With STD Area Code Number)	044-28140801 / 0802 / 0803
	Fax Number :	044-28147039
	Email Address :	srirams@integratedindia.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Hoteliering, including accommodation, restaurants and catering services	5520, 5610 & 5621	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES
[No. of Companies for which information is being filled]

Sl. No.	Name & Address of the Company	CIN/GLN	Status	% of Shareholding	Applicable Section
1	OHL International (HK) Ltd.	NA*	Subsidiary	100%	2(87)
2	Taj Madurai Ltd.	U55101TN1990PLC018883	Associate	26%	2(6)
3	TAL Hotels & Resorts Ltd.	NA*	Jointly Controlled Entity	21.736%	2(6)

*Incorporated outside India

IV. SHAREHOLDING PATTERN (Equity share capital break up as percentage of total equity)

A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]		No. of Shares held at the end of the year[As on 31-March-2020]		% Change during the year		
	Demat	Physical	Demat	Physical			
A. Promoters							
(1) Indian							
a) Individual/ HUF	35,39,761	0	35,39,761	1.98	2,02,36,900	11.33	9.35
b) Central Govt	0	0	0	0	0	0	0.00
c) State Govt(s)	0	0	0	0	0	0	0.00
d) Bodies Corp.	5,99,61,430	5,99,61,430	33.57	5,99,61,430	5,99,61,430	33.57	0.00
e) Banks / FI	0	0	0	0	0	0	0.00
f) Any other – Director & Relatives	3,11,97,331	3,11,97,331	17.47	1,52,48,710	1,52,48,710	8.54	-8.93
Sub Total (A)(1)	9,46,98,522	0	9,46,98,522	53.02	95,447,040	0	53.44
(2) Foreign							
a) NRIs - Individuals	0	0	0	0	0	0	0
b) Other - Individuals	8,851,799	0	88,51,799	4.95	88,51,799	0	4.95
d) Bodies Corp.	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0
f) Any other – Director & Relatives	6,923,410	0	69,23,410	3.88	70,15,410	0	3.93
Sub-total (A)(2)	15,775,209	0	1,57,75,209	8.83	1,58,67,209	0	8.88
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	11,04,73,731	0	11,04,73,731	61.85	11,13,14,249	0	62.32
B. Public Shareholding							
1. Institutions							
a) Mutual Funds	1,94,57,026	0	1,94,57,026	10.89	1,95,86,463	0	10.97
b) Banks / FI	9,42,393	0	9,42,393	0.53	6,400	0	0.00
c) Central Govt.	0	0	0	0	0	0	0
d) State Govt. (s)	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0
f) Insurance Companies	23,68,630	0	23,68,630	1.33	23,68,630	0	1.33
g) FIs	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0
Sub-total (B)(1)	2,27,68,049	0	2,27,68,049	12.75	2,19,61,493	0	12.30
Sub-total (B)(2)							-0.45

BOARD'S REPORT (continued)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]		No. of Shares held at the end of the year[As on 31-March-2020]		% Change during the year				
	Demat	Physical	Demat	Physical					
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	31,27,190	5,870	31,33,060	1.75	27,90,157	5,870	27,96,027	1.57	-0.19
ii) Overseas	0	0	0	0	0	0	0	0	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹1 lakh	1,92,75,387	22,80,676	2,15,56,063	12.07	1,88,77,848	20,30,133	2,09,07,981	11.71	-0.36
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	47,77,979	12,23,110	60,01,089	3.36	57,71,177	12,23,110	69,94,287	3.92	0.56
c) Others (specify)									
Non Resident Indians	28,47,918	14,490	28,62,408	1.60	27,53,591	14,490	27,68,081	1.55	-0.05
Clearing Members	79,154	0	79,154	0.04	21,047	0	21,047	0.01	-0.03
Trusts	10,320	0	10,320	0.01	6,640	0	6,640	0.00	-0.01
Directors & Relatives	1,74,390	0	1,74,390	0.10	0	0	0	0.00	0.10
HUF	8,73,785	0	8,73,785	0.49	9,27,891	0	9,27,891	0.52	0.03
NBFC – RBI Registered	2,460	0	2,460	0.00	51,000	0	51,000	0.03	0.03
Investor Education and Protection Fund (IEPF) Authority	6,92,241	0	6,92,241	0.39	8,78,054	0	8,78,054	0.50	0.11
Sub-total (B)(2)	3,18,60,824	35,24,146	3,53,84,970	19.82	3,20,77,405	32,73,603	3,53,51,008	19.80	-0.02
Total Public Shareholding (B)=(B)(1)+ (B)(2)	5,46,28,873	35,24,146	5,81,53,019	32.57	5,40,38,898	32,73,603	5,73,12,501	32.10	-0.47
C. Shares held by Custodian for GDRs	99,72,430	0	99,72,430	5.58	99,72,430	0	9,97,2430	5.58	0.00
Grand Total (A+B+C)	17,50,75,034	35,24,146	17,85,99,180	100.00	17,53,25,577	32,73,603	17,85,99,180	100.00	-0.00

B) Shareholding of Promoters:

Sl. No.	Shareholder's Name	No. of shares held at the beginning of the year			Cumulative shareholding during the year			
		No. of shares	A%	B%	No. of shares	A%	B%	C%
1	THE INDIAN HOTELS COMPANY LIMITED	5,09,72,910	28.54	0	5,09,72,910	28.54	0	0
2	PIEM HOTELS LIMITED	36,57,170	2.05	0	36,57,170	2.05	0	0
3	TATA CHEMICALS LIMITED	25,23,000	1.41	0	25,23,000	1.41	0	0
4	TAJ TRADE AND TRANSPORT COMPANY LIMITED	16,64,090	0.93	0	16,64,090	0.93	0	0
5	TATA INVESTMENT CORPORATION LTD	10,76,000	0.60	0	10,76,000	0.60	0	0
6	TAJ MADURAI LIMITED	68,260	0.04	0	68,260	0.04	0	0
7	PRAMOD RANJAN	1,41,96,140	7.95	5.33	1,42,88,140	8.00	3.30	0.05
8	D VARADA REDDY	66,14,763	3.70	0	66,14,763	3.70	0	0
9	RAMESH DOULATRAM HARIANI	38,13,788	2.14	0	38,13,788	2.14	0	0
10	GIRIJA GOLLAMUDI REDDY	26,87,630	1.50	0	26,87,630	1.50	0	0
11	D VIJAYAGOPAL REDDY	25,97,060	1.45	0	25,97,060	1.45	0	0
12	ROHIT REDDY D	22,12,500	1.24	0	22,12,500	1.24	0	0
13	AMITH REDDY D	21,52,900	1.21	0	30,00,938	1.68	0	0.47
14	DODLA PREMALEELA REDDY	20,19,980	1.13	0	20,19,980	1.13	0	0
15	D NAVEEN REDDY	13,13,900	0.74	0	13,13,900	0.74	0	0
16	DODLA PRAKASH REDDY	13,09,320	0.73	0	13,09,320	0.73	0	0
17	D ARUNA REDDY	12,83,710	0.72	0	12,83,710	0.72	0	0
18	G V REDDY	12,58,450	0.70	0	12,58,450	0.70	0	0
19	JAKKA SUREKHA REDDY	11,41,398	0.64	0	11,41,398	0.64	0	0
20	P SHOBA REDDY	10,81,450	0.61	0	10,81,450	0.61	0	0
21	DODLA POORNIMA REDDY	9,00,000	0.50	0	9,00,000	0.50	0	0
22	CHILAMILIKA LALINI HARIANI	8,07,692	0.45	0	8,07,692	0.45	0	0
23	DODLA VENKATARAMANI	7,51,204	0.42	0	6,51,684	0.36	0	-0.06
24	M KALA REDDY	6,26,120	0.35	0	6,26,120	0.35	0	0
25	C HEMALATHA REDDY	5,06,430	0.28	0	5,06,430	0.28	0	0
26	M NITYA REDDY	4,67,300	0.26	0	4,67,300	0.26	0	0
27	PRAVIN RANJAN	3,66,220	0.21	0	3,66,220	0.21	0	0
28	P VIDYA REDDY	3,16,970	0.18	0	3,16,970	0.18	0	0
29	SUDHAKAR REDDY	3,13,455	0.18	0	3,13,455	0.18	0	0
30	C LEENAJA REDDY	3,11,250	0.17	0	3,11,250	0.17	0	0

BOARD'S REPORT (continued)

Sl. No.	Shareholder's Name	No. of shares held at the beginning of the year			Cumulative shareholding during the year			
		No. of shares	A%	B%	No. of shares	A%	B%	C%
31	DODLA SHILPA	2,47,520	0.14	0	2,47,520	0.14	0	0
32	NEETHA REDDY	1,69,989	0.10	0	1,69,989	0.10	0	0
33	DODLA SUDHA REDDY	1,56,630	0.09	0.08	1,56,630	0.09	0.08	0
34	PRASAD REDDY D V S	1,55,500	0.09	0.09	1,55,500	0.09	0.09	0
35	M V SURESH REDDY	1,30,000	0.07	0	1,30,000	0.07	0	0
36	D SUNDER NISCHAL	99,000	0.06	0	99,000	0.06	0	0
37	P DWARAKNATH REDDY	87,390	0.05	0	87,390	0.05	0	0
38	S RAMALINGA REDDY **	80,410	0.05	0	0	0.00	0	0
39	KAMAKSHI REDDY S	0	0.00	0	80,410	0.05	0	0
40	D K PAVAN	65,850	0.04	0	65,850	0.04	0	0
41	D V SHARAN	65,850	0.04	0	65,850	0.04	0	0
42	KIRAN REDDY JAKKA	54,830	0.03	0	54,830	0.03	0	0
43	D RAHUL REDDY	38,420	0.02	0	38,420	0.02	0	0
44	D PRASANNAREDDY	25,000	0.01	0	25,000	0.01	0	0
45	DODLA ABISHEK	22,770	0.01	0	22,770	0.01	0	0
46	DODLA PADMAPRIYAREDDY	20,162	0.01	0	20,162	0.01	0	0
47	J CHAITANYA REDDY	16,820	0.01	0	16,820	0.01	0	0
48	G V K RANJAN	12,000	0.01	0	12,000	0.01	0	0
49	DODLA KAMESWARI REDDY	5,200	0.00	0	5,200	0.00	0	0
50	KODANDARAMA REDDY JAKKA	5,000	0.00	0	5,000	0.00	0	0
51	D DEEPTHA	4,030	0.00	0	4,030	0.00	0	0
52	D KARTHIK REDDY	300	0.00	0	300	0.00	0	0

(**)

Due to the demise of Mr S Ramalinga Reddy, his shares were transmitted to legal heirs

Reference

A - % of total shares of the Company

B - % of shares pledged/emcumbered to total shares

C - % of change in shareholding during the year

C) Change in Promoters' Shareholding

SI No	Name	Opening Balance		Date	Reason	Increase / Decrease		Closing Balance	
		Shares	%			Shares	%	Shares	%
1	PRAMOD RANJAN								
	Opening Balance as on 30/03/2019	1,41,96,140	7.95	30/05/2019	Inter-se Transfer	92,000	0.05	1,42,88,140	8.00
	Closing Balance as on 31/03/2020							1,42,88,140	8.00
2	DODLA AMIT REDDY								
	Opening Balance as on 30/03/2019	21,52,900	1.21	13/08/2019	Purchase	37,981	0.02	21,90,881	1.23
				14/08/2019	Purchase	10,287	0.01	22,01,168	1.23
				16/08/2019	Purchase	11,692	0.01	22,12,860	1.24
				20/08/2019	Purchase	76,040	0.04	22,88,900	1.28
				23/08/2019	Purchase	81,187	0.05	23,70,087	1.33
				26/08/2019	Purchase	32,000	0.02	24,02,087	1.35
				27/08/2019	Purchase	30,338	0.02	24,32,425	1.36
				28/08/2019	Purchase	6,475	0.00	24,38,900	1.37
				03/09/2019	Purchase	5,822	0.00	24,44,722	1.37
				04/09/2019	Purchase	8,201	0.01	24,52,923	1.37
				05/09/2019	Purchase	17,355	0.01	24,70,278	1.38
				06/09/2019	Purchase	3,123	0.00	24,73,401	1.39
				09/09/2019	Purchase	5,125	0.00	24,78,526	1.39
				11/09/2019	Purchase	67	0.00	24,78,593	1.39
				18/09/2019	Purchase	1,50,000	0.08	26,28,593	1.47
				23/09/2019	Purchase	52,200	0.03	26,80,793	1.50
				24/09/2019	Purchase	30,000	0.02	27,10,793	1.52
				30/09/2019	Purchase	9,000	0.01	27,19,793	1.52
				05/11/2019	Purchase	12,553	0.01	27,32,346	1.53
				06/11/2019	Purchase	6,498	0.00	27,38,844	1.53
				07/11/2019	Purchase	3,902	0.00	27,42,746	1.54
				08/11/2019	Purchase	4,259	0.00	27,47,005	1.54
				11/11/2019	Purchase	2,109	0.00	27,49,114	1.54
				13/11/2019	Purchase	7,800	0.00	27,56,914	1.54
				14/11/2019	Purchase	6,862	0.00	27,63,776	1.55

BOARD'S REPORT (continued)

SI No	Name	Opening Balance		Date	Reason	Increase / Decrease		Closing Balance	
		Shares	%			Shares	%	Shares	%
				20/11/2019	Purchase	300	0.00	27,64,076	1.55
				21/11/2019	Purchase	24,196	0.01	27,88,272	1.56
				22/11/2019	Purchase	13,406	0.01	28,01,678	1.57
				25/11/2019	Purchase	9,115	0.01	28,10,793	1.57
				26/11/2019	Purchase	16,513	0.01	28,27,306	1.58
				27/11/2019	Purchase	30,301	0.02	28,57,607	1.60
				02/12/2019	Purchase	29,250	0.02	28,86,857	1.62
				03/12/2019	Purchase	11,336	0.01	28,98,193	1.62
				04/12/2019	Purchase	8,054	0.01	29,06,247	1.63
				05/12/2019	Purchase	21,037	0.01	29,27,284	1.64
				06/12/2019	Purchase	6,925	0.00	29,34,209	1.64
				09/12/2019	Purchase	5,400	0.00	29,39,609	1.65
				11/12/2019	Purchase	21,329	0.01	29,60,938	1.66
				12/12/2019	Purchase	40,000	0.02	30,00,938	1.68
								30,00,938	1.68
3	S RAMALINGA REDDY								
	Opening Balance as on 30/03/2019	80,410	0.05						
	Closing Balance as on 31/03/2020			11/06/2019	Transmission	-80,410	-0.05		
4	KAMAKSHI REDDY S							0	0.00
	Opening Balance as on 30/03/2019	0	0.00						
	Closing Balance as on 31/03/2020			14/06/2019	Transmission	80,410	0.05		
5	DODLA VENKATARAMANI .							80,410	0.05
	Opening Balance as on 30-03-2019	7,51,204	0.42						
	Closing Balance as on 31-03-2020			31-05-2019	Inter-se Transfer	-92,000	-0.05	6,59,204	0.37
	Closing Balance as on 31-03-2020			28-02-2020	Sale	-7,520	-0.00	6,51,684	0.36
								6,51,684	0.36

D) Shareholding pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No	Name	Opening Balance		% Date	Reason	Increase / Decrease		Closing Balance	
		Shares	%			Shares	%	Shares	%
1	RELIANCE EMERGENT INDIA FUND								
	Opening Balance as on 30-03-2019	1,24,65,421	6.98						
				05-07-2019	Sale	-5,15,421	-0.29	1,19,50,000	6.69
				12-07-2019	Purchase	5,20,000	0.29	1,24,70,000	6.98
				09-08-2019	Purchase	24,615	0.01	1,24,94,615	7.00
				16-08-2019	Sale	-60,023	-0.03	1,24,34,592	6.96
				30-08-2019	Purchase	5,900	0.00	1,24,40,492	6.97
				20-09-2019	Sale	-1,00,000	-0.06	1,23,40,492	6.91
				20-03-2020	Purchase	1,16,842	0.07	1,24,57,334	6.98
	Closing Balance as on 31-03-2020					1,24,57,334			6.98
2	SUNDARAM MUTUAL FUND A/C SUNDARAM SERVICES FUN								
	Opening Balance as on 30-03-2019	39,36,342	2.20						
				05-04-2019	Purchase	1,51,603	0.09	40,87,945	2.29
				12-04-2019	Purchase	55,627	0.03	41,43,572	2.32
				26-04-2019	Purchase	39,671	0.02	41,83,243	2.34
				03-05-2019	Purchase	72,000	0.04	42,55,243	2.38
				10-05-2019	Purchase	87,150	0.05	43,42,393	2.43
				17-05-2019	Purchase	51,179	0.03	43,93,572	2.46
				31-05-2019	Purchase	19,992	0.01	44,13,564	2.47
				07-06-2019	Purchase	15,739	0.01	44,29,303	2.48
				14-06-2019	Purchase	3,66,332	0.21	47,95,635	2.69
	Closing Balance as on 31-03-2020					47,95,635			2.69
3	THE ORIENTAL INSURANCE COMPANY LIMITED								
	Opening Balance as on 30-03-2019	23,68,630	1.33			0	0.00		
	Closing Balance as on 31-03-2020					23,68,630			1.33

BOARD'S REPORT (continued)

SI No	Name	Opening Balance		% Date	Reason	Increase / Decrease		Closing Balance	
		Shares	1.71			Shares	%	Shares	%
4	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED	30,55,263	1.71						
	Opening Balance as on 30-03-2019			24-05-2019	Sale	-50,000	-0.03	30,05,263	1.68
				14-06-2019	Sale	-3,44,568	-0.19	26,60,695	1.49
				05-07-2019	Sale	-8,038	-0.01	26,52,657	1.49
				23-08-2019	Sale	-1,00,000	-0.06	25,52,657	1.43
				20-09-2019	Sale	-1,48,356	-0.08	24,04,301	1.35
				27-09-2019	Sale	-70,807	-0.04	23,33,494	1.31
	Closing Balance as on 31-03-2020							23,33,494	1.31
5	MRS NARGESH K PARAKH								
	Opening Balance as on 30-03-2019	12,23,110	0.69			0	0.00		
	Closing Balance as on 31-03-2020							12,23,110	0.69
6	Indian Syntans Investments (P) Ltd								
	Opening Balance as on 30-03-2019	10,00,000	0.56			0	0.00		
	Closing Balance as on 31-03-2020							10,00,000	0.56
7	ALISHA DODLA REDDY								
	Opening Balance as on 30-03-2019	10,00,000	0.56			0	0.00		
	Closing Balance as on 31-03-2020							10,00,000	0.56
8	ASHNA DODLA REDDY								
	Opening Balance as on 30-03-2019	10,00,000	0.56			0	0.00		
	Closing Balance as on 31-03-2020							10,00,000	0.56
9	DINSHAW K PARAKH								
	Opening Balance as on 30-03-2019	0	0.00	05-04-2019	Purchase	8,82,000	0.49	8,82,000	0.49
	Closing Balance as on 31-03-2020							8,82,000	0.49
10	VINODCHANDRA MANSUKHLAL PAREKH								
	Opening Balance as on 30-03-2019	7,87,220	0.44			0	0.00		
	Closing Balance as on 31-03-2020							7,87,220	0.44

E) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Date	Reason	Increase / Decrease		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company			No. of Shares	% to total Shares of the Company	No. of shares	% of total shares of the Company
1	Mr. Puneet Chhatwal	-	-	-	-	-	-	-	-
2	Mr. Pramod Ranjan	1,41,96,140	7.95		Inter-se transfer	92,000	0.05	1,42,88,140	8.00
3	Mr. D Varada Reddy (till July 23, 2019)	66,14,763	3.70					66,14,763	3.70
5	Mr. D Vijayagopal Reddy	25,97,060	1.45					25,97,060	1.45
6	Mr. S Y Syed Meeran (till July 30, 2019)	10,500	0.01					10,500	0.01
7	Mr. Ramesh D Hariani	38,13,788	2.14					38,13,788	2.14
8	Ms. Gita Nayyar	-	-					-	-
9	Mr. Vijay Sankar	-	-					-	-
10	Mr. Phillie D Karkaria	-	-					-	-
11	Mr. Giridhar Sanjeevi	-	-					-	-
12	Mr. Harish Lakshman	-	-					-	-
13	Mrs. Nina Chatrath (from October 29, 2019)	-	-					-	-
14	Mr. Tom Antony – CS	-	-					-	-
15	Mr. Sreyas Arumbakkam - CFO	-	-					-	-

(V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	24,281	-	-	24,281
ii) Interest due but not paid		-	-	-
iii) Interest accrued but not due	430	-	-	430
Total (i+ii+iii)	24,711	-	-	24,711
Change in Indebtedness during the financial year				
* Addition	21,500	-	-	21,500
* Reduction	24,568	-	-	24,568
Net Change	(3,068)	-	-	(3,068)
Indebtedness at the end of the financial year				
i) Principal Amount	21,500	-	-	21,500
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	143	-	-	143
Total (i+ii+iii)	21,643	-	-	21,643

BOARD'S REPORT (continued)

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

		₹ in lakhs
Particulars of Remuneration		Mr. Pramod Ranjan
Salary, Incentive and perquisites		132.05
Contribution to Provident and Gratuity Fund		14.64
Total		146.69
Ceiling as per the Act(Lakhs)		NA

B. Remuneration to other Directors

		(Amount in ₹)
Sl. No.	Particulars	Sitting Fees
Independent Directors		
1	Mr. S.Y. Syed Meeran [@]	60,000
2	Ms. Gita Nayyar	3,30,000
3	Mr. Vijay Sankar	3,60,000
4	Mr. Phillie D Karkaria	1,80,000
5	Mr. Harish Lakshman	1,50,000
6	Mrs. Nina Chatrath*	60,000
Total (a)		11,40,000
Other Non Executive Directors		
7	Mr. D.Varada Reddy #	30,000
8	Mr. D.Vijayagopal Reddy	1,80,000
9	Mr. Ramesh. D. Hariani	1,20,000
Total (b)		3,30,000
Grant Total (a+b)		14,70,000

[@] Mr. S Y Syed Meeran ceased to be a Director upon expiry of his term w.e.f. July 30, 2019

* Mrs. Nina Chatrath was appointed w.e.f. October 29, 2019

Mr. D Varada Reddy ceased to be Director w.e.f. July 23, 2019

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

		(₹ in lakhs)	
Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		Company Secretary Mr. Tom Antony	Chief Financial Officer Mr. Sreyas Arumbakkam
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	62.96	57.95
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Performance incentive	5.98	5.15
2	Total	68.94	63.10

(VII) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

No penalty, punishment or compounding of offences under the provisions of the Act, to the Company, its directors and its other officers in default.

MANAGEMENT DISCUSSION AND ANALYSIS

Annexure to the Directors' Report Management Discussion and Analysis

Your Company has been reporting consolidated results taking into account the results of its subsidiaries, joint ventures and associates. This discussion, therefore, covers the financial results of your Company from April 2019 to March 2020. Your Company, being part of the IHCL Group (Group), this section also includes important developments and initiatives undertaken during the above period at the Group level, which has a bearing on the performance and business of your Company. Some statements in this discussion, describing the projections, estimates, expectations or outlook, may be forward looking. Actual results may, however, differ materially from those stated, on account of various factors such as changes in government regulations, tax regimes, economic developments within India and the countries within which your Company conducts its business, exchange rates and interest rates fluctuations, impact of competition, demand and supply constraints, etc.

Economic Environment – An Overview

Global Economy

The year 2019 has been a year of challenges for the global economy, with GDP declining to 2.9%, below the previous projections of 3.3% in January 2020, and its slowest since the global financial crisis in 2009, as per the International Monetary Fund (IMF). The contraction in growth is majorly attributed to the rising trade rift and geopolitical tensions, leading to uncertainty in global trade and adversely affecting business investments and investor confidence. While China, India and the ASEAN-5 performed better than other economies, the US and the UK registered a GDP growth of 2.3% and 1.4% respectively, while countries like Sri Lanka, Nepal and the Maldives were at 2.3%, 7.1% and 5.7%, respectively.

The early signs of recovery evident in January 2020 on account of reduced trade tensions between the US and China as well as a softer Brexit, however, dissipated due to the onset of the Novel Coronavirus disease from February 2020, derailing economic growth significantly. Declared a pandemic by the World Health Organisation (WHO), governments across the world, in an effort to curtail the rapid spread of the infection, severely restricted travel, mandated extreme 'social distancing' measures and reduced supply chains to the movement of 'essentials'.

Outlook

As the COVID-19 pandemic continues to impact human health, responses to arrest this pandemic across countries are severely impairing economic activity. The global economy is projected to contract sharply by 3% in 2020. Several countries have announced large fiscal stimulus packages to support marginalised and working-class families, whose sustenance has been impacted unexpectedly by the prevailing conditions. Countries reliant on tourism, travel, hospitality, and entertainment for their growth are experiencing particularly large disruptions. Emerging markets and developing economies face additional challenges with unprecedented reversals in capital flows as global risk appetite wanes, currency pressures build up and weaker health systems and limited fiscal space fall short in supporting the increasing number of afflicted people. (Source: *World Economic Outlook, April 2020: The Great Lockdown*).

For the year 2020, IMF has projected only China and India among the larger nations, to have a positive GDP growth. It projects US GDP to contract by 5.9%, UK by 6.5%, the Euro Area by 7.5% and South Africa by 5.8%. Countries like the Maldives could be impacted severely as they are heavily dependent on tourism, especially from China, the Middle East and Europe.

Despite the flattening of the COVID-19 curve in major economies, the uncertainty looming around it, especially on how it could evolve in the future is a major concern since a fresh wave of infection would be disastrous for the global economy.

Indian Economy

The Indian economy registered a growth rate of 4.2% in FY 2019-20, as against 6.1% in the previous financial year – the lowest in the last eight years. The slow growth is attributed largely to the decline in domestic consumption and private investment, besides the increased stress in the non-banking financial sector, which further weakened credit growth. The downside, a lagged effect of Q4 of FY 2018-19 on the domestic front, was led by weak consumption in the automobile and two-wheeler sector, reduction in credit funding of non-banking financial companies and impact on exports from moderating global demand. Inflation, as measured by the Consumer Price Index (CPI), remained modest for the major part of the year, largely due to the benign food inflation that is a major constituent of CPI. The Wholesale Price Index (WPI) inflation too remained in low single digits during the year on account of marginal increase in fuel prices.

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

Addressing the growth concerns, the government has, since then, taken a number of bold measures including lowering corporate tax rates and further reforms in the banking sector supported by the Reserve Bank of India's monetary policies entailing reduction in policy rates. These stimulatory measures, coupled with subdued oil prices, were expected to provide the required fillip to the slowing economy in end FY 2019-20. However, the outbreak of COVID-19 in India in March 2020, drastically changed the economic outlook for India, as it did for many other nations.

A series of relief packages and subsidies were announced by the Indian government to minimise the economic impact of the lockdown on small and medium enterprises, farmers, migrant labourers, etc. The RBI announced a series of monetary measures including 6-month moratoriums on loans through banks, automatic collateral-free loans to small businesses, reduced withholding tax rates and extended payment due dates to mitigate the risk of a liquidity crisis in the Indian economy.

Outlook

The outbreak of the COVID-19 pandemic and consequent nationwide lockdown and other restrictions imposed by the government on movement across the country since March 24, 2020 is expected to severely affect the economic growth during FY 2020-21, especially in the first quarter.

The short term economic recovery is expected to be accelerated by an increase in government expenditure in key sectors of the economy and the implementation of stimulus packages announced by the government as part of its response to mitigate the hardships faced by both the economy and the people.

Over the long term, a healthy saving culture among Indians, higher proportion of a young working population and policy reforms are expected to drive India's economic growth. The soft food inflation trend is expected to continue, given the increased agricultural productivity in the country.

The challenges posed by the COVID-19 pandemic are expected to be short term under the existing scenario, where severe infection is limited to certain geographies, with many states already experiencing a flat curve in terms of infection rate. However, uncertainty on how the infectivity would evolve in the future would largely dictate the time required for the economic growth to regain normalcy.

Indian Hospitality and Tourism Industry

The travel and tourism industry contributed 6.8% to India's GDP and registered a growth of 4.9% in 2019. The industry supports close to 40 million jobs in the country (8% of total

employment). The inbound travels consist of a mixed bag with arrival from Bangladesh (12%) topping the chart, followed by the United States (9%) and United Kingdom (6%). The leisure segment continues to be the major revenue contributor (94%) with majority of the tourists (83%) belonging to the domestic category (*Source: World Travel and Tourism Council*).

The hotel industry in India is predominantly unorganised, with more than half of the organised hotels in India comprising 3-star or higher categories. India is a large market for travel and tourism. It offers a diverse portfolio of niche tourism products – cruises, adventure, medical, wellness, sports, MICE, eco-tourism, film, rural and religious tourism. India ranked 34 in the Travel & Tourism Competitiveness Report 2019 published by the World Economic Forum. In 2019, arrivals through e-Tourist Visa increased by 23.6% y-o-y to touch 2.9 million. (*Source: India Brand Equity Foundation*)

The introduction of a new category of visa—the medical visa or M visa—is expected to encourage medical tourism in India. Several other factors promoting tourism in general, and hospitality in particular are:

- Focus on improving infrastructure, including airports, roads and rail connectivity across the country.
- Positive amendments to Coastal Regulation Zones rules are expected to facilitate development of beach resorts across the coastline.
- Digitisation of services, including payment mechanisms.
- Further extension of E-visas, which are currently available to nationals of 169 countries.
- Introduction of 100% FDI in tourism under the automatic route.
- Facilitation of the five-year tax holiday for 2-, 3- and 4-star category hotels located around UNESCO World Heritage sites (except Delhi and Mumbai).
- Introduction of Tax Refund for Tourists (TRT) scheme in line with countries like Singapore in the latest Union budget, to encourage tourists to spend more in India and boost tourism.
- Announcement of the development of 17 iconic tourist sites in India into world-class destinations in the Union Budget 2019-20.
- Rationalisation of GST rates applicable to room tariffs, where the existing rates of 28% and 18% were reduced to 18% and 12%, respectively, made effective from October 1, 2019.

The COVID-19 pandemic has impacted all businesses, though in varying degrees a major impact of the pandemic

has been felt by the travel and tourism sector consisting of airlines, hospitality, cruise liners, road and railway transportation, travel and tour operators, in addition to industries such as real estate, construction, passenger vehicles, luxury retail, etc. The COVID-19 pandemic, being highly infectious in nature, has impacted the tourism industry in an unprecedented manner, more so as the industry is highly people-centric in nature, and service delivery involves close interactions between service providers and guests.

The industry has been further impacted by the government's responses to contain the virus, including social distancing, travel advisories, suspension of visas, prohibition against mass gatherings, cancellation of sporting and cultural events, stoppage of inter-state transport, railways, etc.

The hospitality and tourism industry is facing a dire and hitherto-unknown situation that has thrown up new challenges and taken the industry by surprise. Even though the government and the RBI announced stimulatory measures to mitigate the immediate challenges faced by the industries and businesses, considering the diverse nature of the hospitality and tourism industry, especially the fact that it is one of the major contributors to the GDP and also a major employment provider, the industry feels that specific measures from the government are extremely crucial for its survival in these challenging times. In this regard, the Federation of Associations in Indian Tourism & Hospitality (FAITH), has made a representation to the task force set up by the government for relief and bailout packages for the industry.

Despite the challenges posed by the pandemic, the hospitality industry is taking all possible measures to survive in the short term, revive in the short-to medium-term and thrive in the long term. The new challenges will assist the industry in preparing for a 'new normal', where there will be a sea-change in customer perceptions, with hygiene and safety gaining top priority, both amongst businesses and customers, and an exponential increase in the usage of digital solutions, as the world deals with the concept of 'contact-less' interchanges between people. The travel industry, worth around US\$ 1.6 trillion globally, accounts for one-tenth of the world's GDP. More importantly, the industry creates greater indirect employment opportunities, thereby helping multiply economic growth. The revival of this sector would largely depend on effective containment measures and treatments.

Company Overview

Your Company delivered a healthy operating performance during FY 2019-20 in spite of decline in revenues compared

to previous year. The decline in revenue was primarily due to the exit from Visakhapatnam and Trivandrum hotel units. The renovations undertaken in flagship properties coupled with upgradation of Gateway Brands is expected to further enhance the operating margins and revenues in the coming years.

Property Upgrades and Renovations

With the steady growth in the travel and tourism industry and the evolving preferences of our customers, we regularly take up upgradation and renovation projects to keep our hotels in top condition and to offer better value in terms of great ambience and comfort, while keeping the needs of our customers at the core of these changes.

Key highlights of upgrades and renovations undertaken during FY 2019-20:

- Refurbishment of the Golden Dragon and structural strengthening carried out in Taj Coromandel.
- Renovation of the Bay View restaurant, Machan and 10 sea facing villas, besides creation of Presidential Suits at the Taj Fisherman's Cove.
- Renovation of the lobby and lobby lounge and refurbishment of 19 rooms at the Gateway Madurai as the first phase of its planned renovation.
- As part of upgrading to Vivanta Brand, first phase of renovation in the Gateway Hotel Mangalore covering 55 rooms, banquet halls, the Port Café restaurant as well as lobby and fitness centre commenced during January 2020.

Key Events at your Company's Hotel Units

Our hotels have been the venue of choice for hosting international delegations and conventions. The scenic locales and the ambience they offer have helped them gain due recognition.

Some of the key events involving the hotel units of your Company are:

- Taj Fisherman's Cove was the venue for the informal summit between India and China represented by the Prime Minister of India, Shri Narendra Modi, and H. E. Mr Xi Jinping, President of China, in October 2019. The hotel also hosted the Prime Minister of India during the summit.
- Taj Malabar Resort & Spa, Kochi hosted H.E. Mr Ram Nath Kovind, President of India, during January 2020. The King and Queen of the Netherlands visited the hotel during October 2019.
- Taj Malabar Resort & Spa, Kochi was adjudged the Most Romantic Resort and won the South Asian Travel Award (SATA) 2019.

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

- The Gateway Coonor was rebranded to the New 'SeleQtions' brand and is now known as IHCL SeleQtions.

Environment, Health and Safety

Over the years, we have consistently endeavoured to save on energy and switch over to green energy sources at all our properties. Your Company utilises power from renewable energy sources, which not only helps in reducing the carbon footprint, but also in optimising cost of power. We source renewable energy mainly through Power Purchase Agreements with private power producers operating in the green power sector. During FY 2019-20, the hotels that utilise renewable energy power together used a total of 3,73,30,989 MJ, which averages to about 73% of their total power consumption. Additionally, we emphasise on reducing our energy consumption wherever possible and are building green energy infrastructure steadily.

Waste management is an integral part of your Company's environment management endeavour. Your Company promotes waste reduction, as well as segregation and recycling. The Hotel units either process waste using onsite waste treatment plants or engages certified vendors to promptly collect the waste for further processing. This has prevented 290 tonnes of organic waste from going into landfills.

We manage our water resources and utility in an efficient manner, thereby ensuring there is no water shortage at any time. Water security assessment of hotels in key cities is undertaken regularly to identify water-related risks and strengthen preparedness to manage them. Rainwater harvesting and recycling of greywater by utilising onsite waste water treatment plants are some of the measures adopted for water preservation. During the year, we saved **1,37,176** KL of water through rainwater harvesting and recycling.

Safety continues to be one of the top priority areas of your Company wherein all measures have been taken to ensure safety of all stakeholders. Your Company continues to drive awareness on safety across hotels. Common safety hazards and their safeguards have been highlighted in specially designed animated safety videos, and, case studies based on true incidents continue to be shared with the hotels as a learning tool. The approach of routinely identifying safety risks associated with operations helps your Company implement appropriate and effective mitigation plans and ensures adherence to overall Safety compliance.

The Fire and Life Safety (FLS) audits, Standard Operating Procedures (SOPs) on safety such as Safe Sewage Treatment Plant Operations, Safe Banqueting Operations, Visitors

Access Control, Contractor Safety Management, Permits to Work and Personal Protective Equipment form part of the measures to improve safety.

Food Safety, Hygiene and Cleanliness

Continuous improvement of the Food Safety Management System by training and optimising the capacities of people, processes and technologies is an ongoing exercise. To increase the rigour in respect of Food Safety, Hygiene and Cleanliness audits were conducted by an external audit partner, ensuring implementation of FSSAI guidelines and standards.

In order to address the challenges posed on account of the COVID-19 pandemic, your Company has taken several measures to ensure safety and wellbeing of its associates and guests. Employees have been working from home in accordance with the guidelines issued by the Central/State/Municipal authorities. The safety of essential employees, who are required to report for work, is being ensured and they have been mandated to use protective gear and take all safety precautions. All employees have been instructed to download the Arogya Setu app launched by the Government of India. Safety measures as per the guidelines issued by competent authorities such as sanitisation, social distancing, mandatory mask wearing, thermal check at the gate etc. are implemented at our hotel units.

Human Capital

The Human Resource Policies and Practices of your Company are aligned with the IHCL Group HR Policies and Practices. Your Company's employees are its most valuable asset, who enable the Company to deliver a level of service that is amongst the highest in the hospitality industry. A combination of a robust talent management strategy and a transparent performance management system, leading to an attractive long term compensation philosophy, is employed to attract and retain the best available talent.

As on March 31, 2020, your Company employed 1,508 employees, of which 719 were permanent employees and 789 were contract employees.

Learning and Development

The key focus of human capital initiatives continues to be on building capability; and creating a performance-oriented culture to support and accelerate business performance. The Front Office and Food & Beverage Service departments at our hotel units were benefited through the revised vocational modules provided by IHCL's Center of Excellence (COE) Platform for Learning and Development (L&D), which

helped them build functional capabilities to provide the highest quality services to our guests.

In order to address the business changes arising from the COVID-19 pandemic, the COE L&D of IHCL, in consultation with the concerned COEs – Accommodation, Culinary and F&B, have redefined the service standards and design to address the need for social distancing, hygiene and safety of guests and associates.

The Center of Excellence – Accommodations

Some of the important outcomes of COE – Accommodations were:

- Completed study and research on cleaning and disinfection procedures for Infection Prevention and Control for implementation at all hotels, including cleaning and disinfecting spaces, using PPE, defining standards for accommodations, laundry, spa, etc. post-COVID-19, to maintain engagement of guests and high level of safety and hygiene.
- Ideas for planning celebrations at hotels.
- Presentations and modules, including indoor flower arrangements, linen upkeep, laundry operations, sanitisation, zero-plastic, pre-opening and zero budgeting etc.

The Center of Excellence – Housekeeping

Some of the important outcomes of COE – Housekeeping were:

1. Participated in various housekeepers' conventions
2. Organised International Housekeepers' Week within the Group
3. Prepared checklists for critical processes and job descriptions for every role and training component

Risks and Concerns

Industry Risk

General economic conditions

The hospitality industry is prone to the impact of changes in global and domestic economies, local market conditions, hotel room supply, international or local demand for hotel rooms and associated services, competition in the industry, government policies and regulations, fluctuation in interest rates and foreign exchange rates and other social factors. The demand for hotels is affected by global economic sentiments; and therefore, any change impacting the other segments/industries/geographies will invariably impact the hotel industry too.

Socio-political Risks

In addition to economic risks, your Company faces risks from the socio-political environment nationally and internationally. It is affected by events like political instability, conflict between nations, threat of terrorist activities, occurrence of infectious diseases, extreme weather conditions and natural calamities. These may affect travel and business activity considerably.

Company-specific Risks

The Company-specific risks have been reviewed and some of the critical risks are:

Heavy dependence on India

A significant portion of your Company's revenues are realised from its Indian operations, making it susceptible to domestic, socio-political and economic conditions. Moreover, within India, the operations and earnings are primarily concentrated in South India, with key properties located in Chennai.

Competition from Global Hotel Chains

The Indian subcontinent, Southeast Asia and Asia Pacific, with high growth rates, have become the focus area of major international chains. Several of these chains have announced their plans to establish hotels in such markets to take advantage of the demand-supply imbalance. These entrants are expected to intensify the competitive environment, which may include consolidations and mergers.

The success of the Taj Group of Hotels will be dependent upon its ability to compete in areas such as room rates, quality of accommodation, brand pull, service standards, convenience of location and to a lesser extent, the quality and scope of other amenities. These amenities include food and beverage facilities, along with cost-reduction ability.

High Operating Leverage

The industry in general has a high operating leverage, which has further increased with on-going renovations, increased staff costs, cost of light, power and fuel. However, your Company has been able to earn higher revenues with acceptance of its products and improved RevPAR (revenue per available room) in the markets it operates in. Some of our hotels operate under lease/licence arrangements with third parties. Such arrangements are subject to various risks including unfavourable terms and conditions on renewal or non-renewal, which has a potential to impact our business. Your Company has attempted to mitigate such risks by entering into relatively long-term arrangements.

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

Risk Mitigation Initiatives

Your Company employs various policies, processes and methods to counter the following risks effectively:

- Continuously evaluates options for improving profitability of its assets, including restructuring of operations and arrangements and exiting from non-performing assets.
- Counters the risk from growing competition and new supply by extensively improving its service standards, as also progressively renovating its properties, across the multi-brand portfolio.
- Counters the security/terrorism risk by constantly reviewing and implementing various security measures at all its properties.
- With the advent and increasing use of online transactions, there is an increasing proportion of sharing of revenues with online travel agents. Adequate measures were taken to educate customers on the benefits of booking directly on the Taj website. The website has also been revamped to enhance the customer experience. Additionally, mobile platforms have been developed for customers, specially targeted at the loyalty and 'on-the-go' segments.

COVID-19 Pandemic – Impact and mitigation measures

Your Company has carried out risk assessment to ascertain any potential COVID-19 related risks. As of now, it does not foresee any disruption in raw material supplies. Your Company does not see incremental risk to recoverability of assets (Inventories, Investments, Receivables, etc.) given the measures being taken to mitigate the risks. There is also no impact on internal financial controls due to the COVID-19 situation. However, as the situation is uncertain, dynamic, constantly evolving and beyond the control of your Company, it aims to reassess its position periodically.

Your Company has submitted a detailed response to the Stock Exchanges under Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The following section provides a recap of the same.

1. Impact of the COVID-19 pandemic on the business

The COVID-19 Pandemic has adversely affected the tourism and hospitality industry. Pursuant to the imposition of a nationwide lockdown by the Central/State Government, our hotel units have been shut down since March 23, 2020.

The revenue of your Company is materially impacted due to sharp cancellations of rooms and banquet bookings,

and there has seen no improvement in the business during the lockdown.

The Company is currently operating a few of its hotels, and expects all of its hotels to become operational in a staggered manner once the lockdown and other related restrictions are lifted. However, revenues are expected to be softer, both during the lockdown and for some time after the lifting of the lockdown, mainly due to lower occupancies arising out of reduced business and leisure travel.

2. Ability to maintain operations including units/office spaces functioning and closed down

During the lockdown, our hotel units have been closed to adhere with the Central/State Government orders, barring a few that have been operational on a limited capacity for in-house guests.

Further, the hotel units are adequately manned for regular maintenance and upkeep of their properties and deployed assets. Adequate systems are also in place to ensure smooth operations of our hotels and to scale up at short notice once the lockdown is lifted.

3. Schedule if any for restarting the operations

Your Company has started re-opening a few hotels in the non-containment zones after establishing thorough and well-rehearsed safety protocols. With the lifting of the lockdown restrictions, we expect all hotels to become operational in a phased manner.

4. Steps taken to ensure smooth functioning of operations

Adequate safety measures are taken at our hotel units based on the guidelines issued by the Central/State/Municipal authorities such as sanitisation, social distancing, mandatory mask wearing, thermal check at the gate, use of the Arogya Setu App and maintaining proper hygiene at the work place. We have taken proper precautionary measures to ensure the safety and health of our employees and in-house guests.

Your Company is taking necessary measures to contain costs, rationalise resources as well as taking initiatives to increase revenue. We are also in discussion with all our lessors for waiver or deferment of lease rentals during the lockdown period. Your Company is also holding back on discretionary spending, postponing renovations, and implementing other cost optimisation measures.

Your Company continues to assess the situation and adapt its business strategy in accordance with the trend that unfolds based on relaxations expected from lockdown.

5. Estimation of the future impact of COVID-19 on our operations

The near-term impact on business is contingent upon various factors such as lifting of the lockdown, travel restrictions and the revival of the economy. With the opening of the domestic market and air travel, we expect business to improve slowly and gradually. Given the uncertainty, the final impact on your Company's operations in future may differ from the estimations.

The management will continue to review the plans from time to time, and based on the assessment of the materiality of the issues, further update the stakeholders with the same.

6. Details of the impact of COVID-19 on your Company

- (a) **Capital and financial resources** – Your Company has sufficient working capital to operate. It is quite pertinent that the collections of receivables and payment to vendors will delay due to the lockdown.
- (b) **Profitability** – The profitability of your Company has been adversely affected for the first quarter of FY 2020-21 due to the non-operation of hotels on account of the lockdown. The situation is expected to gradually improve in the second quarter with the opening up of the market and travel industry.
- (c) **Liquidity position** – Your Company has sufficient liquidity to operate with, and therefore, there is no concern on account of the same. We are vigilant on the same and monitoring it continuously. It is also managed through strict control on various cost overheads and deferral of capital expenditure.
- (d) **Ability to service debts and other financial arrangements** – Your Company is servicing the interest regularly and has not availed any moratorium. It does not foresee any challenge in fulfilling its financial obligations in the near future.
- (e) **Assets** – Your Company does not see incremental risk in recoverability of assets like inventory, debtors etc. The capex requirements have been deferred.
- (f) **Internal Financial Reporting and Control** – Our internal financial reporting and control are fully functional and not impacted due to COVID-19.
- (g) **Supply chain** – Your Company does not foresee any impact on its supply chain.
- (h) **Demand for its products/services** – The overall demand of the hospitality services has been impacted during lockdown. We expect that the demand of our services will improve post lockdown, on resumption of domestic and international travels.

7. Existing Contracts/arrangements

Your Company is well positioned to fulfil its obligations and exiting contracts/arrangements. At present, we do not foresee any contract/arrangement that will have a significant impact on the business in case of non-fulfilment of obligations by any party.

Internal Control Systems and their Adequacy

Your Company has institutionalised an adequate system of internal controls, with documented procedures covering all corporate functions and hotel operating units. Internal controls provide reasonable assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial controls and compliance with applicable laws and regulations. The internal audit process (Taj Positive Assurance Model) provides a positive assurance, based on the audits of operating units and corporate functions. It converges process framework, risk and control matrix and a scoring matrix, covering all critical and important functions inter-alia revenue management, hotel operations, purchase, finance, human resources and safety.

A framework for each functional area is identified based on risk assessment and control, allowing the unit to identify and mitigate high-risk areas. These policies and procedures are updated periodically and monitored by the Group Internal Audit. Internal controls are reviewed through the Annual Internal Audit process, which is undertaken for every operational unit and all major corporate functions under the direction of Group Internal Audit. The focus of these reviews is:

- Identification of weaknesses and improvement areas
- Compliance with defined policies and processes
- Compliance with applicable statutes
- Safeguarding tangible and intangible assets
- Managing risk environment, including operational, financial, social and regulatory risks
- Conformance to the Tata Code of Conduct

Your Company complies with applicable IT laws and regulations. Real-time monitoring solutions of IT assets were introduced to enable detection of cyber security attack. The internal audit team conducts periodic audits through external IT and security auditors of the information technology landscape and report their observations along with mitigating actions.

The Board's Audit & Risk Management Committee oversees the adequacy of the internal control environment through periodic reviews of audit findings and monitoring

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

implementations of internal audit recommendations through compliance reports.

The internal controls currently in place at your Company are commensurate with the size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance with corporate policies.

The Statutory Auditors have opined in their report that there are adequate internal controls over financial reporting at your Company.

Operational and Financial Overview

The Annual Report contains Financial Statements of your Company, both on a Standalone and Consolidated basis. An analysis of the financial affairs is discussed below under summarised headings:

Results of Operations for the year ended March 31, 2020

The following table sets forth financial information of your Company for the year ended March 31, 2020:

Standalone Financial Results

Particulars	Year ended	
	March 31, 2020	*March 31, 2019
Income		
Revenue from Operations	28,967.45	34,542.43
Other Income	1,167.45	1,129.58
Total Income	30,134.90	35,672.01
Expenditure		
Food and Beverages Consumed	3,041.06	3,706.74
Employee Benefit Expenses and payment to contractors	8,656.25	9,759.25
Depreciation and Amortisation Expense	2,770.19	2,837.77
Other operating and general expenses	13,545.90	16,024.15
Total Expenditure	28,013.40	32,327.91
Profit before Finance Costs and Tax	2,121.50	3,344.10
Finance costs	2,402.37	2,718.05
Profit / (Loss) before Exceptional Items and Tax	(280.87)	626.05
Exceptional Items	(77.65)	9,616.30
Profit / (Loss) Before Tax	(358.52)	10,242.35
Tax Expense	19.90	1,298.15
Profit / (Loss) After Tax	(378.42)	8,944.20

***Note:** The standalone financial results for the current period are not comparable with the corresponding periods of the previous year due to the sale of the hotel undertaking at Visakhapatnam on September 29, 2018 and discontinuance of hotel operations due to the termination of lease agreement of the hotel at Trivandrum with effect from April 01, 2019.

The key financial indicators on account of the above are as under:

Particulars	₹ in Lakhs	
	March 31, 2019 Trivandrum	March 31, 2019 Visakhapatnam
Total Income from Operations	3,469	1,048
Total Expenditure	3,207	945
Profit/(Loss) before tax	262	103

The analysis of major items of financial statements are given below:

a) Revenues

The summary of total income is provided in the table below:

Particulars	Year Ended		% Change
	March 31, 2020	March 31, 2019	
Room Income	13,151.54	16,048.21	(18.05)
Food, Beverage & Banquet Income	13,198.54	15,568.24	(15.22)
Other Operating Income	2,617.37	2,925.98	(10.55)
Non-operating Income	1,167.45	1,129.58	3.35
Total Income	30,134.90	35,672.01	(15.52)
Statistical information			
Average rate per room (₹)	7,423	6,725	
Occupancy (%)	59	67	

- Non-Operating Income is higher by ₹37.87 lakhs, compared to the previous year. The Non-Operating Income mainly comprises dividend income, gain on investment in mutual funds, and interest income.

b) Operating Expenses

Operating expense lower by 14.40% from ₹29,490.14 lakhs to ₹25,243.21 lakhs during the current year.

i) Food and Beverages Consumed

	₹ in Lakhs		
	March 31, 2020	March 31, 2019	Change (%)
Food and Beverages consumed	3,041.06	3,706.74	17.96

The decrease in consumption of Food and Beverages is variable to income from food, beverages and banqueting business, which is lower by 1% over the previous year.

ii) Employee Benefit Expenses and Payment to Contractors

	₹ in Lakhs		
	March 31, 2020	March 31, 2019	Change (%)
Employee Benefit Expenses and Payment to Contractors	8,656.25	9,759.25	11.30

The Employee Benefit Expenses were lower than the previous year by 11.30% mainly on account of sale of the unit at Visakhapatnam and discontinuance of the unit at Trivandrum during the year ended March 31, 2019.

iii) Depreciation and Amortisation Expenses

	₹ in Lakhs		
	March 31, 2020	March 31, 2019	Change (%)
Depreciation and amortisation expenses	2,770.19	2,837.77	2.38

The Depreciation Charge for the year was lower by ₹67.58 lakhs.

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

iv) Other Expenditure

	₹ in Lakhs		
	March 31, 2020	March 31, 2019	Change (%)
Other Operating Expenses	8,453.96	10,093.12	16.24
General Expenses	5,091.94	5,931.03	14.15
Total	13,545.90	16,024.15	15.47

The Other Expenditure is lower by 15.47% from ₹16,024.15 lakhs to ₹13,545.90 lakhs in the current year, mainly on account of sale of the unit at Visakhapatnam and discontinuance of the unit at Trivandrum, during the year ended March 31, 2019.

c) Finance Costs

	₹ in Lakhs		
	March 31, 2020	March 31, 2019	Change (%)
Finance Costs	2,402.37	2,718.05	11.61

Finance Costs for the current year at ₹2,402.37 lakhs, were lower than the previous year by ₹315.68 lakhs, mainly due to redemption of non-convertible debentures on maturity and lower interest rates on loan availed during the year.

d) Exceptional Items

Exceptional Items includes the following:

Sl. No.	Particulars	₹ in Lakhs	
		Year Ended	
		March 31, 2020	March 31, 2019
a.	Provision/write off for amount not recoverable in respect of a hotel project (net)	(77.65)	-
b.	Gain on sale of a hotel undertaking	-	10,146.07
c.	Credit due on refund of security deposit carried at amortised cost	-	979.80
d.	Compensation payable against termination of Management agreement of a hotel	-	(500.99)
e.	Loss on sale of Freehold land	-	(891.16)
f.	Provision for impairment of land	-	(117.42)
	Total	(77.65)	9,616.30

e) Gross Debt and Net Debt

	₹ in Lakhs		
	March 31, 2020	March 31, 2019	Change (%)
Gross Debt	21,642.64	24,716.81	(12.43)
Less: Cash and cash equivalents	4,114.65	2,096.27	(96.28)
Less: Current Investments	-	3,186.91	(100.00)
Net debt	17,527.99	19,433.63	

There was a decrease in the gross debt during the year on account of redemption of debenture of ₹25,066.10 lakhs.

Cash Flow Data

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2020	March 31, 2019
Net Cash from operating activities	4,494.95	3,525.70
Net Cash from/(used in) investing activities	4,046.15	7,809.11
Net Cash from/(used in) financing activities	(6,522.72)	(9,766.22)
Net Increase/(Decrease) in cash and cash equivalents	2,018.38	1,568.59

Operating Activities

During the year, net cash generated from operating activities amounted to ₹4,494.95 lakhs compared to ₹3,525.70 lakhs in the previous year.

Investing Activities

During the year, the net cash inflow from investing activities amounted to ₹4,046.15 lakhs, compared to the inflow of ₹7,809.11 lakhs in the previous year.

The Company incurred ₹2,353.27 lakhs towards normal capital expenditure and renovation capital expenditure at certain hotels.

Financing Activities

During the year, the net cash utilised for financing activities was ₹6,522.72 lakhs as against a cash outflow of ₹9,766.22 lakhs in the previous year.

Key Financial Ratios for Standalone Financials

Particulars	Year Ended	
	March 31, 2020	March 31, 2019
Net Debt* to Total Capital (Gross Debt less cash, cash equivalents and current investments/Average Net debt and Net worth)	0.36	0.29
Net Debt* to Equity (Gross Debt less cash, cash equivalents and current investments/Average Equity and Other Equity)	0.53	0.50
Interest Service Coverage Ratio (EBIT + Net Finance Costs + Depreciation + Provision for diminution in the value of long-term investments/Net Finance Costs)	2.00	5.81
Net Profit Margin (Profit after Tax/turnover)	(0.01)	0.25
Return on Net Worth (Profit after Tax/Average Equity and Other Equity)	(0.01)	0.31
Return on Capital Employed (EBIT/Average Capital Employed (Equity + Other Equity + Borrowings + Current Maturities of Non-Current Borrowings + Current Borrowings))	0.04	0.24

*Net Debt excludes amortised cost of redemption premium.

Explanation for change in key financial ratios

The changes in the ratios, when compared to the previous year, are mainly due to increase in profitability arising from the sale of the hotel unit at Visakhapatnam, during FY 2018-19.

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

Consolidated Financials

The Consolidated Financial Statements comprise the Company and its subsidiaries (referred collectively as the 'Group') and the Group's interest in associates and jointly controlled entity prepared in accordance with Ind-AS as applicable to the Company. The Consolidated Statements include the financial position of subsidiaries on a line-by-line basis, and for jointly controlled entity and associates, by applying equity method of accounting.

Consolidated Results

The following table sets forth the Consolidated Financial results for the year ended March 31, 2020.

Particulars	₹ in Lakhs	
	Year Ended	
	March 31, 2020	March 31, 2019
Income		
Revenue from Operations	29,114.06	34,678.58
Other Income	769.31	797.22
Total Income	29,883.37	35,475.80
Expenditure		
Food and Beverages Consumed	3,041.06	3,706.74
Employee Benefits Expenses and payment to contractors	8,656.25	9,759.25
Depreciation and Amortisation Expense	2,770.19	2,837.77
Other operating and general expenses	13,576.36	16,068.25
Total Expenditure	28,043.86	32,372.01
Profit before Finance Costs and Tax	1,839.51	3,103.79
Finance Costs	2,402.37	2,718.05
Profit/(Loss) before Tax, Exceptional Items and share of profit of equity accounted investees	(562.86)	385.74
Exceptional Items	(77.65)	9,616.30
Profit/(Loss) before Tax, before Non-Controlling interests and share of profit of equity accounted investees	(640.51)	10,002.04
Provision for Taxes	(19.90)	1,298.15
Profit / (Loss) after Tax, before Non-Controlling interests and share of profit of equity accounted investees	(660.41)	8,703.89
Add : Share of Profit of Associates and Jointly Controlled Entity (Net of Tax)	(165.49)	454.63
Less : Non-Controlling interest in Subsidiaries		
Profit/(Loss) after Tax attributable to Owners of the Company	(825.90)	9,158.52

*Note: The Consolidated financial results for the current year are not comparable with the corresponding periods of the previous year due to sale of the hotel undertaking at Visakhapatnam on September 29, 2018 and discontinuance of hotel operations due to termination of lease agreement of the hotel at Trivandrum, with effect from April 01, 2019.

The key financial indicators on account of the above are as under:

Particulars	₹ in Lakhs	
	March 31, 2019	March 31, 2019
	Trivandrum	Visakhapatnam
Total Income from Operations	3,469	1,048
Total Expenditure	3,207	945
Profit/(Loss) before Tax	262	103

Income

Revenue from operations decreased by 16.05% from ₹34,678.58 lakhs to ₹29,114.06 lakhs.

Operating Expenses

The operating expenses decreased by 14.43% from ₹29,534.24 lakhs to ₹25,273.67 lakhs.

Finance Costs

Finance Costs for the current year at ₹2,402.37 lakhs was lower than the previous year by ₹315.68 lakhs, mainly due to the redemption of non-convertible debentures on maturity and lower interest rates on loan availed during the year by the parent Company.

Exceptional Items

Exceptional Items includes the following:

₹ in Lakhs

Sl. No.	Particulars	Year Ended	
		March 31, 2020	March 31, 2019
a.	Provision/write off for amount not recoverable in respect of a hotel project (net)	(77.65)	-
b.	Gain on sale of a hotel undertaking	-	10,146.07
c.	Credit due on refund of security deposit carried at amortised cost	-	979.80
d.	Compensation payable against termination of Management agreement of a hotel	-	(500.99)
e.	Loss on sale of Freehold land	-	(891.16)
f.	Provision for impairment of Land	-	(117.42)
	Total	(77.65)	9,616.30

Profit after Tax attributable to Owners of the Company

Profit/(Loss) after Tax and share of profit of equity accounted investees for the year was at (₹825.90) lakhs as compared to the profit of ₹9,158.52 lakhs for the previous year.

Cash Flow Data

The following table sets forth selected items from the consolidated cash flow statements:

₹ in Lakhs

Particulars	Year Ended	
	March 31, 2020	March 31, 2019
Net Cash from operating activities	4,485.97	3,801.52
Net Cash from/(used) in investing activities	3,815.45	8,217.28
Net Cash from/(used) in financing activities	(6,522.72)	(9,766.22)
Net Increase/(Decrease) in cash and cash equivalents	1,778.70	2,252.58

Operating Activities

Net Cash from operating activities was at ₹3,801.52 lakhs in the previous year to ₹4,485.97 lakhs in the current year.

Investing Activities

During the year, the net cash inflow from investing activities amounted to ₹3,815.45 lakhs, compared to ₹8,217.28 lakhs of net inflow in the previous year.

MANAGEMENT DISCUSSION AND ANALYSIS (continued)

Financing Activities

During the year, the net cash utilised for financing activities was ₹6,522.72 lakhs as against a cash outflow of ₹9,766.22 lakhs in the previous year.

Financial Ratios for Consolidated Financial Statements

Particulars	Year Ended	
	March 31, 2020	March 31, 2019
Net Debt* to Total Capital (Gross Debt less cash, cash equivalents and current investments/Average Net debt and Net worth)	0.25	0.20
Net Debt* to Equity (Gross Debt less cash, cash equivalents and current investments/Average Equity and Other Equity)	0.32	0.29
Interest Service Coverage Ratio (EBIT + Net Finance Costs + Depreciation + Provision for diminution in the value of long-term investments)/Net Finance Costs	1.89	5.72
Net Profit Margin (Profit after Tax/Turnover)	(0.02)	0.25
Return on Net Worth (Profit after Tax/Average Equity and Other Equity)	(0.01)	0.18
Return on Capital Employed (EBIT/Average Capital Employed Equity + Other Equity + Borrowings + Current Maturities of Non-Current Borrowings + Current Borrowings)	0.02	0.24

*Net Debt excludes amortised cost of redemption premium.

Explanation for change in key financial ratios

The changes in the ratios when compared to previous year are mainly due to increase in profitability arising from the sale of hotel unit at Visakhapatnam during FY 2018-19.

CORPORATE GOVERNANCE

Report on Corporate Governance

Philosophy on Corporate Governance

Corporate Governance has been in existence in your Company since its inception, even before it was mandated. The Company's philosophy on corporate governance derives from our values of Integrity, Excellence & Responsibility and it continues to oversee our business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

We follow the highest level of ethical standards in all our business transactions guided by our value system. The Board of Directors periodically revise various codes and policies of the Company to align with changing cultural and regulatory norms. These codes and policies are available on the Company's website. Our corporate governance framework ensures that we make timely disclosures and share relevant information regarding our financials and performance, as well as disclosure related to the leadership and governance of the Company.

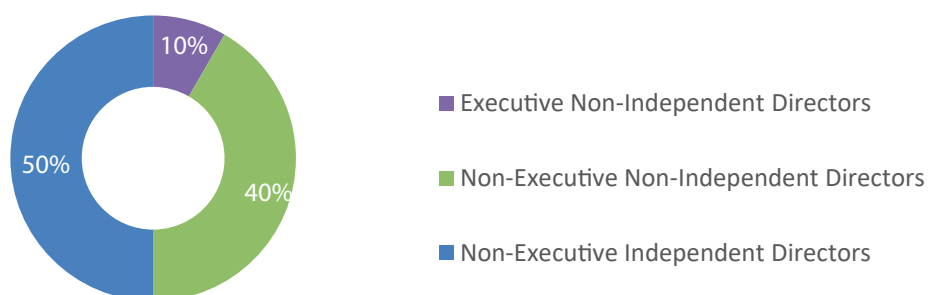
The Code of Conduct adopted by the Company, which articulates the values, ethics and business principles, serves as a guide to the Company and Employees including the Directors.

The Company has complied with the requirements of Corporate Governance as mandated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as detailed below for the year ending March 31, 2020:

Board of Directors

1. The Company's Board represents an appropriate mix of Executive and Non-Executive Directors, including Independent Directors, which is in compliance with the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Regulations and Disclosure Requirements) Regulations, 2015.
2. The Board of Directors as on March 31, 2020 comprises of 10 (Ten) directors consisting of one Executive Director and 9 (Nine) Non-executive Directors. One half of the Board represent the promoters which includes a Non-executive Chairman, Managing Director and the other half constitute 5 (Five) Independent Directors out of which 2 (Two) are Women Directors. All Directors, other than Independent Directors are liable to retire by rotation. The details of Directors seeking re-appointment are furnished in the Notice of the Annual General Meeting.

Board Composition



3. The Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contribution to the Board and its committees. The Board has an appropriate mix of people who possess the requisite skills/expertise/competencies and experience in the relevant fields to provide leadership and guidance to the Management.
4. As per Governance Guidelines for Board Effectiveness adopted by the Company, the retirement age for Independent Directors is 75 years and Non-Executive Directors nominated by IHCL is 70 years.
5. "Independent Directors" of the Company have been appointed as per the provision of the Companies Act, 2013 (the Act), Listing Regulations and the Governance Guidelines for Board Effectiveness as adopted by the Company.

CORPORATE GOVERNANCE (continued)

6. Based on the disclosure received from the Board and also in the opinion of the Board, the independent directors, fulfill the criteria of independence, specified in Listing Regulations, the Act and are independent of the management. Independent Directors who apart from receiving Director's remuneration, do not have any material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management or its holding company, its subsidiaries and associates, which may affect the independence of the Director. Formal appointment letters have been issued to the Independent Directors. The terms and conditions of their appointment are disclosed in the website of the Company. (Link:<http://orientalhotels.co.in/investors/policies/>).
7. The Directors made necessary disclosures with regard to their directorships and committee positions across all the Companies in which he/she is a Director as per the Regulation 26(1) of the Listing Regulations.
8. None of the Directors hold directorships in more than 20 Indian Companies with not more than 10 public limited companies and none of the Directors hold directorships in more than eight listed entities. None of the Independent Directors serve as Independent Director in more than seven listed entities and none of the Whole-time Directors of any listed company serve as Independent Directors in more than three listed companies. None of the Directors of the Board serve as members of more than 10 committees or Chairman of more than 5 Committees across all other listed companies, as per the requirements of the Listing Regulations. "Committees" for this purpose mean the Audit Committee and the Shareholder's Relationship Committee. The details of the Board and Committee positions of the Directors form part of this report.
9. The details of each member of the Board along with the number of Directorship(s)/Committee Membership(s)/ Chairmanship(s), details of directorships of listed entities and category of directorship as on March 31, 2020 are provided herein:

Memberships in other Boards								
Name of the Director	No. of directorship	Details of directorships in Listed Entities			No. of Committee positions in Listed Entities		Total number of directorships	
		Name of the Company	Category	Chairman	Member	Indian	Foreign	
Mr. Puneet Chhatwal	3	The Indian Hotels Company Limited	MD					
		Taj GVK Hotels and Resorts Limited	NP	-	1	7	-	
		Benares Hotels Limited	NP					
Mr. Pramod Ranjan	-	-	-	-	1	8	1	
Mr. D Vijayagopal Reddy	-	-	-	-	-	5	-	
Mr. Giridhar Sanjeevi	1	Taj GVK Hotels and Resorts Limited	NP	-	1	5	-	
Mr. Ramesh D Hariani	-	-	-	-	-	5	-	
Ms. Gita Nayyar	1	Transport Corporation of India Limited	NI	-	1	2	-	
Mr. Vijay Sankar	2	The K C P Limited	NI	2	8	15	-	
		Transport Corporation of India Limited	NI					
Mr. Phillie D Karkaria	-	-	-	-	-	6	1	
Mr. Harish Lakshman	4	Rane Holdings Limited	NP					
		Rane Brake Lining Limited	NP					
		Rane (Madras) Limited	NP	1	1	11	2	
		Rane Engine Valve Limited	NP					
Mrs. Nina Chatrath ⁽¹⁾	1	Dwarikesh Sugar Industries Limited	NI	-	3	2	-	

NI → Non-Executive – Independent: **NN** → Non Executive – Non-Independent:

NP → Non-Executive – Promoter: **MD** → Managing Director:

(1) Mrs. Nina Chatrath was appointed with effect from October 29, 2019

10. The Board of Directors has satisfied itself that succession plans are in place for orderly succession for appointment to the Board of Directors and Senior Management.
11. During the year under review, the Board of Directors of the Company met four (4) times and the period between any two meetings did not exceed four months. The necessary quorum was present for all the meetings. Video conferencing facilities and other audio visual means permitted under law are used as and when required to facilitate Directors at other locations to participate in the meetings. The dates of the Board Meetings held during each quarter are as follows:

Sl. No.	During the Quarter	Date of Meeting	Gap between two consecutive meetings (in number of days)
1.	April to June	April 25, 2019	91
2.	July to September	July 23, 2019	90
3.	October to December	October 24, 2019	93
4.	January to March	January 24, 2020	92

12. Independent Directors of the Company met once during the financial year on March 18, 2020 in line with the requirements under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25(3) of the Listing Regulations.
13. Independent Directors at their meeting transacted the following:
- Reviewed the performance evaluation of Non Independent Directors and the Board as a whole;
 - Reviewed the performance of the Chairman of the Company, taking into consideration, the views of Managing Director and Non-Executive Directors; and
 - Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
14. Mr. Vijay Sankar, Chaired the meeting of Independent Directors.
15. The Independent Directors are familiar with the nature of the Industry, and business model of the Company.
16. The core expertise/competencies identified by the Board of Directors to be possessed by the Directors for the effective functioning of the business are broad understanding of Hospitality Business, sufficient knowledge on the regulatory environment applicable to the company and its business, strategy and Governance. All the Directors of the Company possess the core competencies identified by the Board.
17. New Directors were provided with a familiarization session to enable them to understand more about the nature of the Industry the Company operates, its business model, structure of the Company and other associated entities. (Link: <http://orientalhotels.co.in/investors/policies/>)
18. All the relevant information, as recommended by the Securities and Exchange Board of India (SEBI) / Stock Exchanges, had been furnished to the Board from time to time.
19. The details of remuneration including sitting fees paid to the directors have been furnished in this report.
20. All Non-Executive Directors including Independent Directors have affirmed compliance with the Code of Conduct for Non-Executive Directors for the financial year ended March 31, 2020. The said code of Conduct is also displayed on the Company's website. <http://orientalhotels.co.in/investors/policies/>
21. All Board Members and senior management personnel, pursuant to Regulation 26(3) of the Listing Regulation have affirmed compliance with the applicable code of conduct. The Annual Report of the Company contains a Certificate duly signed by the Managing Director in this regard.

CORPORATE GOVERNANCE (continued)

22. There have been no materially significant related party transactions, monetary transactions or relationships between the Company and its directors, the Management, subsidiaries or relatives, except for those disclosed in the Board's report. Detailed information on materially significant related party transactions is enclosed as **Annexure 2** to the Board's report. The Company has adopted a Policy for Related Party transactions, which is reviewed annually to make it comprehensive and abreast with the current applicable laws. The policy is available on the website of the Company and can be accessed via link <http://orientalhotels.co.in/investors/policies/>.
23. The membership of Directors on the Board and Committees of other companies and their attendance at the meetings held during the financial year 2019-2020 are given below:

Name of the Director	DIN No.	Category	No. of meetings attended				Whether attended AGM on July 23, 2019
			Board Meeting	Audit Committee	Stakeholders Relationship Committee	Nomination and Remuneration Committee	
Mr. Puneet Chhatwal	07624616	NP	4	-	-	1	Y
Mr. Pramod Ranjan	00887569	MD	4	4	1	-	Y
Mr. D Vijayagopal Reddy	00051554	NP	4	-	1	1	Y
Mr. Giridhar Sanjeevi	06648008	NP	4	4	-	-	Y
Mr. Ramesh D Hariani	00131240	NP	4	-	-	-	Y
Ms. Gita Nayyar	07128438	NI	4	4	-	-	Y
Mr. Vijay Sankar	00007875	NI	4	4	1	-	Y
Mr. Phillie D Karkaria ⁽¹⁾	00059397	NI	3	1	-	1	Y
Mr. Harish Lakshman	00012602	NI	4	-	-	-	Y
Mrs. Nina Chatrath ⁽²⁾	07700943	NI	1	-	-	-	N
Mr. D Varada Reddy ⁽³⁾	00052200	NP	1	-	-	-	N
Mr. S Y Syed Meeran ⁽⁴⁾	00544775	NI	2	-	-	-	Y

NI → Non-Executive – Independent: NN → Non-Executive – Non Independent:

NP → Non-Executive – Promoter: MD → Managing Director:

(1) Mr. Phillie D Karkaria was inducted into the Audit Committee w.e.f. October 24, 2019

(2) Mrs. Nina Chatrath was appointed as an Independent Director w.e.f. October 29, 2019

(3) Mr. D Varada Reddy ceased to be a Director w.e.f. July 23, 2019

(4) Mr. S Y Syed Meeran ceased to be a Director upon expiry of his term w.e.f. July 30, 2019

Composition of Committee Membership as on March 31, 2020:

Name of the Member(s)	Name of Committees of the Board					
	Audit Committee	Nomination & Remuneration	Stakeholders Relationship	CSR Committee	Approval Committee	Investment Committee
Mr. Puneet Chhatwal	-	M	-	-	-	-
Mr. Pramod Ranjan	-	-	M	M	M	M
Mr. D Vijayagopal Reddy	-	M	M	M	M	-
Mr. Giridhar Sanjeevi	M	-	-	-	M	M
Ms. Gita Nayyar	M	M	-	-	-	M
Mr. Vijay Sankar	C	-	C	C	-	C
Mr. Phillie Dara Karkaria	M	C	-	-	-	-

C – Chairman M – Member

The details of mandatory committees of the Board constituted by the Board are detailed below:

1. Audit & Risk Management Committee:

As on March 31, 2020, the Audit & Risk Management Committee comprises of 3 Independent Directors viz., Mr. Vijay Sankar, who is a Chartered Accountant, acts as Chairman of the Committee, Ms. Gita Nayyar, Mr. Phillie D Karkaria and 1 Non-executive Director viz., Mr. Giridhar Sanjeevi. Each Member of the Committee has relevant experience in the field of finance and accounting. The scope of the Audit Committee was enlarged to include its ambit the risk management and renamed it as Audit & Risk Management Committee.

Terms of reference of Audit & Risk Management Committee:

The terms of reference of Audit Committee inter alia are as follows:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditor(s) for any other services rendered by them.
4. Reviewing; with management, the annual financial statements before submission to the Board for its approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (C) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management, if any.
 - d. Significant adjustments made in the financial statements arising out of audit findings, if any.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of related party transactions, if any.
 - g. Qualifications in the (draft) audit report, if any.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing; with management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for the purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing; with management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. Reviewing; the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
14. Discussion with internal auditors for any significant findings and follow up there on.
15. Reviewing the findings by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

CORPORATE GOVERNANCE (continued)

16. Discussion with statutory auditor(s) before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividend(s) and creditors.
18. To review the functioning of the Whistle Blower mechanism.
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
20. Set forth the policies relating to and oversee the implementation of the Code of Conduct of the Company.
21. Consider matters relating to the Insider trading Code.
22. Take on record the status reports prepared by the Compliance Officer detailing the dealings in securities by the specified persons.
23. Decide penal action in respect of violation of the Regulations/Code by any person.
24. Carrying out any other functions as mentioned in the terms of reference of the Audit Committee.

The Committee met four times during the period under review. Audit & Risk Management Committee meetings were attended by the Internal Auditors and the Statutory Auditors as invitees as and when required. The Committee meetings were held on April 25, 2019, July 23, 2019, October 24, 2019, and January 24, 2020. Necessary quorum was present for all the meetings. The Company Secretary acts as the Secretary to the Audit & Risk Management Committee. The Chairman of the Audit Committee was present at the last Annual General Meeting.

2. Stakeholders' Relationship Committee:

As on March 31, 2020, Stakeholders' Relationship Committee comprises of Mr. Vijay Sankar, Independent Director who acts as Chairman of the Committee, Mr. Pramod Ranjan, Mr. D Vijayagopal Reddy as members. The Share Transfer Committee was dissolved during the year wherein the scope of issue of duplicate share certificate hitherto vested with Share Transfer Committee was merged with the scope of Stakeholders' Relationship Committee. The authority to approve transfer/transmission of shares has been delegated to the Managing Director. The scope of the Stakeholders' Relationship Committee includes the following:

- a. To consider and resolve grievances of the security holders of the company including complaints related to transfer/transmission of shares, non receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings;
- b. Review of measures taken for effective exercise of voting rights by shareholders;
- c. Review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- d. Review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the company
- e. The chairperson of the committee by himself or any person authorized by him shall attend the general meetings of the company;
- f. Review movement in shareholdings and ownership structure;
- g. Issue of Duplicate Share Certificate.

Transmission and Transpositions are processed within the prescribed time limit and approved by the appropriate authority and the Investor grievances are also reviewed by the Committee. The Committee met on March 23, 2020 to review the various matters related to the Stakeholders during the year under review. There were no pending investor complaints which remained unresolved. The Company has not received any complaint through SEBI Complaints Redress System (SCORES) during the year. All valid transmission and transposition lodged up to March 31, 2020, have been approved.

Status of Request / Complaints during the period April 01, 2019 to March 31, 2020			
Sl. No.	Subject	Received	Replied / Resolved
A. Requests			
1	Change/Correction of Address	484	484
2	Change/Correction of Bank Mandate	180	180
3	Dividend Warrant - Change/Correction of Bank Mandate / Reissuance	176	176
4	Receipt of Indemnity and Affidavit for issue of Duplicate Securities	2	2
5	Request for Transfer/Transmission of Securities	39	39
6	Request for Demat/Remat	5	5
7	Request for Exchange of Securities	15	15
8	Others (Clarification/Acknowledgement/NSDL Operation)	15	15
	Total (A)	916	916
B. Complaints			
9	Non-Receipt of Securities	1	1
	Total (B)	1	1

Amounts/Shares Transferred to IEPF

As per the provisions of Section 124 read with Section 125 of the Companies Act, 2013, the Company is required to transfer certain amounts including unpaid dividends, matured deposits, redeemed debentures and interest accrued thereon remaining unclaimed and unpaid for a period of 7 years from the due date to the Investor Education and Protection Fund (IEPF) set up by the Central Government.

During the year, the Company made renewed attempts to establish contact with those members/shareholders who had not claimed dividend(s). Periodic reminders were sent to the shareholders having unclaimed dividends to enable them to claim it.

Further, in terms of sub-section (6) of Section 124 of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 all shares in respect of which dividend has not been encashed by the Members for a continuous period of seven years is also required to be transferred to the IEPF. The Company had transferred shares corresponding to the unclaimed dividend pertaining to the financial year 2011-12 during September 2019 pursuant to the provisions under Section 124 of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules").

As regard to unclaimed dividend pertaining to the financial year 2012 – 13, a notice was issued to all the members whose dividends are lying unpaid/unclaimed against their name for seven consecutive years or more, followed by an advertisement to this effect in leading English and vernacular Newspapers. Members are requested to claim the same from the Company on or before September 11, 2020 failing which the unclaimed dividend and respective shares shall be transferred to IEPF.

Even after transfer to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

The Company has appointed Mr. Tom Antony as Nodal Officer and Mr. B Hariharan, Mr. Nithin Tom as Deputy Nodal officers under the provisions of IEPF Rules, the details of which are available on the website of the Company <http://orientalhotels.co.in/investors/unclaimed-amounts/transfers-to-iepf/>

CORPORATE GOVERNANCE (continued)

The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 23rd July, 2019 (date of last AGM) on the Company's website <http://orientalhotels.co.in/investors/unclaimed-amounts/> and on the website of the Ministry of Corporate Affairs at www.iepf.gov.in/.

Given below are the proposed (indicative) dates for transfer of the unclaimed dividend to the IEPF by the Company along with the unclaimed dividend amount pertaining to the respective years as on March 31, 2020 :

Financial Year	Date of declaration of Dividend	Due date for transfer to IEPF	Amount Outstanding (₹)
2012 – 2013	August 6, 2013	September 11, 2020	14,57,831.10
2013 – 2014	July 31, 2014	September 5, 2021	11,13,911.70
2014 – 2015	July 30, 2015	September 4, 2022	8,65,074.00
2015 – 2016	July 25, 2016	August 30, 2023	4,99,241.80
2018 – 2019	July 23, 2019	August 28, 2026	10,40,221.00

The Company transferred the following amounts to the IEPF of the Central Government pertaining to unclaimed dividend during and up to the financial year 2019 – 2020.

Particulars	Amount (₹)
Amounts transferred up to March 31, 2019	66,41,488.05
Amounts transferred during financial year 2019 – 20 :	
- Unpaid / unclaimed dividend with the Company	9,08,267.00
Amount transferred up to March 31, 2020	75,49,755.05

Shares Transferred to IEPF

During the year Company transferred 1,85,813 shares held by 164 shareholders, on March 25, 2020 to IEPF by way of corporate action. The shares transferred were pertaining to the members who have not claimed their dividends for seven consecutive years.

Unclaimed Shares

As per the Listing Agreement, the Company had transferred the unclaimed shares for which the certificates remaining undelivered/unclaimed by the shareholders to "Unclaimed Suspense Account" and dematerialized the shares, held in the name of "Unclaimed Suspense Account". The said demat account as on March 31, 2020 is having 11,87,230 equity shares yet to be claimed.

Particulars	No. of shareholders	No. of shares
Opening Balance as on March 31, 2019	776	14,07,690
Less: Number of claims during the year	20	58,960
Balance	761	13,48,730
Less : Transferred to IEPF during the year	114	1,61,500
Balance as on March 31, 2020	642	11,87,230

3. Nomination and Remuneration Committee

As on March 31, 2020, Nomination and Remuneration Committee (NRC) comprises of 2 Independent Directors viz., Mr. Phillie Dara Karkaria, Chairman of the Committee, Ms. Gita Nayyar and 2 Non-executive Directors viz., Mr. Puneet Chhatwal and Mr.D.Vijayagopal Reddy.

The terms of reference of the Committee include inter-alia the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulation of criteria for evaluation of Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

During the year under review, the Committee a meeting was held on April 17, 2019 for the annual revision of remuneration applicable and payment of performance incentive to the Managing Director respectively.

Service Contract, Notice Period and Remuneration of the Managing Director:

Members at the Annual General Meeting held on July 23, 2019 approved the terms of appointment of Mr. Pramod Ranjan as Managing Director and Chief Executive Officer of the Company for a period of 3 years with effect from November 11, 2018 to November 10, 2021. The terms of appointment provide that the appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months remuneration in lieu thereof.

The remuneration paid during the financial year 2019 – 2020 to Mr. Pramod Ranjan, Managing Director is furnished hereunder:

Particulars	(₹ in Lakhs)
Salary, Incentive and perquisites	132.05
Contribution to Provident and Gratuity Fund	14.64
Performance Incentive Payable	-
Total	146.69

Shares held as on March 31, 2020 by Mr. Pramod Ranjan-1,42,88,140

The Company does not have any stock option schemes for its employees/directors.

Sitting fee (remuneration) paid to Non-Executive Directors during the financial year 2019-20 and the details of share held by them as on March 31, 2020 are as under:

Name of Director	Amount (₹)	No. of Shares held
Mr. D Varada Reddy ⁽¹⁾	30,000	66,14,763
Mr. D Vijayagopal Reddy	1,80,000	25,97,060
Mr. S Y Syed Meeran ⁽²⁾	60,000	10,500
Mr. Ramesh D Hariani	1,20,000	38,13,788
Ms. Gita Nayyar	3,30,000	-
Mr. Vijay Sankar	3,60,000	-
Mr. Phillie D Karkaria	1,80,000	-
Mr. Harish Lakshman	1,50,000	-
Mrs. Nina Chatrath ⁽³⁾	60,000	-

⁽¹⁾Mr. D Varada Reddy ceased to be a Director w.e.f. July 23, 2019.

⁽²⁾Mr. S Y Syed Meeran ceased to be a Director upon expiry of his term w.e.f. July 30, 2019.

⁽³⁾Mrs. Nina Chatrath was appointed w.e.f. October 29, 2019

CORPORATE GOVERNANCE (continued)

4. Corporate Social Responsibility (CSR) Committee

The Company has constituted CSR Committee as envisaged under Section 135 of Companies Act, 2013. As on March 31, 2020, the CSR Committee comprises of three (3) members viz., Mr. Vijay Sankar, Independent Director as Chairman, Mr. Pramod Ranjan, Managing Director and Mr. Vijayagopal Reddy, Non-Executive Director as members.

The broad terms of reference of CSR committee are as follows:

- a. Formulate and recommend to the board, a CSR policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act;
- b. Recommend the amount of expenditure to be incurred on the activities referred to above;
- c. Monitor the CSR Policy of the Company from time to time;

A detailed report on CSR activities has been provided in Annexure – 7 of the Board's Report.

Details on General Body Meetings:

Location, date and time of the Annual General Meetings held in the last 3 years are as under:

Location	Date & Time	Resolutions passed
Narada Gana Sabha, Chennai 600 018	July 25, 2017 at 2.30 p.m.	Ordinary Resolutions : <ul style="list-style-type: none"> – Adoption of accounts – Appointment of Directors retiring by rotation – Appointment of Auditors Special Business – Ordinary Resolutions : <ul style="list-style-type: none"> – Appointment of Directors – Approval of Hotel Operating Agreements
Narada Gana Sabha, Chennai 600 018	July 25, 2018 at 9.00 a.m.	Ordinary Resolutions : <ul style="list-style-type: none"> – Adoption of accounts – Appointment of Directors retiring by rotation – Appointment of Auditors Special Business – Ordinary Resolutions : <ul style="list-style-type: none"> – Appointment of Directors – Commission to Non-Executive Directors – Fees for delivery of documents
Narada Gana Sabha, Chennai 600 018	July 23, 2019 at 11.00 a.m.	Ordinary Resolutions : <ul style="list-style-type: none"> – Adoption of accounts – Declare Dividend – Appointment of Directors retiring by rotation Special Business: Ordinary Resolutions : <ul style="list-style-type: none"> – Not to fill vacancy caused due to retirement – Approval of related party transactions Special Resolution : <ul style="list-style-type: none"> – Remuneration of Managing Director and approval for terms of remuneration

The resolutions of 49th Annual General Meeting held on July 23, 2019 were passed by means of E-Voting and the votes cast by the Members of the Company who were present at the meeting. All the resolutions were passed with requisite majority.

E-Voting/Postal Ballot:

The postal ballot/e-Voting results were declared on July 25, 2019 based on the report of the scrutinizers M/S KSM Associates, Practicing Company Secretaries, Chennai with respect to the notice dated April 25, 2019 issued by the Company. During the year under review, no Resolution has been passed through the exercise of postal ballot.

Disclosures

The Board of Directors receives, from time to time, disclosures relating to financial and commercial transactions from key managerial personnel of the Company, where they and/or their relatives have personal interest.

The Company has complied with the requirements of the Stock Exchanges/ Securities and Exchange Board of India/statutory authorities on all matters relating to capital markets, during the last 3 years, except two instances of delayed compliance in respect of SEBI Listing Regulations during the year 2019 - 2020 as detailed below:

The Stock Exchanges had imposed fine on the Company citing SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2018/77 dated May 03, 2018 in respect of 22 days delay in complying with Regulation 17 (1) and 2 days delay in complying with Regulation 29 (2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. Considering that the delay caused in both the cases were unintentional and justified, the Company had made suitable representations to the Stock Exchanges. National Stock of India Limited (NSE) based on the representation made by the Company and merit of the case waived the fine imposed for delay in complying with Regulation 17(1) and the Company expects similar waiver from BSE Ltd.

The Company receives continuous disclosure of holdings by the Directors in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015. Further, the Company complies with necessary disclosures to all the Stock Exchange(s) in which the Company is listed.

Non-Executive Chairman has a separate office in his capacity as chairman of the Company and hence a separate office is not maintained.

The Company has adopted necessary guidelines for composition of the Board of Directors, Committees of the Board which are taken into account the provisions of the Listing Regulations, the Companies Act, 2013 and other applicable laws.

The Company has complied with all the mandatory and non-mandatory requirements of the Listing Regulations relating to Corporate Governance and also complied with Clauses (b) to (i) of Regulation 46 (2) relating to the dissemination of information on the website of the Company. As regard the status of compliance with the non-mandatory requirements listed in Part E of Schedule II of the Listing Regulations, the financial statements of the Company are with unmodified audit opinion. The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Managing Director & CEO and the Internal Auditor reports to the Audit Committee.

Subsidiary Company

The Company does not have any material non-listed Indian subsidiary as defined in Regulation 24(1) of the Listing Regulations. However, its foreign wholly owned subsidiary viz., OHL International (HK) Limited is deemed as a material subsidiary and the Company had complied with the requirement of appointing one of the Independent Directors on the Board of the material foreign subsidiary. The financial statements including the investments made by OHL International (HK) Limited were reviewed by the Audit Committee and there after placed before the Board. The minutes of the Board meeting of the subsidiary Company are periodically placed before Board of Directors of the Company. The financial statements of the subsidiaries can be accessed from the web link: <http://orientalhotels.co.in/investors/financial-results/annual/>

The Company has adopted a Policy on Material Subsidiary in line with the requirements of the Listing Regulations which lays down the criteria for identification and dealing with Material Subsidiaries and to formulate a governance framework for Subsidiaries of the Company. The policy can be accessed from the web link: <http://orientalhotels.co.in/investors/policies/>

Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices

The Company has adopted a revised Code of Conduct for prevention of insider trading and Code for fair disclosure in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 to be followed by Designated Persons and their

CORPORATE GOVERNANCE (continued)

Immediate Relatives and other Connected Persons. The Code, inter-alia, prohibits purchase/sale of shares of the Company by Designated Persons and their Immediate Relatives and other Connected Persons, while in possession of unpublished price sensitive information in relation to the Company. Pursuant to the revised policy the Company maintains a digital database of Designated Persons with whom UPSI is shared with adequate internal controls and checks to ensure non-tampering of the database. The policy can be accessed via link: <http://orientalhotels.co.in/investors/policies/>

The Company receives continuous disclosure of holdings by the Directors in accordance with Regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015. Further, the Company makes regular disclosure to all the Stock Exchange(s) in which shares of the Company are listed the information received under the said clause in compliance with the applicable Regulations.

Establishment of Vigil Mechanism – Whistle Blower Policy

The Company has adopted a revised Whistle Blower Policy establishing vigil mechanism, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and the Insider Trading Code. The policy provides for direct access to the Chairman of the Audit Committee pursuant to which employees can raise their concerns relating to fraud, malpractice or any other activity or event which is against the Company's interest besides adequate safeguards against victimization of employees who avail of vigil mechanism. It is affirmed that no employee or any personnel of the Company has been denied access to the Audit Committee in this regard.

Means of Communication

Quarterly, Half-yearly and Annual results of the Company were published in leading English and vernacular newspapers viz. The Indian Express and Dinamani. Additionally, the results and other important information are also periodically updated on the Company's website viz. www.orientalhotels.co.in.

Corporate Filing and Dissemination System

All disclosures and communications to the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) are filed electronically to the designated portal.

Ministry of Corporate Affairs (MCA)

The Company has periodically filed all the necessary documents with the MCA & the Company has also filed its Annual Accounts on MCA through XBRL.

SEBI Complaints Redress System (SCORES)

A centralized web based complaints redressal system which serves as a centralized database of all complaints received, enables uploading of Action Taken Reports (ARTs) by the concerned companies and the investors can view the actions taken on the complaint and its current status.

General Shareholder Information

Corporate Identification Number	L55101TN1970PLC005897
Registered Office	Taj Coromandel 37, Mahatma Gandhi Road Chennai – 600 034 Telephone. No. - 044 66002827 Facsimile No. - 044 66002089
Name, Contact details of Company Secretary & Compliance Officer's	Mr. Tom Antony Paramount Plaza, III Floor 47, Mahatma Gandhi Road Chennai – 600 034 Telephone No. – 044 66172828 Facsimile No. – (044)28254447/28278138 E-mail: ohlshares.mad@tajhotels.com
Registrar and Share Transfer Agent	M/s Integrated Registry Management Services Pvt. Limited, Kences Towers, 1 Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017 Facsimile No.- 044 28140801 - 803 E-mail: srirams@integratedindia.com
Date, Time and venue of AGM	July 28, 2020 at 11:00 am Through VC & OVAM
Financial Calendar	
Financial year	1 st April – 31 st March
Financial Report for:	
Quarter ending 30 th June	On or before August 15
Quarter ending 30 th September	On or before November 15
Quarter ending 31 st December	On or before February 15
Quarter ending 31 st March	On or before May 30
Cut Off for e-Voting	July 21, 2020
E-Voting window dates	July 24, 2020 9:00 am to July 27, 2020 5:00 pm
Date of book closure	July 22, 2020 to July 28, 2020 (both the days inclusive)
Dividend payment date	On or before August 26, 2020
Equity Shares	
Stock Exchanges	Stock Code
The National Stock Exchange of India Ltd. BSE Ltd.	ORIENTHOT 500314
Global Depository Receipts	Luxembourg Stock Exchange
ISIN No. (INDIA) Equity	INE750A01020
ISIN No. GDR	USY6525B1190

The Company has paid annual listing fees to the Stock Exchanges in respect of the financial year 2019-2020.

CORPORATE GOVERNANCE (continued)

Committees of the Board/Company other than the Mandatory Committees under the Act and Listing Regulations

The details of the committees of the Board which are not mandatory but constituted as a good governance measure are furnished below:

1. Approval Committee

The Board has constituted an Approval Committee with the responsibilities and powers as detailed below:

- To place/accept/renew inter-corporate Deposits, with companies within the specified limits approved by the Board
- To approve regular banking arrangements, avail short term/temporary borrowings
- Appointment of trustees for the company's Gratuity Fund, approval of signatories for operating bank accounts, depository accounts, safe deposit lockers, opening/closure of bank accounts
- During the year all necessary approvals of this committee is being obtained through circular resolutions.

2. Investment Committee

The Board has constituted an Investment Committee for acquisition, disposal and management of Company's assets and investments. The present members of the Committee are Mr. Vijay Sankar (Chairman), Ms. Gita Nayyar, Mr. Giridhar Sanjeevi and Mr. Pramod Ranjan

During the year under review, the Company met 2 times. All recommendations of the aforesaid committees were accepted/approved by the Board.

3. POSH Committee: Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your 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 Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under and constituted POSH Committee, and its unit level committee to provide protection against sexual harassment of women at workplace and redressal of complaints and for the matters connected or incidental thereto.

During the year under review, your Company has not received any complaints on sexual harassment.

Certifications

In terms of Regulation 17(8) of the Listing Regulations, the CEO and CFO have issued a certificate to the Board with regard to the propriety of the Financial Statements and other matters stated in the said regulation, for the Financial Year 2019-2020.

A certificate from the Company Secretary in Practice has been received stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this section as **Annexure A**.

The Company regularly submits to the Stock Exchanges, within the prescribed period, quarterly reports on Corporate Governance electronically through the online portal of the BSE & NSE. A certificate from the Statutory Auditors on Corporate Governance also obtained and is attached as an annexure to this Report.

Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

The Company did not raise any funds through preferential allotment or qualified institutions placement during the year under review.

Remuneration to Statutory Auditors

PKF Sridhar & Santhanam, Chartered Accountants (ICAI Firm Registration No. 003990S / S200018), the Company's Statutory Auditor, is responsible for performing an independent audit of the Financial Statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

As required under Regulation 34 read with Part C of the Schedule V of the Listing Regulations, the Total Fees paid by the Company and its Subsidiaries on a consolidated basis, to the statutory auditor and all entities in the network firm/ entity of which the statutory auditor is a part are as under:

Statement of amount paid to PKF Sridhar & Santhanam, Chartered Accountants for 2019/2020:

Companies	₹ in Lakhs
<u>Holding Company</u>	
Oriental Hotels Limited	50.73
<u>Subsidiary Company</u>	
OHL International (HK) Limited	-
Total	50.73

Credit Rating

During the year, the rating agency CARE had reaffirmed the Credit Rating of A+ (Outlook - Stable) to the Non-Convertible Debentures (NCDs) issued by the Company viz., NCD Series A and NCD Series B aggregating to ₹200 Crores. However these NCDs were redeemed on November 21, 2019 and consequent to that the credit rating also stands withdrawn. During the year CARE has assigned Credit Rating of A+ (Outlook - Stable) for the long term bank facilities availed by the Company.

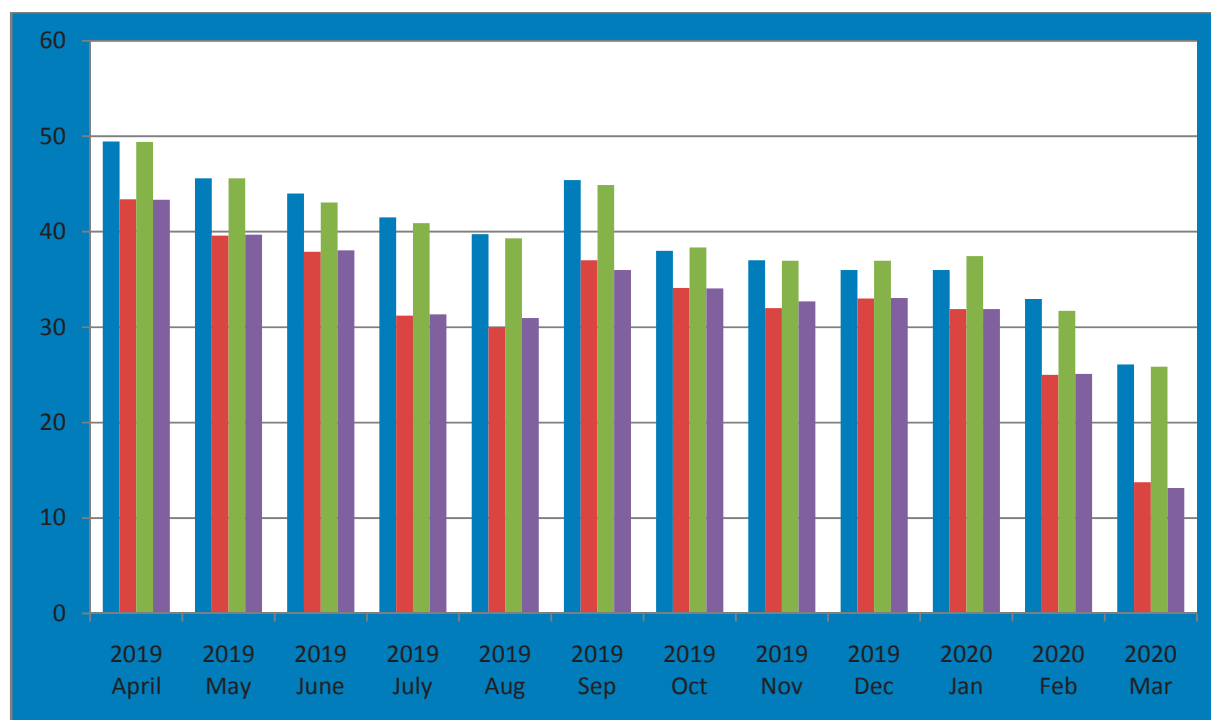
Market Price Data: High, Low during each month in the financial year 2019 – 2020, in comparison to broad based indices like Nifty & Sensex are given below:

Month	National Stock Exchange Ltd (NSE) - Share price		Bombay Stock Exchange Ltd (BSE) - Share price		Nifty		Sensex	
	High	Low	High	Low	High	Low	High	Low
Apr-19	49.45	43.40	49.40	43.35	11,856.15	11,549.10	39,487.45	38,460.25
May-19	45.60	39.60	45.60	39.70	12,041.15	11,108.30	40,124.96	36,956.10
Jun-19	44.00	37.90	43.05	38.05	12,103.05	11,625.10	40,312.07	38,870.96
Jul-19	41.50	31.20	40.90	31.35	11,981.75	10,999.40	40,032.41	37,128.26
Aug-19	39.75	30.00	39.30	30.95	11,181.45	10,637.15	37,807.55	36,102.35
Sep-19	45.40	37.00	44.90	36.00	11,694.85	10,670.25	39,441.12	35,987.80
Oct-19	38.00	34.10	38.35	34.05	11,945.00	11,090.15	40,392.22	37,415.83
Nov-19	37.00	32.00	36.95	32.70	12,158.80	11,802.65	41,163.79	40,014.23
Dec-19	37.00	33.00	36.95	33.05	12,293.90	11,832.30	41,809.96	40,135.37
Jan-2020	37.50	31.90	37.45	31.90	12,430.50	11,929.60	42,273.87	40,476.55
Feb-2020	32.95	25.00	31.70	25.10	12,246.70	11,175.05	41,709.30	38,219.97
Mar-2020	26.10	13.75	25.85	13.15	11,433.00	7,511.10	39,083.17	25,638.90

Source: www.bseindia.com and www.nseindia.com

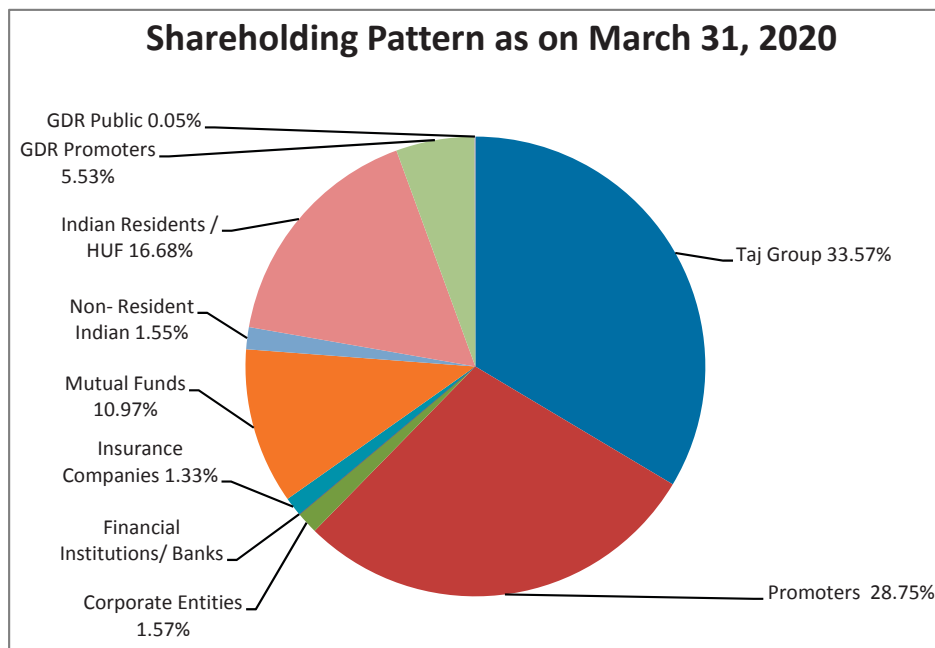
CORPORATE GOVERNANCE (continued)

SHARE PRICE MOVEMENT NSE & BSE



Shareholding pattern as on March 31, 2020

Sl. No.	Particulars	No. of Shares	% of Shares
A. Promoters			
1	IHCL Group	5,99,61,430	33.57
2	Promoters	5,13,52,819	28.75
B. Public			
3	Corporate Entities	27,96,027	1.57
4	Financial Institutions/ Banks	6,400	0.00
5	Insurance Companies	23,68,630	1.33
6	Mutual Funds	1,95,86,463	10.97
7	Non-Resident Indian	2,76,80,811	1.55
8	Indian Residents / HUF	2,97,86,900	16.68
C. Equity Shares Underlying GDRs			
9	Promoters and Promoters Group	98,72,360	5.53
10	Public	1,00,070	0.05
Grand Total		17,85,99,180	100.00



List of persons holding more than 1% of the total number of shares as on March 31, 2020

Sl. No.	Name of the Shareholders	No. of Shares	% of Share Capital
A. Promoter and Promoter Group			
1	The Indian Hotels Company Limited	5,09,72,910	28.54
2	Pramod Ranjan	1,42,88,140	8.00
3	D Varada Reddy	66,14,763	3.70
4	Ramesh Doulatram Hariani	38,13,788	2.14
5	PIEM Hotels Limited	36,57,170	2.05
6	Girija Gollamudi Reddy	26,87,630	1.50
7	D Vijayagopal Reddy	25,97,060	1.45
8	Tata Chemicals Limited	25,23,000	1.41
9	Rohit Reddy D	22,12,500	1.24
10	Amit Reddy D	30,00,938	1.68
11	Dodla Premaleela Reddy	20,19,980	1.13
B. Public			
12	Reliance Capital Trustee Co. Ltd. A/c. Nippon India Growth Fund	1,24,57,334	6.98
13	Sundaram Mutual Fund	47,95,635	2.68
14	Aditya Birla Sun Life Trustee Pvt. Ltd. A/c Aditya Birla Sun Life Dividend	23,33,494	1.31
15	The Oriental Insurance Company Ltd.	23,68,630	1.33

CORPORATE GOVERNANCE (continued)

Distribution Schedule of Share Holding as on March 31, 2020

Sl. No.	Category of Shares	No. of holders	% to Total No. of shareholders	No. of shares	% to Capital
1	Up to 500	19,151	78.36	17,87,543	1.00
2	501 - 1000	1,792	7.33	14,76,805	0.83
3	1001 - 2000	1,154	4.72	17,96,650	1.01
4	2001 - 3000	598	2.45	15,13,531	0.85
5	3001 - 4000	298	1.22	10,62,386	0.59
6	4001 - 5000	435	1.78	19,90,172	1.11
7	5001 - 10000	524	2.14	37,98,976	2.13
8	10001 & Above	488	2.00	16,51,73,117	92.48
TOTAL		24,440	100.00	17,85,99,180	100.00

Reconciliation of Share Capital Audit

In keeping with the requirements of the SEBI and the Stock Exchanges, a Reconciliation of Share Capital Audit by a Practicing Company Secretary is carried out at the end of every quarter to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The said audit confirms that the total issued / paid-up capital tallies with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL. Reconciliation of share capital audit reports of the company can be accessed from the Company Website.

Dematerialisation of Shares & Liquidity

As of the end of March 31, 2020, shares comprising approximately 98.16% of the Company's Equity Share Capital have been dematerialized.

Status on Dematerialised shares (Equity ISIN No. INE750A01020)

	Shares held in	% of holding
NSDL	16,50,50,357	92.41
CDSL	1,02,75,220	5.75
Physical	32,73,603	1.84
TOTAL	17,85,99,180	100.00

Share Transfer System

Transfers of equity shares in electronic form are done through the depositories with no involvement of the Company. Transmissions and Transpositions are processed by our Share Transfer Agents, M/s. Integrated Registry Management Services Private Limited within the mandated time the date of receipt, if the documents are complete in all respects. The Directors and Compliance Officer are authorised by the Board severally to approve transfers, which are noted at subsequent Share Transfer Committee Meeting.

Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has Global Depository Receipts (GDRs) representing 99,72,430 equity shares listed and traded in the regulated market of Luxembourg Stock Exchange.

Investor Correspondence

For any queries, investors are requested to get in touch with the Secretarial department at Paramount Plaza, 3rd Floor, 47, Mahatma Gandhi Road, Chennai – 600 034. A dedicated e-mail address ohlshares.mad@tajhotels.com is available for investor complaints.

Usage of electronic payment modes of making cash payments to the investors

SEBI vide its Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013 has instructed all Companies for making cash payments to the investors, companies whose securities are listed on Stock Exchange shall use, either directly or through their RTI & STA, any RBI (Reserve Bank of India) approved electronic mode of payment such as ECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS), NEFT etc.

Shareholders are requested to kindly provide their requisite bank account particulars by quoting their reference folio number(s) in case shares are held in physical form by uploading the details in the website of the Company <http://orientalhotels.co.in/investors/master-update/>

In case shares are held in dematerialised form, such shareholders may kindly provide the requisite bank account details to their Depository Participant, to ensure that future dividend payments are correctly credited to the respective account.

Location of Hotel Units of the Company:

1. Taj Coromandel, Chennai
2. Taj Fisherman's Cove Resort & Spa, Chennai
3. Taj Malabar Resort & Spa, Cochin
4. Vivanta Coimbatore
5. The Gateway Hotel, Pasumalai, Madurai
6. Gateway Coonoor- IHCL SeleQtion
7. The Gateway Hotel, Old Port Road, Mangalore

DECLARATION BY THE MANAGING DIRECTOR UNDER PARA D OF SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with para D of Schedule V of SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with their respective Codes of Conduct, as applicable to them, for the financial year ended March 31, 2020.

For **Oriental Hotels Limited**

Place : Chennai
Date : June 3, 2020

Pramod Ranjan
Managing Director

DECLARATION MADE BY MANAGING DIRECTOR AS PER ARTICLE 3(2)(C) OF THE LAW ON TRANSPARENCY REQUIREMENTS FOR ISSUERS FOR WHICH LUXEMBOURG IS THE HOME MEMBER STATE

In accordance with article 3(2)(c) of the law on transparency requirements for issuers for which Luxembourg is the Home Member State, I hereby confirm that the financial statements prepared in accordance with the applicable set of accounting standards give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole and that the management report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that the Company face.

For **Oriental Hotels Limited**

Place : Chennai
Date : June 3, 2020

Pramod Ranjan
Managing Director

CORPORATE GOVERNANCE (continued)

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Oriental Hotels Limited

1. We have examined the compliance of conditions of Corporate Governance by Oriental Hotels Limited ("the Company") for the year ended March 31, 2020, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulation.

Auditors Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance of the conditions of the Corporate Governance requirements by the Company.
5. We conducted our examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far applicable for the purpose of this certificate and as per the guidance note on Reports or Certificates for special purposes issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial information, and other Assurance and related service engagements.

Opinion

7. Based on our examination of the relevant records and according to information and explanations provided to us and the representations provided by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Listing Regulations, as applicable, during the year ended March 31, 2020 except for a delay of 22 days i.e., from July 01, 2019 to July 23, 2019 in complying with Regulation 17(1) of Listing Regulation pertaining to composition of the Board.
8. We further state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on use

9. The certificate is addressed and provided to the members of the Company solely for the purpose of complying with the requirement of the Listing Regulations and may not be suitable for any other purpose. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For PKF Sridhar & Santhanam LLP
Chartered Accountants
Firm Registration No.003990S/S200018

S Rajeshwari

Partner

Membership No. 024105

Place of Signature: Chennai

Date: 3rd June 2020

UDIN : 20024105AAAABF7003

Annexure – A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Oriental Hotels Limited
CIN : L55101TN1970PLC005897
Taj Coromandel, No. 37, Mahatma Gandhi Road
Nungambakkam, Chennai – 600 034

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Oriental Hotels Limited having CIN : L55101TN1970PLC005897 and having registered office at No. 37, Mahatma Gandhi Road, Nungambakkam, Chennai – 600 034 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	VIJAY SANKAR	00007875	12-05-2016
2	HARISH LAKSHMAN	00012602	09-05-2018
3	VIJAYAGOPAL REDDY DODLA	00051554	11-11-2005
4	PHILLIE DARA KARKARIA	00059397	23-01-2017
5	RAMESH DOULATRAM HARIANI	00131240	14-05-2010
6	PRAMOD RANJAN	00887569	21-01-2008
7	GIRIDHAR SANJEEVI	06648008	25-07-2017
8	GITA NAYYAR	07128438	31-07-2015
9	PUNEET CHHATWAL	07624616	23-01-2018
10	NINA CHATRATH	07700943	29-10-2019

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S Sandeep & Associates

S Sandeep

Managing Partner

FCS No. : 5853

C P No. : 5987

UDIN : F005853B000353497

Place : Chennai
Date : June 03, 2020

BUSINESS RESPONSIBILITY REPORT 2019-20

(Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Section A: General Information about the Company

1. Corporate Identity Number (CIN) of the Company	L55101TN1970PLC005897
2. Name of the Company	ORIENTAL HOTELS LIMITED
3. Registered Address	"Taj Coromandel", No.37 Mahatma Gandhi Road, Nungambakkam, Chennai- 600034
4. Website	www.orientalhotels.co.in
5. E-mail ID	ohlshares.mad@tajhotels.com
6. Financial Year Reported	2019-20
7. Sector(s) that the Company is engaged in (industrial activity code-wise):	551- Short Term Accommodation activities 561- Restaurants and mobile food services activities 562- Event catering and other food service activities
8. List three key products/services that the Company manufactures/provides (as in balance sheet):	1. Rooms 2. Food and beverage services
9. Total number of locations where business activity is undertaken by the Company:	OHL undertakes business activity in 7 locations in South India. Which includes two locations in Chennai and one each at Coimbatore, Coonoor, Cochin and Mangalore.
10. Markets served by the Company – Local/State/National/ International:	The Company serves in the locations mentioned in point number 9

Section B: Financial Details of the Company as on March 31, 2020

1. Paid-up capital	: 1,785.99 lakhs
2. Turnover	: 30,134.90 lakhs
3. Total profit after taxes	: (378.42) lakhs
4. Total spending on Corporate Social Responsibility (CSR)	: 46.62 lakhs
5. List of activities in which expenditure in 4 above has been incurred:	
(1) Health and wellness activities	
(2) Promoting education and employment enhancing vocational skills training	
(3) Livelihood enhancement projects	
(4) Promotion and development of heritage, traditional arts and handicrafts	

Section C: Other Details

- Does the Company have any Subsidiary company / companies?
Yes. The Company has 1 International Subsidiary.
- Do the Subsidiary company / companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s).
The international Subsidiary is not participating in the BR initiatives of the Company
- Do any other entity / entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity / entities? [Less than 30%, 30-60%, More than 60%]
No

Section D: BR Information

1. Details of Director / Directors responsible for BR:

a) Details of the Director / Directors responsible for implementation of the BR policy / policies:

The Corporate Social Responsibility Committee of the Board of Directors is responsible for implementation of BR policies. The Members of the CSR Committee are as follows:

DIN No	Name	Designation
00007875	Mr. Vijay Sankar	Independent Director- Chairman
00887569	Mr. Pramod Ranjan	Managing Director & CEO
00051554	Mr. D Vijayagopal Reddy	Non-executive Director

b) Details of the BR head

Sr. No.	Particulars	Details
1	DIN Number (if applicable)	00887569
2	Name	Mr. Pramod Ranjan
3	Designation	Managing Director & CEO
4	Telephone number	+91- 044- 6617 2828
5	e-mail id	pramod.ranjan@tajhotels.com

2. Principle-wise (as per NVGs) BR Policy/policies

a) Details of compliance (Reply in Y/N)

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business(NVGs) released by the Ministry of Corporate Affairs are based on nine principles in the realm of Business Responsibility. These are as under:

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the well-being of all employees
P4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect, protect, and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N)

Sr.No.	Particulars	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy / policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national/ international standards? If Yes, Specify (50 words)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Has the policy been approved by the Board?	Y	Y	Y	Y	Y	Y	Y	Y	Y
	If yes, has it been signed by MD/ Owner/ CEO / appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Indicate the link for the policy to be viewed online?	Y*	Y*	Y*	Y**	Y*	Y*	Y*	Y*	Y*
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to implement the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit /evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	N	Y

* TATA Code of Conduct (<http://orientalhotels.co.in/investors/policies/>)

** CSR Policy (<http://orientalhotels.co.in/investors/policies/>)

BUSINESS RESPONSIBILITY REPORT 2019-20 (continued)

b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

Sr. No.	Particulars
1	The company has not understood the Principles
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles
3	The company does not have financial or manpower resources available for the task
4	It is planned to be done within next 6 months
5	It is planned to be done within the next 1 year
6	Any other reason (please specify)

3. Governance related to BR

Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assesses the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year:

The Company has a Board level CSR Committee chaired by an Independent Director and supported by the Managing Director and one Non-executive Director. This Committee meets annually to assess the CSR initiatives and on a need basis.

Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

No. Financial Year 2019-20 is the first year of applicability of BRR Reporting. The Company is yet to publish any separate report in this regard.

Section E: Principle-wise Performance

Principle 1

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability QUESTIONS 1/2/3 DERIVED FROM PRINCIPLE 1

1. Does the policy relating to ethics, bribery and corruption cover only the Company?

No, the policy relating to ethics, bribery and corruption is extended to all stakeholders.

2. Does it extend to the Group / Joint Ventures / Suppliers/ Contractors / NGOs / Others?

Yes

3. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the Management? If so, provide details thereof, in about 50 words or so

There Company did not receive any complaint from any stakeholders in this regard.

Principle 2

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to three of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

As a hospitality company, the rooms and F&B experience that we provid to the guests is our product and service. We endeavour to integrate measures entailing energy and water conservation, waste management,culturally and regionally sensitive designs and interiorsof our hotels, purchases from local traders, MSME vendors, artisans and crafts men,and local hiring.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

The various steps taken to strengthen sustainability in the Hotel operation includes usage of chiller plants optimization, Installing of Variable Refrigerant Flow (VRF) systems which are energy efficient solutions, installing micro burners in kitchens and using LED lights. We also ensure that waste is diverted from the landfills by either through onsite recycling or send to certified recycling agencies. The hotels also avoid single use plastics and opts serving water in glass bottles.

b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Our hotels are participating in the Earth Check programme organised under the guidance of IHCL. In 2019-20 our Hotels together used a total of 3,73,30,989MJ from renewable energy sources, mainly through Green Power Agreements with their electricity providers. Thereby, the Company avoided 7553 Tonnes of CO2.

Our Hotels together recycled and reused a total of 137176 KL of water through rain water harvesting and recycling of grey water through onsite waste water treatment plants.

3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The Company is part of the Central Warehousing Programme of IHCL. Under this programme orders from our hotels are consolidated, leading to full truck load shipments from vendors to warehouse and from warehouse to hotels. This has reduced transportation due to consolidation of shipments. This has helped the Company improve its supply chain efficiency and lower its carbon footprint, reduce stock inventories and optimize logistics.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Our Hotels source products and services from local vendors, MSMEs and communities surrounding the Hotels. Some of the products sourced by our hotels include bread, dry fruits, packing materials, uniforms, flowers and fish. The hotels engage authorised local agencies for garbage clearance and for other support services. Additionally, artists and craftsmen are provided a platform in hotels to perform to guests and sell their products.

Training is given in the areas of hygiene, sanitation and food safety management practices. The vendors are also educated on meeting the Taj Standards for their products. Vendor meets are organised at regular intervals to give feedbacks and necessary trainings to vendors.

5. Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Our Hotels are participating in the Earth check programme of IHCL. During the year 290 tonnes of wastes were diverted from landfills. Some of our hotels has onsite waste treatment plant and are able to process the organic waste to bio gas. Those hotels which do not have such facilities engage authorised agencies to collect the waste and thereby the Company has ensured that 100% of the organic wastes generated are diverted from landfills. All e-waste generated in our properties is given to recyclers certified by the Pollution Control Board. Hotels ensure sewage treatment before disposing water into municipal sewers and also reuse treated water for gardening and cleaning of back area of the units as appropriate. The Company is also committed to eliminate single use plastics from our Hotels.

Principle 3:

Businesses should promote the well-being of all employees

1. Please indicate the Total number of employees:

Permanent	Contractual	Total
719	789	1,508

2. Please indicate the Total number of employees hired on temporary/contractual/casual basis:

Total hiring done in 2019-20: 171

3. Please indicate the Number of permanent women employees: 44

4. Number of permanent employees with disabilities

The declaration of disability is voluntary on the part of the employee. There are currently 2 employees who have declared having disabilities.

5. Do you have an employee association that is recognized by management?

In 5 our hotels we have registered trade union which the management recognises as the staff representative council

6. What percentage of your permanent employees is members of this recognized employee association?

Out of the total number of permanent employees, 32% are part of these recognized employee association

BUSINESS RESPONSIBILITY REPORT 2019-20 (continued)

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year. –

Number of complaints relating to	No. of complaints filed during the financial year	No. of complaints pending as on the end of the financial year
(i) child labour/ forced labour/ involuntary labour	Nil	Nil
(ii) Sexual harassment	0	0
(iii) Discriminatory employment	0	0

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

Safety training is conducted at all hotels and includes training of both permanent as well as contractual workforce.

Sr. No.	Category	Safety Training Received
1	Permanent Employees	100%
2	Permanent Women Employees	100%
3	Casual/Temporary/ Contractual Employees	100%
4	Employees with Disabilities	100%

Principle 4:

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. Has the Company mapped its internal and external stakeholders? Yes / No

Yes, the Company has mapped its internal and external stakeholders.

2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?

Yes, the Company has identified the disadvantaged, vulnerable and marginalized stakeholders. Based on this identification, the Company has mapped its target beneficiary groups for its CSR programmes. These include rural, less-privileged, differently abled, marginalized youth and women; indigenous artisans, disaster victims and other such groups – from target geographies identified from time to time.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.

The Company through its CSR initiatives, directly engage with the disadvantaged, vulnerable and marginalised stakeholders. Major part of the CSR Activities are focused on promoting education of school students in rural areas, providing skill development training for building livelihoods and supporting the fisherman community. The Company also organised various programmes for our stakeholders.

A summary of programmes organised at the hotel units during the year are as under

Name of the programme	No. of Beneficiaries
Exhibition cum sale by Sri Arunidayam Trust (For Specially abled)	60
Exhibition cum sale by Hope foundation (For Specially abled)	55
Providing livelihood training in partnership with Hope Foundation	35
Lunch with under privileged community	300
Space provided for local artisans at the lobby	5

Principle 5:**Businesses should respect and promote human rights**

- 1. Does the policy of the Company on human rights cover only the company or extend to the Group / Joint Ventures / Suppliers / Contractors / NGOs / others?**

The Policy is applicable to the Company, its Subsidiaries and other stakeholders.

- 2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the Management?**

Sum of No of Complaints filed during Financial Year 2019-20	Sum of No of complaints pending as on end of the Financial Year 2019-20
0	0

Principle 6:**Businesses should respect, protect, and make efforts to restore the environment**

- 1. Does the policy related to Principle 6 cover only the Company or extends to the Group / Joint Ventures / Suppliers / Contractors / NGOs / Others?**

All hotels within the Company's portfolio are encouraged to adopt environment friendly measures in their operations.

- 2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.**

In 2019-20 our Hotels together used a total of 3,73,30,989MJ from renewable energy sources, mainly through Green Power Agreements with their electricity providers. Solar panels are also used for hot water generation.

- 3. Does the Company identify and assess potential environmental risks? Y/N**

Yes

- 4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?**

No

- 5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N.**

In 2019-20 our Hotels together used a total of 3,73,30,989MJ from renewable energy sources, mainly through Green Power Agreements with their electricity providers. Energy efficient technologies VRF systems for HVAC solutions, micro burners at kitchens, LED lights etc. are also used at our Hotels units.

- 6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

Yes

- 7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

Nil

Principle 7:**Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

- 1. Is your Company a member of any trade and chamber or association? If Yes, name only those major ones that your business deals with:**

Yes. The Company is a member of Madras Chamber of Commerce and Industry (MCCI) and Hindustan Chamber of Commerce

- 2. Have you advocated / lobbied through above associations for the advancement or improvement of public good? Y / N. If yes, specify the broad areas**

BUSINESS RESPONSIBILITY REPORT 2019-20 (continued)

Principle 8:

Businesses should support inclusive growth and equitable development.

1. Does the Company have specified programmes/ initiatives/projects in pursuit of the policy related to Principle 8? If yes, details there of?

Yes. The Company engage in CSR Activities to support the people in the local community where the hotel units are situated. Taj Fisherman's Cove at Kovalam is closely associated with the Kovalam fisherman's community

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?

The Company's CSR programmes are implemented under the guidance and support of IHCL. Further, with the help of HR teams, volunteers, and with the support of NGOs, other Tata Companies and Government bodies CSR Activities are effectively carried out in various locations.

3. Have you done any impact assessment of your initiative?

An impact assessment of the CSR programmes shall be planned in due course.

4. What is your Company's direct contribution to community development projects? Amount in INR and the details of the projects undertaken.

CSR Project or Activity Identified	Sector in which the Project is Covered	Projects or programs (1) Local area or other (2) Specify the state & district where projects or programs were undertaken	Annual outlay (budget) project or programs-wise	Amount spent on the projects or programs Subheads (1) Direct expenditure on projects or programs (2)Overheads:	Cumulative Expenditure up to the reporting period	Amount spent Direct or through implementing agency
HEALTH AND WELLNESS Rice Bag distribution to each Fisherman's family during Monsoon season. Food for orphanages, Volunteering Activity to practice and promote public hygiene and cleanliness	Support towards eradicating poverty & malnutrition, "promoting health care including preventive health care" and sanitation Sch VII (i)	Kovalam Fisherman Community, Orphanages in Chennai	₹23.39 lakhs	₹23.39 lakhs	-	Direct
BUILDING LIVELIHOODS: Sponsoring Employment enhancing vocation skills training & livelihood enhancement trainings	Vocational skilling & promotion of livelihoods Sch VII (ii)	TATA Community Centre, Kovalam Hope foundation, Chennai	₹1.13 lakhs	₹1.13 lakhs	-	Direct+ Implementing Agency

CSR Project or Activity Identified	Sector in which the Project is Covered	Projects or programs (1) Local area or other (2) Specify the state & district where projects or programs were undertaken	Annual outlay (budget) project or programs-wise	Amount spent on the projects or programs Subheads (1) Direct expenditure on projects or programs (2)Overheads:	Cumulative Expenditure up to the reporting period	Amount spent Direct or through implementing agency
Educational Assistance for Children- School fees are paid for specially abled children	Promoting Education Sch VII (ii)	Kovalam Fisherman Community	₹20.15 lakhs	₹20.15 lakhs	-	Direct
HERITAGE CONSERVATION AND PROMOTION financial support for temple festivals	protection of national heritage, art and culture Sch VII (v)	Kundrukadu and Kovalam villages	₹1.95 lakhs	₹1.95 lakhs	-	Direct
Total				₹46.62 lakhs		

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

The Company representatives & volunteers with help of HR teams directly engage with communities and provide the necessary support as and where required for effective implementation of our programmes.

Principle 9:

Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year?

The Company receives guest complaints that are dealt with from time to time and handled to closure but none of them have converted to a consumer complaint / case during the financial year 2019-20. As such there were no consumer cases filed during the financial year ended March 31, 2020.

2. Does the Company display product information on the product label, over and above what is mandated as per local laws? Y/N/N.A. /Remarks(additional information)

Not Applicable

3. Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

No

4. Did your Company carry out any consumer survey /consumer satisfaction trends?

Yes

INDEPENDENT AUDITORS' REPORT

To the Members of Oriental Hotels Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Oriental Hotels Limited ("the Company"), which comprise the Standalone Balance Sheet as at 31 March 2020, and the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year then ended, and Notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and loss and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Description	Our Response
Impairment assessment of Property, Plant and Equipment (PPE) of one hotel unit. (Refer Note 2(c) of Financial Statements)	<p>In view of the continuing operating losses made by one hotel unit and due to significant management and auditor judgement involved in impairment testing, we identified this matter as a Key Audit Matter.</p> <p>At the end of each year, management reviews the carrying amount of the assets to determine if there is any indication of impairment loss. If any such indication exists, management assesses the recoverable amount of those assets.</p> <p>Management also carries out a valuation of the hotel building once in three years. The estimation of the recoverable amount of the assets at the unit involves management judgements and is dependent on certain assumptions and significant inputs including market capitalisation rates and estimated revenue per available room, which are affected by expected future market or economic conditions of the hospitality industry.</p>	<p>Our audit procedures in relation to impairment testing of the unit were:</p> <ul style="list-style-type: none"> Understanding the management's and those charged with governance (TCWG)'s process for estimating the recoverable amount of the assets. Evaluating the reasonableness of the assumptions, judgements, projected cash flows and key inputs considered by the management by comparing those estimates with market data and company specific information available. Evaluating the historical accuracy of the management's assessment by comparing the past estimates to the current year actual performance of the company. Reading the valuation report and validating key assumptions used in the valuation and rationale for those assumptions.

Emphasis of matter

We draw attention to:

Note 2(c) to the Standalone financial statement, regarding the management's impairment assessment of property,

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

plant and equipment, right-of-use assets, intangible assets, investments, trade receivables, inventories and other current assets appearing in the financial statements of the Company as at 31 March 2020 being considered

unimpaired/recoverable based on its internal and external sources of information and estimates, and its judgments on implication expected to arise from COVID-19 pandemic. This being an unprecedented event which is difficult to estimate, the actual implications could vary. The economic/social consequences of this event are impacting the very operation of the hotels and consumer demand.

Our opinion is not modified in respect of the above matter.

Information other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Directors report / the management report but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management and Those Charged with Governance for Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and

prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has

INDEPENDENT AUDITORS' REPORT (continued)

adequate internal financial controls with reference to the standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The standalone Balance Sheet, the standalone Statement of Profit and Loss (including other comprehensive income), the standalone Statement of Changes in Equity and the standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) At this juncture we are unable to say if the matter described in the Emphasis of Matter paragraph above will have an adverse effect on the functioning of the Company.
 - (e) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (f) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (g) With respect to the adequacy of the internal financial controls with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations as at 31 March 2020 on its financial position in its standalone financial statements – Refer Note 29 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2020; and
3. With respect to the matter to be included in the Auditors' Report under Section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in

accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act.

For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Registration No. 003990S/S200018

S Rajeshwari
Partner
Membership No. 024105
UDIN: 20024105AAAABC5953

Place of Signature: Chennai
Date: June 3, 2020

INDEPENDENT AUDITORS' REPORT (continued)

Annexure A

Referred to in paragraph 1 on 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Oriental Hotels Limited ("the Company") on the standalone financial statements as of and for the year ended 31 March 2020.

- (i) In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets were physically verified by the management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of the land and buildings which are freehold, are held in the name of the Company or amalgamated company as at Balance Sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as right of use assets in the standalone financial statements, the lease agreements are in the name of the Company.
- (ii) As explained to us, the inventories have been physically verified by the management during the year at reasonable intervals and the discrepancies noticed on such verification were not material and have been appropriately dealt with in the books of accounts.
- (iii) Based on our audit procedures & according to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to parties covered in the register maintained under Section 189 of the Act and hence 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanation given to us, the Company has complied with provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees, and securities, as applicable.
- (v) Based on our audit procedures & according to the information and explanation given to us, the Company has not accepted any deposits from the public within the meaning of the Act and the rules made there under and hence Clause 3(v) of the Order is not applicable.
- (vi) The Company is not required to maintain cost records specified by the Central Government under sub-section (1) of Section 148 of the Act.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has generally been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, Goods and Services Tax (GST), cess and any other statutory dues as applicable with the appropriate authorities.

According to the information and explanation given to us and the records of the Company examined by us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, Goods and Services Tax (GST), cess and any other statutory dues were in arrears, as at 31 March 2020 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, there are no dues of Income-tax, Sales Tax, Service tax, Goods and Services Tax (GST), Duty of Customs, Excise duty and Value Added Tax as at 31 March 2020, which have not been deposited with the appropriate authorities on account of any dispute, except as stated below:

Nature of Statute	Amount (₹ in Lakhs)	Period to which amounts relates	Forum where dispute is pending	
Entry Tax	6.22	2007-08 and 2012-13	Honourable Madras High Court	
	30.17	2010-11 to 2012-13	Appellate Tribunal, Ernakulam	
Luxury Tax	9.20	2012-13	Assistant Commissioner (CT) Madurai Rural (South) Assessment Circle Madurai.	
	39.37			
Sales Tax	16.61	1993-94 to 1996-97	Honourable Madras High Court	
	30.76	2004-05 and 2005-06	The Assistant Commissioner, Valluvarkottam Assessment circle	
	27.46	2008-09 to 2010-11	The Assistant Commissioner (Commercial Taxes), Chennai	
	12.61	2011-12 and 2013-14	Appellate Tribunal, Ernakulam	
	5.74	2010-12	Honourable High Court, Andhra Pradesh	
Sub-total	103.48	10.30	2009-10 and 2013-14	Commissioner Appeals, Trivandrum
Service Tax	88.74	2005-2010	Commissioner of Central Excise (Appeals), Mangalore	
Sub-total	88.74			
Grand Total	237.81			

- (viii) Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to financial institutions, banks, Government or dues to debenture holders.
- (ix) According to the information and explanations given to us, the Company did not raise money by way of initial public offer or further public offer (including debt instruments) during the year. Term loans raised during the year have been applied for the purpose for which they were raised.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year nor have we been informed of such case by the management.
- (xi) According to the information and explanations given to us, the managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi company in accordance with Nidhi Rules, 2014. Accordingly, the provisions of Clause (xii) of the Order are not applicable.
- (xiii) Based on our audit procedures and according to the information and explanations given to us, all the transactions entered into with the related parties during the year are in compliance with Section 177 and Section 188 of the Act where applicable and the details have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- (xiv) Based on our audit procedures and according to the information and explanations given to us, the Company has not made any preferential allotment of shares allotment or private placement of shares or fully or partly paid convertible debentures during the year under review. Accordingly, the provisions of Clause (xiv) of the Order are not applicable.
- (xv) Based on our audit procedures and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them.
- (xvi) Based on our audit procedures and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of Reserve Bank of India Act, 1934.

For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Registration No. 003990S/S200018

S Rajeshwari
Partner
Membership No. 024105
UDIN: 20024105AAAABC5953

Place of Signature: Chennai
Date: June 3, 2020

INDEPENDENT AUDITORS' REPORT (continued)

Annexure B

Referred to in paragraph 2(g) on 'Report on Other Legal and Regulatory Requirements' of our report of even date

Report on the Internal Financial Controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls of Oriental Hotels Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls,

assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to standalone financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference

to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements with certain changes done for remote work environment, and such internal financial controls were operating effectively as at 31 March 2020, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over

Financial Reporting issued by the Institute of Chartered Accountants of India.

For **PKF Sridhar & Santhanam LLP**

Chartered Accountants

Firm's Registration No. 003990S/S200018

S Rajeshwari

Partner

Membership No. 024105

UDIN: 20024105AAAABC5953

Place of Signature: Chennai

Date: June 3, 2020

BALANCE SHEET

Standalone Balance Sheet as at March 31, 2020

Particulars	Note	₹ in Lakhs	
		As at March 31, 2020	As at March 31, 2019
Assets			
Non-current Assets			
Property, Plant and Equipment	3	38,283.29	39,320.39
Right of Use Assets	4	1,234.43	-
Capital work-in-progress		209.13	158.20
Other Intangible Assets	5	105.85	136.05
		39,832.70	39,614.64
Financial Assets			
Investments	6(a)	6,188.71	6,810.04
Other financial assets	8(a)	635.48	1,430.65
Deferred Tax Assets (Net)	9	1,431.10	1,248.79
Income Tax Asset (Net)	38(v)	2,114.39	2,283.35
Other non-current assets	10(a)	1,197.51	1,149.97
		51,399.89	52,537.44
Current Assets			
Inventories	12	854.77	717.55
Financial Assets			
Investments	6(b)	-	3,186.91
Trade Receivables	13	1,010.22	1,346.98
Cash and Cash Equivalents	14(a)	4,114.65	2,096.27
Bank Balances other than Cash and Cash Equivalents	14(b)	1,481.10	3,103.37
Loans	7	560.00	560.00
Other financial assets	8(b)	686.58	513.77
Other current assets	10(b)	1,081.52	927.62
Assets classified as held for sale (Refer Note 40)		-	605.52
		9,788.84	13,057.99
Total		61,188.73	65,595.43
Equity and Liabilities			
Equity			
Equity Share capital	15	1,785.99	1,785.99
Other Equity	16	29,637.54	32,004.30
Total Equity		31,423.53	33,790.29
Non-current Liabilities			
Financial Liabilities			
Borrowings	17(a)	19,000.00	-
Lease Liabilities (Refer Note 31)		1,282.12	-
Other Financial Liabilities	18(a)	185.49	192.92
Trade Payables			
- Total outstanding dues of Micro and Small Enterprises	19(a)(i)	-	-
- Total outstanding dues of Creditors other than Micro and Small Enterprises	19(a)(ii)	-	164.37
Other non-current Liabilities	20(a)	5.51	13.12
Provisions	21(a)	571.98	545.34
		21,045.10	915.75
Current Liabilities			
Financial Liabilities			
Borrowings	17(b)	1,500.00	-
Lease Liabilities (Refer Note 31)		49.01	-
Trade Payables			
- Total outstanding dues of Micro and Small Enterprises	19(b)(i)	5.43	32.80
- Total outstanding dues of Creditors other than Micro and Small Enterprises	19(b)(ii)	3,667.32	3,784.20
Other financial Liabilities	18(b)	2,818.61	26,418.72
Other current liabilities	20(b)	542.29	520.77
Provisions	21(b)	137.44	132.90
		8,720.10	30,889.39
Total		61,188.73	65,595.43

Significant Accounting Policies

The accompanying notes 1 to 44 form an integral part of the financial statements.

As per our Report attached

For PKF Sridhar & Santhanam LLP

Chartered Accountants

Firm Registration No.: 003990S/S200018

Rajeshwari S

Partner

Membership No.: 024105

Place : Chennai

Date : June 03, 2020

For and on behalf of the Board of Directors of Oriental Hotels Limited

Puneet Chhatwal

Chairman

DIN: 07624616

Place of Signing : Mumbai

Pramod Ranjan

Managing Director

DIN: 00887569

Vijay Sankar

Director

DIN: 00007875

Sreyas Arumbakkam

Chief Financial Officer

Tom Antony

AVP-Legal & Company Secretary

PROFIT AND LOSS STATEMENT

Standalone Statement of Profit and Loss for the year ended March 31, 2020

Particulars	Note	₹ in Lakhs	
		March 31, 2020	March 31, 2019
Revenue			
Revenue from Operations	22	28,967.45	34,542.43
Other Income	23	1,167.45	1,129.58
Total		30,134.90	35,672.01
Expenses			
Food and Beverages Consumed	24	3,041.06	3,706.74
Employee Benefits Expense and Payment to Contractors	25	8,656.25	9,759.25
Finance Costs	26	2,402.37	2,718.05
Depreciation and Amortisation	3, 4 & 5	2,770.19	2,837.77
Other Operating and General Expenses	27	13,545.90	16,024.15
Total		30,415.77	35,045.96
Profit/(Loss) before exceptional items and tax		(280.87)	626.05
Exceptional Items	28	(77.65)	9,616.30
Profit/(Loss) Before Tax		(358.52)	10,242.35
Tax Expense			
Current Tax (Refer Note 38)		235.33	2,157.09
Deferred Tax (Refer Note 38)		(215.43)	(858.94)
Total		19.90	1,298.15
Profit/(Loss) for the year		(378.42)	8,944.20
Other Comprehensive income, net of tax			
Items that will not be reclassified subsequently to profit and loss			
Remeasurements of defined benefit plans		(163.21)	19.86
Change in fair value of equity instruments designated irrevocably as FVTOCI		(621.33)	206.34
Less : Income tax		(62.09)	21.51
		(722.45)	204.69
Total Comprehensive Income for the year		(1,100.87)	9,148.89
Earnings per equity share (Stated in ₹)			
Basic & Diluted (Face value ₹1/- per share) (Refer Note: 33)		(0.21)	5.01

Significant Accounting Policies

The accompanying notes 1 to 44 form an integral part of the financial statements.

As per our Report attached

For PKF Sridhar & Santhanam LLP

Chartered Accountants

Firm Registration No.: 003990S/S200018

Rajeshwari S

Partner

Membership No.: 024105

Place : Chennai

Date : June 03, 2020

For and on behalf of the Board of Directors of Oriental Hotels Limited

Puneet Chhatwal

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Place of Signing : Mumbai

Pramod Ranjan

Managing Director

DIN: 00887569

Vijay Sankar

Director

DIN: 00007875

Sreyas Arumbakkam

Chief Financial Officer

Tom Antony

AVP-Legal & Company Secretary

STATEMENT OF CHANGES IN EQUITY

Standalone Statement of Changes in Equity as at March 31, 2019

₹ in Lakhs

Particulars	Equity Share		Reserves and Surplus			Equity	TOTAL
	Capital Subscribed	Securities Premium	General Reserve	Other Reserves *	Retained Earnings	Instruments through OCI	
Balance as on 01st April, 2018	1,785.99	10,735.69	10,061.46	2,698.59	(685.22)	44.89	24,641.40
Profit for the year	-	-	-	-	8,944.20	-	8,944.20
Other Comprehensive Income for the year, net of taxes, excluding actuarial gain/ losses	-	-	-	-	-	191.77	191.77
Actuarial Gains/Losses (Not Reclassified to P&L) net of tax	-	-	-	-	12.92	-	12.92
Total Comprehensive Income for the year	-	-	-	-	8,957.12	191.77	9,148.89
Transfer to Debenture Redemption Reserve	-	-	-	2,810.59	(2,810.59)	-	-
Balance as on 31st March, 2019	1,785.99	10,735.69	10,061.46	5,509.18	5,461.31	236.66	33,790.29

* Includes Debenture Redemption Reserve: 2019 ₹5,463.00 lakhs & 2018 ₹2,652.41 lakhs respectively.

Standalone Statement of Changes in Equity as at March 31, 2020

₹ in Lakhs

Particulars	Equity Share		Reserves and Surplus			Equity	TOTAL
	Capital Subscribed	Securities Premium	General Reserve	Other Reserves	Retained Earnings	Instruments through OCI	
Balance as on 01st April, 2019	1,785.99	10,735.69	10,061.46	5,509.18	5,461.31	236.66	33,790.29
Ind AS Transition Reserve (For INDAS 116)	-	-	-	-	(260.87)	-	(260.87)
Profit / (Loss) for the year	-	-	-	-	(378.42)	-	(378.42)
Other Comprehensive Income for the year, net of taxes, excluding actuarial gain/ losses	-	-	-	-	-	(606.76)	(606.76)
Actuarial Gains/ Losses (Not Reclassified to P&L) Net of Taxes	-	-	-	-	(115.68)	-	(115.68)
Total Comprehensive Income for the year	-	-	-	-	(754.97)	(606.76)	(1,361.73)
Dividends	-	-	-	-	(893.00)	-	(893.00)
Tax on Dividend **	-	-	-	-	(112.03)	-	(112.03)
Debenture Redemption Reserve transferred to General Reserve	-	-	5,463.00	(5,463.00)	-	-	-
Balance as on 31st March, 2020	1,785.99	10,735.69	15,524.46	46.18	3,701.31	(370.10)	31,423.53

** Net of DDT refund ₹71.52 lakhs.

As per our Report attached
For PKF Sridhar & Santhanam LLP
 Chartered Accountants
 Firm Registration No.: 003990S/S200018

Rajeshwari S
 Partner
 Membership No.: 024105

Place : Chennai
 Date : June 03, 2020

For and on behalf of the Board of Directors of Oriental Hotels Limited
Puneet Chhatwal
 Chairman
 DIN: 07624616
 Place of Signing :
 Mumbai

Pramod Ranjan
 Managing Director
 DIN: 00887569

Vijay Sankar
 Director
 DIN: 00007875

Sreyas Arumbakkam
 Chief Financial Officer

Tom Antony
 AVP-Legal & Company Secretary

CASH FLOW STATEMENT

Standalone Statement of Cash flow for the year ended March 31, 2020

₹ in Lakhs

	March 31, 2020	March 31, 2019
A. Cash flow from Operating Activities		
Profit/(Loss) before tax	(358.52)	10,242.35
Depreciation and amortization	2,770.19	2,837.77
Gain on Sale of undertaking	-	(10,146.07)
Loss on Sale of Fixed Assets	0.48	895.94
Gain on investments carried at fair value through P&L account	(104.28)	(135.92)
Assets written off	109.84	5.44
Allowance for doubtful debts	21.77	30.38
Allowance for doubtful advances and assets	-	117.42
Provisions and balances written back	(115.83)	(209.61)
Project expenses/advances written off	527.65	-
Finance Cost	2,402.37	2,718.05
Interest Income	(499.08)	(258.44)
Dividend received	(402.42)	(359.52)
Income on refund of financial Liability	-	(979.80)
Other non-cash items	(130.70)	55.72
	4,579.99	(5,428.64)
Changes in Operating Assets and Liabilities	4,221.47	4,813.71
Adjustments for		
Financial Assets	118.25	133.76
Inventories	(137.23)	87.35
Trade receivables	314.99	(51.28)
Other Assets	(286.26)	57.70
Trade Payables	(228.20)	579.00
Changes in Other Current Liabilities	45.07	(40.88)
Other Financial Liabilities	238.89	(82.34)
	65.51	683.31
Cash generated from operations	4,286.98	5,497.02
Direct Taxes Paid	207.97	(1,971.32)
Net Cash Flow from operating activities (A)	4,494.95	3,525.70
B. Cash flow from investing activities		
Payments for Purchase of Property, Plant and Equipment	(2,353.27)	(5,404.21)
Proceeds from sale of Property, Plant and Equipment	607.09	1,916.82
Proceeds from Sale of business undertaking	-	11,971.73
Payments for Purchase of Investments	-	(0.40)
Proceeds from sale/ (Payments for purchase) of Current investments	3,291.19	(3,050.99)
Deposits with Bank	1,620.00	(3,000.00)
Proceeds from refund of Long term deposit placed for hotel properties	-	4,750.00
Dividend received	402.42	359.52
Interest	478.72	266.64
Net cash flow from investing activities (B)	4,046.15	7,809.11
Balance c/f (A)+(B)	8,541.10	11,334.81

CASH FLOW STATEMENT (continued)

₹ in Lakhs

	March 31, 2020	March 31, 2019
Balance b/f	8,541.10	11,334.81
C. Cashflow from financing activities		
Repayment of Long term Borrowings	(25,066.10)	(8,100.00)
Proceeds from Long Term Borrowings	20,000.00	-
Proceed / (Repayment) of Short term Borrowings	1,500.00	(97.40)
Repayment of lease obligations	(5.06)	-
Finance Cost	(1,875.01)	(1,571.22)
Dividend Paid	(1,076.55)	-
Others	-	2.40
Net cash used in financing activities (C)	(6,522.72)	(9,766.22)
Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	2,018.38	1,568.59
Cash as per books		
Cash as on Opening 01st April	2,096.27	527.68
Cash as on Closing 31st March	4,114.65	2,096.27
Net Increase / (Decrease) in cash and cash equivalents	2,018.38	1,568.59

NOTES TO THE CASHFLOW STATEMENT :

₹ in Lakhs

	As at March 31, 2020	As at March 31, 2019
i) Bank Balances other than Cash and Cash Equivalents		
Margin Money Deposits	51.34	54.52
Earmarked balances for unpaid dividends	49.76	48.85
Fixed Deposits placed with bank	1,380.00	3,000.00
Bank balance other than Cash and Cash Equivalents	1481.10	3,103.37

Refer Footnote (iv) of Note 17: Borrowings for Net Debt Reconciliation

The accompanying notes 1 to 44 form an integral part of the financial statements.

As per our Report attached

For PKF Sridhar & Santhanam LLP

Chartered Accountants

Firm Registration No.: 003990S/S200018

Rajeshwari S

Partner

Membership No.: 024105

Place : Chennai

Date : June 03, 2020

For and on behalf of the Board of Directors of Oriental Hotels Limited
Puneet Chhatwal

Chairman

DIN: 07624616

Place of Signing :
Mumbai

Pramod Ranjan

Managing Director

DIN: 00887569

Vijay Sankar

Director

DIN: 00007875

Sreyas Arumbakkam

Chief Financial Officer

Tom Antony

AVP-Legal & Company Secretary

NOTES

To Standalone Financial Statements

Notes to Standalone financial statements for the year ended March 31, 2020

Note 1. Corporate Information

Oriental Hotels Limited (the "Company"), is a listed public limited company incorporated and domiciled in India and has its registered office at No. 37 "Taj Coromandel", Mahatma Gandhi Road, Nungambakkam, Chennai 600 034. The Company is primarily engaged in the business of owning, operating & managing hotels, palaces and resorts.

The company's business operation is mainly in India.

The Company has primary listing in Bombay Stock Exchange and National Stock Exchange. The GDR's are listed in Luxembourg Stock Exchange.

Note 2. Significant Accounting Policies

(a) Statement of Compliance:

The financial statements of the Company comply in all material aspects of Indian Accounting Standards ("Ind AS") issued under Section 133 of the Companies Act, 2013 notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) with and other relevant provision of the Act. The accounting policies as set out below have been applied consistently to all years presented in these financial statements.

Recent Accounting Pronouncements:

(i) New standards notified and adopted by the Company

Ind AS 116 – 'Leases'

Ind AS 116 'Leases' provides a new model for lessee accounting in which the majority of leases have been accounted for by the recognition on the balance sheet of a right-of-use asset and a lease liability. The subsequent amortization of the right-of-use asset and the interest expense related to the lease liability have been recognized in profit or loss over the lease term.

The Company has adopted Ind AS 116 in the financial reporting period commencing 1 April 2019 and has elected to apply the retrospective approach under which the cumulative effect of initial application is recognized in opening retained earnings at the date of initial application with no restatement of comparative periods' financial information.

Ind AS 116 introduces a revised definition of a lease. As permitted by the standard, Company has elected not to reassess the existing population of leases under the new definition and only applied the new definition for the assessment of contracts entered into after the transition date.

The presentation and timing of recognition of charges in the statement of profit and loss also changed as the operating lease expense reported under Ind AS 17, typically on a straight-line basis, has been replaced by depreciation of the right-of-use asset and interest on the lease liability. In the cash flow statement, operating lease payments presented within cash flows from operating activities under Ind AS 17 but under Ind AS 116 payments have been presented as financing cash flows, representing repayments of debt, and as operating cash flows, representing payments of interest.

(ii) New standard notified but not effective

None

(b) Basis of preparation and presentation:

These financial statements have been prepared on a historical cost basis, except for certain financial instruments and defined benefit plans that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

As the operating cycle cannot be identified in normal course due to the special nature of industry, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Financial Statements are presented in Indian Rupees Lakhs, and all values are rounded off to the nearest two decimals except when otherwise stated.

NOTES

To Standalone Financial Statements

(c) Use of estimates and judgements

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to:

- **Useful lives of property, plant and equipment and intangible assets:** The Company has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the carrying amount of property, plant and equipment and Intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.
- **Impairment testing:** Property, plant and equipment and Intangible assets are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.
- **Impairment of investments:** The Company reviews its carrying value of investments carried at cost or amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.
- **Income Taxes:** Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and the tax charge in the statement of profit or loss.

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the statement of profit or loss.

- **Fair value measurement of derivative and other financial instruments:** The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. This involves significant judgements to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.
- **Litigation:** From time to time, the Company is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavorable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.
- **Defined benefit plans:** The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.
- **Leases:** Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and there by assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

NOTES

To Standalone Financial Statements

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

- **Covid-19:** On March 11, 2020, the World Health Organization declared Covid-19 outbreak as a pandemic. Responding to the potentially serious threat that this pandemic has to public health, the Indian Government has taken a series of measures to contain the outbreak, which included imposing multiple 'lockdowns' across the country, from March 22, 2020, and extended up to May 31, 2020 and further extended up to June 30, 2020 in certain places. All airline, road, and railway travel was suspended and hotels, offices, factories, schools, universities, restaurants, cinema, sports facilities & retail outlets, etc. were closed, except for a few essential services/supplies like grocery stores, pharmacies, etc. There has been a partial lifting of the stringent measures in the last few days.

The hotel business has been severely impacted on account of COVID-19. Many of the hotels have been closed since the mandated lockdown from March 22, 2020. The Company is currently operating a few hotels and the Company expects all the hotels to become operational in a staggered manner after the lockdown is lifted. However, revenues are expected to be softer in the initial phase of the lockdown and for some time after the lifting of the lockdown mainly due to lower occupancies arising out of reduced business and leisure travel.

The Company is taking all necessary measures to contain costs, rationalise resources taking initiatives to uplift revenue. The Company is also in discussion with all its lessors for waiver or deferment of lease rentals during the lockdown period. The Company is also holding back on discretionary spending, postponing renovations, and planning other cost optimization measures.

The Company has assessed the potential impact of Covid-19 on the carrying value of property, plant & equipment, right of use assets, intangible assets, investments, trade receivables, inventories, and other current assets appearing in the financial statements of the Company. In developing the assumptions and estimates relating to the future uncertainties in the economic conditions because of this pandemic, the Company as at the date of approval of these Financial statements has used internal and external sources of information and based on current estimates, expects to recover the carrying amounts of these assets. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

(d) INDAS 27: Separate Financial Statements

These financial statements represents the separate financial statements of the Company. The Company has complied with INDAS 27; Separate Financial Statements whereby investments in subsidiaries, jointly controlled entity and associates are to be valued either At cost; or in accordance with INDAS 109.

The Company has elected to measure its investments in subsidiaries and associates at cost determined in accordance with INDAS 27 at original cost of investment in subsidiaries and associates.

(e) Revenue recognition :

• Revenue from Services

Revenue is recognised at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the goods or services to a customer i.e. on transfer of control of the goods or service to the customer. Revenue from sales of goods or rendering of services is net of Indirect taxes, returns and discounts.

Income from Operations

Rooms, Food and Beverage & Banquets: Revenue is recognised at the transaction price that is allocated to the performance obligation. Revenue includes room revenue, food and beverage sale and banquet services which is recognised once the rooms are occupied, food and beverages are sold and banquet services have been provided as per the contract with the customer.

Space and Shop Rentals: Rentals basically consist of rental revenue earned from letting of spaces for retails and office at the properties. These contracts for rentals are generally of short term in nature. Revenue is recognized in the period in which services are being rendered.

Other Allied Services: In relation to the laundry income, communication income, health club income, transfers income and other allied services, the revenue has been recognized by reference to the time of service rendered.

NOTES

To Standalone Financial Statements

Management and Operating Fees: Management fees earned from hotels managed by the Group are usually under long-term contracts with the hotel owner. Under Management and Operating Agreements, the company's performance obligation is to provide hotel management services and a license to use the Company's trademark and other intellectual property.

Management and incentive fee is earned as a percentage of revenue and profit and are recognized when earned in accordance with the terms of the contract based on the underlying revenue, when collectability is certain and when the performance criteria are met. Both are treated as variable consideration.

Interest: Interest income from financial asset is recognised when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably.

Interest income is accrued on a time basis by reference to principal outstanding using the effective interest rate method.

Dividend: Dividend income is recognized when the Company's right to receive the amount is established.

(f) Employee Benefits (other than for persons engaged through contractors):

i. Provident Fund

The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary), which is recognised as an expense in the Statement of Profit and Loss during the year. The contributions as specified under the law are paid to the respective Regional Provident Fund Commissioner.

ii. Gratuity Fund

The Company makes annual contributions to gratuity funds administered by the trustees for amounts notified by the funds. The Gratuity plan provides for lump sum payment to vested employees on retirement, death or termination of employment of an amount based on the respective employee's last drawn salary and tenure of employment. The Company accounts for the net present value of its obligations for gratuity benefits, based on an independent actuarial valuation, determined on the basis of the projected unit credit method, carried out as at the Balance Sheet date. Actuarial gains and losses are recognised immediately in the other comprehensive income and reflected in retained earnings and will not be reclassified to the statement of profit and loss.

iii. Post-Retirement Pension Scheme and Medical Benefits

The net present value of the Company's obligation towards post retirement pension scheme for certain retired directors and their dependents and Post employment medical benefits to qualifying persons is actuarially determined, based on the projected unit credit method. Actuarial gains and losses are recognized immediately in the Other Comprehensive Income and reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

iv. Compensated Absences

The Company has a scheme for compensated absences for employees, the liability for which is determined on the basis of an independent actuarial valuation using the projected unit credit method, carried out at the Balance Sheet date.

v. Long Service Awards

The Company has a scheme for long service awards for employees, the liability for which is determined on the basis of an independent actuarial valuation using the projected unit credit method, carried out at the Balance Sheet date.

vi. Other employee termination benefits

Payment to employees on termination along with the additional liability towards retirement benefits arising pursuant to termination are charged off in the Statement of Profit and Loss in the year it is incurred.

vii. Other Employee Benefits

Other benefits, comprising of Leave Travel Allowances, are determined on an undiscounted basis and recognised based on the entitlement thereof.

(g) Property, Plant and Equipment :

The Company had elected to continue with the carrying value of all of its Property, Plant and Equipment recognised as of April 1, 2015 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as of the transition date.

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

All property, plant and equipment are initially recorded at cost. Cost includes the acquisition cost or the cost of construction, including duties and taxes (other than those refundable), expenses directly related to the location of assets and making them operational for their intended use and, in the case of qualifying assets, the attributable borrowing costs. Initial estimate shall also include costs of dismantling and removing the item and restoring the site on which it is located.

NOTES

To Standalone Financial Statements

Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

An assets' carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation is charged to profit or loss so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight line method, as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets had been re-assessed as under based on technical evaluation made at the group level, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties, maintenance support, etc..

The estimated useful lives, residual values and depreciation method are reviewed at the Balance Sheet date, with the effect of any changes in estimate accounted for on a prospective basis.

Improvements to buildings are depreciated on the basis of their estimated useful lives or expected lease period whichever is lower.

The estimated useful lives of the depreciable assets are as follows:

<u>Class of Assets</u>	<u>Estimated Useful Life</u>
Buildings	60 to 80 years
Plant and Equipment	10 to 20 years
Electrical Installation and Equipment	20 years
Hotel Wooden Furniture	15 years
End User devices – Computers, Laptops etc.	6 years
Operating supplies (issued on opening of a new hotel property)	2 to 3 years
Assets costing less than ₹5000	4 years

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

Capital work in progress represents projects under which the property, plant and equipment's are not yet ready for their intended use and are carried at cost determined as aforesaid.

(h) Intangible Assets:

Intangible assets include cost of acquired software. Intangible assets are initially measured at acquisition cost including any directly attributable costs of preparing the asset for its intended use.

Intangible assets with finite lives are amortized over their estimated useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation periods are reviewed and impairment is done only if indicators of impairment exist.

<u>Class of Asset</u>	<u>Estimated Useful Life</u>
Software and Licences	6 years

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use of disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognized in the Statement of Profit and Loss when the asset is derecognized.

(i) Impairment of Property, plant and equipment and intangible assets:

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

NOTES

To Standalone Financial Statements

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss.

(j) Foreign Currency Translation :

The functional currency of the Company is Indian rupee (₹).

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were the fair value measured.

All monetary assets and liabilities in foreign currency are restated at the end of accounting period. Exchange differences on restatement of all monetary items are recognised in the Statement of Profit and Loss.

(k) Non-current assets held for sale:

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable and expected to be completed within one year from the date of classification.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

(l) Assets taken on lease:

For the year 2019-20

On inception of a contract, the Company assesses whether it contains a lease. A contract is, or contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset, (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease contracts may contain both lease and non-lease components. The Company allocates payments in the contract to the lease and non-lease components based on their relative stand-alone prices and applies the lease accounting model only to lease components.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for initial direct costs incurred, lease payments made at or before the commencement date, any asset restoration obligation, and less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are also adjusted for any re-measurement of lease liabilities. Unless the Company is reasonably certain to obtain ownership of the leased assets or renewal of the leases at the end of the lease term, recognised right-of-use assets are depreciated to a residual value over the shorter of their estimated useful life or lease term.

NOTES

To Standalone Financial Statements

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including 'in-substance fixed' payments) and variable lease payments that depend on an index or a rate, less any lease incentives receivable. 'In-substance fixed' payments are payments that may, in form, contain variability but that, in substance, are unavoidable. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which the Company is reasonably certain to exercise and excludes the effect of early termination options where the Company is not reasonably certain that it will exercise the option. Minimum lease payments include the cost of a purchase option if the Company is reasonably certain it will purchase the underlying asset after the lease term.

Lease liabilities are re-measured with a corresponding adjustment to the related right-of-use asset if the Company changes its assessment if whether it will exercise an extension or a termination option and any lease modification.

Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period over which the event or condition that triggers the payment occurs. In respect of variable leases which guarantee a minimum amount of rent over the lease term, the guaranteed amount is considered to be an 'in-substance fixed' lease payment and included in the initial calculation of the lease liability. Payments which are 'in-substance fixed' are charged against the lease liability.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments are presented as follows in the Company's statement of cash flows:

- short-term lease payments, payments for leases of low-value assets and variable lease payments that are not included in the measurement of the lease liabilities are presented within cash flows from operating activities;
- payments for the interest element of recognised lease liabilities are included in 'interest paid' within cash flows from operating activities; and
- payments for the principal element of recognised lease liabilities are presented within cash flows from financing activities

The Company as a lessor:

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

For the year 2018-19

The Company applies Appendix C of Ind AS 17 'Leases' for determining whether an arrangement contains a Lease. Leases are classified as finance lease whenever the terms of the lease transfer substantially all the risk and rewards of ownership to the lessee. All the other leases are classified as operating leases.

Operating lease payments are recognized as expenditure in the Statement of Profit and Loss on a straight-line basis, unless another basis is more representative of the time pattern of benefits received from the use of the assets taken on lease or the payments of lease rentals are in line with the expected general inflation compensating the lessor for expected inflationary cost. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred.

Assets held under finance lease are capitalised at the inception of the lease, with corresponding liability being recognised for the fair value of the leased assets or, if lower, the present value of the minimum lease payments. Lease payments are apportioned between the reduction of the lease liability and finance charges in the statement of Profit or Loss so as to achieve a constant rate of interest on the remaining balance of the liability. Assets held under finance leases are depreciated over the shorter of the estimated useful life of the asset and the lease term.

For leases which include both land and building elements, basis of classification of each element was assessed on the date of transition, April 1, 2015, in accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard.

NOTES

To Standalone Financial Statements

(m) Inventories:

Stock of food and beverages and stores and operating supplies are carried at the lower of cost (computed on a Weighted Average basis) or net realisable value. Cost include the cost of purchase including duties and taxes (other than those refundable), inward freight, and other expenditure directly attributable to the purchase. Trade discounts and rebates are deducted in determining the cost of purchase.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses.

(n) Government Grants

Government grants are recognised in the period to which they relate when there is reasonable assurance that the grant will be received and that the Company will comply with the attached conditions.

Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

(o) Income Taxes:

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

(i) Current tax:

Current Tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

(ii) Deferred tax :

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill, an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Minimum Alternative Tax ("MAT") credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(p) Accounting for Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized, when there is a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and when a reliable estimate of the amount of the obligation can be made. If the effect of the time value of money is material, the provision is discounted using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation and the unwinding of the discount is recognised as interest expense.

NOTES

To Standalone Financial Statements

Contingent liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

(q) Borrowing Costs:

General and specific borrowing costs directly attributable to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Borrowing costs consist of interest and other costs that the company incurs in connection with the borrowing of funds.

Interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Borrowing costs that are not directly attributable to a qualifying asset are recognised in the Statement of Profit or Loss using the effective interest method.

(r) Cash and Cash Equivalent (for the purpose of cash flow statements):

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(s) Cash flow Statement:

Cashflows are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. Cashflows for the year are classified by operating, investing and financing activities.

(t) Share capital:

Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

(u) Dividends:

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

(v) Earnings Per Share:

Basic earnings per share are computed by dividing the profit/(loss) after tax by the weighted average number of equity shares outstanding during the year including potential equity shares on compulsory convertible debentures. Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

(w) Segment Reporting:

The Company identifies operating segments based on the internal reporting provided to the chief operating decision-maker.

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the committee that makes strategic decisions.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

NOTES

To Standalone Financial Statements

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets / liabilities”.

(x) Exceptional items:

The Company discloses certain financial information both including and excluding exceptional items. The presentation of information excluding exceptional items allows a better understanding of the underlying operating performance of the Company and provides consistency with the Company’s internal management reporting. Exceptional items are identified by virtue of either their size or nature so as to facilitate comparison with prior periods and to assess underlying trends in the financial performance of the Company. Exceptional items can include, but are not restricted to, gains and losses on the disposal of assets/investments, impairment charges, exchange gain/(loss) on long term borrowings/ assets and changes in fair value of derivative contracts.

(y) Financial Instruments:

Financial Assets:

Classification

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cashflow characteristics of the financial asset.

Initial Recognition and measurement:

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Debt instruments at amortised cost

A ‘debt instrument’ is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to loans and advances, deposits, trade and other receivables.

Debt instruments included within the fair value through profit and loss (FVTPL) category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVTOCI) or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments classified as FVTOCI, all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

NOTES

To Standalone Financial Statements

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cashflows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
 - (a) the Company has transferred substantially all the risks and rewards of the asset, or
 - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.
- b) Trade receivables.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Financial Liabilities:

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

NOTES

To Standalone Financial Statements

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to the Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss. The Company has not designated any financial liability as at fair value through profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Company uses derivative financial instruments, such as cross currency swaps, interest rate swaps, etc. to manage its exposure to interest rate and foreign exchange risks. Although the company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value through profit or loss and the resulting exchange gains or losses are included in Exceptional items. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Assets/ liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(z) Financial guarantee contracts:

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are measured at their fair values and recognised as income in the statement of profit and loss account.

NOTES

To Standalone Financial Statements

Note 3 : Property, Plant and Equipment (Owned, unless otherwise stated)

₹ in Lakhs

(a)

Particulars	Freehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Office Equipment	Vehicles	Total
		Refer Footnote (i)					
Gross Block at Cost							
At April 1, 2018	5,697.32	17,145.60	15,200.43	5,833.63	634.81	122.82	44,634.61
Additions	-	2,913.37	2,237.39	2,035.48	61.26	11.60	7,259.10
Adjustment (Refer Footnote (iii))	-	91.46	541.27	270.94	45.27	0.14	949.08
Disposals	24.67	972.56	1,259.77	378.14	74.80	4.66	2,714.60
At March 31, 2019	5,672.65	18,994.95	15,636.78	7,220.03	576.00	129.62	48,230.03
Depreciation							
At April 1, 2018	-	1,465.59	3,719.62	1,666.17	362.94	62.96	7,277.28
Charge for the year	-	620.67	1,356.76	698.21	70.77	12.29	2,758.70
Adjustment (Refer Footnote (iii))	-	7.67	136.66	105.60	110.00	0.13	360.06
Impairment Provision (Refer Footnote (iv))	117.42	-	-	-	-	-	117.42
Disposals	-	234.35	431.31	165.04	49.75	3.25	883.70
At March 31, 2019	117.42	1,844.24	4,508.41	2,093.74	273.96	71.87	8,909.64
Net Block							
At March 31, 2019	5,555.23	17,150.71	11,128.37	5,126.29	302.04	57.75	39,320.39

Footnote :

- (i) Buildings include WDV on improvements to building constructed on leasehold land ₹973.45 Lakhs; (Previous year ₹1,025.32 Lakhs).
(ii) Assets pledged as security (Refer Note 17: Borrowings).
(iii) Adjustments pertain to assets of a hotel undertaking (Gross Block of ₹949.08 lakhs and accumulated depreciation of ₹360.06 lakhs as on 31st March, 2019) transferred to assets held for sale (Refer Note 40).
(iv) Provision for impairment made for land (Refer Note 28 d.)

(b)

₹ in Lakhs

Particulars	Freehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Office Equipment	Vehicles	Total
		Refer Footnote (i)					
Gross Block at Cost							
At April 1, 2019	5,672.65	18,994.95	15,636.78	7,220.03	576.00	129.62	48,230.03
Additions	227.38	368.22	792.26	290.31	69.34	17.14	1,764.65
Disposals	-	54.18	70.42	67.74	8.55	2.98	203.87
At March 31, 2020	5,900.03	19,308.99	16,358.62	7,442.60	636.79	143.78	49,790.81
Depreciation							
At April 1, 2019	117.42	1,844.24	4,508.41	2,093.74	273.96	71.87	8,909.64
Charge for the year	-	637.41	1,309.92	648.74	67.76	26.39	2,690.22
Disposals	-	13.56	34.81	33.08	8.33	2.56	92.34
At March 31, 2020	117.42	2,468.09	5,783.52	2,709.40	333.39	95.70	11,507.52
Net Block							
At March 31, 2020	5,782.61	16,840.90	10,575.10	4,733.20	303.40	48.08	38,283.29

Footnote :

- (i) Buildings include WDV on improvements to building constructed on leasehold land ₹834.54 Lakhs; (Previous year ₹973.45 Lakhs).
(ii) Assets pledged as security (Refer Note 17: Borrowings).

Note 4: Right of Use Assets

₹ in Lakhs

Particulars	Land	Premises	Total
	Gross Block at Cost		
At April 1, 2019 (Refer Note below)	1,169.11	98.98	1,268.09
Additions	-	-	-
Deductions for the year	-	-	-
At March 31, 2020	1,169.11	98.98	1,268.09

NOTES

To Standalone Financial Statements

	₹ in Lakhs		
	Land	Premises	Total
Amortisation			
At April 1, 2019			
Charge for the year	25.32	8.34	33.66
Deductions for the year	-	-	-
At March 31, 2020	25.32	8.34	33.66
Net Block			
At March 31, 2020	1,143.79	90.64	1,234.43

Note: The breakup of gross block is given below:

Particulars	Land	Premises	Total
Recognition of Right of Use Asset	922.08	12.77	934.85
Lease prepayment shown under Prepaid Expenses reclassified to Right of Use Asset	247.03	86.21	333.24
Total	1,169.11	98.98	1,268.09

Note 5 : Intangible Assets (Acquired)

(a)	₹ in Lakhs	
Particulars	Software	Total
Gross Block at Cost		
At April 1, 2018	452.50	452.50
Additions	9.70	9.70
Adjustment (Refer Footnote (i))	51.71	51.71
Disposals	19.98	19.98
At March 31, 2019	390.51	390.51
Amortisation		
At April 1, 2018	220.99	220.99
Charge for the year	79.07	79.07
Adjustment (Refer Footnote (i))	35.21	35.21
Disposals	10.39	10.39
At March 31, 2019	254.46	254.46
Net Block		
At March 31, 2019	136.05	136.05

Footnote :

- (i) Adjustments pertain to assets of a hotel undertaking (Gross Block of ₹51.71 lakhs and accumulated amortisation of ₹35.21 lakhs as on 31st March, 2019) transferred to assets held for sale (Refer Note 40).

(b)	₹ in Lakhs	
Particulars	Software	Total
Gross Block at Cost		
At April 1, 2019	390.51	390.51
Additions	16.52	16.52
Disposals	4.49	4.49
At March 31, 2020	402.54	402.54
Amortisation		
At April 1, 2019	254.46	254.46
Charge for the year	46.31	46.31
Disposals	4.08	4.08
At March 31, 2020	296.69	296.69
Net Block		
At March 31, 2020	105.85	105.85

NOTES

To Standalone Financial Statements

Note 6 : Investments

	Face Value	March 31, 2020		March 31, 2019	
		Holdings As at	₹ Lakhs	Holdings As at	₹ Lakhs
(a) Non-current Investments					
Fully Paid Unquoted Equity Instruments					
Investment in Subsidiary Company (At Cost)					
OHL International (HK) Limited – (Refer Footnote (iii))	USD 10	15,00,000	4,683.00	15,00,000	4,683.00
			4,683.00		4,683.00
Investment in Jointly Controlled Entity (At Cost)					
TAL Hotels & Resorts Limited	USD 1	9,19,104	437.68	9,19,104	437.68
			437.68		437.68
Investment in Associate Company (At Cost)					
Taj Madurai Limited	₹10	9,12,000	118.60	9,12,000	118.60
			118.60		118.60
Investments in Other Companies' Equity Shares (Fair Value Through OCI)					
Taj Kerala Hotels and Resorts Limited	₹10	15,15,000	148.30	15,15,000	160.14
Taj Karnataka Hotels and Resorts Limited	₹10	3,00,000	-	3,00,000	-
Taj Air Limited (Refer Footnote (iv))	₹10	62,50,000	156.88	62,50,000	155.00
Taj Trade & Transport Company Limited	₹10	1,00,500	39.91	1,00,500	42.05
Green Infra Wind Farms Limited	₹10	60,000	6.00	60,000	6.00
Green Infra Wind Generation Limited	₹10	42,000	4.20	42,000	4.20
Citron Ecopower Private Limited	₹10	2,26,750	21.85	2,26,750	21.85
			377.14		389.24
Fully Paid Quoted Equity Investments :					
Investment in Other Companies (Fair value through OCI)					
The Indian Hotels Company Limited	₹1	7,52,398	563.55	7,52,398	1,161.33
Tulip Star Hotels Limited	₹10	29,600	7.99	29,600	19.23
Velan Hotels Limited	₹10	4,000	0.10	4,000	0.18
Benares Hotels Limited	₹10	50	0.65	50	0.78
			572.29		1,181.52
Others – Non-Trade Unquoted Equity Shares					
Chennai Willingdon Corporate Foundation	₹10	5	-	5	-
Indian Dairy Entrepreneurs Agricultural Company Limited (Refer footnote (v))	₹1	86,302	-	86,302	-
			-		-
Total			6,188.71		6,810.04
Footnotes :					
(i) Aggregate of Quoted Investments – Gross : Cost			465.03		465.03
: Market Value			572.29		1,181.52
(ii) Aggregate of Unquoted Investments – Gross: Cost			6,094.98		6,094.98
(iii) Stated at the exchange rate prevailing on the initial date of loan which was converted into shares.					
(iv) In terms of an undertaking, transfer of this shareholding is restricted to Taj / TATA group Companies.					
(v) Equity Shares of ₹10/- each have been reduced to ₹1 /- each as confirmed by the order of the court and provision for dimution in value has been made in the earlier years.					
(b) Current Investments					
Carried at fair value through profit and loss:					
Investments in Mutual Fund Units (unquoted)					
Tata Liquid Fund Direct Plan – Growth				1,08,234.81	3,186.91
Total					3,186.91
Footnote:					
(i) Aggregate amount of Unquoted Investments:					3,186.91

NOTES

To Standalone Financial Statements

Note 7 : Loans

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Current		
(a) Loans Receivables Considered good – Unsecured, related party (Refer Note 41)	560.00	560.00
(b) Loans Receivables which have significant increase in Credit Risk	-	-
(c) Loans Receivables – Credit Impaired	-	-
Total	560.00	560.00

Note 8 : Other Financial Assets

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Unsecured Considered Good Unless Otherwise Stated		
a) Non-current		
Long-term security deposits placed for Hotel Properties at amortised costs		
External parties	32.26	29.07
Deposits with Public Bodies and Others at amortised costs		
Public Bodies and Others – Considered good	403.12	426.03
– Considered doubtful	2.45	2.45
	405.57	428.48
Less : Provision for Doubtful Deposits	2.45	2.45
	403.12	426.03
Amounts Recoverable (Net of provisions) (Refer Footnote (i), (ii) & (iii))	106.24	883.89
Interest Receivable		
Others	45.51	45.51
	45.51	45.51
Other Advances	48.35	46.15
Total	635.48	1,430.65

Footnote:

- (i) The company had a property in Coimbatore whose title was found to be defective by a Court order. The Company sued the original seller of the property and obtained partial settlement. The balance unrecovered amount amounting to ₹374.93 lakhs (Previous Year ₹374.93 lakhs) has been provided in the books of account as on 31st March 2016. The company is however pursuing the legal process for recovery.
- (ii) The company entered into a long term agreement for development of hotel at Bannerghatta in Bengaluru in the year 2007. During the year 2013-14, the Company decided to terminate the lease agreement and recover the amount spent on the project along with the deposit made. As per the lease agreement the termination will take effect when the lessor fulfills the conditions laid in the termination agreement and hence an amount of ₹Nil (Previous Year ₹777.65 lakhs) that was lying in long term deposits placed for hotel properties and in capital work in progress has been transferred to amounts recoverable. During the year, the Company has recovered ₹250 lakhs deposits made and ₹450 lakhs as lease termination fee and the net amount of ₹77.65 lakhs is written off from the books (refer Note 28).
- (iii) As per the benefits granted to investors in specified categories in the Tourism sector, the Kerala Department of Tourism will pay the difference between the commercial tariff and the industrial tariff on electricity as subsidy for the first 5 years of commencement of business. The claim by the Company, in this regard, has been lodged for ₹141.73 lakhs, out of which ₹35.49 lakhs was received during 2015-16. The Company is confident of receiving the balance receivable of ₹106.24 lakhs (Previous Year ₹106.24 lakhs).

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
b) Current		
Deposits with public bodies and others	143.03	75.79
Other advances		
Considered good	97.67	126.61
Considered doubtful	4.26	4.26
	101.93	130.87
Less: Allowance for Advances doubtful of recovery	4.26	4.26
	97.67	126.61
Interest receivable		
Related Parties (Refer Note 41)	4.30	6.34
Bank Deposits	16.00	2.81
Others	21.66	15.64
	41.96	24.79
Current Account dues (Refer Note 41 for related parties)	403.92	286.58
Total	686.58	513.77

NOTES

To Standalone Financial Statements

Note 9 : Deferred Tax Assets (Net)

₹ in Lakhs

	March 31, 2020	March 31, 2019
Deferred Tax Assets:		
Provision for employee benefits	142.95	180.64
Operating loss carried forward (Refer Footnote)	5,004.77	5,718.13
MAT credit entitlement	264.95	524.12
Receivables, financial assets at amortised cost	52.49	55.75
IND AS transitional difference adjusted in retained earnings	121.25	-
Others	117.59	123.21
Total (A)	5,704.00	6,601.85
Deferred Tax Liabilities:		
Property, plant and equipment & intangible assets	4,272.90	5,343.17
Unrealised gain on equity shares carried at fair value through other comprehensive income	-	9.89
Total (B)	4,272.90	5,353.06
Net Deferred Tax Assets (A-B)	1,431.10	1,248.79

Footnote: Losses u/s 35AD of the Income Tax Act, 1961 have an indefinite carry forward period.

Note 10 : Other assets

₹ in Lakhs

	March 31, 2020	March 31, 2019
a) Non-current		
Capital Advances	336.35	88.27
Prepaid Expenses	17.40	198.35
Deposits with Government Authorities	221.14	247.15
Export Incentive Receivable	316.41	309.99
Others (Refer Footnote (i))	306.21	306.21
Total	1,197.51	1,149.97

Footnote :

- (i) A portion of land Measuring 1.071 acres costing ₹393.29 lakhs was compulsorily acquired by State Highway Department, for which ₹87.08 lakhs was received towards compensation based on old guideline value during the year 2016-17. However, Company has filed an appeal for enhanced compensation based on new guideline value. Accordingly, the cost of land less compensation received has been shown under others as recoverable.

₹ in Lakhs

	March 31, 2020	March 31, 2019
b) Current		
Prepaid expenses	311.49	514.07
Indirect tax recoverable	148.02	-
Advance to suppliers	52.84	101.79
Advance to Employees	8.77	9.07
Export Incentive Receivable	560.40	302.69
Total	1,081.52	927.62

NOTES

To Standalone Financial Statements

11. Financial Instruments**Table 1: Financial instruments by category**

The carrying value and fair value of financial instruments by categories as of March 31, 2020 were as follows:

₹ in Lakhs

Particulars	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Cost/Amortised cost	Total
Financial assets:				
Investments				
Equity Investment	-	-	-	-
Subsidiaries, Jointly controlled entities and Associates	-	-	5,239.28	5,239.28
External Companies	-	949.43	-	949.43
Debentures	-	-	-	-
Mutual Fund	-	-	-	-
Trade Receivables	-	-	1,010.22	1,010.22
Cash and Cash Equivalents and bank balances	-	-	5,595.75	5,595.75
Long Term Loans & Advances	-	-	-	-
Short Term Loans & Advances	-	-	560.00	560.00
Derivative Financial Assets	-	-	-	-
Security Deposits	-	-	-	-
Other Financial Assets	-	-	1,322.06	1,322.06
Total - Financial Assets	-	949.43	13,727.31	14,676.74
Financial liabilities:				
Borrowings	-	-	20,500.00	20,500.00
Lease Liabilities	-	-	1,331.13	1,331.13
Derivative Financial Liabilities	-	-	-	-
Trade Payables including Capital Creditors	-	-	3,830.09	3,830.09
Deposits	-	-	-	-
Other Financial Liabilities*	-	-	2,846.76	2,846.76
Total – Financial Liabilities	-	-	28,507.98	28,507.98

* Includes current maturities of Secured Long Term Borrowings ₹1,000 lakhs.

The carrying value and fair value of financial instruments by categories as of March 31, 2019 were as follows:

₹ in Lakhs

Particulars	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Cost/Amortised cost	Total
Financial assets:				
Investments				
Equity Investment	-	-	-	-
Subsidiaries, Jointly controlled entities and Associates	-	-	5,239.28	5,239.28
External Companies	-	1,570.76	-	1,570.76
Debentures	-	-	-	-
Mutual Funds	3,186.91	-	-	3,186.91
Trade Receivables	-	-	1,346.98	1,346.98
Cash and Cash Equivalents and bank balances	-	-	5,199.64	5,199.64
Long Term Loans & Advances	-	-	-	-
Short Term Loans & Advances	-	-	560.00	560.00
Derivative Financial Assets	-	-	-	-
Security Deposits	-	-	-	-
Other Financial Assets	-	-	1,944.42	1,944.42
Total – Financial Assets	3,186.91	1,570.76	14,290.32	19,047.99

NOTES

To Standalone Financial Statements

₹ in Lakhs

Particulars	Financial assets/ liabilities at fair value through profit or loss	Financial assets/ liabilities at fair value through OCI	Cost/Amortised cost	Total
Financial liabilities:				
Borrowings	-	-	-	-
Derivative Financial Liabilities	-	-	-	-
Trade Payables including Capital Creditors	-	-	4,411.85	4,411.85
Deposits	-	-	-	-
Other Financial Liabilities*	-	-	26,181.17	26,181.17
Total – Financial Liabilities	-	-	30,593.02	30,593.02

* Includes current maturities of Secured Debentures ₹24,280.51 lakhs.

Table 2: Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- Level 1 – Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This includes listed equity instrument, traded debentures and mutual funds that have quoted price/declared NAV. The fair value of all equity instruments (including debentures) which are traded in the stock exchanges is valued using the closing price as at the reporting period.
- Level 2 – Level 2 hierarchy includes financial instruments that are not traded in an active market (for example, traded bonds/debentures, over the counter derivatives). The fair value in this hierarchy is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- Level 3 – If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. Financial instruments such as unlisted equity shares, loans are included in this hierarchy.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2020:
₹ in Lakhs

Particulars	As of March 31, 2020 Total	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Financial assets:				
Cash & Cash Equivalents	-	-	-	-
Equity shares	949.43	572.29	-	377.14
Liquid Mutual Funds	-	-	-	-
Long Term Loans & Advances	-	-	-	-
Short Term Loans & Advances	-	-	-	-
Total	949.43	572.29	-	377.14
Financial liabilities:				
Liability on Derivative Contracts	-	-	-	-
Total	-	-	-	-

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2019:

Particulars	As of March 31, 2019 Total	Fair value measurement at end of the reporting period/year using		
		Level 1	Level 2	Level 3
Financial assets:				
Cash & Cash Equivalents	-	-	-	-
Equity shares	1,570.76	1,181.52	-	389.24
Liquid Mutual Funds	3,186.91	3,186.91	-	-
Long Term Loans & Advances	-	-	-	-
Short Term Loans & Advances	-	-	-	-
Total	4,757.67	4,368.43	-	389.24
Financial liabilities:				
Liability on Derivative Contracts	-	-	-	-
Total	-	-	-	-

NOTES

To Standalone Financial Statements

Note 12 : Inventories

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Food and Beverages	486.22	372.03
Stores and Operating Supplies	368.55	345.52
Total	854.77	717.55

Note 13 : Trade receivables

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Trade receivables considered good – Unsecured	1,010.22	1,346.98
Trade receivables which have significant increase in credit risk	-	-
Trade receivables – Credit impaired	173.55	152.83
	1,183.77	1,499.81
Less: Provision for trade receivables - credit impaired (Refer Note: 39)	173.55	152.83
Total	1,010.22	1,346.98

Footnote: Refer Note 41 for receivables from related parties

Note 14(a) : Cash and Cash Equivalents

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Cash and cash equivalents		
Cash on hand	11.03	48.24
Cheques, Drafts on hands	8.75	8.91
Balances with bank in current account	464.87	2,039.12
Balances with bank in call and short-term deposit accounts (original maturity less than 3 months)	3,630.00	-
Total	4,114.65	2,096.27

Note 14(b) : Bank Balances other than Cash and Cash Equivalents

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Other Balances with banks		
Short-term deposit accounts	1,380.00	3,000.00
Margin money deposits	51.34	54.52
Earmarked balances (Refer Footnote)	49.76	48.85
Total	1,481.10	3,103.37

Footnote: Includes amounts in unpaid dividend accounts ₹49.76 lakhs (Previous year ₹48.85 lakhs).

NOTES

To Standalone Financial Statements

Note 15 : Share Capital

₹ in Lakhs

	March 31, 2020	March 31, 2019
1. Authorised Share capital		
a) Equity Shares		
24,50,00,000 - Equity Shares of ₹1 each	2,450.00	2,450.00
b) Redeemable Cumulative Preference Shares		
50,50,000 - Redeemable Cumulative Preference Shares of ₹100 each	5,050.00	5,050.00
Total	7,500.00	7,500.00
2. Issued, Subscribed and Paid up		
17,85,99,180 - Equity Shares of ₹1 each fully paid	1,785.99	1,785.99
Total	1,785.99	1,785.99

(a) The company has one class of equity shares having a par value of ₹1/- share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

(b) Reconciliation of Equity Shares

Particulars	March 31, 2020		March 31, 2019	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Shares outstanding at the beginning of the year	17,85,99,180	1,785.99	17,85,99,180	1,785.99
Add : Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	17,85,99,180	1,785.99	17,85,99,180	1,785.99

(c) Shareholders holding more than 5% Equity Shares in the Company (Excluding GDR holdings)

Particulars	March 31, 2020		March 31, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
The Indian Hotels Company Limited	5,09,72,910	28.55%	5,09,72,910	28.55%
Reliance Capital Trustee Co. Ltd. – A/c Nippon India Growth Fund	1,24,57,334	6.98%	-	-
Reliance Capital Trustee Co. Ltd. – A/c Reliance Mid & Small Cap	-	-	1,24,65,421	6.98%
Pramod Ranjan	1,42,88,140	8.00%	1,41,96,140	7.95%

(d) Aggregate number of shares issued as GDR

No. of Shares	% Holding	March 31, 2020		March 31, 2019	
		No. of Shares	% Holding	No. of Shares	% Holding
99,72,430	5.58%	99,72,430	5.58%		

Note 16: Other Equity

₹ in Lakhs

	March 31, 2020	March 31, 2019
Securities Premium		
Opening and Closing Balance	10,735.69	10,735.69
Debenture Redemption Reserve		
Opening Balance	5,463.00	2,652.41
Add : Transfer during the year	-	2,810.59
Less: Transfer to General Reserve (* Refer Footnote)	(5,463.00)	-
Closing Balance	-	5,463.00
Investment Allowance Utilised Reserve		
Opening and Closing Balance	45.75	45.75
Export Profits Reserve		
Opening and Closing Balance	0.43	0.43
General Reserve		
Opening Balance	10,061.46	10,061.46
Add : Transfer from Debenture Redemption Reserve	5,463.00	-
Closing Balance	15,524.46	10,061.46

NOTES

To Standalone Financial Statements

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Retained Earning		
Surplus/Deficit in the Profit and Loss b/f	5,461.31	(685.22)
Ind AS Transition Reserve (For IND AS 116)	(260.87)	-
Add: Current Year profits/Loss	(378.42)	8,944.20
Less: Final Dividend	(893.00)	-
Less: Tax on Final dividend (Net of DDT refund of ₹71.52 lakhs)	(112.03)	-
Less: Transfer to Debenture Redemption Reserve	-	(2,810.59)
Add: Ind AS – Transfer of OCI Equity Instrument Realised to retained earning (Refer Statement of Changes in Equity)	-	-
Less: Ind AS – OCI Movements – Net Defined Benefit Plans	(163.21)	19.86
Add: Ind AS – OCI Movements – Tax on Net Defined Benefit Plans	47.53	(6.94)
Closing retained earning	3,701.31	5,461.31
Total Reserves and Surplus	30,007.64	31,767.64
Other Comprehensive Income		
OCI - Equity Instruments (Not Reclassified to P&L) (Refer Statement of Changes in Equity)	(370.10)	236.66
Total	29,637.54	32,004.30

Footnote: *Transferred on account of redemption of non convertible debentures during the year.

Note 17 : Borrowings

		₹ in Lakhs				
		March 31, 2020		March 31, 2019		
	Rate of Interest (%)	Maturity	Amortised		Amortised	
			Face Value	cost	Face Value	cost
a) Long term borrowings						
Non-convertible Debentures (NCDs)						
1000 Series A Debentures	10.25	21-11-2019	-	-	1,000,000	10,000.00
1000 Series B Debentures with YTM rate of 10.25%	2.00	21-11-2019	-	-	1,000,000	14,280.51
					24,280.51	
Term Loan from Banks						
Secured (Refer Footnote (ii))			20,000.00			-
Unsecured			-			-
Less: Unamortised Borrowing Cost			-			-
			20,000.00			-
Total Long term borrowings			20,000.00			24,280.51
Less: Current maturities of Long term borrowings (shown under Other Current Financial Liabilities)			1,000.00			24,280.51
Total Long term borrowings			19,000.00			-
b) Short term borrowings						
Loans repayable on demand from Bank						
Secured (Refer Footnote iii)			1,500.00			-
Unsecured			-			-
			1,500.00			-
Total Short term borrowings			1,500.00			-

Footnotes to Borrowings:

(i) Details of Borrowings as at:

		₹ in Lakhs			
		March 31, 2020		March 31, 2019	
Particulars		Non - Current	Current	Non - Current	Current
Debentures		-	-	-	24,280.51
Term Loans from Banks		19,000.00	1,000.00	-	-
		19,000.00	1,000.00	-	24,280.51

NOTES

To Standalone Financial Statements

Particulars	Loan Outstanding	No. of Instalments	Security	Repayment Terms
(ii) Rupee Term Loan From:	₹ in Lakhs			
Kotak Mahindra Bank Limited:	20,000.00	11	Secured by Mortgage of Buildings and other fixed assets of Taj Coromandel, Chennai.	"Repayment to be made twice in a year- First tranche 30% & Second tranche 70% Repayment schedule: 1st Year - 5% ; 2nd & 3rd Year - 10% each year ; 4th, 5th & 6th year - 25% each year."
Secured				

(iii) Secured loans from banks represents short term loan secured by way of mortgage by deposit of title deeds in respect of immovable properties of Fisherman's Cove & additionally secured by way of exclusive first charge of credit card receivables of the Company carrying interest rate at 9%.

(iv) Net Debt Reconciliation

Particulars	₹ in Lakhs	
	As at March 31, 2020	As at March 31, 2019
Cash and Cash Equivalents	4,114.65	2,096.27
Current Investments	-	3,186.91
Current Borrowings	(1,500.00)	-
Non-Current Borrowings	(20,000.00)	(24,280.51)
Interest accrued and not due	(142.64)	(436.30)
Net Debt	(17,527.99)	(19,433.63)

Particulars	₹ in Lakhs					
	Cash and Cash Equivalents	Current Investments	Current Borrowings	Non-Current Borrowings	Interest accrued and not due	Total
Net Debt as at 1st April 2018	527.68	-	(97.40)	(31,228.59)	(441.39)	(31,239.70)
Cash flows	1,568.59	-	-	-	-	1,568.59
Current Investments	-	3,050.99	-	-	-	3,050.99
Fair value adjustment	-	135.92	-	-	-	135.92
Repayments	-	-	97.40	8,100.00	-	8,197.40
Interest Expenses	-	-	-	-	(1,566.13)	(1,566.13)
Interest Paid	-	-	-	-	1,571.22	1,571.22
Unamortized cost of borrowings	-	-	-	(4.96)	-	(4.96)
Amortized Cost of low coupon debentures	-	-	-	(1,146.96)	-	(1,146.96)
Net Debt as at 1st April 2019	2,096.27	3,186.91	-	(24,280.51)	(436.30)	(19,433.63)
Cash flows	2,018.38	-	-	-	-	2,018.38
Current investments	-	(3,291.19)	-	-	-	(3,291.19)
Proceeds from Borrowings	-	-	(1,500.00)	(20,000.00)	-	(21,500.00)
Fair value adjustment	-	104.28	-	-	-	104.28
Repayments	-	-	-	25,066.10	-	25,066.10
Interest Expenses	-	-	-	-	(1,581.35)	(1,581.35)
Interest Paid	-	-	-	-	1,875.01	1,875.01
Amortized Cost of low coupon debentures	-	-	-	(785.59)	-	(785.59)
Net Debt as at 31st March 2020	4,114.65	-	(1,500.00)	(20,000.00)	(142.64)	(17,527.99)

NOTES

To Standalone Financial Statements

Note 18 : Other Financial Liabilities

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
a) Non-current financial liabilities		
Deposits from related parties		
Unsecured	168.39	152.39
	168.39	152.39
Deposits from others		
Unsecured	17.10	40.53
	17.10	40.53
	185.49	192.92
b) Current financial liabilities		
Current maturities of long term borrowings		
Debentures	-	24,280.51
Term loans from Banks	1,000.00	-
Payables on Current Account dues :		
Current Account dues (Refer Note 41 for related parties)	387.38	280.78
Deposits from others		
Unsecured	40.83	29.83
	40.83	29.83
Interest accrued but not due on borrowings at amortised costs	142.64	436.30
Creditors for capital expenditure (includes MSME outstanding of ₹6.65 lakhs) (Previous Year ₹Nil)	157.34	430.47
Unclaimed dividend (Refer Footnote (i))	49.76	48.85
Employee related liabilities	703.63	762.65
Other Payables		
External Parties	90.82	9.43
Related Party (includes payable to Oriental Hotels Employees Gratuity Trust) (Refer Note 41 for related parties)	246.21	139.90
	2,818.61	26,418.72

Footnote :

- (i) The amount reflects the position as on 31st March 2020, the actual amount to be transferred to the "Investor Education & Protection Fund" shall be determined and paid to the credit of the fund on due dates.

Note 19: Trade Payables

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Trade Payables		
(a) Non-current		
(i) Micro and Small Enterprises (Refer Footnote i)	-	-
(ii) Vendor Payables (Refer Note 41 for related parties)	-	164.37
Total	-	164.37
(b) Current		
(i) Micro and Small Enterprises (Refer Footnote i)	5.43	32.80
Total	5.43	32.80
(ii) Vendor Payables (Refer Note 41 for related parties)	1,695.25	2,207.54
(ii) Accrued expenses and others	1,972.07	1,576.66
Total	3,667.32	3,784.20

Footnote :

- i) Amounts due to Micro, Small and Medium Enterprises:

The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent of such parties have been identified on the basis of information available with the Company. No amount is outstanding over a period of 45 days.

NOTES

To Standalone Financial Statements

Particulars	₹ in Lakhs	
	March 31, 2020	March 31, 2019
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	12.08	32.80
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Note 20 : Other non-financial Liabilities

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
a) Non-current		
Income received in advance – Related Party (Refer Note 41)	5.51	13.12
	5.51	13.12
b) Current		
Income received in advance – Related Party (Refer Note 41)	11.86	7.61
Advances collected from customers	301.30	240.76
Statutory dues	229.13	272.40
	542.29	520.77

Note 21 : Provisions

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
a) Employee Benefit Obligation – Non-current		
Compensated absences	355.46	340.97
Other employee benefit obligations	187.95	173.79
Pension liability for retired directors and their relatives	28.57	30.58
Total (Refer Note 32)	571.98	545.34
b) Employee Benefit Obligation – Current		
Compensated absences	94.87	87.43
Other employee benefit obligations	33.70	36.60
Pension liability for retired directors and their relatives	8.87	8.87
Total (Refer Note 32)	137.44	132.90

Note 22 : Revenue from Operations

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Room Income	13,151.54	16,048.21
Food, Restaurants and Banquet Income	13,198.54	15,568.24
Shop rentals	79.12	122.31
Membership fees	83.75	133.53
Management and operating fees	325.12	358.62
Others (Refer Footnote (i))	2,129.38	2,311.52
Total	28,967.45	34,542.43

Footnote:

- (i) Others include Car hire income of ₹442.36 lakhs (Previous Year ₹539.68 lakhs) and Service Exports from India Scheme (SEIS) income of ₹261.32 lakhs (Previous year ₹295.74 lakhs).

NOTES

To Standalone Financial Statements

Note 23 : Other Income

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Interest Income at amortised cost		
Inter-corporate deposits	56.00	56.00
Deposits with banks	310.95	77.63
Others	36.87	62.76
Interest on Income Tax Refunds	95.26	62.05
Dividend Income from Investments		
- from investments in Subsidiary, Jointly Controlled Entity and Associates which are measured at cost	398.65	332.59
- from investments that are fair valued through Other Comprehensive Income	3.77	5.90
- from investments that are fair valued through profit and loss	-	20.05
- Gain on investments carried at fair value through profit and loss	104.28	136.91
Exchange Gain (Net)	-	2.86
Others	161.67	372.83
Total	1,167.45	1,129.58

Note 24 : Food and Beverages Consumed (Including smokes)

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Opening Stock	372.03	448.66
Add : Purchases	3,155.25	3,630.11
	3,527.28	4,078.77
Less : Closing Stock	486.22	372.03
Food and Beverages Consumed	3,041.06	3,706.74

Note 25 : Employee Benefit Expense and Payment to Contractors

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Salaries, Wages, Bonus etc.	4,965.62	5,399.22
Company's Contribution to Provident and Other Funds	439.96	510.54
Reimbursement of Expenses on Personnel Deputed to the Company	1,595.66	1,851.29
Payment to Contractors	795.81	831.07
Staff Welfare Expenses	859.20	1,167.13
Total	8,656.25	9,759.25

Note 26 : Finance Costs

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Interest Expense at effective interest rate on financial liabilities	2,235.40	2,718.05
Interest on Lease liabilities	135.53	-
On Tax Demands	31.44	-
Total	2,402.37	2,718.05

NOTES

To Standalone Financial Statements

Note 27 : Other Operating and General Expenses

₹ in Lakhs

(i) Operating expenses consist of the following :

	March 31, 2020	March 31, 2019
Linen and Room Supplies	422.53	561.67
Catering Supplies	201.70	257.94
Other Supplies	67.27	73.94
Fuel, Power and Light	2,605.25	3,334.69
Repairs to Buildings	557.55	512.58
Repairs to Machinery	770.09	898.20
Repairs to Others	143.72	137.92
Linen and Uniform Washing and Laundry Expenses	317.79	355.39
Payment to Orchestra Staff, Artistes and Others (including Security Charges)	319.66	366.31
Communication Charges	207.32	283.78
Guest Transportation	404.23	488.84
Travel Agents' Commission	405.24	465.48
Discount to Collecting Agents	234.15	292.57
Fees to Consultants	1,227.35	1,454.23
Other Operating Expenses	570.11	609.58
Total	8,453.96	10,093.12

(ii) General expenses consist of the following :

Rent	232.43	262.52
Licence Fees	388.06	992.98
Rates and Taxes	828.57	668.58
Insurance	80.89	86.55
Advertising and Publicity	1,590.80	1,701.39
Printing and Stationery	80.16	131.67
Passage and Travelling	43.45	58.58
Allowances for Doubtful Debts	21.77	30.38
Expenditure on Corporate Social Responsibility (Refer Note 43)	46.62	50.14
Professional Fees	511.15	562.44
Exchange Loss (Net)	1.76	-
Loss on Sale of Fixed Assets (Net)	0.48	4.78
Payment made to Statutory Auditors (Refer Footnote)	50.73	55.43
Directors' Fees and Commission	14.70	26.10
Reservation & Other Services	536.36	743.11
Other Expenses	664.01	556.38
Total	5,091.94	5,931.03
Grand Total (i+ii)	13,545.90	16,024.15

Footnote:

Payment made to Statutory Auditors		
i) For Audit and limited review	38.00	38.00
ii) Tax Audit	7.00	7.00
iii) For other services (Certifications)	5.20	6.75
iv) For reimbursement of expenses & GST	0.53	3.68
Total payment made to Statutory Auditors	50.73	55.43

NOTES

To Standalone Financial Statements

Note 28 : Exceptional Items

	March 31, 2020	₹ in Lakhs March 31, 2019
Write off for amount not recoverable in respect of a hotel project net (Refer Footnote (ii) of Note 8)	(77.65)	-
Gain on sale of a hotel property (Refer footnote a.)	-	10,146.07
Adjustments arising out of premature termination of lease in a hotel unit (Refer footnote b.)	-	478.81
Loss on sale of land shown as Asset held for sale (Refer footnote c.)	-	(891.16)
Provision for impairment of land (Refer footnote d.)	-	(117.42)
Total	(77.65)	9,616.30

Footnotes:

- a. The Company sold a hotel undertaking at Visakhapatnam under a Business Transfer Agreement on 29th September 2018 for a consideration of ₹12,010 lakhs, resulting in a net gain of ₹10,146.07 lakhs.

Key financial indicators impacting the results due to sale of the above hotel are as under

Particulars	₹ in Lakhs
	Year ended March, 2019*
Total Income from Operations	1,048.44
Total Expenditure	944.75
Profit/(Loss) before tax	103.69

*Figures are only up to the date of sale i.e., 29th September 2018

- b. (i) The Board, on 29th November 2018, considering future prospects and opportunities, terminated the Memorandum of Understanding of its leased property at Trivandrum by mutual consent with effect from 01st April 2019.
- (ii) Security deposit of ₹4750 lakhs was refunded, consequent to the execution of termination agreement. Notional adjustment on account of the deposit carried at amortized cost under Ind AS is reversed and ₹979.80 lakhs is credited to the Statement of Profit and Loss in the year 2018-19.
- (iii) Consequent to this, the company's Hotel operating agreement (HOA) with Indian Hotels Company Limited (IHCL) that had been entered into for 20 years, stands terminated effective 01st April, 2019. A compensation of ₹654.90 lakhs is payable to IHCL for a three year period ending 2021. This amount is discounted to its present value of ₹500.99 lakhs and accounted as per Indian Accounting Standards in 2018-19.
- c. Freehold land in Mysore that had been shown under 'Assets held for sale' as at 31st March 2018 was sold in the year 2018-19. A loss of ₹891.16 lakhs has been incurred and accounted.
- d. Provision for impairment made for land ₹117.42 lakhs during 2018-19.

NOTES

To Standalone Financial Statements

Note 29 : Contingent Liabilities and Commitments

Contingent Liabilities to the extent not provided for:

- a) On account of income tax matters in dispute

The appeals mainly relate to part/full disallowance of certain deductions claimed by the company. The said amounts have been paid/pending adjustment and will be recovered as refund if the matters are decided in favour of the company. Based on the facts presently known, the Management believes that outcome of these appeals will not result in any material impact on the financial statements.

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
a) In respect of income tax matters for which appeals are pending	224.70	589.34
b) On account of other disputes:		
- Luxury Tax	46.61	52.60
- Sales Tax	149.70	221.62
- Entry Tax	7.52	7.52
- Provident Fund	41.35	41.35
- Electricity Tax and Adjustment Charges	531.65	531.65
- Service Tax	88.74	184.71
The company is a defendant/party to claims (plus interest thereon) in various legal actions as listed above which arose during the ordinary course of business. Based on the facts presently known, the Management believes that the results of these actions will not have material impact on the company's financial statements.		
c) Bank Guarantee/Bond executed by the Company	178.65	194.75
d) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	683.07	465.45
e) Indemnity given to purchaser of land	50.00	50.00

Note 30 : The Company's only business being hoteliering, disclosure of segment-wise information is not applicable under Ind AS 108 - 'Operating Segments'. There is no geographical segment to be reported since all the operations are undertaken in India.

Note 31: Disclosure under INDAS 116 Leases

The company's lease asset classes primarily consist of land and building.

31. 1. Transition

- (i) Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the retrospective approach and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the future lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.
- (ii) On transition, the adoption of the new standard resulted in recognition of Right-of-Use asset (ROU) of ₹934.85 lakhs and a lease liability of ₹1,335.85 lakhs. The cumulative effect of applying the standard resulted in adjusting retained earnings net of taxes to the extent of ₹260.87 lakhs (including the impact of deferred tax created of ₹140.13 lakhs).
- (iii) The following is the summary of the practical expedients elected on initial application:
 - a. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
 - b. Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
 - c. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
 - d. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

NOTES

To Standalone Financial Statements

- (iv) The difference between the lease obligation recorded as of March 31, 2019 under Ind AS 17 disclosed under Note 31 of annual standalone financial statements forming part of 2019 Annual Report and the value of the lease liability as of April 1, 2019 is primarily on account of inclusion of extension and termination options reasonably certain to be exercised, in measuring the lease liability in accordance with Ind AS 116 and discounting the lease liabilities to the present value under Ind AS 116.
- (v) The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 10.68%.

31.2 Amounts recognised in Statement of profit or loss

The following amounts were recognised as expense in the year:

	₹ in Lakhs
	March 31, 2020
Depreciation of right-of-use assets	33.66
Expense relating to variable lease payments	388.06
Expense relating to short-term leases and low-value assets	232.43
Interest on lease liabilities	135.53
Total recognised in the Company's statement of profit and loss	789.68

31.3 Total liabilities are analysed as follows:

Denominated in the following currencies:

Indian Rupees	1,331.13
Other currencies	-
Total	1,331.13
Analysed as:	
Current	49.01
Non-current	1,282.12
Total	1,331.13

31.4 Estimated future cash flows:

The following are the undiscounted contractual cash flows of lease liabilities. The payment profile has been based on management's forecasts and could in reality be different from expectations:

Maturity analysis:

	₹ in Lakhs
	March 31, 2020
Less than 1 year	289.50
Between 1 and 2 years	150.96
Between 2 and 5 years	294.71
More than 5 years	8,691.38
Total	9,426.55

Note 32 : Disclosure Under IND AS 19 Employee Benefits

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Staff Costs include the following		
i) Defined Contribution Schemes		
The Company has recognized the following expenses as defined contribution plan under the head "Company's contribution to Provident Fund and Other Funds" (net of recoveries)		
Company's contribution to Provident Fund & Other Funds	327.87	357.73
ii) Defined Benefit Schemes (Gratuity - Funded Scheme)		
Liability Recognised in the Balance Sheet		
Present value of Obligation		
At the beginning of the year	2,371.80	2,261.45
Interest on defined benefit obligation	166.18	162.21
Current service cost	131.83	136.52
Remeasurement of the net defined benefit (assets) / liability	223.23	(7.25)
Benefits Paid	(241.75)	(181.13)
At the end of the year	2,651.29	2,371.80

NOTES

To Standalone Financial Statements

₹ in Lakhs

	March 31, 2020	March 31, 2019
Less:		
Fair Value of Assets		
At the beginning of the year	2,286.66	2,072.69
Interest on plan assets	168.05	156.27
Remeasurements due to actual return on plan assets less interest on plan assets	63.17	8.38
Employer contributions	171.74	230.45
Impact of liability assumed/ (settled)	(42.79)	-
Benefits Paid	(241.75)	(181.13)
At the end of the year	2,405.08	2,286.66
iii) Expense during the year		
Current service cost	131.83	136.52
Interest on defined benefit obligation	166.18	162.21
Interest on plan assets	(168.05)	(156.27)
Actuarial (Gain) /Loss	160.06	(15.63)
Expense recognised in the Statement of Profit and Loss/OCI *	290.02	126.83
iv) Principal Actuarial Assumptions		
Discount Rate	6.60%	7.55%
Rate of increase in Salaries	4% Executive / 5% Staff	4% Executive / 5% Staff"
v) Amount to be recognised in the Balance Sheet		
Present Value of Funded Obligations	2,651.29	2,371.80
Fair Value of Plan Assets	2,405.08	2,286.66
Liability / (Asset)	246.21	85.14
The expected contribution payable to the plan next year is ₹220 Lakhs.		
vi) Expenses recognised in Other Comprehensive Income (OCI)		
Opening amount recognised in OCI outside profit and loss account	58.96	78.82
Remeasurements due to actuarial loss/ (gain) arising from:		
Changes in financial assumptions	149.60	-
Changes in demographic assumptions	2.29	44.75
Experience adjustments	74.49	(55.40)
Actual return on plan assets less interest on plan assets	(63.17)	(9.21)
Closing amount recognised in OCI outside profit and loss account	222.17	58.96
vii) Disaggregation of Plan Assets (Managed by an Insurance Company)		
Insurer Managed Fund		
In Bonds		
Government Securities	1,256.39	575.08
Corporate Bonds	507.21	928.27
Unit Funds	-	-
Certificate of Deposit/Commercial Paper	-	-
Money Market Instruments & others	84.84	206.17
In Equity		
Equity	43.53	54.89
Unit Funds	-	-
Money Market Instruments & others	6.22	36.91
Bank Balance – Trust Books	8.91	7.67
Special Deposit Scheme	7.49	7.49
Funds with LIC	490.49	470.18
Total	2,405.08	2,286.66

NOTES

To Standalone Financial Statements

Sensitivity Analysis defined benefit plan – Gratuity Funded

Particulars	Year Ended		
	March 31, 2020	March 31, 2019	
Managed by LIC			
Impact of increase in 50 bps on DBO	Discount Rate	-3.29%	-3.18%
	Salary Escalation Rate	3.53%	3.45%
Impact of decrease in 50 bps on DBO	Discount Rate	3.49%	3.37%
	Salary Escalation Rate	-3.36%	-3.28%
Managed by TATA AIA			
Impact of increase in 50 bps on DBO	Discount Rate	-2.95%	-2.91%
	Salary Escalation Rate	3.15%	3.14%
Impact of decrease in 50 bps on DBO	Discount Rate	3.11%	3.07%
	Salary Escalation Rate	-3.02%	-3.00%

₹ in Lakhs

viii) Defined Benefit Schemes (Pension Non-funded Scheme)

Particulars	Year Ended	
	March 31, 2020	March 31, 2019
Liability Recognised in the Balance Sheet		
Present value of obligation		
At the beginning of the year	39.45	48.22
Interest cost	2.65	3.30
Service Cost	-	-
Benefits Paid	(7.81)	(7.84)
Actuarial (gain) /loss on obligations	3.15	(4.23)
At the end of the year	37.44	39.45
ix) Expense during the year		
Interest Cost	2.65	3.30
Service Cost	-	-
Expected Return on Plan assets	-	-
Actuarial (Gain) /Loss	3.15	(4.23)
Expense recognised in the Statement of profit and loss /OCI *	5.80	(0.93)
x) Principal Actuarial Assumptions		
Discount Rate	6.60%	7.55%
Pension Increase rate	5%	5%
xi) Amount to be recognised in the Balance Sheet		
Present Value of Funded Obligations	37.44	39.45
Fair Value of Plan Assets	-	-
Amount in Balance Sheet		
Net Liability	37.44	39.45

Sensitivity Analysis defined benefit plan – Non-Funded

Particulars	Year Ended			
	March 31, 2020		March 31, 2019	
	Pension	Medical Benefits	Pension	Medical Benefits
Discount Rate				
Impact of increase in 50 bps on DBO	-1.11%	-1.15%	-1.19%	-1.23%
Impact of decrease in 50 bps on DBO	1.14%	1.17%	1.23%	1.26%
Pension Increase rate				
Impact of increase in 100 bps on DBO	2.33%	2.36%	2.52%	2.57%
Impact of decrease in 100 bps on DBO	-2.25%	-2.28%	-2.43%	-2.47%
Life expectancy				
Impact of increase by 1 year on DBO	5.72%	5.90%	5.71%	5.92%
Impact of decrease by 1 year on DBO	-5.60%	-5.77%	-5.60%	-5.79%

Information has been disclosed as provided by the actuary.

*Disclosure relating to only "post employment defined benefits plan".

NOTES

To Standalone Financial Statements

Note 33 : Earnings Per Share :

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Earnings per share is computed based on the following :		
Profit after Tax (₹ in Lakhs)	(378.42)	8,944.20
Nominal Value of share (₹)	1.00	1.00
Weighted Average Number of Equity Shares	17,85,99,180	17,85,99,180
Earnings Per Share ₹ (Basic and Diluted)	(0.21)	5.01

Note 34 : The company has presented Consolidated Financial Statements separately, including that of its subsidiary, associates and jointly controlled entity in this annual report.

Note 35 : Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Market risk
- Credit risk
- Liquidity risk
- Currency risk
- Interest rate risk

Risk management framework

Oriental Hotels Limited is exposed primarily to fluctuations in foreign currency exchange rates, credit, liquidity and interest rate risks, which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which covers risks associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The focus of the risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Company.

i. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of foreign currency exchange rate risk and interest rate risk.

ii. Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks.

Financial instruments that are subject to concentrations of credit risk principally consist of investments classified as loans and receivables, trade receivables, loans and advances, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹7,852.55 lakhs and ₹10,807.30 lakhs as of March 31, 2020 and March 31, 2019, respectively, being the total of the carrying amount of balances with banks, bank deposits, trade receivables, unbilled revenue, other financial assets and investments excluding equity and preference investments.

Oriental Hotels Limited exposure to customers is diversified and no single customer contributes to more than 10% of outstanding accounts receivable and unbilled revenue as of March 31, 2020 and March 31, 2019.

Trade and other receivables:

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company does not require collateral in respect of trade and other receivables.

NOTES

To Standalone Financial Statements

In view of the prevailing pandemic COVID 19 and the decline in economic activity across the country Company faces the additional risk of default or delay in recovery from its customers. Further in view of the current situation, company has analysed the recovery from specific customers such as travel agents and airline crew for the purpose of determining expected credit loss.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

Cash and bank balance:

The Company held cash and bank balance of ₹5,595.75 lakhs at March 31, 2020 (March 31, 2019: ₹5,199.64 lakhs).

iii. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligation associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants on any of its borrowing facilities. Such forecasting takes into consideration the Company's debt financing plans, covenant compliance and compliance with internal statement of financial position ratio targets.

	₹ in Lakhs			
	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5th year
March 31, 2020				
Non-derivative financial liabilities:				
Trade Payables including Capital Creditors	3,830.09	-	-	-
Borrowings	1,500.00	2,000.00	2,000.00	15,000.00
Lease Liabilities	289.50	150.96	294.71	8,691.38
Other financial liabilities*	2,661.27	-	-	185.49
Total	8,280.86	2,150.96	2,294.71	23,876.87

* Includes current maturities of Secured Long Term Borrowings ₹1,000 lakhs.

The Company's Cash and bank balance and Trade receivable as at March 31, 2020 aggregating ₹6,605.97 lakhs. The balance exposure will be met by internal accruals, overdraft facilities available with the banks and new borrowings under negotiation. Accordingly, Company does not perceive any non-managable liquidity risk.

	₹ in Lakhs			
	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5th year
March 31, 2019				
Non-derivative financial liabilities:				
Trade Payables including Capital Creditors	4,247.48	164.37	-	-
Borrowings	-	-	-	-
Other financial liabilities*	26,773.84	-	-	192.92
Total	31,021.32	164.37	-	192.92

* Includes current maturity of Debentured which is disclosed inclusive of redemption premium payable ₹5,066 lakhs at the time of maturity of 2% Coupon Debentures.

The Company's Cash and bank balance and Trade receivable as at March 31, 2019 aggregating ₹6,546.62 lakhs. The balance exposure will be met by asset held for sale, internal accruals and overdraft facilities available with the banks. Accordingly, Company does not perceive any non-managable liquidity risk.

iv. Currency Risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective entities.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries.

NOTES

To Standalone Financial Statements

The risks primarily relate to fluctuations in Hong Kong Dollar against the functional currency of the company. The company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks.

v. Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regard to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

Exposure to Interest Rate Risk

Company's interest rate risk arises from borrowings and finance lease obligations. Borrowings issued at fixed rates and finance lease obligations are exposed to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments is as follows:

Particulars	Interest Rate	
	March 31, 2020	March 31, 2019
Debtures		
1000 Series A Debtures	-	10.25%
1000 Series B Debtures with YTM rate of 10.25%	-	2.00%
Rupee Term Loan		
Kotak Mahindra Bank Limited	8.60%	-
WCDL Loan from HDFC	9.00%	-

Note 36 : Unhedged foreign currency exposure

	in Lakhs	
	March 31, 2020	March 31, 2019
i) Unhedged Foreign Currency Exposure/the Foreign Currency Exposures that are not hedged by a derivative instrument or otherwise Receivables/(Payables) Outstanding - in USD	1.14	1.56
in ₹	86.10	106.55

Note 37 : Capital Management

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity other than amounts accumulated in the hedging reserve.

The Company's adjusted gearing ratio is as follows:

Particulars	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Loans and Borrowings	21,500.00	24,280.51
Less: Cash and cash equivalents	4,114.65	2,096.27
Less: Current investments	-	3,186.91
Net Debt	17,385.35	18,997.33
Equity	31,423.53	33,790.29
Gearing Ratio (Net Debt: Equity)	0.55	0.56

Footnote: The lease liability is not considered for computation of Gearing Ratio.

NOTES

To Standalone Financial Statements

Note 38 : Income Taxes**(i) Income tax expense in the statement of profit and loss comprises:**

Particulars	₹ in Lakhs	
	Year Ended	
	March 31, 2020	March 31, 2019
Current taxes	235.33	2,157.09
Deferred taxes		
MAT Credit	23.83	(524.12)
Deferred tax current year	(385.77)	(334.82)
Adjustments to deferred tax attributable to changes in tax rates & laws	146.51	-
Total	19.90	1,298.15

(ii) Income Tax recognised directly in equity:

Particulars	₹ in Lakhs	
	As at	
	March 31, 2020	March 31, 2019
Current tax and deferred tax	-	-
Others – Deferred tax (INDAS 116 transitional adjustment)	140.12	-
Total	140.12	-

(iii) Income tax recognised in other comprehensive income

Particulars	₹ in Lakhs	
	Year Ended	
	March 31, 2020	March 31, 2019
Current tax	-	-
Deferred tax		
(a) Arising on income and expenses recognised in other comprehensive income:		
Net fair value gain on investments in equity shares at fair value through Other Comprehensive Income	(14.56)	14.57
Remeasurement of defined benefit obligation	(47.53)	6.94
Total	(62.09)	21.51
(b) Bifurcation of the income tax recognised in other comprehensive income into:		
Items that will not be reclassified to profit or loss	(62.09)	21.51
Total	(62.09)	21.51

(iv) A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes and tax rate reconciliation is summarized below:

	₹ in Lakhs	
	Year Ended	
	March 31, 2020	March 31, 2019
Profit before tax (a)	(358.52)	10,242.35
Income tax rate as applicable (b)	27.82%	34.94%
Calculated tax without any adjustments for deductions (a)*(b)	(99.74)	3,579.09
Disallowance u/s 14A of Income Tax Act, 1961	1.96	2.25
Effect of Expenses that are not deductible in determining taxable profits	30.76	71.08
Expenses considered to be capital nature-Loss on sale of Fixed Assets	-	311.41
Dividend exempted	(4.85)	(13.21)
Income considered to be capital nature-Profit on sale of Fixed Assets	-	(3,545.44)
Foreign Dividend taxed at concessional rate	(38.73)	(30.63)
Amortized income on reversal of financial Liability	13.90	(336.04)

NOTES

To Standalone Financial Statements

₹ in Lakhs

Effect of previously unrecognised and unused tax losses and deductible temporary differences now recognised as deferred tax assets
 Effect on deferred tax balances due to the change in income tax rate from 34.94% to 29.12%
 Effect of difference in tax rate applicable to current tax and deferred tax (29.12% vs. 27.82%)
 Impact of tax on Capital gains (net) at special rates

	Year Ended	
	March 31, 2020	March 31, 2019
	(14.39)	(174.97)
	146.51	-
	(15.52)	-
	-	1,434.61
Income tax expenses recognised in Statement of Profit and loss	19.90	1,298.15

Footnote:

- (a) The income tax rate for companies having total turnover or gross receipts not exceeding ₹400 crores in Financial Year 2017-18 was reduced from 30% to 25% by the Finance (No. 2) Act, 2019 that was notified on 1 August 2019. The new income tax rate was made applicable on and from the Financial Years 2019-20. Since the Company's turnover was below the said threshold, the Company was eligible to avail of the lower rate of 25%. After considering applicable surcharge and cess, the effective tax for the company reduced from 34.944% to 27.82%
- (b) On September 20, 2019, vide The Taxation Laws (Amendment) Ordinance, 2019, Section 115BAA was inserted in the Income Tax Act, 1961, which provides domestic companies a non-reversible option to pay corporate tax at reduced rates effective Financial Year 2019-20 subject to certain conditions. The Company has presently decided not to exercise the said option. Accordingly, the Company has provided for Income Tax for the year ended March 31, 2020 on the above basis.

₹ in Lakhs

Particulars**v) Income tax Asset consists of**

Advance tax

Provision for tax

Income Tax Asset (Net)

	As at	As at
	March 31, 2020	March 31, 2019
	21,285.08	21,454.04
	(19,170.69)	(19,170.69)
	2,114.39	2,283.35

Note 39 : Reconciliation of provision for trade receivables credit impaired

₹ in Lakhs

Particulars**Opening Balance**

Less: Provision Adjusted

Add: Provision made during the year

Add: Provision adjusted directly against debtors

Closing Balance

	Year Ended	
	March 31, 2020	March 31, 2019
	152.83	155.38
	-	(15.36)
	21.77	30.38
	(1.05)	(17.57)
	173.55	152.83

Note 40 : In the previous year asset held for sale represented money recoverable towards disposal of assets of a hotel. This has been recovered in the current year.

NOTES

To Standalone Financial Statements

Note 41 : Related Parties Disclosure**List of related parties as tabled below:**

A. Subsidiary Company	OHL International (HK) Limited
B. Trust	Oriental Hotels Employees Gratuity Trust
C. Associate Companies	Taj Madurai Limited
	Lanka Island Resorts Limited
D. Jointly Controlled Entity	TAL Hotels & Resorts Limited
E. Significant Influence	The Indian Hotels Company Limited (IHCL)
Subsidiary of The Indian Hotels Company Ltd. Domestic	Country of Incorporation
Roots Corporation Limited	India
TIFCO Holdings Limited	India
PIEM Hotels Limited	India
Taj Trade and Transport Company Limited	India
United Hotels Limited	India
Indi Travels Limited	India
KTC Hotels	India
Taj SATS Air Catering Limited	India
Taj Enterprises Limited	India
Northern India Hotels Limited	India
Lands End Properties Private Limited	India
Skydeck Properties and Developers Private Limited	India
Sheena Investments Private Limited	India
ELEL Hotels & Investments Limited	India
Luthria & Lalchandani Hotel & Properties Pvt. Limited	India
Benares Hotels Limited	India
Subsidiary of The Indian Hotels Company Ltd. International	
Taj International (HK) Limited	Hong Kong
Apex Hotel Management Services (Pte) Limited.	Singapore
Chieftain Corporation NV	Netherlands Antilles
Samsara Properties Limited	British Virgin Islands
IHOCO BV	Netherlands
St. James Court Hotel Limited	United Kingdom
Taj International Hotels Limited	United Kingdom
PIEM International (HK) Limited	Hong Kong
United Overseas Holding Inc.	United States of America
Apex Hotel Management Services (Australia) Pty. Limited	Australia
BAHC 5 Pte Limited	Singapore
Jointly Controlled Entities of The Indian Hotels Company Limited	
Domestic	
Taj Madras Flight Kitchen Pvt. Limited	India
Taj Karnataka Hotels & Resorts Limited	India
Taj Kerala Hotels & Resorts Limited	India
Taj GVK Hotels & Resorts Limited	India
Taj Safaris Limited	India
Kaveri Retreats and Resorts Limited	India
International	
TAL Hotels & Resorts Limited	Hong Kong
TAL Maldives Resorts Private Limited	Maldives
IHMS Hotels (SA) (Proprietary) Limited	South Africa

NOTES

To Standalone Financial Statements

F.	Key Management Personnel	Mr. Pramod Ranjan – Managing Director Mr. Tom Antony- Associate Vice President-Legal & Company Secretary & Mr. Sreyas Arumbakkam - Associate Vice President- Finance & Chief Financial Officer from Feb. 05, 2019 & Mr. Rajneesh Jain up to Feb. 04, 2019.			
G.	Enterprises influenced by Relatives of Key Management Personnel	Kaveri Retreats and Resorts Limited			
	Particulars	Associate Companies/ Jointly Controlled Entity/ Subsidiary/Trust	Significant Influence	Enterprises influenced by Relatives of Key Management Personnel	Total ₹ in Lakhs
	Sales of Goods/Services (includes cost recovery)				
	The Indian Hotels Company Limited		126.59 (155.09)		126.59 (155.09)
	PIEM Hotels Limited		2.82 (11.26)		2.82 (11.26)
	Taj Trade & Transport Company Limited		11.96 (12.02)		11.96 (12.02)
	United Hotels Limited		- (0.25)		- (0.25)
	Kaveri Retreats and Resorts Limited			3.37 (2.26)	3.37 (2.26)
	Taj Madras Flight Kitchen Private Limited		0.14 (0.42)		0.14 (0.42)
	Taj Karnataka Hotels & Resorts Limited		0.92 (0.05)		0.92 (0.05)
	Taj Kerala Hotels & Resorts Limited		3.99 (8.95)		3.99 (8.95)
	Taj GVK Hotels & Resorts Limited		126.55 (144.86)		126.55 (144.86)
	Staff Reimbursements				
	The Indian Hotels Company Limited		349.69 (375.22)		349.69 (375.22)
	PIEM Hotels Limited		64.34 (67.57)		64.34 (67.57)
	United Hotels Limited		- (5.20)		- (5.20)
	Benaras Hotels Limited		5.16 (4.15)		5.16 (4.15)
	Kaveri Retreats and Resorts Limited			38.66 (37.24)	38.66 (37.24)
	Taj Madras Flight Kitchen Private Limited		2.45 (2.88)		2.45 (2.88)
	Taj Karnataka Hotels & Resorts Limited		13.63 (13.50)		13.63 (13.50)
	Taj Kerala Hotels & Resorts Limited		46.86 (46.80)		46.86 (46.80)
	Taj GVK Hotels & Resorts Limited		62.19 (34.11)		62.19 (34.11)
	TAL Hotels & Resorts Limited	- (1.22)			- (1.22)
	Purchase of Goods / Services (includes cost reimbursement)				
	The Indian Hotels Company Limited		752.02 (907.06)		752.02 (907.06)
	PIEM Hotels Limited		0.81 (5.71)		0.81 (5.71)
	Taj Karnataka Hotels & Resorts Limited		0.02 -		0.02 -
	Taj Kerala Hotels & Resorts Limited		1.51 (3.96)		1.51 (3.96)
	Taj GVK Hotels & Resorts Limited		0.19 -		0.19 -
	Benaras Hotels Limited		0.18		0.18

NOTES

To Standalone Financial Statements

Particulars	Associate Companies/ Jointly Controlled Entity/ Subsidiary/Trust	Significant Influence	Enterprises influenced by Relatives of Key Management Personnel	Total ₹ in Lakhs
Kaveri Retreats & Resorts Limited		(3.39)		(3.39)
Reimbursement of deputed staff salaries paid			0.54	0.54
The Indian Hotels Company Limited			(3.29)	(3.29)
PIEM Hotels Limited		1,404.88		1,404.88
Benaras Hotels Limited		(1,585.56)		(1,585.56)
Taj Kerala Hotels & Resorts Limited		65.07		65.07
Taj Karnataka Hotels & Resorts Limited		(66.61)		(66.61)
Taj GVK Hotels & Resorts Limited		1.28		1.28
Kaveri Retreats & Resorts Limited		(4.44)		(4.44)
Interest Received		58.15		58.15
Taj Karnataka Hotels & Resorts Limited		(72.05)		(72.05)
Dividend Received		9.82		9.82
The Indian Hotels Company Limited		(10.39)		(10.39)
Taj Madurai Limited	13.68	74.92		74.92
Benaras Hotels Limited	(11.86)	(61.86)		(61.86)
Taj Kerala Hotels & Resorts Limited			4.33	4.33
OHL International (HK) Limited			(8.29)	(8.29)
Dividend Paid		56.00		56.00
Taj Madurai Limited		(56.00)		(56.00)
The Indian Hotels Company Limited		3.76		3.76
PIEM Hotels Limited		(3.01)		(3.01)
Taj Trade & Transport Company Limited		0.01		0.01
Operating/License Fees Paid/Compensation Paid/Provided		(0.01)		(0.01)
Lease Rentals for Hotel Premises		-		-
Taj Madurai Limited		(2.88)		(2.88)
Taj Madras Flight Kitchen Private Limited				
Sale & Marketing, Reservation & Other Service Costs		348.00		348.00
Operating/Management/License Fees Received/Accrued		(175.33)		(175.33)
Receivables		36.97		36.97
The Indian Hotels Company Limited		(145.41)		(145.41)
Operating/Management/License Fees Received/Accrued		0.34		0.34
Receivables		-		-
The Indian Hotels Company Limited		254.86		254.86
Operating/Management/License Fees Received/Accrued		-		-
Receivables		18.29		18.29
The Indian Hotels Company Limited		-		-
Operating/Management/License Fees Received/Accrued		8.32		8.32
Receivables		-		-
The Indian Hotels Company Limited		1,226.77		1,226.77
Operating/Management/License Fees Received/Accrued		(2,109.13)		(2,109.13)
Receivables		150.30		150.30
The Indian Hotels Company Limited		(187.19)		(187.19)
Operating/Management/License Fees Received/Accrued		15.75		15.75
Receivables		(15.75)		(15.75)
The Indian Hotels Company Limited		1,193.04		1,193.04
Operating/Management/License Fees Received/Accrued		(1,394.89)		(1,394.89)
Receivables		200.92		200.92
The Indian Hotels Company Limited		(149.26)		(149.26)

NOTES

To Standalone Financial Statements

Particulars	Associate Companies/ Jointly Controlled Entity/ Subsidiary/Trust	Significant Influence	Enterprises influenced by Relatives of Key Management Personnel	Total ₹ in Lakhs
TAL Hotels & Resorts Limited	86.11 (106.55)			86.11 (106.55)
PIEM Hotels Limited		14.32 (7.69)		14.32 (7.69)
United Hotels Limited		-		-
Benaras Hotels Limited		1.01 (0.50)		1.01 (0.50)
Kaveri Retreats and Resorts Limited			7.99 (7.75)	7.99 (7.75)
Taj GVK Hotels & Resorts Limited		50.33 (32.52)		50.33 (32.52)
Taj Madras Flight Kitchen Pvt. Limited		0.44 (0.22)		0.44 (0.22)
Taj Karnataka Hotels & Resorts Limited		3.09 (2.49)		3.09 (2.49)
Taj Kerala Hotels & Resorts Limited		25.70 (20.65)		25.70 (20.65)
Taj Trade and Transport Company Limited		1.00 (0.32)		1.00 (0.32)
Payables				
Taj Madurai Limited	7.01 (31.92)			7.01 (31.92)
The Indian Hotels Company Limited		1,122.46 (1,547.08)		1,122.46 (1,547.08)
Kaveri Retreats and Resorts Limited			1.02 (2.22)	1.02 (2.22)
PIEM Hotels Limited		10.57 (7.75)		10.57 (7.75)
United Hotels Limited		-		-
Oriental Hotels Employees Gratuity Trust	200.81 (81.12)			200.81 (81.12)
Benaras Hotels Limited		0.24 (1.92)		0.24 (1.92)
Taj Karnataka Hotels & Resorts Limited		0.67 (0.68)		0.67 (0.68)
Taj Kerala Hotels & Resorts Limited		14.63 (6.98)		14.63 (6.98)
Taj GVK Hotels & Resorts Limited		15.08 (5.20)		15.08 (5.20)
Taj Madras Flight Kitchen Private Limited		1.24 (1.24)		1.24 (1.24)
Interest Receivable				
Taj Karnataka Hotels & Resorts Limited		4.30 (6.34)		4.30 (6.34)
Trade Deposit				
Taj Madras Flight Kitchen Private Limited		200.00 (200.00)		200.00 (200.00)
Short Term Deposit				
Taj Karnataka Hotels & Resorts Limited		560.00 (560.00)		560.00 (560.00)

Key Management Personnel:

Key managerial personnel comprise of Managing Director who has the authority and the responsibility for planning, directing and controlling the activities of the Company. The remuneration paid to such director is ₹132.05 lakhs (Previous Year ₹112.08 lakhs).

Mr. Tom Antony salary ₹68.94 lakhs (Previous Year ₹64.91 lakhs) & Mr. Sreyas Arumbakkam salary ₹63.10 lakhs (Previous Year ₹7.48 lakhs from 05th February 2019 & Mr. Rajneesh Jain ₹56.55 lakhs up to 04th February 2019)

Note: Figures in brackets are in respect of Previous Year.

NOTES

To Standalone Financial Statements

Note 42 : IND AS 115 'Revenue from Contracts with Customers'

Particulars	₹ in Lakhs	
	Year Ended	
	March 31, 2020	March 31, 2019
Contract with Customers		
Details of revenue from contracts with customers recognised by the Company, in its statement of Profit and Loss.		
Revenue from operations		
Revenue from contract with customers		
a) Room Income, Food & Beverages and Banquets	26,350.08	31,616.45
b) Membership fees	83.75	133.53
Total revenue from contract with customers	26,433.83	31,749.98
Other operating revenue		
a) Export Incentive	261.32	295.74
b) Car Hire Income	442.36	539.68
c) Others	1,829.94	1,957.03
Total Other operating revenue	2,533.62	2,792.45
Total Income from operations	28,967.45	34,542.43
Disaggregate Revenue		
The following table presents Company revenue disaggregated by type of revenue stream		
Revenue based on product and services		
Revenue from contract with customers		
a) Room Income	13,151.54	16,048.21
b) Food & Beverages and Banquets	13,198.54	15,568.24
c) Membership fees	83.75	133.53
Other operating revenue		
a) Export Incentive	261.32	295.74
b) Car Hire Income	442.36	539.68
c) Others	1,829.94	1,957.03
The Company derives its revenue from the transfer of services over time in its major service lines.		
Contract balances		
Advance Collections is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards rooms/restaurant/Banquets. Revenue is recognised once the performance obligation is met i.e. on room stay/sale of food and beverage/provision of banquet services.		
At April	240.76	335.12
At March	301.30	240.76

NOTES

To Standalone Financial Statements

Note 43 : Corporate Social Responsibility

₹ in Lakhs

	March 31, 2020	March 31, 2019
CSR Project or Activity identified		
Health & wellness	23.39	24.69
Building livelihoods	1.13	4.94
Educational assistance for childrens	20.15	20.11
Heritage conservation and promotion	1.95	0.40
Total	46.62	50.14

Note 44 : Dividends

On June 03, 2020, the Board of Directors of the Company have proposed a final dividend of ₹0.20 per equity share in respect of the year ended March 31, 2020, subject to approval of Shareholders at the Annual General Meeting. If approved, the dividend would result in cash outflow of ₹357.19 lakhs during the current year.

As per our Report attached

For PKF Sridhar & Santhanam LLP

Chartered Accountants

Firm Registration No.: 003990S/S200018

Rajeshwari S

Partner

Membership No.: 024105

Place : Chennai

Date : June 03, 2020

For and on behalf of the Board of Directors of Oriental Hotels Limited

Puneet Chhatwal

Chairman

DIN: 07624616

Place of Signing : Mumbai

Pramod Ranjan

Managing Director

DIN: 00887569

Vijay Sankar

Director

DIN: 00007875

Sreyas Arumbakkam

Chief Financial Officer

Tom Antony

AVP-Legal & Company Secretary

FINANCIAL STATISTICS

₹ in Lakhs

CAPITAL ACCOUNTS							REVENUE ACCOUNTS							Rate of Dividend (on Equity Shares %)
Year	Capital	Reserves & Surplus	Borrowings	Gross Block	Net Block	Investments	Gross Revenue	Expenditure (Including Interest)	Depreciation	Profit before Tax	Taxes	Profit after Tax	Net Transfer to Reserves	
1973-74	137.03	8.76	177.69	354.97	348.56	-	10.27	20.55	6.39	-25.43	-	-25.43	8.76	-
1974-75	142.03	21.00	286.34	423.45	401.24	-	101.24	124.77	15.79	-51.56	-	-51.56	12.24	-
1975-76	152.46	21.00	325.54	427.87	405.69	-	136.95	145.55	-	-8.60	-	-8.60	-	-
1976-77	155.00	21.18	333.72	428.30	406.12	-	158.35	158.26	-	0.08	-	0.08	0.18	-
1977-78	155.00	21.23	294.32	428.18	389.87	-	205.22	165.68	*16.15	23.29	-	23.29	0.05	-
1978-79	155.00	21.44	219.54	431.69	367.47	-	250.32	185.96	‡25.95	38.41	-	38.41	0.21	-
1979-80	155.00	32.89	192.43	453.58	374.67	13.71	292.06	214.18	14.92	62.96	-	62.96	11.45	\$27.54
1980-81	155.00	65.74	182.56	477.16	381.84	18.13	364.31	284.13	16.42	63.76	-	63.76	32.84	\$29.95
1981-82	155.00	112.82	143.29	496.07	383.25	19.64	422.73	324.33	17.50	80.90	-	80.90	47.09	\$32.85
1982-83	155.00	130.09	123.46	547.51	408.06	24.59	479.18	368.82	27.13	83.23	32.15	51.08	17.27	\$32.85
1983-84	155.00	1358.57	110.25	570.34	402.79	26.59	557.40	435.12	29.99	92.29	50.00	42.29	17.24	\$32.85
1984-85	155.00	154.65	146.23	625.86	412.41	26.59	692.00	548.34	46.76	96.90	47.00	49.90	28.32	\$32.85
1985-86	155.00	206.49	225.85	825.16	595.57	26.59	908.29	792.47	^16.17	72.17	14.00	58.17	51.84	\$32.85
1986-87	155.00	269.11	344.24	966.34	688.39	17.96	1173.26	985.18	54.30	133.78	33.00	100.78	62.62	\$37.20
1987-88	155.00	334.39	411.39	1289.51	959.66	17.96	1397.99	1206.49	58.05	133.45	30.00	103.45	65.28	\$37.20
1988-89	#203.00	373.30	382.80	1457.32	1069.48	6.56	1256.93	1044.17	59.05	153.71	15.00	138.71	96.91	\$40.84
1989-90	&252.02	577.39	419.90	1625.06	1157.87	6.51	1865.64	1569.51	85.53	210.60	23.17	187.43	95.55	56.88
1990-91	252.02	719.02	783.59	1942.23	1382.58	16.51	2048.32	1702.49	100.98	244.86	40.22	204.64	127.32	63.01
1991-92	252.02	965.36	1207.10	2449.15	1780.95	32.89	2820.57	2321.93	121.68	376.95	55.00	321.95	250.00	75.61
1992-93	\$352.83	1067.51	1920.91	3452.86	2635.79	155.25	3506.32	2996.08	167.56	342.68	16.24	326.44	215.00	123.49
1993-94	~575.1	2741.69	1354.59	4033.13	3022.60	432.24	4542.82	3703.99	210.35	628.48	90.50	537.98	320.00	197.40
1994-95	¶1097.95	11729.02	1871.11	5311.47	4048.77	755.17	5290.02	4208.35	248.96	832.71	50.00	782.71	340.00	512.04
1995-96	1097.95	13119.15	1196.25	6284.42	4739.09	1519.56	8091.95	5289.34	348.82	2453.79	350.00	2103.79	1320.00	713.67
1996-97	@1646.92	14163.30	1615.07	8593.57	6727.38	1744.84	9311.24	5851.05	450.70	3009.52	420.00	2589.52	1580.27	905.81
1997-98	1646.92	16381.42	1723.93	10251.02	7847.77	1970.60	11504.06	7355.77	543.79	3604.50	390.00	3214.50	2133.00	905.81
1998-99	c1646.93	18451.69	1842.57	10656.45	7642.74	2413.60	10988.65	6745.10	627.93	3615.62	540.00	3075.62	2020.00	905.81
1999-00	1646.93	19201.58	1592.60	13313.65	9712.51	7409.40	9055.29	6194.94	680.00	2180.35	425.00	1755.35	480.00	905.81
2000-01	1646.93	19297.51	2688.53	15207.52	11062.52	7606.57	9498.40	6964.24	795.13	1738.97	410.00	1328.97	155.00	823.47
2001-02	1785.99	18553.33	866.15	19401.88	13494.53	6596.72	10286.34	7455.31	1124.79	1706.24	865.63	840.61	-295.00	803.70
2002-03	1785.99	18551.94	745.42	19943.29	12927.61	6570.00	9903.68	7785.84	1188.64	929.19	391.08	538.11	-31.00	604.45
2003-04	1785.99	18679.96	640.18	20456.72	12409.38	6563.70	11525.43	8753.30	1232.24	1557.89	623.94	933.95	-58.00	805.93
2004-05	1785.99	19091.81	645.93	21454.83	12253.50	6561.60	13527.13	9787.11	1262.77	2477.25	943.50	1533.75	140.00	1121.89
2005-06	1785.99	20473.44	458.03	21937.81	11672.27	7953.17	16847.37	1032.55	1189.83	4324.99	1716.00	2608.99	547.00	1527.36
2006-07	1785.99	22091.25	375.10	24087.79	12853.09	6946.60	19541.91	12511.84	1170.26	5859.81	2068.09	3791.72	846.13	1985.04
2007-08	1785.99	24246.61	304.82	28341.20	16181.95	6946.60	22004.60	14087.05	1259.95	6657.60	2308.24	4349.36	475.00	2194.00
2008-09	1785.99	26098.42	6766.42	33617.63	21424.98	12048.96	21836.08	14754.45	1323.79	5757.84	2025.46	3732.38	410.00	1880.57
2009-10	1785.99	26851.01	19065.95	42549.24	29648.96	12252.46	20216.69	15308.39	1371.31	3536.99	1222.43	2314.56	375.00	1561.97
2010-11	1785.99	27419.00	21667.90	50635.47	38623.68	7252.46	23904.11	19155.40	1542.72	3205.99	977.42	2228.57	500.00	1660.58
2011-12	1785.99	27702.99	29036.85	59196.37	43608.11	7215.81	27020.53	23184.42	1955.15	1880.96	617.76	1263.20	130.00	934.08
2012-13	1785.99	27983.56	28340.45	63872.33	46265.05	6583.64	29662.62	27092.06	2616.79	1390.01	-39.80	1429.81	250.00	1149.24
2013-14	1785.99	26114.76	30755.82	66480.93	46304.41	6583.64	30234.02	28483.72	2794.43	-1044.13	-324.57	-719.56	-	1149.24
2014-15	1785.99	21627.75	31096.83	67938.90	45438.19	6649.38	30671.52	28269.66	2547.50	-602.82	-303.45	-299.37	-	859.83
2015-16 (IND AS)	1785.99	22199.52	31741.93	43039.69	40659.59	6183.19	31626.43	31197.84	2393.78	-2598.40	-813.66	-1784.74	-	429.92
2016-17 (IND AS)	1785.99	22134.12	32231.93	43985.92	39107.89	6351.23	34460.39	31806.06	2497.97	198.51	45.26	153.25	-	-
2017-18 (IND AS)	1785.99	22855.41	31325.99	45087.10	37588.84	6603.30	36887.59	33269.76	2765.94	852.87	253.13	599.74	-	-
2018-19 (IND AS)	1785.99	32004.30	24280.51	48620.54	39456.44	6810.04	35672.01	32208.19	2837.77	10242.35	1298.15	8944.20	-	892.99
2019-20 (IND AS)	1785.99	29637.54	21500.00	^51461.44	^39623.57	6188.71	30134.90	27645.58	2770.19	-358.52	19.90	-378.42	-	357.19

* Includes adjustment for depreciation written back 0.15 lakhs

After issue of Bonus Shares in the ratio 2:5

& After issue of Rights Shares in the ratio 1:5

§ After issue of Bonus Shares in the ratio 2:5

‡ includes adjustment for depreciation written back ₹14.36 lakhs and arrears of depreciation for earlier year ₹26.62 lakhs. Depreciation for 1975-76 and 1976-77 provided in 1978-79

~ Issue of Rights Shares in the ratio 3:5 after Bonus Issue.

¶ Issue of Bonus shares in the ratio 1:2 and 23,52,941 underlying Equity Shares Proportionate to Global Depository Receipts.

@ Issue of Bonus Shares in the ratio 1:2

\$ Preference and equity dividends

c 162 Equity Shares withheld for allotment on rights basis pursuant to a Court order were allotted during the year 1998-99

^ includes adjustments for depreciation written back to the extent of ₹27.48 lakhs.

d 13,90,536 Equity Shares of ₹10/- each issued on amalgamation of Covelong Beach Hotel (I) Ltd. With the Company, in the ratio 2:5

^^ includes Right of Use Assets

ORIENTAL HOTELS LIMITED

CONSOLIDATED FINANCIAL STATEMENTS 2019 - 2020

AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENT

INDEPENDENT AUDITORS' REPORT

To the Members of Oriental Hotels Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Oriental Hotels Limited (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), its associates and jointly controlled entity, which comprise the Consolidated Balance Sheet as at 31 March 2020, and the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on the financial information of the subsidiary associates and jointly controlled entity, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the

We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Description	Our Response
Impairment assessment of Property, Plant and Equipment (PPE) of one hotel unit in the holding company. (Refer Note 2(d) of the Consolidated Financial Statements)	<p>In view of the continuing operating losses made by one hotel unit of the holding company and due to significant management and auditor judgement involved in impairment testing, we identified this matter as a Key Audit Matter.</p> <p>At the end of each year, management reviews the carrying amount of the assets to determine if there is any indication of impairment loss. If any such indication exists, management assesses the recoverable amount of those assets.</p> <p>Management also carries out a valuation of the hotel building once in three years. The estimation of the recoverable amount of the assets at the unit involves management judgements and is dependent on certain assumptions and significant inputs including market capitalisation rates and estimated revenue per available room, which are affected by expected future market or economic conditions of the hospitality industry.</p>	<p>Our audit procedures in relation to impairment testing of the unit were:</p> <ul style="list-style-type: none"> Understanding the management's and those charged with governance (TCWG)'s process for estimating the recoverable amount of the assets. Evaluating the reasonableness of the assumptions, judgements, projected cash flows and key inputs considered by the management by comparing those estimates with market data and company specific information available. Evaluating the historical accuracy of the management's assessment by comparing the past estimates to the current year actual performance of the company. Reading the valuation report and validating key assumptions used in the valuation and rationale for those assumptions.

Group, its associates and jointly controlled entity as at 31 March 2020, and the consolidated loss, consolidated total comprehensive income, the consolidated statement of changes in equity and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENT

Emphasis of matter

We draw attention to:

Note 2(d) to the Consolidated Financial Statement, regarding the management's impairment assessment of property, plant and equipment, right-of-use assets, intangible assets, investments, trade receivables, inventories and other current assets appearing in the financial statements of the Company as at 31 March 2020 being considered unimpaired/recoverable based on its internal and external sources of information and estimates, and its judgments on implication expected to arise from COVID-19 pandemic. This being an unprecedented event which is difficult to estimate, the actual implications could vary. The economic/social consequences of this event are impacting the very operation of the hotels and consumer demand.

Our opinion is not modified in respect of the above matter.

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon

The Management and Board of Directors of the holding company are responsible for the preparation of the other information. The other information comprises the information included in the Directors report / the management report but does not include the consolidated financial statements and our auditors' report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management and Those Charged with Governance for Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair

view of the consolidated financial position, consolidated financial performance and other comprehensive income, consolidated changes in equity and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entity are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entity are also responsible for overseeing financial reporting process of the group and of its associates and jointly controlled entity.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENT

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to the consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the group and its associates and jointly controlled entity to cease to continue as a going concern; and
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the

audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- (a) We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of ₹19,187.42 lakhs and net assets of ₹19,181.73 lakhs as at 31 March 2020, total revenues of ₹263.91 lakhs and net cash outflows amounting to ₹245.53 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss after tax of ₹165.49 lakhs for the year ended 31 March 2020, as considered in the consolidated financial statements, in respect of two associates and a jointly controlled entity, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, jointly controlled entity and associates, (and our report in terms of sub-

AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENT

section (3) of Section 143 of the Act and sub-section (11) of Section 197 of the Act), in so far as it relates to the aforesaid subsidiary, jointly controlled entity and associates is based solely on the reports of the other auditors.

- (b) The Holding Company's subsidiary, one of its associates and jointly controlled entity is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of the subsidiary, associate and jointly controlled entity located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India, and this has been audited by another auditor. Our opinion in so far as it relates to the balances and affairs of such subsidiary, associate and jointly controlled entity located outside India is based on the report of this other auditor and the conversion adjustments prepared by the management of the Holding Company.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors referred above.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of other auditors on separate financial statements and other financial information of subsidiary, associates and jointly controlled entity as noted in the 'Other matters' paragraph, we report, to the extent applicable, that :
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and the reports of the other auditors,

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.
- (d) At this juncture we are unable to say if the matter described in the Emphasis of Matter paragraph above will have an adverse effect on the functioning of the Group, its associates and jointly controlled entity.
- (e) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.
- (f) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of one of its associate companies incorporated in India, none of the directors of the Holding Company and its associate incorporated in India is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the adequacy of the internal financial controls with reference to the financial statements of the Holding Company, and its associate company incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on the consolidated financial statements as also the other financial information of the subsidiary, associates and jointly controlled entity, as noted in 'other matters' paragraph:
 - i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the group, its associates and jointly controlled entity -

AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENT

Refer note 29 to the consolidated financial statements.

- ii. The Group, its associates and jointly controlled entity did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and associate company incorporated in India, during the year ended 31 March 2020; and
2. With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by

the Holding Company and its associate company incorporated in India, to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its associate company incorporated in India is not in excess of the limit laid down under Section 197 of the Act.

For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Registration No. 003990S/S200018

S Rajeshwari
Partner
Membership No. 024105
UDIN: 20024105AAAABD3295

Place of Signature: Chennai
Date: June 03, 2020

ANNEXURE TO AUDITOR'S REPORT

Annexure A

Referred to in paragraph 1(g) on 'Report on Other Legal and Regulatory Requirements' of our report of even date

Report on the Internal Financial Controls with reference to the aforesaid Consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated financial statement of Oriental Hotels Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2020, we have audited the internal financial controls of the holding company and another auditor has audited its associate company, which is incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its associate company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial

controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to the consolidated financial statements.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial

controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on consideration of reporting of other auditor as mentioned in the Other Matter paragraph below, the Holding Company and its associate company which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting with certain changes done for remote work environment, and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the companies considering the essential components

of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it related to one associate company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India.

For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm's Registration No. 003990S/S200018

S Rajeshwari
Partner
Membership No. 024105
UDIN: 20024105AAAABD3295

Place of Signature: Chennai
Date: June 03, 2020

BALANCE SHEET

Consolidated Balance Sheet as at March 31, 2020

Particulars	Note	₹ in Lakhs	
		As at March 31, 2020	As at March 31, 2019
Assets			
Non-current Assets			
Property, Plant and Equipment	3	38,283.29	39,320.39
Right of Use Assets	4	1,234.43	-
Capital work-in-progress		209.13	158.20
Other Intangible Assets	5	105.85	136.05
		39,832.70	39,614.64
Financial Assets			
Investments in jointly controlled entity and associates	6(a)(i)	11,924.50	11,843.54
Investments	6(a)(ii)	15,256.51	13,830.68
Other financial assets	8(a)	635.48	1,430.65
Deferred Tax Assets (Net)	9	1,431.10	1,248.79
Income Tax Asset (Net)	37(v)	2,114.39	2,283.35
Other non-current assets	10(a)	1,197.51	1,149.97
		72,392.19	71,401.62
Current Assets			
Inventories	12	854.77	717.55
Financial Assets			
Investments	6(b)	-	3,186.91
Trade Receivables	13	1,171.18	1,372.02
Cash and Cash Equivalents	14(a)	4,621.86	2,802.19
Bank Balances other than Cash and Cash Equivalents	14(b)	1,481.10	3,103.37
Loans	7	560.00	560.00
Other financial assets	8(b)	686.58	513.77
Other current assets	10(b)	1,081.52	927.62
Assets classified as held for sale (Refer Note 39)		-	605.52
		10,457.01	13,788.95
		82,849.20	85,190.57
Total			
Equity and Liabilities			
Equity			
Equity Share capital	15	1,785.99	1,785.99
Other Equity	16	51,292.27	51,594.74
Total Equity		53,078.26	53,380.73
Non-current Liabilities			
Financial Liabilities			
Borrowings	17(a)	19,000.00	-
Lease Liabilities (Refer Note 31)		1,282.12	-
Other Financial Liabilities	18(a)	185.49	192.92
Trade Payables			
- Total outstanding dues of Micro and Small Enterprises*	19(a)(i)	-	-
- Total outstanding dues of Creditors other than Micro and Small Enterprises	19(a)(ii)	-	164.37
Other non-current Liabilities	20(a)	5.51	13.12
Provisions	21(a)	571.98	545.34
		21,045.10	915.75
Current Liabilities			
Financial Liabilities			
Borrowings	17(b)	1,500.00	-
Lease Liabilities (Refer Note 31)		49.01	-
Trade Payables			
- Total outstanding dues of Micro and Small Enterprises*	19(b)(i)	5.43	32.80
- Total outstanding dues of Creditors other than Micro and Small Enterprises	19(b)(ii)	3,667.32	3,784.20
Other financial Liabilities	18(b)	2,824.35	26,423.42
Other current Liabilities	20(b)	542.29	520.77
Provisions	21(b)	137.44	132.90
		8,725.84	30,894.09
		82,849.20	85,190.57
Total			
Significant Accounting Policies	2		

The accompanying notes 1 to 44 form an integral part of the financial statements.

*Pertains to Domestic Companies.

As per our Report attached

For **PKF Sridhar & Santhanam LLP**

Chartered Accountants

Firm Registration No.: 003990S/S200018

Rajeshwari S

Partner

Membership No.: 024105

Place : Chennai

Date : June 03, 2020

For and on behalf of the Board of Directors of Oriental Hotels Limited

Puneet Chhatwal

Chairman

DIN: 07624616

Place of Signing : Mumbai

Sreyas Arumbakkam

Chief Financial Officer

Pramod Ranjan

Managing Director

DIN: 00887569

Vijay Sankar

Director

DIN: 00007875

Tom Antony

AVP- Legal & Company Secretary

PROFIT AND LOSS STATEMENT

Consolidated Statement of Profit and Loss for the year ended March 31, 2020

Particulars	Note	₹ in Lakhs	
		As at March 31, 2020	As at March 31, 2019
Revenue			
Revenue from Operations	22	29,114.06	34,678.58
Other Income	23	769.31	797.22
Total		29,883.37	35,475.80
Expenses			
Food and Beverages Consumed	24	3,041.06	3,706.74
Employee Benefits Expense and Payment to Contractors	25	8,656.25	9,759.25
Finance Costs	26	2,402.37	2,718.05
Depreciation and Amortisation	3, 4 & 5	2,770.19	2,837.77
Other Operating and General Expenses	27	13,576.36	16,068.25
Total		30,446.23	35,090.06
Profit/(Loss) before exceptional items and tax		(562.86)	385.74
Exceptional Items	28	(77.65)	9,616.30
Profit/(Loss) Before Tax		(640.51)	10,002.04
Tax Expense			
Current Tax (Refer Note 37)		235.33	2,157.09
Deferred Tax (Refer Note 37)		(215.43)	(858.94)
Total		19.90	1,298.15
Profit/(Loss) for the year		(660.41)	8,703.89
Add : Share of Profit/(Loss) of Associates		14.08	274.69
Add : Share of Profit / (Loss) of Jointly controlled entity		(179.57)	179.94
Profit/ (Loss) After Tax and share of associates and jointly controlled entity		(825.90)	9,158.52
Other Comprehensive income, net of tax			
Items that will not be reclassified subsequently to profit and loss			
Remeasurements of defined benefit plans		(163.21)	19.86
Change in fair value of equity instruments designated irrevocably as FVTOCI		281.65	(1,231.63)
Share of other comprehensive income of associates and jointly controlled entity		(231.51)	96.60
Less: Income Tax		(62.09)	21.51
		(50.98)	(1,136.68)
Items that will be reclassified subsequently to profit and loss			
Currency translation difference (net)		1,308.36	839.41
Share of other comprehensive income of associates and jointly controlled entity		534.61	366.18
		1,842.97	1,205.59
Other Comprehensive income for the year, net of tax		1,791.99	68.91
Total Comprehensive Income for the year		966.09	9,227.43
Earnings per equity share : (Stated in ₹)			
Basic & Diluted (Face value ₹1/- per share) (Refer Note: (33))		(0.46)	5.13
Significant Accounting Policies	2		
The accompanying notes 1 to 44 form an integral part of the financial statements.			

As per our Report attached
For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm Registration No.: 003990S/S200018

Rajeshwari S
Partner
Membership No.: 024105
Place : Chennai
Date : June 03, 2020

For and on behalf of the Board of Directors of Oriental Hotels Limited
Puneet Chhatwal **Pramod Ranjan** **Vijay Sankar**
Chairman Managing Director Director
DIN: 07624616 DIN: 00887569 DIN: 00007875
Place of Signing : Mumbai

Sreyas Arumbakkam
Chief Financial Officer

Tom Antony
AVP- Legal & Company Secretary

STATEMENT OF CHANGES IN EQUITY

Consolidated Statement of Changes in Equity as at March 31, 2020

Statement of Changes in Equity as at March 31, 2019

₹ in Lakhs

	RESERVES AND SURPLUS					Equity Instruments through OCI	Foreign Currency Translation Reserve	TOTAL
	Equity Share Capital Subscribed	Securities Premium	General Reserve	Other Reserves	Retained Earning			
Balance as on 01st April, 2018	1,785.99	10,735.69	10,543.41	2,698.59	10,971.78	6,530.17	890.10	44,155.73
Profit for the year	-	-	-	-	9,158.52	-	-	9,158.52
Other Comprehensive Income for the year, net of taxes, excluding actuarial gain/losses	-	-	-	-	-	(1,144.13)	1,205.59	61.46
Actuarial Gains/Losses (Not Reclassified to P&L) net of tax	-	-	-	-	7.46	-	-	7.46
Total Comprehensive Income for the year	-	-	-	-	9,165.98	(1,144.13)	1,205.59	9,227.44
Tax on Dividend	-	-	-	-	(2.44)	-	-	(2.44)
Transfer to Debenture Redemption Reserve	-	-	-	2,810.59	(2,810.59)	-	-	-
Balance as on 31st March, 2019	1,785.99	10,735.69	10,543.41	5,509.18	17,324.73	5,386.04	2,095.69	53,380.73

* Includes Debenture Redemption Reserve: 2019 ₹5,463.00 lakhs & 2018 ₹2,652.41 lakhs respectively.

Statement of Changes in Equity as at March 31, 2020

₹ in Lakhs

	RESERVES AND SURPLUS					Equity Instruments through OCI	Foreign Currency Translation Reserve	TOTAL
	Equity Share Capital Subscribed	Securities Premium	General Reserve	Other Reserves	Retained Earning			
Balance as on 01st April, 2019	1,785.99	10,735.69	10,543.41	5,509.18	17,324.73	5,386.04	2,095.69	53,380.73
INDAS Transition Reserve (For INDAS 116)	-	-	-	-	(260.87)	-	-	(260.87)
Profit/(Loss) for the year	-	-	-	-	(825.90)	-	-	(825.90)
Other Comprehensive Income for the year, net of taxes, excluding actuarial gain/losses	-	-	-	-	-	62.60	1,842.97	1,905.57
Actuarial Gains/Losses (Not Reclassified to P&L) net of tax	-	-	-	-	(113.43)	-	-	(113.43)
Total Comprehensive Income for the year	-	-	-	-	(1,200.20)	62.60	1,842.97	705.37
Dividends	-	-	-	-	(893.00)	-	-	(893.00)
Tax on Dividend **	-	-	-	-	(114.84)	-	-	(114.84)
Debenture Redemption Reserve transferred to General Reserve	-	-	5,463.00	(5,463.00)	-	-	-	-
Balance as on 31st March, 2020	1,785.99	10,735.69	16,006.41	46.18	15,116.69	5,448.64	3,938.66	53,078.26

** Net of DDT refund ₹71.52 lakhs.

As per our Report attached
For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm Registration No.: 003990S/S200018

Rajeshwari S
Partner
Membership No.: 024105
Place : Chennai
Date : June 03, 2020

For and on behalf of the Board of Directors of Oriental Hotels Limited
Puneet Chhatwal Chairman
DIN: 07624616
Place of Signing : Mumbai
Pramod Ranjan Managing Director
DIN: 00887569
Vijay Sankar Director
DIN: 00007875

Sreyas Arumbakkam
Chief Financial Officer

Tom Antony
AVP- Legal & Company Secretary

STATEMENT OF CASH FLOWS

Consolidated Statement of Cash Flows for the year ended March 31, 2020

₹ in Lakhs

	March 31, 2020	March 31, 2019
A. Cash flow from Operating Activities		
Profit/(Loss) before tax	(640.51)	10,002.04
Adjustments for		
Depreciation and Amortization	2,770.19	2,837.77
Gain on Sale of undertaking	-	(10,146.07)
Loss on Sale of Fixed Assets	0.48	895.94
Gain on investments carried at fair value through P&L Account	(104.28)	(135.92)
Assets written off	109.84	5.44
Allowances for doubtful debts	21.77	30.38
Allowance doubtful advances and assets	-	117.42
Provision and balances written back	(115.83)	(209.61)
Project expenses/advances written off	527.65	-
Finance Cost	2,402.37	2,718.05
Interest Income	(499.59)	(258.67)
Dividend received	(3.77)	(25.95)
Income on refund of Financial Assets	-	(979.80)
Changes in Fair valuation of Financial Liabilities	(130.70)	55.71
Exchange Loss/(Gain)	3.73	-
	4,981.86	(5,095.29)
Changes in Operating Assets and Liabilities	4,341.35	4,906.75
Adjustments for		
Financial Assets	118.25	133.76
Inventories	(137.23)	87.35
Trade receivables	185.60	49.42
Other assets	(286.26)	139.99
Trade Payables	(227.66)	578.79
Other Liabilities	45.07	(40.88)
Other Financial Liabilities	238.88	(82.34)
	(63.35)	866.09
Cash generated from operations	4,278.00	5,772.84
Direct Taxes paid	207.97	(1,971.32)
Net Cash Flow from operating activities	4,485.97	3,801.52
B. Cash flow from investing activities		
Payments for Purchase of Property Plant and Equipment	(2,353.27)	(5,404.21)
Proceeds from Sale of Property Plan and Equipment	607.09	1,916.82
Proceeds from Sale of business undertaking	-	11,971.73
Payments for Purchase of Investments	-	(0.40)
Proceeds from sale/(Payments for purchase) of Current investments	3,291.19	(3,050.99)
Deposits with Bank	1,620.00	(3,000.00)
Proceeds from refund of Long term deposit placed for hotel properties	-	4,750.00
Dividend received	171.20	767.44
Interest	479.24	266.89
Net cash flow from investing activities (B)	3,815.45	8,217.28

STATEMENT OF CASH FLOWS (continued)

₹ in Lakhs

	March 31, 2020	March 31, 2019
C. Cash flow from financing activities		
Proceeds from Long term Borrowings	20,000.00	-
Repayment of Long term Borrowings	(25,066.10)	(8,100.00)
Proceeds/(repayments) from Short term Borrowings	1,500.00	(97.40)
Repayment of lease obligations	(5.06)	-
Finance Cost	(1,875.01)	(1,571.22)
Others	-	2.40
Dividend Paid	(1,076.55)	-
Net cash used in financing activities (C)	(6,522.72)	(9,766.22)
Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	1,778.70	2,252.58
Cash as per books		
Cash as on Opening 01 st April	2,802.19	553.66
Effect of exchange differences on translation of foreign currency cash and cash equivalents	40.97	4.05
Cash as on Closing 31 st March	4,621.86	2,802.19
Net Increase / (Decrease) in cash and cash equivalents	1,778.70	2,252.58

NOTES TO THE CASH FLOW STATEMENT :

	March 31, 2020 ₹ in Lakhs	March 31, 2019 ₹ in Lakhs
i) Bank Balances other than Cash and Cash Equivalents		
Margin Money Deposits	51.34	54.52
Earmarked balances for unpaid dividends	49.76	48.85
Fixed Deposits placed with bank	1,380.00	3,000.00
Bank Balances other than Cash and Cash Equivalents	1,481.10	3,103.37
ii) Refer Foot Note (iv) of Note 17: Borrowings for Net Debt Reconciliation		

The accompanying notes 1 to 44 form an integral part of the financial statements.

For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm Registration No.: 003990S/S200018

Rajeshwari S
Partner
Membership No.: 024105
Place : Chennai
Date : June 03, 2020

For and on behalf of the Board of Directors of Oriental Hotels Limited
Puneet Chhatwal Chairman
DIN: 07624616
Place of Signing : Mumbai

Pramod Ranjan
Managing Director
DIN: 00887569

Vijay Sankar
Director
DIN: 00007875

Sreyas Arumbakkam
Chief Financial Officer

Tom Antony
AVP- Legal & Company Secretary

NOTES

To Consolidated Financial Statements

Notes to Consolidated financial statements for the year ended March 31, 2020

Note 1. Corporate Information

Oriental Hotels Limited (the “Company”), is a listed public limited company incorporated and domiciled in India and has its registered office at No.37, “Taj Coromandel”, Mahatma Gandhi Road, Nungambakkam, Chennai 600 034. The Company is primarily engaged in the business of owning, operating & managing hotels, palaces and resorts.

The company’s business operation is mainly in India

The Company has primary listing in Bombay Stock Exchange and National Stock Exchange. The GDRs are listed in Luxembourg Stock Exchange.

The consolidated financial statements relate to Oriental Hotels Limited (‘the Company’), it’s wholly owned Subsidiary Company, Associates and Jointly Controlled Entity.

Particulars of the Subsidiary Companies, Associates and Jointly Controlled Entity at the end of the reporting period are as follows:

Name of the Company	Category	Country of Incorporation	% of Shares held
OHL International (HK) Ltd.*	Subsidiary	Hong Kong	100
Taj Madurai Limited	Associate	India	26
Lanka Island Resorts Ltd.	Associate of OHL International (HK) Ltd.	Sri Lanka	23.08
Tal Hotels & Resorts Ltd.	Jointly Controlled Entity	Hong Kong	21.74

*The consolidated financial results of OHL International (HK) Ltd. includes the results of Lanka Island Resorts Ltd., an Associate.

Note 2. Significant Accounting Policies

(a) Statement of compliance:

The financial statements of the Company comply in all material aspects Indian Accounting Standards (“Ind AS”) issued under Section 133 of the Companies Act, 2013 notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) with and other relevant provision of the Act. The accounting policies as set out below have been applied consistently to all years presented in these financial statements.

Recent Accounting Pronouncements:

(i) New standards notified and adopted by the Company

Ind AS 116 – ‘Leases’

Ind AS 116 ‘Leases’ provides a new model for lessee accounting in which the majority of leases have been accounted for by the recognition on the balance sheet of a right-of-use asset and a lease liability. The subsequent amortization of the right-of-use asset and the interest expense related to the lease liability have been recognized in profit or loss over the lease term.

The Company has adopted Ind AS 116 in the financial reporting period commencing 1 April 2019 and has elected to apply the retrospective approach under which the cumulative effect of initial application is recognized in opening retained earnings at the date of initial application with no restatement of comparative periods’ financial information.

Ind AS 116 introduces a revised definition of a lease. As permitted by the standard, Company has elected not to reassess the existing population of leases under the new definition and only applied the new definition for the assessment of contracts entered into after the transition date.

The presentation and timing of recognition of charges in the statement of profit and loss also changed as the operating lease expense reported under Ind AS 17, typically on a straight-line basis, has been replaced by depreciation of the right-of-use asset and interest on the lease liability. In the cash flow statement, operating lease payments presented within cash flows from operating activities under Ind AS 17 but under Ind AS 116 payments have been presented as financing cash flows, representing repayments of debt, and as operating cash flows, representing payments of interest.

(ii) New standard notified but not effective

None

(b) Basis of preparation and presentation:

These financial statements have been prepared on a historical cost basis, except for certain financial instruments and defined benefit plans that are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

NOTES

To Consolidated Financial Statements

As the operating cycle cannot be identified in normal course due to the special nature of industry, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Financial Statements are presented in Indian Rupees Lakhs, and all values are rounded off to the nearest two decimals except when otherwise stated.

(c) Principles of Consolidation and equity accounting:

i. Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The group combines the financials statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transaction balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

ii. Associates

Associates are all entities over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting after initially being recognised at cost.

iii. Jointly Controlled Entity

Interest in Jointly Controlled Entity are accounted for using the equity method after initially being recognized at cost in the consolidated balance sheet.

iv. Equity method

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and Jointly Controlled Entity are recognized as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity including any other unsecured long-term receivables, the group does not recognize further losses, unless it has incurred obligations or made payments on behalf of other entity.

Unrealized gains on transactions between the group and its associates and jointly controlled entity are eliminated to the extent of the group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

v. Change in ownership interest

The group treats transactions with non-controlling interest that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interest to reflect their relative interest in the subsidiary. Any difference between the amount of the adjustments to non-controlling interest and any considerations paid or received is recognized within equity.

When the group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognized in profit or loss. This fair value becomes the initial carrying amount for the purpose of subsequently accounting for the retained interest as an associate, Jointly Controlled Entity or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

NOTES

To Consolidated Financial Statements

If the ownership interest in a Jointly Controlled Entity or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

(d) Use of estimates and judgements:

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, disclosures of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to:

- **Useful lives of property, plant and equipment and intangible assets:** The Company has estimated useful life of each class of assets based on the nature of assets, the estimated usage of the asset, the operating condition of the asset, past history of replacement, anticipated technological changes, etc. The Company reviews the carrying amount of property, plant and equipment and Intangible assets at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.
- **Impairment testing:** Property, plant and equipment and Intangible assets are tested for impairment when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.
- **Impairment of investments:** The Company reviews its carrying value of investments carried at cost or amortised cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.
- **Income Taxes:** Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Company estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and there the tax charge in the statement of profit or loss.

Provision for tax liabilities require judgements on the interpretation of tax legislation, developments in case law and the potential outcomes of tax audits and appeals which may be subject to significant uncertainty. Therefore the actual results may vary from expectations resulting in adjustments to provisions, the valuation of deferred tax assets, cash tax settlements and therefore the tax charge in the statement of profit or loss.

- **Fair value measurement of derivative and other financial instruments:** The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. This involves significant judgements to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.
- **Litigation:** From time to time, the Company is subject to legal proceedings the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavorable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.
- **Defined benefit plans:** The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

All assets and liabilities are classified into current and non-current generally on the criteria of realization/settlement within 12 months period from balance sheet date.

NOTES

To Consolidated Financial Statements

- **Leases:** Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and there by assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

- **Covid 19:** On March 11, 2020, the World Health Organization declared Covid-19 outbreak as a pandemic. Responding to the potentially serious threat that this pandemic has to public health, the Indian Government has taken a series of measures to contain the outbreak, which included imposing multiple 'lock-downs' across the country, from March 22, 2020, and extended up to May 31, 2020 and further extended up to June 30, 2020 in certain places. All airline, road, and railway travel was suspended and hotels, offices, factories, schools, universities, restaurants, cinema, sports facilities and retail outlets, etc. were closed, except for a few essential services/supplies like grocery stores, pharmacies, etc. There has been a partial lifting of the stringent measures in the last few days.

The hotel business has been severely impacted on account of COVID-19. Many of the hotels have been closed since the mandated lockdown from March 22, 2020. The Company is currently operating a few hotels and the Company expects all the hotels to become operational in a staggered manner after the lockdown is lifted. However, revenues are expected to be softer in the initial phase of the lockdown and for some time after the lifting of the lockdown mainly due to lower occupancies arising out of reduced business and leisure travel.

The Company is taking all necessary measures to contain costs, rationalise resources taking initiatives to uplift revenue. The Company is also in discussion with all its lessors for waiver or deferment of lease rentals during the lockdown period. The Company is also holding back on discretionary spending, postponing renovations, and planning other cost optimization measures.

The Company has assessed the potential impact of Covid-19 on the carrying value of property, plant & equipment, right of use assets, intangible assets, investments, trade receivables, inventories, and other current assets appearing in the financial statements of the Company. In developing the assumptions and estimates relating to the future uncertainties in the economic conditions because of this pandemic, the Company as at the date of approval of these Financial Statements has used internal and external sources of information and based on current estimates, expects to recover the carrying amounts of these assets. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

(e) Revenue recognition :

Revenue from Services

Revenue is recognised at an amount that reflects the consideration to which the Company expects to be entitled in exchange for transferring the goods or services to a customer i.e. on transfer of control of the goods or service to the customer. Revenue from sales of goods or rendering of services is net of Indirect taxes, returns and discounts.

Income from operations

Rooms, Food and Beverage & Banquets: Revenue is recognised at the transaction price that is allocated to the performance obligation. Revenue includes room revenue, food and beverage sale and banquet services which is recognised once the rooms are occupied, food and beverages are sold and banquet services have been provided as per the contract with the customer.

Space and shop rentals: Rentals basically consist of rental revenue earned from letting of spaces for retails and office at the properties. These contracts for rentals are generally of short term in nature. Revenue is recognized in the period in which services are being rendered.

Other Allied services: In relation to the laundry income, communication income, health club income, transfers income and other allied services, the revenue has been recognized by reference to the time of service rendered.

Management and Operating fees: Management fees earned from hotels managed by the Group are usually under long-term contracts with the hotel owner. Under Management and Operating Agreements, the company's performance obligation is to provide hotel management services and a license to use the Company's trademark and other intellectual property.

NOTES

To Consolidated Financial Statements

Management and incentive fee is earned as a percentage of revenue and profit and are recognised when earned in accordance with the terms of the contract based on the underlying revenue, when collectability is certain and when the performance criteria are met. Both are treated as variable consideration.

Interest: Interest income from financial asset is recognised when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably.

Interest income is accrued on a time basis by reference to principal outstanding using the effective interest rate method.

Dividend: Dividend income is recognized when the Company's right to receive the amount is established.

(f) Employee Benefits (other than for persons engaged through contractors):

i. Provident Fund

The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' salary), which is recognised as an expense in the Statement of Profit and Loss during the year. The contributions as specified under the law are paid to the respective Regional Provident Fund Commissioner.

ii. Gratuity Fund

The Company makes annual contributions to gratuity funds administered by the trustees for amounts notified by the funds. The Gratuity plan provides for lump sum payment to vested employees on retirement, death or termination of employment of an amount based on the respective employee's last drawn salary and tenure of employment. The Company accounts for the net present value of its obligations for gratuity benefits, based on an independent actuarial valuation, determined on the basis of the projected unit credit method, carried out as at the Balance Sheet date. Actuarial gains and losses are recognised immediately in the other comprehensive income and reflected in retained earnings and will not be reclassified to the statement of profit and loss.

iii. Post-Retirement Pension Scheme and Medical Benefits

The net present value of the Company's obligation towards post retirement pension scheme for certain retired directors and their dependents and Post employment medical benefits to qualifying persons is actuarially determined, based on the projected unit credit method. Actuarial gains and losses are recognized immediately in the Other Comprehensive Income and reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

iv. Compensated Absences

The Company has a scheme for compensated absences for employees, the liability for which is determined on the basis of an independent actuarial valuation using the projected unit credit method, carried out at the Balance Sheet date.

v. Long Service Awards

The Company has a scheme for long service awards for employees, the liability for which is determined on the basis of an independent actuarial valuation using the projected unit credit method, carried out at the Balance Sheet date.

vi. Other employee termination benefits

Payment to employees on termination along with the additional liability towards retirement benefits arising pursuant to termination are charged off in the Statement of Profit and Loss in the year it is incurred.

vii. Other Employee Benefits

Other benefits, comprising of Leave Travel Allowances, are determined on an undiscounted basis and recognised based on the entitlement thereof.

(g) Property, Plant and Equipment:

The Company had elected to continue with the carrying value of all of its Property, Plant and Equipment recognised as of April 1, 2015 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as of the transition date.

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

All property, plant and equipment are initially recorded at cost. Cost includes the acquisition cost or the cost of construction, including duties and taxes (other than those refundable), expenses directly related to the location of assets and making them operational for their intended use and, in the case of qualifying assets, the attributable borrowing costs. Initial estimate shall also include costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

NOTES

To Consolidated Financial Statements

An assets' carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation is charged to profit or loss so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the straight line method, as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets had been re-assessed as under based on technical evaluation made at the group level, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties, maintenance support, etc.

The estimated useful lives, residual values and depreciation method are reviewed at the Balance Sheet date, with the effect of any changes in estimate accounted for on a prospective basis.

In respect of Leasehold Buildings, improvements to buildings are depreciated on the basis of their estimated useful lives or expected lease period whichever is lower.

The estimated useful lives of the depreciable assets are as follows:

<u>Class of Assets</u>	<u>Estimated Useful Life</u>
Buildings	60 to 80 years
Plant and Equipment	10 to 20 years
Electrical Installation and Equipment	20 years
Hotel Wooden Furniture	15 years
End User devices – Computers, Laptops etc.	6 years
Operating supplies (issued on opening of a new hotel property)	2 to 3 years
Assets costing less than ₹5,000	4 years

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

Capital work in progress represents projects under which the property, plant and equipment's are not yet ready or their intended use and are carried at cost determined as aforesaid.

(h) Intangible Fixed Assets:

Intangible assets include cost of acquired software. Intangible assets are initially measured at acquisition cost including any directly attributable costs of preparing the asset for its intended use.

Intangible assets with finite lives are amortized over their estimated useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization periods are reviewed and impairment is done only if indicators of impairment exist.

<u>Class of Asset</u>	<u>Estimated Useful Life</u>
Software and Licences	6 years

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use of disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Statement of Profit and Loss when the asset is derecognized.

(i) Impairment of Property plant and equipment and intangible assets:

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

NOTES

To Consolidated Financial Statements

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss.

(j) Foreign Currency Translation :

i. Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statement are prepared in Indian rupees (INR), which is Oriental Hotels Limited's functional and presentation currency.

ii. Initial Recognition

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of transactions.

iii. Subsequent Recognition

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were the fair value measured.

All monetary assets and liabilities denominated in foreign currency are reported using exchange rate prevailing at the balance sheet date. Exchange differences on such restatement are recognised in the Statement of Profit and Loss. Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of transaction.

iv. Group Companies

The results and financial position of foreign operations (None of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows.

Assets and liabilities are translated at the closing rate at the date of that balance sheet.

Income and expenses are translated at average exchange rates and all resulting exchange differences are recognized in other comprehensive income.

v. Cumulative Translation Differences

INDAS allows cumulative translation gain and losses to be reset to zero at the transition date. The group elected to reset all cumulative transition gain and losses to zero by transferring it to opening retained earnings at its transition date.

(k) Non-current assets held for sale:

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable and expected to be completed within one year from the date of classification.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

(l) Assets taken on lease:

For the year 2019-20

On inception of a contract, the Company assesses whether it contains a lease. A contract is, or contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

NOTES

To Consolidated Financial Statements

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease contracts may contain both lease and non-lease components. The Company allocates payments in the contract to the lease and non-lease components based on their relative stand-alone prices and applies the lease accounting model only to lease components.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for initial direct costs incurred, lease payments made at or before the commencement date, any asset restoration obligation, and less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are also adjusted for any re-measurement of lease liabilities. Unless the Company is reasonably certain to obtain ownership of the leased assets or renewal of the leases at the end of the lease term, recognised right-of-use assets are depreciated to a residual value over the shorter of their estimated useful life or lease term.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including 'in-substance fixed' payments) and variable lease payments that depend on an index or a rate, less any lease incentives receivable. 'In-substance fixed' payments are payments that may, in form, contain variability but that, in substance, are unavoidable. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which the Company is reasonably certain to exercise and excludes the effect of early termination options where the Company is not reasonably certain that it will exercise the option. Minimum lease payments include the cost of a purchase option if the Company is reasonably certain it will purchase the underlying asset after the lease term.

Lease liabilities are re-measured with a corresponding adjustment to the related right-of-use asset if the Company changes its assessment if whether it will exercise an extension or a termination option and any lease modification.

Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period over which the event or condition that triggers the payment occurs. In respect of variable leases which guarantee a minimum amount of rent over the lease term, the guaranteed amount is considered to be an 'in-substance fixed' lease payment and included in the initial calculation of the lease liability. Payments which are 'in-substance fixed' are charged against the lease liability.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments are presented as follows in the Company's statement of cash flows:

- short-term lease payments, payments for leases of low-value assets and variable lease payments that are not included in the measurement of the lease liabilities are presented within cash flows from operating activities;
- payments for the interest element of recognised lease liabilities are included in 'interest paid' within cash flows from operating activities; and
- payments for the principal element of recognised lease liabilities are presented within cash flows from financing activities.

The Company as a lessor:

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Company is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

For the year 2018-19

The Company applies Appendix C of Ind AS 17 'Leases' for determining whether an arrangement contains a Lease. Leases are classified as finance lease whenever the terms of the lease transfer substantially all the risk and rewards of ownership to the lessee. All the other leases are classified as operating leases.

Operating lease payments are recognized as expenditure in the Statement of Profit and Loss on a straight-line basis, unless another basis is more representative of the time pattern of benefits received from the use of the assets taken on lease or the payments of lease rentals are in line with the expected general inflation compensating the lessor for expected inflationary cost. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred.

NOTES

To Consolidated Financial Statements

Assets held under finance lease are capitalised at the inception of the lease, with corresponding liability being recognised for the fair value of the leased assets or, if lower, the present value of the minimum lease payments. Lease payments are apportioned between the reduction of the lease liability and finance charges in the statement of Profit or Loss so as to achieve a constant rate of interest on the remaining balance of the liability. Assets held under finance leases are depreciated over the shorter of the estimated useful life of the asset and the lease term.

For leases which include both land and building elements, basis of classification of each element is assessed on the date of transition, April 1, 2015, in accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard.

(m) Inventories:

Stock of food and beverages and stores and operating supplies are carried at the lower of cost (computed on a Weighted Average basis) or net realisable value. Cost include the cost of purchase including duties and taxes (other than those refundable), inward freight, and other expenditure directly attributable to the purchase. Trade discounts and rebates are deducted in determining the cost of purchase.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses.

(n) Government Grants:

Government grants are recognised in the period to which they relate when there is reasonable assurance that the grant will be received and that the Company will comply with the attached conditions.

Government grants are recognised in the Statement of Profit and Loss on a systematic basis over the periods in which the Company recognises as expenses the related costs for which the grants are intended to compensate.

(o) Income Taxes:

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

(i) Current tax:

Current Tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

(ii) Deferred tax :

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill, an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax liabilities are generally recognized for all taxable temporary differences except in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in Jointly Controlled Entity where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting date.

NOTES

To Consolidated Financial Statements

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Minimum Alternative Tax ("MAT") credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(p) Accounting for Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized, when there is a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and when a reliable estimate of the amount of the obligation can be made. If the effect of the time value of money is material, the provision is discounted using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation and the unwinding of the discount is recognised as interest expense.

Contingent liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent assets are not recognized in the financial statements.

(q) Borrowing Costs:

General and specific borrowing costs directly attributable to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Borrowing costs consist of interest and other costs that the company incurs in connection with the borrowing of funds.

Interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Borrowing costs that are not directly attributable to a qualifying asset are recognised in the Statement of Profit or Loss using the effective interest method.

(r) Cash and Cash Equivalents (for the purpose of cash flow statements):

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(s) Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of no cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year are classified by operating, investing and financing activities.

(t) Share capital

Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

(u) Dividends

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

(v) Earnings Per Share:

Basic earnings per share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year including potential equity shares on compulsory convertible debentures. Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

NOTES

To Consolidated Financial Statements

(w) Segment Reporting:

The Company identifies operating segments based on the internal reporting provided to the chief operating decision-maker.

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the chief operating decision maker.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under “unallocated revenue / expenses / assets/liabilities”.

(x) Exceptional items:

The Company discloses certain financial information both including and excluding exceptional items. The presentation of information excluding exceptional items allows a better understanding of the underlying operating performance of the Company and provides consistency with the Company’s internal management reporting. Exceptional items are identified by virtue of either their size or nature so as to facilitate comparison with prior periods and to assess underlying trends in the financial performance of the Company. Exceptional items can include, but are not restricted to, gains and losses on the disposal of assets/investments, impairment charges, exchange gain/(loss) on long term borrowings/assets and changes in fair value of derivative contracts.

(y) Financial Instruments:

Financial Assets:

Classification

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial Recognition and measurement:

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Debt instruments at amortised cost

A ‘debt instrument’ is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to loans and advances, deposits, trade and other receivables.

Debt instruments included within the fair value through profit and loss (FVTPL) category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVTOCI) or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

NOTES

To Consolidated Financial Statements

For equity instruments classified as FVTOCI, all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI). There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of such investments.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
 - (a) the Company has transferred substantially all the risks and rewards of the asset, or
 - (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.
- b) Trade receivables.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables which do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

Financial Liabilities

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

NOTES

To Consolidated Financial Statements

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to the Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Profit and Loss. The Company has not designated any financial liability as at fair value through profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Company uses derivative financial instruments, such as cross currency swaps, interest rate swaps, etc. to manage its exposure to interest rate and foreign exchange risks. Although the company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value through profit or loss and the resulting exchange gains or losses are included in Exceptional items. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Assets/ liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the balance sheet date.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognized and deducted directly in equity. No gain or loss is recognized in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

(z) Financial guarantee contracts:

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are measured at their fair values and recognised as income in the statement of profit and loss account.

NOTES

To Consolidated Financial Statements

Note 3 : Property, Plant and Equipment (Owned, unless otherwise stated)

(a) ₹ in Lakhs

Particulars	Freehold Land	Buildings Refer Footnote (i)	Plant and Equipment	Furniture and Fixtures	Office Equipment	Vehicles	Total
Gross Block at Cost							
At April 1, 2018	5,697.32	17,145.60	15,200.43	5,833.63	634.81	122.82	44,634.61
Additions	-	2,913.37	2,237.39	2,035.48	61.26	11.60	7,259.10
Adjustment (Refer Footnote (ii))	-	91.46	541.27	270.94	45.27	0.14	949.08
Disposals	24.67	972.56	1,259.77	378.14	74.80	4.66	2,714.60
At March 31, 2019	5,672.65	18,994.95	15,636.78	7,220.03	576.00	129.62	48,230.03
Depreciation							
At April 1, 2018	-	1,465.59	3,719.62	1,666.17	362.94	62.96	7,277.28
Charge for the year	-	620.67	1,356.76	698.21	70.77	12.29	2,758.70
Adjustment (Refer Footnote (ii))	-	7.67	136.66	105.60	110.00	0.13	360.06
Impairment Provision (Refer Footnote (iv))	117.42	-	-	-	-	-	117.42
Disposals	-	234.35	431.31	165.04	49.75	3.25	883.70
At March 31, 2019	117.42	1,844.24	4,508.41	2,093.74	273.96	71.87	8,909.64
Net Block							
At March 31, 2019	5,555.23	17,150.71	11,128.37	5,126.29	302.05	57.75	39,320.39

Footnotes:

- (i) Buildings include WDV on improvements to building constructed on leasehold land ₹973.45 Lakhs; (Previous year ₹1,025.32 Lakhs).
(ii) Adjustments pertain to assets of a hotel undertaking (Gross Block of ₹949.08 lakhs and accumulated depreciation of ₹360.06 lakhs as on 31st March, 2019) transferred to assets held for sale (Refer Note 39).
(iii) Assets pledged as security (Refer Note 17 Borrowings).
(iv) Provision for impairment made for submerged land (Refer Note 28 d.)

(b) ₹ in Lakhs

Particulars	Freehold Land	Buildings Refer Footnote (i)	Plant and Equipment	Furniture and Fixtures	Office Equipment	Vehicles	Total
Gross Block at Cost							
At April 1, 2019	5,672.65	18,994.95	15,636.78	7,220.03	576.00	129.62	48,230.03
Additions	227.38	368.22	792.26	290.31	69.34	17.14	1,764.65
Disposals	-	54.18	70.42	67.74	8.55	2.98	203.87
At March 31, 2020	5,900.03	19,308.99	16,358.62	7,442.60	636.79	143.78	49,790.81
Depreciation							
At April 1, 2019	117.42	1,844.24	4,508.41	2,093.74	273.96	71.87	8,909.64
Charge for the year	-	637.41	1,309.92	648.74	67.76	26.39	2,690.22
Disposals	-	13.56	34.81	33.08	8.33	2.56	92.34
At March 31, 2020	117.42	2,468.09	5,783.52	2,709.40	333.39	95.70	11,507.52
Net Block							
At March 31, 2020	5,782.61	16,840.90	10,575.10	4,733.20	303.40	48.08	38,283.29

Footnote:

- (i) Buildings include WDV on improvements to building constructed on leasehold land ₹834.54 Lakhs; (Previous year ₹973.45 Lakhs).
(ii) Assets pledged as security (Refer Note 17: Borrowings).

NOTES

To Consolidated Financial Statements

Note 4: Right of Use Assets

₹ in Lakhs

Gross Block at Cost

At April 1, 2019 (Refer Note below)

Additions

Deductions for the year

At March 31, 2020**Amortisation**

At April 1, 2019

Charge for the year

Deductions for the year

At March 31, 2020**Net Block****At March 31, 2020****Note: The breakup of gross block is given below:****Particulars**

Recognition of Right of Use Asset

Lease prepayment shown under

Prepaid Expenses reclassified to Right of Use Asset

Total

	Land	Premises	Total
At April 1, 2019 (Refer Note below)	1,169.11	98.98	1,268.09
Additions	-	-	-
Deductions for the year	-	-	-
At March 31, 2020	1,169.11	98.98	1,268.09
Amortisation			
At April 1, 2019	-	-	-
Charge for the year	25.32	8.34	33.66
Deductions for the year	-	-	-
At March 31, 2020	25.32	8.34	33.66
Net Block			
At March 31, 2020	1,143.79	90.64	1,234.43
Note: The breakup of gross block is given below:			
Particulars	Land	Premises	Total
Recognition of Right of Use Asset	922.08	12.77	934.85
Lease prepayment shown under			
Prepaid Expenses reclassified to Right of Use Asset	247.03	86.21	333.24
Total	1,169.11	98.98	1,268.09

Note 5 : Intangible Assets (Acquired)

(a)

₹ in Lakhs

Particulars**Gross Block at Cost**

At April 1, 2018

Additions

Adjustment (Refer Footnote (i))

Disposals

At March 31, 2019**Amortisation**

At April 1, 2018

Charge for the year

Adjustment (Refer Footnote (i))

Disposals

At March 31, 2019**Net Block****At March 31, 2019****Footnote:**

(i) Adjustments pertain to assets of a hotel undertaking (Gross Block of ₹51.71 lakhs and accumulated amortisation of ₹35.21 lakhs as on 31st March, 2019) transferred to assets held for sale (Refer Note 39).

	Software	Total
At April 1, 2018	452.50	452.50
Additions	9.70	9.70
Adjustment (Refer Footnote (i))	51.71	51.71
Disposals	19.98	19.98
At March 31, 2019	390.51	390.51
Amortisation		
At April 1, 2018	220.99	220.99
Charge for the year	79.07	79.07
Adjustment (Refer Footnote (i))	35.21	35.21
Disposals	10.39	10.39
At March 31, 2019	254.46	254.46
Net Block		
At March 31, 2019	136.05	136.05

(b)

₹ in Lakhs

Particulars**Gross Block at Cost**

At April 1, 2019

Additions

Disposals

At March 31, 2020**Amortisation**

At April 1, 2019

Charge for the year

Disposals

At March 31, 2020**Net Block****At March 31, 2020**

	Software	Total
At April 1, 2019	390.51	390.51
Additions	16.52	16.52
Disposals	4.49	4.49
At March 31, 2020	402.54	402.54
Amortisation		
At April 1, 2019	254.46	254.46
Charge for the year	46.31	46.31
Disposals	4.08	4.08
At March 31, 2020	296.69	296.69
Net Block		
At March 31, 2020	105.85	105.85

NOTES

To Consolidated Financial Statements

Note 6: Investments

	Face Value	March 31, 2020		March 31, 2019	
		Holdings As at	₹ in Lakhs	Holdings As at	₹ in Lakhs
a) Non-Current Investments					
(i) Investments in Jointly controlled entity and Associates					
Fully Paid Unquoted Equity Instruments					
Investments in Jointly controlled entity					
TAL Hotels & Resorts Limited	US\$1	38,03,718	8,869.90	38,03,718	8,667.71
Investments in Associate Companies					
Taj Madurai Limited	₹10	9,12,000	410.52	9,12,000	628.63
Lanka Island Resorts Limited (refer footnote)	LKR 10	1,86,90,000	2,644.08	1,86,90,000	2,547.20
Total			3,054.60		3,175.83
Grand Total			11,924.50		11,843.54

Footnote: Investment in associate is at its carrying value in the consolidated books without reflecting the adjustments done by the subsidiary to its carrying value. This has been consistently followed subject to foreign currency fluctuation differences.

(ii) Other Non-Current Investments**Investments in Other Companies Equity Shares (Fair Value Through OCI)**

Taj Kerala Hotels and Resorts Limited	₹10	15,15,000	148.30	15,15,000	160.14
Taj Karnataka Hotels and Resorts Limited	₹10	3,00,000	-	3,00,000	-
Taj Air Limited (Refer Footnote iii)	₹10	62,50,000	156.88	62,50,000	155.00
Taj Trade & Transport Company Limited	₹10	1,00,500	39.91	1,00,500	42.05
St. James Court Limited	GBP1	60,00,000	14,307.08	60,00,000	12,259.92
Green Infra Wind Farms Limited	₹10	60,000	6.00	60,000	6.00
Green Infra Wind Generation Limited	₹10	42,000	4.20	42,000	4.20
Citron Ecopower Private Limited	₹10	2,26,750	21.85	2,26,750	21.85
Total			14,684.22		12,649.16

Fully Paid Quoted Equity Investments :**Investment in Other Companies (Fair value through OCI)**

The Indian Hotels Company Limited	₹1	7,52,398	563.55	7,52,398	1,161.33
Tulip Star Hotels Limited	₹10	29,600	7.99	29,600	19.23
Velan Hotels Limited	₹10	4,000	0.10	4,000	0.18
Benares Hotels Limited	₹10	50	0.65	50	0.78
Total			572.29		1,181.52

Others- Non-Trade Unquoted Equity Shares

Chennai Willingdon Corporate Foundation	₹10	5	-	5	-
Indian Dairy Entrepreneurs Agricultural Company Limited. (Refer Footnote (iv))	₹1	86,302	-	86,302	-
Grand Total			15,256.51		13,830.68

Footnotes :

(i) Aggregate of Quoted Investments	: Cost	465.03	465.03
	: Market Value	572.29	1,181.52
(ii) Aggregate of Unquoted Investments		26,608.72	24,492.70

(iii) In terms of an undertaking, transfer of this shareholding is restricted to Taj / TATA group Companies.

(iv) Equity Shares of ₹10/- each have been reduced to ₹1/- each as confirmed by the order of the court and provision for diminution in value has been made in the earlier years.

(b) Current Investments

	March 31, 2020		March 31, 2019	
	Units As at	₹ in Lakhs	Units As at	₹ in Lakhs
Carried at fair value through profit and loss:				
Investments in Mutual Fund Units (unquoted)				
Tata Liquid Fund Direct Plan - Growth	-	-	1,08,234.81	3,186.91
Total				3,186.91
Footnote:				
(i) Aggregate amount of Unquoted Investments				3,186.91

NOTES

To Consolidated Financial Statements

Note 7 : Loans

₹ in Lakhs

Current

- (a) Loans Receivables Considered Good – Unsecured, related party (Refer Note 41)
 (b) Loans Receivables which have significant increase in Credit Risk
 (c) Loans Receivables – Credit Impaired

Total

March 31, 2020	March 31, 2019
560.00	560.00
-	-
-	-
560.00	560.00

Note 8 : Other Financial Assets

₹ in Lakhs

Unsecured Considered Good Unless Otherwise Stated**a) Non-Current**

Long-term security deposits placed for Hotel Properties at amortised cost

External parties

32.26 29.07

Deposits with Public Bodies and Others at amortised costs

Public Bodies and Others – Considered good

403.12 426.03

– Considered doubtful

2.45 2.45

405.57 428.48

Less : Provision for Doubtful advances

2.45 2.45

403.12 426.03

Amounts Recoverable (Net of provisions)

106.24 883.89

(Refer Footnote (i), (ii) & (iii))

Interest Receivable

Others

45.51 45.51

45.51 45.51

Other Advances

48.35 46.15

Total

635.48 1,430.65

Footnote:

- (i) The company had a property in Coimbatore whose title was found to be defective by a Court order. The Company sued the original seller of the property and obtained partial settlement. The balance unrecovered amount amounting to ₹374.93 lakhs (Previous Year ₹374.93 lakhs) has been provided in the books of account as on 31st March 2016. The company is however pursuing the legal process for recovery.
- (ii) The company entered into a long term agreement for development of hotel at Bannerghatta in Bengaluru in the year 2007. During the year 2013-14, the Company decided to terminate the lease agreement and recover the amount spent on the project along with the deposit made. As per the lease agreement the termination will take effect when the lessor fulfills the conditions laid in the termination agreement and hence an amount of ₹Nil (Previous Year ₹777.65 lakhs) that was lying in long term deposits placed for hotel properties and in capital work in progress has been transferred to amounts recoverable. During the year, the Company has recovered ₹250 lakhs deposits made and ₹450 lakhs as lease termination fee and the net amount of ₹77.65 lakhs is written off from the books (Refer Note 28).
- (iii) As per the benefits granted to investors in specified categories in the Tourism sector, the Kerala Department of tourism will pay the difference between the commercial tariff and the industrial tariff on electricity as subsidy for the first 5 years of commencement of business. The claim by the Company, in this regard, has been lodged for ₹141.73 lakhs, out of which ₹35.49 lakhs was received during 2015-16. The Company is confident of receiving the balance receivable of ₹106.24 lakhs (Previous Year ₹106.24 lakhs).

₹ in Lakhs

b) Current

Deposit with public bodies and others

143.03 75.79

Other advances

Considered good

97.67 126.61

Considered doubtful

4.26 4.26

101.93 130.87

Less: Allowance for Advances doubtful of recovery

4.26 4.26

97.67 126.61

Interest receivable

Related Parties (Refer Note: 41)

4.30 6.34

Bank Deposits

16.00 2.81

Others

21.66 15.64

41.96 24.79

Current Account Dues – Refer Note 41 for related parties

403.92 286.58

Total

686.58 513.77

NOTES

To Consolidated Financial Statements

Note 9: Deferred Tax Assets (Net)

₹ in Lakhs

	March 31, 2020	March 31, 2019
Deferred Tax Assets:		
Provision for Employee Benefits	142.95	180.64
Operating losses carried forward (Refer Footnote)	5,004.77	5,718.13
MAT Credit Entitlement	264.95	524.12
Receivables, Financial Assets at amortised cost	52.49	55.75
INDAS transitional difference adjusted in Retained Earnings	121.25	-
Others	117.59	123.21
Total (A)	5,704.00	6,601.85
Deferred Tax Liabilities:		
Property, Plant and Equipment & Intangible Assets	4,272.90	5,343.17
Unrealised gain on equity shares carried at fair value through other comprehensive income	-	9.89
Total (B)	4,272.90	5,353.06
Net Deferred Tax Assets (A-B)	1,431.10	1,248.79

Footnote: Losses u/s 35AD of the Income Tax Act, 1961 have an indefinite carry forward period.

Note 10 : Other Assets

₹ in Lakhs

	March 31, 2020	March 31, 2019
a) Non-current		
Capital Advances	336.35	88.27
Prepaid Expenses	17.40	198.35
Deposits with Government Authorities	221.14	247.15
Export Incentive Receivable	316.41	309.99
Others Refer Footnote (i)	306.21	306.21
Total	1,197.51	1,149.97

Footnote :

(i) A portion of land measuring 1.071 acres costing ₹393.29 lakhs was compulsorily acquired by State Highway Department, for which ₹87.08 lakhs was received towards compensation based on old guideline value during the year 2016-17. However, Company has filed an appeal for enhanced compensation based on new guideline value. Accordingly, the cost of land less compensation received has been shown under others as recoverable.

₹ in Lakhs

	March 31, 2020	March 31, 2019
b) Current		
Prepaid Expenses	311.49	514.07
Indirect tax recoverable	148.02	-
Advance to Suppliers	52.84	101.79
Advance to Employees	8.77	9.07
Export Incentive Receivable	560.40	302.69
Total	1,081.52	927.62

NOTES

To Consolidated Financial Statements

Note 11: Financial Instruments

Table 1: Financial instruments by category

The carrying value and fair value of financial instruments by categories as of March 31, 2020 were as follows:

₹ in Lakhs

Particulars	Financial assets/ liabilities at fair value through profit or loss	Financial assets/liabilities at fair value through OCI	Cost/ Amortised Cost	Total
Financial assets:				
Investments				
Equity Investment	-	-	-	-
Jointly controlled entity and Associates	-	-	11,924.50	11,924.50
External Companies	-	15,256.51	-	15,256.51
Debentures	-	-	-	-
Mutual Fund	-	-	-	-
Trade Receivables	-	-	1,171.18	1,171.18
Cash and Cash Equivalents and Bank balances	-	-	6,102.96	6,102.96
Long Term Loans & Advances	-	-	-	-
Short Term Loans & Advances	-	-	560.00	560.00
Derivative Financial Assets	-	-	-	-
Security Deposits	-	-	-	-
Other Financial Assets	-	-	1,322.06	1,322.06
Total – Financial Assets	-	15,256.51	21,080.70	36,337.21
Financial Liabilities:				
Borrowings	-	-	20,500.00	20,500.00
Lease Liabilities	-	-	1,331.13	1,331.13
Derivative Financial Liabilities	-	-	-	-
Trade Payables including Capital Creditors	-	-	3,830.10	3,830.10
Deposits	-	-	-	-
Other Financial Liabilities*	-	-	2,852.50	2,852.50
Total – Financial Liabilities	-	-	28,513.73	28,513.73

* Includes current maturities of Secured Long Term Borrowings ₹1,000 lakhs.

The carrying value and fair value of financial instruments by categories as of March 31, 2019 were as follows:

₹ in Lakhs

Particulars	Financial assets/ liabilities at fair value through profit or loss	Financial assets/liabilities at fair value through OCI	Cost/ Amortised Cost	Total
Financial assets:				
Investments				
Equity Investment	-	-	-	-
Jointly controlled entity and Associates	-	-	11,843.54	11,843.54
External Companies	-	13,830.68	-	13,830.68
Debentures	-	-	-	-
Mutual Funds	3,186.91	-	-	3,186.91
Trade Receivables	-	-	1,372.02	1,372.02
Cash and Cash Equivalents and Bank balances	-	-	5,905.56	5,905.56
Long Term Loans & Advances	-	-	-	-
Short Term Loans & Advances	-	-	560.00	560.00
Derivative Financial Assets	-	-	-	-
Security Deposits	-	-	-	-
Other Financial Assets	-	-	1,944.42	1,944.42
Total - Financial Assets	3,186.91	13,830.68	21,625.54	38,643.13

NOTES

To Consolidated Financial Statements

₹ in Lakhs

Particulars	Financial assets/liabilities at fair value through profit or loss	Financial assets/liabilities at fair value through OCI	Cost/Amortised Cost	Total
Financial liabilities:				
Borrowings	-	-	-	-
Derivative Financial Liabilities	-	-	-	-
Trade Payables including Capital Creditors	-	-	4,411.84	4,411.84
Deposits	-	-	-	-
Other Financial Liabilities*	-	-	26,185.87	26,185.87
Total - Financial Liabilities	-	-	30,597.71	30,597.71

* Includes current maturities of Secured Debentures ₹24,280.51 lakhs.

Table 2: Fair value hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

- (a) Level 1 – Level 1 hierarchy includes financial instruments measured using quoted prices in an active market. This includes listed equity instrument, traded debentures and mutual funds that have quoted price/declared NAV. The fair value of all equity instruments (including debentures) which are traded in the stock exchanges is valued using the closing price as at the reporting period.
- (b) Level 2 – Level 2 hierarchy includes financial instruments that are not traded in an active market (for example, traded bonds/debentures, over the counter derivatives). The fair value in this hierarchy is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- (c) Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. Financial instruments such as unlisted equity shares, loans are included in this hierarchy.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2020

₹ in Lakhs

Particulars	As of	Fair value measurement at end of the reporting period/year using		
	March 31, 2020	Level 1	Level 2	Level 3
Financial assets:	Total			
Cash & Cash Equivalents	-	-	-	-
Equity shares	15,256.51	572.29	-	14,684.22
Liquid Mutual Funds	-	-	-	-
Long Term Loans & Advances	-	-	-	-
Short Term Loans & Advances	-	-	-	-
Total	15,256.51	572.29	-	14,684.22
Financial liabilities:				
Liability on Derivative Contracts	-	-	-	-
Total	-	-	-	-

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2019

₹ in Lakhs

Particulars	As of	Fair value measurement at end of the reporting period/year using		
	March 31, 2019	Level 1	Level 2	Level 3
Financial assets:	Total			
Cash & Cash Equivalents	-	-	-	-
Equity shares	13,830.68	1,181.52	-	12,649.16
Liquid Mutual Funds	3,186.91	3,186.91	-	-
Long Term Loans & Advances	-	-	-	-
Short Term Loans & Advances	-	-	-	-
Total	17,017.59	4,368.43	-	12,649.16
Financial liabilities:				
Liability on Derivative Contracts	-	-	-	-
Total	-	-	-	-

NOTES

To Consolidated Financial Statements

Note 12 : Inventories

Food and Beverages
Stores and Operating Supplies
Total

₹ in Lakhs	
March 31, 2020	March 31, 2019
486.22	372.03
368.55	345.52
854.77	717.55

Note 13: Trade Receivables

Trade receivables considered good – Unsecured
Trade receivables which have significant increase in credit risk
Trade receivables – Credit impaired
Less: Provision for trade receivables – Credit impaired (Refer Note 38)
Total

₹ in Lakhs	
March 31, 2020	March 31, 2019
1,171.18	1,372.02
-	-
173.55	152.83
1,344.73	1,524.85
173.55	152.83
1,171.18	1,372.02

Footnote: Refer Note 41 for receivable from related parties.

Note 14(a): Cash and Cash Equivalents

Cash and cash equivalents
Cash on hand
Cheques, Drafts on hands
Balances with bank in current account
Balances with bank in call and short-term deposit accounts (original maturity less than 3 months)
Total

₹ in Lakhs	
March 31, 2020	March 31, 2019
11.03	48.24
8.75	8.91
972.08	2,745.04
3,630.00	-
4,621.86	2,802.19

Note 14(b): Bank Balances other than Cash and Cash Equivalent

Other Balances with banks
Short-term deposit accounts
Margin money deposits
Earmarked balances (Refer Footnote)
Total

₹ in Lakhs	
March 31, 2020	March 31, 2019
1,380.00	3,000.00
51.34	54.52
49.76	48.85
1,481.10	3,103.37

Footnote:

Includes amounts in unpaid dividend accounts ₹49.76 lakhs (Previous year ₹48.85 lakhs).

NOTES

To Consolidated Financial Statements

Note 15 : Share Capital

₹ in Lakhs

	March 31, 2020	March 31, 2019
1 Authorised Share Capital		
a) Equity Shares		
24,50,00,000 - Equity Shares of ₹1 each	2,450.00	2,450.00
b) Redeemable Cumulative Preference Shares		
50,50,000 - Redeemable Cumulative Preference Shares of ₹100 each	5,050.00	5,050.00
Total	7,500.00	7,500.00
2 Issued, Subscribed and Paid up		
17,85,99,180 - Equity Shares of ₹1 each fully paid	1,785.99	1,785.99
Total	1,785.99	1,785.99

(a) The company has one class of equity shares having a par value of ₹1/- share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

(b) Reconciliation of Equity Shares

Particulars	March 31, 2020		March 31, 2019	
	No. of Shares	₹ in Lakhs	No. of Shares	₹ in Lakhs
Shares outstanding at the beginning of the year	17,85,99,180	1,785.99	17,85,99,180	1,785.99
Add : Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	17,85,99,180	1,785.99	17,85,99,180	1,785.99

(c) Shareholders holding more than 5% Equity Shares in the Company (Excluding GDR holdings)

Particulars	March 31, 2020		March 31, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
The Indian Hotels Company Limited	5,09,72,910	28.55%	5,09,72,910	28.55%
Reliance Capital Trustee Co. Ltd. – Reliance Mid & Small Cap Fund	-	-	1,24,65,421	6.98%
Reliance Capital Trustee Co. Ltd. – Nippon India Growth Fund	1,24,57,334	6.98%	-	-
Pramod Ranjan	1,42,88,140	8.00%	1,41,96,140	7.95%

Aggregate number of shares issued as GDR

March 31, 2020		March 31, 2019	
No. of Shares	% Holding	No. of Shares	% Holding
99,72,430	5.58%	99,72,430	5.58%

Note 16: Other Equity

₹ in Lakhs

	March 31, 2020	March 31, 2019
Securities Premium		
Opening and Closing Balance	10,735.69	10,735.69
Debenture redemption reserve		
Opening Balance	5,463.00	2,652.41
Add : Transfer during the year	-	2,810.59
Less: Transfer to General Reserve (* Refer Footnote)	(5,463.00)	-
Closing Balance	-	5,463.00
Investment allowance utilised reserve		
Opening and Closing Balance	45.75	45.75
Export profits reserve		
Opening and Closing Balance	0.43	0.43
Foreign Currency Translation reserve		
Opening Balance	2,095.69	890.10
Add/(Less) Currency Translation difference arising transferred during the year	1,842.97	1,205.59
Closing Balance	3,938.66	2,095.69
General Reserve		
Opening Balance	10,543.41	10,543.41
Add : Transfer from Debenture Redemption Reserve	5,463.00	-
Closing Balance	16,006.41	10,543.41

NOTES

To Consolidated Financial Statements

₹ in Lakhs

	March 31, 2020	March 31, 2019
Retained Earning		
Surplus/(Deficit) in the Profit and Loss b/f	17,324.73	10,971.78
Ind AS Transition Reserve (For INDAS 116)	(260.87)	
Add: Current Year profits/loss	(825.90)	9,158.52
Less: Final Dividend	(893.00)	-
Less: Tax on Final dividend (Net of DDT refund of ₹ 71.52 lakhs)	(112.00)	-
Tax on Dividend	2.81	2.44
Less: Transfer to Debenture Redemption Reserve	-	(2,810.59)
Less: Ind AS - OCI Movements - Net Defined Benefit Plans	(160.96)	14.40
Add: Ind AS - OCI Movements - Tax on Net Defined Benefit Plans	47.53	(6.94)
Closing retained earning	15,116.69	17,324.73
Total Reserves and Surplus	45,843.63	46,208.70
Other Comprehensive Income		
OCI - Equity Instruments (Not Reclass to P&L) (Refer Statement of Changes in Equity)	5,497.47	5,201.26
OCI - Share of Investment in Associate	(48.83)	184.78
	5,448.64	5,386.04
Total	51,292.27	51,594.74

Footnote: *Transferred on account of redemption of non-convertible debentures during the year.

Note 17 : Borrowings

₹ in Lakhs

	Rate of Interest (%)	Maturity	March 31, 2020		March 31, 2019	
			Face Value	Amortised cost	Face Value	Amortised cost
a) Long term borrowings						
Non-Convertible Debentures (NCDs)						
1000 Series A Debentures	10.25	21-11-2019	-	-	1,000,000	10,000.00
1000 Series B Debentures with YTM rate of 10.25%	2.00	21-11-2019	-	-	1,000,000	14,280.51
			-	-	-	24,280.51
Term Loan from Banks						
Secured (Refer Footnote (ii))			20,000.00	-	-	-
Unsecured			-	-	-	-
Less: Unamortised Borrowing Cost			-	-	-	-
Total Long term borrowings			20,000.00	20,000.00	24,280.51	24,280.51
Less: Current maturities of Long term borrowings (shown under Other Current Financial Liabilities)			1,000.00	-	-	24,280.51
Total Long term borrowings			19,000.00	19,000.00	24,280.51	0.00
b) Short term borrowings						
Loans repayable on demand from Bank						
Secured (Refer Footnote iii)			1,500.00	-	-	-
Unsecured			-	-	-	-
			1,500.00	-	-	-
Total Short term borrowings			1,500.00	1,500.00	1,500.00	1,500.00

Footnotes to Borrowings:

(i) Details of Borrowings as at:

₹ in Lakhs

Particulars	March 31, 2020		March 31, 2019	
	Non-Current	Current	Non-Current	Current
Debentures	-	-	-	24,280.51
Term Loans from Banks	19,000.00	1,000.00	-	-
	19,000.00	1,000.00	19,000.00	24,280.51

NOTES

To Consolidated Financial Statements

Particulars	Loan Outstanding	No. of Instalments	Security	Repayment Terms
(ii) Rupee Term Loan From:	₹ in Lakhs			
Kotak Mahindra Bank Limited: Secured	20,000.00	11	Secured by Mortgage of Buildings and other fixed assets of Taj Coromandel, Chennai	Repayment to be made twice in a year- First tranche 30% & Second tranche 70% Repayment schedule: 1 st Year - 5% ; 2 nd & 3 rd Year - 10% each year ; 4 th , 5 th & 6 th year - 25% each year.

(iii) Secured loans from banks represents short term loan secured by way of mortgage by deposit of title deeds in respect of immovable properties of Fisherman's Cove & additionally secured by way of exclusive first charge of credit card receivables of the Company carrying interest rate at 9%.

(iv) Net Debt Reconciliation**Particulars**

Cash and Cash Equivalents
Current Investments
Current Borrowings
Non-Current Borrowings
Interest accrued and not due
Net Debt

	₹ in Lakhs	
	As at March 31, 2020	As at March 31, 2019
Cash and Cash Equivalents	4,621.86	2,802.19
Current Investments	-	3,186.91
Current Borrowings	(1,500.00)	-
Non-Current Borrowings	(20,000.00)	(24,280.51)
Interest accrued and not due	(142.64)	(436.30)
Net Debt	(17,020.78)	(18,727.71)

Particulars	₹ in Lakhs					Total	
	Cash and Equivalents	Cash	Current Investments	Current Borrowings	Non-Current Borrowings		Interest accrued and not due
Net Debt as at 1st April 2018	553.66	-	-	(97.40)	(31,228.59)	(441.39)	(31,213.72)
Cash Flows	2,252.58	-	-	-	-	-	2,252.58
Current Investments	-	3,050.99	-	-	-	-	3,050.99
Fair Value adjustments	-	135.92	-	-	-	-	135.92
Repayments	-	-	97.40	8,100.00	-	-	8,197.40
Interest Expenses	-	-	-	-	(1,566.13)	-	(1,566.13)
Interest Paid	-	-	-	-	1,571.22	-	1,571.22
Foreign exchange adjustments	(4.05)	-	-	-	-	-	(4.05)
Unamortized cost of borrowings	-	-	-	(4.96)	-	-	(4.96)
Amortized Cost of low coupon debentures	-	-	-	(1,146.96)	-	-	(1,146.96)
Net Debt as at 1st April 2019	2,802.19	3,186.91	-	(24,280.51)	(436.30)	-	(18,727.71)
Cash Flows	1,778.70	-	-	-	-	-	1,778.70
Current Investments	-	(3,291.19)	-	-	-	-	(3,291.19)
Fair Value adjustments	-	104.28	-	-	-	-	104.28
Proceeds from availments	-	-	(1,500.00)	(20,000.00)	-	-	(21,500.00)
Repayments	-	-	-	25,066.10	-	-	25,066.10
Interest Expenses	-	-	-	-	(1,581.35)	-	(1,581.35)
Interest Paid	-	-	-	-	1,875.01	-	1,875.01
Foreign exchange adjustments	40.97	-	-	-	-	-	40.97
Amortized Cost of low coupon debentures	-	-	-	(785.59)	-	-	(785.59)
Net Debt as at 31st March 2020	4,621.86	-	(1,500.00)	(20,000.00)	(142.64)	-	(17,020.78)

NOTES

To Consolidated Financial Statements

Note 18 : Other financial liabilities

₹ in Lakhs

	March 31, 2020	March 31, 2019
a) Non-Current financial liabilities		
Deposits from related parties		
Unsecured	168.39	152.39
	168.39	152.39
Deposits from others		
Unsecured	17.10	40.53
	17.10	40.53
Total	185.49	192.92
b) Current financial liabilities		
Current maturities of long term borrowings		
Debentures	-	24,280.51
Term loans from Banks	1,000.00	-
Payables on Current Account dues :		
Current Account dues (Refer Note 41 for related parties)	393.12	285.45
Deposits from others		
Unsecured	40.83	29.83
Interest accrued but not due on borrowings at amortised costs	142.64	436.30
Creditors for capital expenditure (includes MSME outstanding of ₹6.65 lakhs) (Previous Year ₹Nil)	157.34	430.47
Unclaimed dividend (Refer Footnote (i))	49.76	48.85
Employee related liabilities	703.63	762.64
Other Payables		
External Parties	90.82	9.47
Related Party (includes payable to Oriental Hotels Employees Gratuity Trust) Refer Note 41 for related parties.	246.21	139.90
Total	2,824.35	26,423.42

Footnote :

- (i) The amount reflects the position as on 31st March 2020, the actual amount to be transferred to the “Investor Education & Protection Fund” shall be determined and paid to the credit of the fund on due dates.

Note 19: Trade Payables

₹ in Lakhs

	March 31, 2020	March 31, 2019
Trade Payables		
(a) Non-Current		
(i) Micro and Small Enterprises (Refer Footnote i)	-	-
(ii) Vendor Payables (Refer Note 41 for related parties)	-	164.37
Total	-	164.37
(b) Current		
(i) Micro and Small Enterprises (Refer Footnote i)	5.43	32.80
Total	5.43	32.80
(ii) Vendor Payables (Refer Note 41 for related parties)	1,695.25	2,207.54
(iii) Accrued expenses and others	1,972.07	1,576.66
Total	3,667.32	3,784.20

Footnote :

- i) Amounts due to Micro, Small and Medium Enterprises:

The amount due to Micro and Small Enterprises as defined in the “The Micro, Small and Medium Enterprises Development Act, 2006” has been determined to the extent of such parties have been identified on the basis of information available with the Company. No amount is outstanding over a period of 45 days.

NOTES

To Consolidated Financial Statements

Particulars	₹ in Lakhs	
	March 31, 2020	March 31, 2019
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	12.08	32.80
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

Note 20 : Other non-financial Liabilities

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
a) Non-current		
Income received in advance – Related Party (Refer Note 41)	5.51	13.12
Total	5.51	13.12
b) Current		
Income received in advance – Related Party (Refer Note 41)	11.86	7.61
Advances collected from customers	301.30	240.76
Statutory dues	229.13	272.40
Total	542.29	520.77

Note 21 : Provisions

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
a) Employee Benefit Obligation - Non-Current		
Compensated absences	355.46	340.97
Other employee benefit obligations	187.95	173.79
Pension liability for retired directors and their relatives	28.57	30.58
Total Refer Note 32	571.98	545.34
b) Employee Benefit Obligation - Current		
Compensated absences	94.87	87.43
Other employee benefit obligations	33.70	36.60
Pension liability for retired directors and their relatives	8.87	8.87
Total Refer Note 32	137.44	132.90

Note 22 : Revenue from Operations

	₹ in Lakhs	
	March, 2020	March, 2019
Room Income	13,151.54	16,048.21
Food, Restaurants and Banquet Income	13,198.54	15,568.24
Shop rentals	79.12	122.31
Membership fees	83.75	133.53
Management and operating fees	471.73	494.77
Others (Refer Footnote (i))	2,129.38	2,311.52
Total	29,114.06	34,678.58

Footnote:

- (i) Others include Car hire income of ₹442.36 lakhs (Previous Year ₹539.68 lakhs) and Service Exports from India Scheme (SEIS) income of ₹261.32 lakhs (Previous year ₹295.74 lakhs).

NOTES

To Consolidated Financial Statements

Note 23 : Other Income

	₹ in Lakhs	
	March, 2020	March, 2019
Interest Income at amortised cost		
Inter-corporate deposits	56.00	56.00
Deposits with banks	310.95	77.63
Others	37.38	62.99
Interest on Income Tax Refunds	95.26	62.05
Dividend Income from Investments		
- from investments that are fair valued through Other Comprehensive Income	3.77	5.90
- from investments that are fair valued through profit and loss	-	20.05
Gain on investments carried at fair value through profit and loss	104.28	136.91
Exchange Gain (Net)	-	2.86
Others	161.67	372.83
Total	769.31	797.22

Note 24 : Food and Beverages Consumed (Including smokes)

	₹ in Lakhs	
	March, 2020	March, 2019
Opening Stock	372.03	448.66
Add : Purchases	3,155.25	3,630.11
	3,527.28	4,078.77
Less : Closing Stock	486.22	372.03
Food and Beverages Consumed	3,041.06	3,706.74

Note 25 : Employee Benefit Expense and Payment to Contractors

	₹ in Lakhs	
	March, 2020	March, 2019
Salaries, Wages, Bonus etc.	4,965.62	5,399.22
Company's Contribution to Provident and Other Funds	439.96	510.54
Reimbursement of Expenses on Personnel Deputed to the Company	1,595.66	1,851.29
Payment to Contractors	795.81	831.07
Staff Welfare Expenses	859.20	1,167.13
Total	8,656.25	9,759.25

Note 26 : Finance Costs

	₹ in Lakhs	
	March, 2020	March, 2019
Interest Expense at effective interest rate on financial liabilities	2,235.40	2,718.05
Interest on lease liabilities	135.53	-
On Tax Demands	31.44	-
Total	2,402.37	2,718.05

NOTES

To Consolidated Financial Statements

Note 27 : Other Operating and General Expenses

₹ in Lakhs

	March, 2020	March, 2019
(i) Operating expenses consist of the following :		
Linen and Room Supplies	422.53	561.67
Catering Supplies	201.70	257.94
Other Supplies	67.27	73.94
Fuel, Power and Light	2,605.25	3,334.69
Repairs to Buildings	557.55	512.58
Repairs to Machinery	770.09	898.20
Repairs to Others	143.72	137.92
Linen and Uniform Washing and Laundry Expenses	317.79	355.39
Payment to Orchestra Staff, Artistes and Others (Including Security charges)	319.66	366.31
Communication Charges	207.32	283.78
Guest Transportation	404.23	488.84
Travel Agents' Commission	405.24	465.48
Discount to Collecting Agents	234.15	292.57
Fees to Consultants	1,227.35	1,454.23
Other Operating Expenses	570.12	609.58
Total	8,453.97	10,093.12
(ii) General expenses consist of the following :		
Rent	232.43	262.52
Licence Fees	388.06	992.98
Rates and Taxes	828.57	668.58
Insurance	80.89	86.55
Advertising and Publicity	1,590.80	1,701.39
Printing and Stationery	80.23	131.67
Passage and Travelling	43.45	58.58
Allowances for Doubtful Debts	21.77	30.38
Expenditure on Corporate Social Responsibility (Refer Note 43)	46.62	50.14
Professional Fees	513.39	563.30
Exchange Loss (Net)	7.74	13.24
Loss on Sale of Fixed Assets (Net)	0.48	4.78
Payment made to Statutory Auditors	55.54	60.14
Directors' Fees and Commission	14.70	26.10
Reservation & Other Services	536.36	743.11
Other Expenses	681.36	581.67
Total	5,122.39	5,975.13
	13,576.36	16,068.25

Note 28 : Exceptional Items

₹ in Lakhs

	March, 2020	March, 2019
Write off for amount not recoverable in respect of a hotel project net (Refer (Footnote (ii) of Note 8)	(77.65)	-
Gain on sale of a hotel property (Refer Footnote a.)	-	10,146.07
Adjustments arising out of premature termination of lease in a hotel unit (Refer Footnote b.)	-	478.81
Loss on sale of land shown as Asset held for sale (Refer Footnote c.)	-	(891.16)
Provision for impairment of land (Refer Footnote d.)	-	(117.42)
Total	(77.65)	9,616.30

Footnotes:

Exceptional Items for the year represent the following:

- The Company sold a hotel undertaking at Visakhapatnam under a Business Transfer Agreement on 29th September 2018 for a consideration of ₹12,010 lakhs, resulting in a net gain of ₹10,146 lakhs.

NOTES

To Consolidated Financial Statements

Key financial indicators impacting the results due to sale of the above hotel are as under

Particulars	₹ in Lakhs
	Year ended March, 2019*
Total Income from Operations	1,048.44
Total Expenditure	944.75
Profit/(Loss) before tax	103.69

*Figures are only up to the date of sale i.e., 29th September 2018

b. (i) The Board, on 29th November, 2018, considering future prospects and opportunities, terminated the Memorandum of Understanding of its leased property at Trivandrum by mutual consent with effect from 01st April 2019.

(ii) Security deposit of ₹4750 lakhs was refunded, consequent to the execution of termination agreement. Notional adjustment on account of the deposit carried at amortized cost under Ind AS is reversed and ₹ 979.80 lakhs is credited to the Statement of Profit and Loss in the year 2018-19.

(iii) Consequent to this, the company's Hotel Operating Agreement (HOA) with Indian Hotels Company Limited (IHCL) that had been entered into for 20 years, stands terminated effective . A compensation of ₹654.90 lakhs is payable to IHCL for a three year period ending 2021. This amount is discounted to its present value of ₹500.99 lakhs and accounted as per Indian Accounting Standards in 2018-19.

c. Freehold land in Mysore that had been shown under 'Assets held for sale' as at 31st March 2018 was sold in the year 2018-19. A loss of ₹891.16 lakhs has been incurred and accounted.

d. Provision for impairment made for land - ₹117.42 lakhs made during 2018-19.

Note 29: Contingent Liabilities and Commitments

Contingent Liabilities to the extent not provided for:

- a) On account of income tax matters in dispute

The appeals mainly relate to part/full disallowance of certain deductions claimed by the company. The said amounts have been paid/pending adjustment and will be recovered as refund if the matters are decided in favour of the company. Based on the facts presently known, the Management believes that outcome of these appeals will not result in any material impact on the financial statements.

	March 31, 2020	₹ in Lakhs March 31, 2019
	a) In respect of income tax matters for which appeals are pending	224.70
b) On account of other disputes:		
- Luxury Tax	46.61	52.60
- Sales Tax	149.70	221.62
- Entry Tax	7.52	7.52
- Provident Fund	41.35	41.35
- Electricity Tax and Adjustment Charges	531.65	531.65
- Service Tax	88.74	184.71
The company is a defendant/party to claims (plus interest thereon) in various legal actions as listed above which arose during the ordinary course of business. Based on the facts presently known, the Management believes that the results of these actions will not have material impact on the company's financial statements.		
c) Bank Guarantee/Bond executed by the Company	178.65	194.75
d) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	683.07	465.45
e) Indemnity given to purchaser of land	50.00	50.00
f) Contingent Liability pertaining to Jointly controlled entity and Associates		
Associated Company - Taj Madurai Limited – Service Tax	12.59	12.59
Associated Company - Lanka Islands and Resorts Limited		
Pending Litigations	2.00	2.02
Capital Commitments	24.24	18.61
Joint Venture Company - Tal Hotels and Resorts Limited		
Guarantees outstanding	5.70	5.16
Capital Commitments	293.14	103.62

NOTES

To Consolidated Financial Statements

Note 30: As the Group is engaged in a single operating segment, segment information that has been tabulated below is Group-wide:

₹ in Lakhs

Country	Revenue from Hotel Services by			
	location of operations		Non-Current Assets	
	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
India	28,967.45	34,542.43	43,144.60	43,047.96
Hong Kong	146.61	136.15		
Total	29,114.06	34,678.58	43,144.60	43,047.96

Footnote: Non-current Assets excludes financial assets, deferred tax assets.

No Single customer contributes more than 10% or more of the Group's total revenue for the years ended March 31, 2020 and March 31, 2019.

Note 31: Disclosure under INDAS 116 Leases

The company's lease asset classes primarily consist of land and building.

31.1. Transition

- (i) Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the retrospective approach and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the future lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.
- (ii) On transition, the adoption of the new standard resulted in recognition of Right-of-Use asset (ROU) of ₹934.85 lakhs and a lease liability of ₹1,335.85 lakhs. The cumulative effect of applying the standard resulted in adjusting retained earnings net of taxes to the extent of ₹260.87 lakhs (including the impact of deferred tax created of ₹140.13 lakhs).
- (iii) The following is the summary of the practical expedients elected on initial application:
 - a. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.
 - b. Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application.
 - c. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
 - d. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.
- (iv) The difference between the lease obligation recorded as of March 31, 2019 under Ind AS 17 disclosed under Note 31 of annual Consolidated financial statements forming part of 2019 Annual Report and the value of the lease liability as of April 1, 2019 is primarily on account of inclusion of extension and termination options reasonably certain to be exercised, in measuring the lease liability in accordance with Ind AS 116 and discounting the lease liabilities to the present value under Ind AS 116.
- (v) The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 10.68%.

31.2 Amounts recognised in Statement of profit or loss

The following amounts were recognised as expense in the year:

	₹ in Lakhs
Depreciation of right-of-use assets	33.66
Expense relating to variable lease payments	388.06
Expense relating to short-term leases and low value assets	232.43
Interest on lease liabilities	135.53
Total recognised in the Company's statement of profit and loss	789.68

31.3 Total liabilities are analysed as follows:

Denominated in the following currencies:

Indian Rupees	1,331.13
Other currencies	-
Total	1,331.13
Analysed as:	
Current	49.01
Non-current	1,282.12
Total	1,331.13

NOTES

To Consolidated Financial Statements

31.4 Estimated future cash flows:

The following are the undiscounted contractual cash flows of lease liabilities. The payment profile has been based on management's forecasts and could in reality be different from expectations:

Maturity analysis:

	₹ in Lakhs
	March 31, 2020
Less than 1 year	289.50
Between 1 and 2 years	150.96
Between 2 and 5 years	294.71
More than 5 years	8,691.38
Total	9,426.55

Note 32: Disclosure Under IND AS 19 Employee Benefits

₹ in Lakhs

	March 31, 2020	March 31, 2019
Staff Costs include the following:		
i) Defined Contribution Schemes		
The Company has recognized the following expenses as defined contribution plan under the head "Company's contribution to Provident Fund and Other Funds" (net of recoveries)		
Company's contribution to Provident Fund & Other Funds	327.87	357.73
ii) Defined Benefit Schemes (Gratuity - Funded Scheme)		
Liability Recognised in the Balance Sheet		
Present value of Obligation		
At the beginning of the year	2,371.80	2,261.45
Interest on defined benefit obligation	166.18	162.21
Current service cost	131.83	136.52
Remeasurement of the net defined benefit (assets) / liability	223.23	(7.25)
Benefits Paid	(241.75)	(181.13)
At the end of the year	2,651.29	2,371.80
Less:		
Fair Value of Assets		
At the beginning of the year	2,286.66	2,072.69
Interest on plan assets	168.05	156.27
Remeasurements due to actual return on plan assets less interest on plan assets	63.17	8.38
Employer contributions	171.74	230.45
Impact of liability assumed/ (settled)	(42.79)	-
Benefits Paid	(241.75)	(181.13)
At the end of the year	2,405.08	2,286.66
iii) Expense during the year		
Current service cost	131.83	136.52
Interest on defined benefit obligation	166.18	162.21
Interest on plan assets	(168.05)	(156.27)
Actuarial (Gain) /Loss	160.06	(15.63)
Expense recognised in the Statement of Profit and Loss/OCI*	290.02	126.83

NOTES

To Consolidated Financial Statements

iv) Principal Actuarial Assumptions	March 31, 2020	March 31, 2019
Discount Rate	6.60%	7.55%
	4% Executive / 5% Staff	4% Executive / 5% Staff
Rate of increase in Salaries		₹ in Lakhs
	March 31, 2020	March 31, 2019
v) Amount to be recognised in the Balance Sheet		
Present Value of Funded Obligations	2,651.29	2,371.80
Fair Value of Plan Assets	2,405.08	2,286.66
Liability / (Asset)	246.21	85.14
The expected contribution payable to the plan next year is ₹220 Lakhs.		
		₹ in Lakhs
vi) Expenses recognised in Other Comprehensive Income (OCI)	March 31, 2020	March 31, 2019
Opening amount recognised in OCI outside profit and loss account	58.96	78.82
Remeasurements due to actuarial loss/ (gain) arising from:		
Changes in financial assumptions	149.60	-
Changes in demographic assumptions	2.29	44.75
Experience adjustments	74.49	(55.40)
Actual return on plan assets less interest on plan assets	(63.17)	(9.21)
Closing amount recognised in OCI outside profit and loss account	222.17	58.96
		₹ in Lakhs
vii) Disaggregation of Plan Assets (Managed by an Insurance Company)	March 31, 2020	March 31, 2019
Insurer Managed Fund		
In Bonds		
Government Securities	1,256.39	575.08
Corporate Bonds	507.21	928.27
Unit Funds	-	-
Certificate of Deposit/Commercial Paper	-	-
Money Market Instruments & others	84.84	206.17
In Equity		
Equity	43.53	54.89
Unit Funds	-	-
Money Market Instruments & others	6.22	36.91
Bank Balance – Trust Books	8.91	7.67
Special Deposit Scheme	7.49	7.49
Funds with LIC	490.49	470.18
Total	2,405.08	2,286.66

NOTES

To Consolidated Financial Statements

xii) Sensitivity Analysis defined benefit plan Non-Funded

Particulars	Year Ended March 31, 2020		Year Ended March 31, 2019	
	Pension	Medical Benefits	Pension	Medical Benefits
Discount Rate				
Impact of increase in 50 bps on DBO	-1.11%	-1.15%	-1.19%	-1.23%
Impact of decrease in 50 bps on DBO	1.14%	1.17%	1.23%	1.26%
Pension Increase rate				
Impact of increase in 100 bps on DBO	2.33%	2.36%	2.52%	2.57%
Impact of decrease in 100 bps on DBO	-2.25%	-2.28%	-2.43%	-2.47%
Life expectancy				
Impact of increase by 1 year on DBO	5.72%	5.90%	5.71%	5.92%
Impact of decrease by 1 year on DBO	-5.60%	-5.77%	-5.60%	-5.79%

Information has been disclosed as provided by the actuary.

*Disclosure relating to only "post employment defined benefits plan".

Note 33 : Earnings Per Share :

	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Earnings per share is computed based on the following :		
Profit after Tax (₹ in Lakhs)	(825.90)	9,158.52
Nominal Value of share (₹)	1	1
Weighted Average Number of Equity Shares	17,85,99,180	17,85,99,180
Earnings per Share ₹ (Basic and Diluted)	(0.46)	5.13

Note 34 : Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Market risk
- Credit risk
- Liquidity risk
- Currency risk
- Interest rate risk

Risk management framework

Oriental Hotels Limited is exposed primarily to fluctuations in foreign currency exchange rates, credit, liquidity and interest rate risks, which may adversely impact the fair value of its financial instruments. The Group has a risk management policy which covers risks associated with the financial assets and liabilities. The risk management policy is approved by the Board of Directors. The focus of the risk management committee is to assess the unpredictability of the financial environment and to mitigate potential adverse effects on the financial performance of the Group.

i. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Group's exposure to market risk is primarily on account of foreign currency exchange rate risk and interest rate risk.

NOTES

To Consolidated Financial Statements

ii. Credit Risk

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks.

Financial instruments that are subject to concentrations of credit risk principally consist of investments classified as loans and receivables, trade receivables, loans and advances, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Group result in material concentration of credit risk.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹8,520.72 lakhs and ₹11,538.26 lakhs as of March 31, 2020 and March 31, 2019, respectively, being the total of the carrying amount of balances with banks, bank deposits, trade receivables, unbilled revenue, other financial assets and investments excluding equity and preference investments.

Oriental Hotels Limited exposure to customers is diversified and no single customer contributes to more than 10% of outstanding accounts receivable and unbilled revenue as of March 31, 2020 and March 31, 2019.

Trade and other receivables:

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Company does not require collateral in respect of trade and other receivables.

In view of the prevailing pandemic COVID 19 and the decline in economic activity across the country. Company faces the additional risk of default or delay in recovery from its customers. Further in view of the current situation, company has analysed the recovery from specific customers such as travel agents and airline crew for the purpose of determining expected credit loss.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

Cash and bank balance:

The Company held cash and bank balance of ₹6,102.96 Lakhs at March 31, 2020 (March 31, 2019: ₹5,905.56 lakhs).

iii. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligation associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Company does not breach borrowing limits or covenants on any of its borrowing facilities. Such forecasting takes into consideration the Company's debt financing plans, covenant compliance and compliance with internal statement of financial position ratio targets.

March 31, 2020	₹ in Lakhs			
	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5th year
Non-derivative financial liabilities:				
Trade Payables including Capital Creditors	3,830.09	-	-	-
Borrowings	1,500.00	2,000.00	2,000.00	15,000.00
Lease Liabilities	289.50	150.96	294.71	8,691.38
Other financial liabilities*	2,667.01	-	-	185.49
Total	8,286.60	2,150.96	2,294.71	23,876.87

* Includes current maturity of secured long term borrowings ₹1,000 lakhs.

The Company's Cash and bank balance and Trade receivable as at March 31, 2020 aggregating ₹7,274.15 lakhs. The balance exposure will be met by asset held for sale, internal accruals, overdraft facilities available with the banks and new borrowings under negotiations. Accordingly, Company does not perceive any non manageable liquidity risk.

NOTES

To Consolidated Financial Statements

₹ in Lakhs

March 31, 2019	Due in 1st year	Due in 2nd year	Due in 3rd to 5th year	Due after 5th year
Non-derivative financial liabilities:				
Trade Payables including Capital Creditors	4,247.47	164.37	-	-
Other financial liabilities*	26,778.54	-	-	192.92
Total	31,026.01	164.37	-	192.92

* Includes current of Debentures which is disclosed inclusive of redemption premium payable ₹5,066 lakhs at the time of maturity of 2% coupon.

The Company's Cash and bank balance and Trade receivable as at March 31, 2019 aggregating ₹7,277.58 lakhs. The balance exposure will be met by asset held for sale, internal accruals and overdraft facilities available with the banks. Accordingly, Company does not perceive any non-managable liquidity risk.

iv. Currency Risk

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities.

Considering the countries and economic environment in which the Group operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries.

The risks primarily relate to fluctuations in Hong Kong Dollar against the functional currency of the company. The company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks.

v. Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regard to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total.

Exposure to Interest Rate Risk

Company's interest rate risk arises from borrowings and finance lease obligations. Borrowings issued at fixed rates and finance lease obligations are exposed to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments is as follows:

Particulars	Interest Rate	
	March 31, 2020	March 31, 2019
Debentures		
1000 Series A Debentures	-	10.25%
1000 Series B Debentures with YTM rate of 10.25%	-	2.00%
Rupee Term Loan		
Kotak Mahindra Bank Limited	8.60%	-
WCDL Loan from HDFC	9.00%	-

Note 35 : Unhedged foreign currency exposure

in Lakhs

	March 31, 2020	March 31, 2019
	i) Unhedged Foreign Currency Exposure/the Foreign Currency Exposures that are not hedged by a derivative instrument or otherwise Receivables/(Payables) Outstanding - in USD	1.14
in ₹	86.10	106.55

NOTES

To Consolidated Financial Statements

Note 36 : Capital Management

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity other than amounts accumulated in the hedging reserve.

The Company's adjusted gearing ratio is as follows:

Particulars	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Loans and Borrowings	21,500.00	24,280.51
Less: Cash and cash equivalents	4,621.86	2,802.19
Less: Current investments	-	3,186.91
Net Debt	16,878.14	18,291.41
Equity	53,078.26	53,380.73
Gearing Ratio (Net Debt: Equity)	0.32	0.34

Footnote: The lease liability is not considered for computation of Gearing Ratio.

37. Income Taxes

i. Income tax expense in the statement of profit and loss comprises:

Particulars	₹ in Lakhs	
	Year ended March 31, 2020	Year ended March 31, 2019
Current taxes	235.33	2,157.09
Deferred taxes		
MAT Credit	23.83	(524.12)
Deferred tax current year	(385.77)	(334.82)
Adjustments to deferred tax attributable to changes in tax rates & laws	146.51	-
Total	19.90	1,298.15

ii. Income Tax recognised directly in equity:

Particulars	₹ in Lakhs	
	As at March 31, 2020	As at March 31, 2019
Current tax and deferred tax		
Others-Deferred tax (INDAS 116 transitional adjustment)	140.12	-
Total	140.12	-

iii. Income Tax recognized in other Comprehensive income

Deferred tax	₹ in Lakhs	
	Year ended March 31, 2020	Year ended March 31, 2019
(a) Arising on income and expenses recognised in other comprehensive income:		
Net Fair value gain on investments in equity shares at fair value through other comprehensive income	(14.56)	14.57
Remeasurement of defined benefit obligation	(47.53)	6.94
Total	(62.09)	21.51
(b) Bifurcation of the income tax recognised in other comprehensive income into:		
Items that will not be reclassified to profit or loss	(62.09)	21.51
Total	(62.09)	21.51

NOTES

To Consolidated Financial Statements

- iv. A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes and tax rate reconciliation is summarized below:

Particulars	₹ in Lakhs	
	Year ended	
	March 31, 2020	March 31, 2019
Profit before tax (a)	(640.51)	10,002.04
Income tax rate as applicable (b)	27.82%	34.94%
Calculated tax without any adjustments for deductions (a)*(b)	(178.19)	3,495.11
Disallowance u/s 14A of Income Tax Act, 1961	1.96	2.25
Effect of Expenses that are not deductible in determining taxable profits	30.76	71.08
Expenses considered to be capital nature-Loss on sale of Fixed Assets	-	311.41
Dividend Exempted	(4.85)	(13.21)
Income considered to be capital nature-Profit on sale of Fixed Assets	-	(3,545.44)
Foreign Dividend taxed at concessional rate	(38.73)	(30.63)
Amortized income on reversal of financial Liability	13.90	(336.04)
Consolidation adjustment having no Tax impact	78.45	83.98
Effect of previously unrecognised and unused tax losses and deductible temporary differences now recognised as deferred tax assets	(14.39)	(174.97)
Effect on deferred tax balances due to the change in income tax rate from 34.95% vs 29.12%	146.51	-
Effect of difference in tax rate applicable to current tax and deferred tax 29.12% vs 27.82%	(15.52)	-
Impact of tax on Capital gains (net) at special rates	-	1434.61
Income tax expenses recognised in the Statement of Profit and Loss	19.90	1,298.15

Footnote:

- (a) The income tax rate for companies having total turnover or gross receipts not exceeding ₹400 crores in Financial Year 2017-18 was reduced from 30% to 25% by the Finance (No. 2) Act, 2019 that was notified on 1 August 2019. The new income tax rate was made applicable on and from the Financial Years 2019-20. Since the Company's turnover was below the said threshold, the Company was eligible to avail of the lower rate of 25%. After considering applicable surcharge and cess, the effective tax for the company reduced from 34.944% to 27.82%.
- (b) On September 20, 2019, vide The Taxation Laws (Amendment) Ordinance, 2019, Section 115BAA was inserted in the Income Tax Act, 1961, which provides domestic companies a non-reversible option to pay corporate tax at reduced rates effective Financial Year 2019-20 subject to certain conditions. The Company has presently decided not to exercise the said option. Accordingly, the Company has provided for Income Tax for the year ended March 31, 2020 on the above basis.

v. Income Tax Asset consists of

Particulars	₹ in Lakhs	
	Year ended	
	March 31, 2020	March 31, 2019
Advance Tax	21,285.08	21,454.04
Provision for Tax	(19,170.69)	(19,170.69)
Income Tax Asset (Net)	2,114.39	2,283.35

Note 38: Reconciliation of provision for trade receivables credit Impaired

₹ in Lakhs

Particulars	Year ended	
	March 31, 2020	March 31, 2019
	Opening Balance	152.83
Less: Provision Adjusted	-	(15.36)
Add: Provision made during the year	21.77	30.38
Add: Provision adjusted directly against debtors	(1.05)	(17.57)
Closing Balance	173.55	152.83

Note 39: In the previous year asset held for sale represented money recoverable towards disposal of assets of a hotel. This has been recovered in the current year.

NOTES

To Consolidated Financial Statements

Note 40: IND AS 115 'Revenue from Contracts with Customers'

₹ in Lakhs

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Contract with Customers		
Details of revenue from contracts with customers recognised by the Company, in its statement of Profit and Loss		
Revenue from operations		
Revenue from contract with customers		
a) Room Income, Food & Beverages and Banquets	26,350.08	31,616.45
b) Membership fees	83.75	133.53
Total revenue from contract with customers	26,433.83	31,749.98
Other operating revenue		
a) Export Incentive	261.32	295.74
b) Car Hire Income	442.36	539.68
c) Others	1,976.55	2,093.18
Total Other operating revenue	2,680.23	2,928.60
Total Income from operations	29,114.06	34,678.58

2. **Disaggregate Revenue**

The following table presents Group revenue disaggregated by type of revenue stream Revenue based on product and services

Revenue from contract with customers

a) Room Income	13,151.54	16,048.21
b) Food & Beverages and Banquets	13,198.54	15,568.24
c) Membership fees	83.75	133.53
Other operating revenue		
a) Export Incentive	261.32	295.74
b) Car Hire Income	442.36	539.68
c) Others	1,976.55	2,093.18

3. The Company derives its revenue from the transfer of services over time in its major service lines

Contract balances

Advance Collections is recognised when payment is received before the related performance obligation is satisfied. This includes advances received from the customer towards rooms/restaurant/Banquets. Revenue is recognised once the performance obligation is met i.e. on room stay/sale of food and beverage/provision of banquet services.

At April	240.76	335.12
At March	301.30	240.76

NOTES

To Consolidated Financial Statements

Note 41: Related Parties Disclosure

List of related parties as tabled below:

A.	Trust	Oriental Hotels Employees Gratuity Trust
B.	Associate Companies	Taj Madurai Limited
		Lanka Island Resorts Limited
C.	Jointly Controlled Entity	TAL Hotels & Resorts Limited
D.	Significant Influence	The Indian Hotels Company Limited (IHCL)
	Subsidiary of The Indian Hotels Company Ltd. Domestic	Country of Incorporation
	Roots Corporation Limited	India
	TIFCO Holdings Limited	India
	PIEM Hotels Limited	India
	Taj Trade and Transport Company Limited	India
	United Hotels Limited	India
	Indi Travels Limited	India
	KTC Hotels	India
	Taj SATS Air Catering Limited	India
	Taj Enterprises Limited	India
	Northern India Hotels Limited	India
	Lands End Properties Private Limited	India
	Skydeck Properties and Developers Private Limited	India
	Sheena Investments Private Limited	India
	ELEL Hotels & Investments Limited	India
	Luthria & Lalchandani Hotel & Properties Pvt. Limited	India
	Benares Hotels Limited	India
	Subsidiary of The Indian Hotels Company Ltd. International	
	Taj International (HK) Limited	Hong Kong
	Apex Hotel Management Services (Pte) Limited	Singapore
	Chieftain Corporation NV	Netherlands Antilles
	Samsara Properties Limited	British Virgin Islands
	IHOCO BV	Netherlands
	St. James Court Hotel Limited	United Kingdom
	Taj International Hotels Limited	United Kingdom
	PIEM International (HK) Limited	Hong Kong
	United Overseas Holding Inc.	United States of America
	Apex Hotel Management Services (Australia) Pty. Limited	Australia
	BAHC 5 Pte Limited	Singapore
	Jointly Controlled Entities of The Indian Hotels Company Limited	
	Domestic	
	Taj Madras Flight Kitchen Pvt. Limited	India
	Taj Karnataka Hotels & Resorts Limited	India
	Taj Kerala Hotels & Resorts Limited	India
	Taj GVK Hotels & Resorts Limited	India
	Taj Safaris Limited	India
	Kaveri Retreats and Resorts Limited	India
	International	
	TAL Hotels & Resorts Limited	Hong Kong
	TAL Maldives Resorts Private Limited	Maldives
	IHMS Hotels (SA) (Proprietary) Limited	South Africa
E.	Key Management Personnel	Mr. Pramod Ranjan - Managing Director
		Mr. Tom Antony - Associate Vice President - Legal & Company Secretary & Mr. Sreyas Arumbakkam - Associate Vice President-Finance & Chief Financial Officer from Feb 05, 2019 & Mr. Rajneesh Jain up to Feb 04, 2019.

NOTES

To Consolidated Financial Statements

F.	Enterprises influenced by Relatives of Key Management Personnel	Kaveri Retreats and Resorts Limited			
		Associate Companies / Jointly Controlled Entity/Trust	Significant Influence	Enterprises influenced by Relatives of Key Management Personnel	Total ₹ in Lakhs
	Particulars				
	Sales of Goods / Services (includes cost recovery)				
	The Indian Hotels Company Limited		126.59 (155.09)		126.59 (155.09)
	PIEM Hotels Limited		2.82 (11.26)		2.82 (11.26)
	Taj Trade & Transport Company Limited		11.96 (12.02)		11.96 (12.02)
	United Hotels Limited		- (0.25)		- (0.25)
	Kaveri Retreats and Resorts Limited			3.37 (2.26)	3.37 (2.26)
	Taj Madras Flight Kitchen Private Limited		0.14 (0.42)		0.14 (0.42)
	Taj Karnataka Hotels & Resorts Limited		0.92 (0.05)		0.92 (0.05)
	Taj Kerala Hotels & Resorts Limited		3.99 (8.95)		3.99 (8.95)
	Taj GVK Hotels & Resorts Limited		126.55 (144.86)		126.55 (144.86)
	Staff Reimbursements				
	The Indian Hotels Company Limited		349.69 (375.22)		349.69 (375.22)
	PIEM Hotels Limited		64.34 (67.57)		64.34 (67.57)
	United Hotels Limited		- (5.20)		- (5.20)
	Benaras Hotels Limited		5.16 (4.15)		5.16 (4.15)
	Kaveri Retreats & Resorts Limited			38.66 (37.24)	38.66 (37.24)
	Taj Madras Flight Kitchen Private Limited		2.45 (2.88)		2.45 (2.88)
	Taj Karnataka Hotels & Resorts Limited		13.63 (13.50)		13.63 (13.50)
	Taj Kerala Hotels & Resorts Limited		46.86 (46.80)		46.86 (46.80)
	Taj GVK Hotels & Resorts Limited		62.19 (34.11)		62.19 (34.11)
	TAL Hotels & Resorts Limited	- (1.22)			- (1.22)
	Purchase of Goods / Services (includes cost reimbursement)				
	The Indian Hotels Company Limited		752.02 (907.06)		752.02 (907.06)
	PIEM Hotels Limited		0.81 (5.71)		0.81 (5.71)
	Taj Karnataka Hotels & Resorts Limited		0.02 -		0.02 -
	Taj Kerala Hotels & Resorts Limited		1.51 (3.96)		1.51 (3.96)
	Taj GVK Hotels & Resorts Limited		0.19 -		0.19 -
	Benaras Hotels Limited		0.18 (3.39)		0.18 (3.39)
	Kaveri Retreats & Resorts Limited			0.54 (3.29)	0.54 (3.29)

NOTES

To Consolidated Financial Statements

Particulars	Associate Companies/ Jointly Controlled Entity/Trust	Significant Influence	Enterprises influenced by Relatives of Key Management Personnel	Total ₹ in Lakhs
Reimbursement of deputed staff salaries paid				
The Indian Hotels Company Limited		1,404.88 (1,585.56)		1,404.88 (1,585.56)
PIEM Hotels Limited		65.07 (66.61)		65.07 (66.61)
Benaras Hotels Limited		1.28 (4.44)		1.28 (4.44)
Taj Kerala Hotels & Resorts Limited		58.15 (72.05)		58.15 (72.05)
Taj Karnataka Hotels & Resorts Limited		9.82 (10.39)		9.82 (10.39)
Taj GVK Hotels & Resorts Limited		74.92 (61.86)		74.92 (61.86)
Kaveri Retreats & Resorts Limited			4.33 (8.29)	4.33 (8.29)
Interest Received				
Taj Karnataka Hotels & Resorts Limited		56.00 (56.00)		56.00 (56.00)
Dividend Received				
The Indian Hotels Company Limited		3.76 (3.01)		3.76 (3.01)
Benaras Hotels Limited		0.01 (0.01)		0.01 (0.01)
Taj Kerala Hotels & Resorts Limited		- (2.88)		- (2.88)
Dividend Paid				
Taj Madurai Limited	0.34 -			0.34 -
The Indian Hotels Company Limited		254.86 -		254.86 -
PIEM Hotels Limited		18.29 -		18.29 -
Taj Trade & Transport Company Limited		8.32 -		8.32 -
Operating/License Fees Paid/Compensation Paid / Provided				
The Indian Hotels Company Limited		1,226.77 (2,109.13)		1,226.77 (2,109.13)
Lease Rentals for Hotel Premises				
Taj Madurai Limited	150.30 (187.19)			150.30 (187.19)
Taj Madras Flight Kitchen Private Limited		15.75 (15.75)		15.75 (15.75)
Sale & Marketing, Reservation & Other Service Costs				
The Indian Hotels Company Limited		1,193.04 (1,394.89)		1,193.04 (1,394.89)
Operating/Management/License Fees Received/Accrued				
TAL Hotels & Resorts Limited	325.12 (358.62)			325.12 (358.62)
Taj International (HK) Limited Agreement novated to IHCL		146.61 (136.14)		146.61 (136.14)

NOTES

To Consolidated Financial Statements

Particulars	Associate Companies / Jointly Controlled Entity/Trust	Significant Influence	Enterprises influenced by Relatives of Key Management Personnel	Total ₹ in Lakhs
Receivables				
The Indian Hotels Company Limited		200.92 (149.26)		200.92 (149.26)
Taj International (HK) Limited Agreement novated to IHCL		178.85 (25.04)		178.85 (25.04)
TAL Hotels & Resorts Limited	86.11 (106.55)			86.11 (106.55)
PIEM Hotels Limited		14.32 (7.69)		14.32 (7.69)
United Hotels Limited		- (0.17)		- (0.17)
Benaras Hotels Limited		1.01 (0.50)		1.01 (0.50)
Kaveri Retreats and Resorts Limited			7.99 (7.75)	7.99 (7.75)
Taj GVK Hotels & Resorts Limited		50.33 (32.52)		50.33 (32.52)
Taj Madras Flight Kitchen Pvt. Limited		0.44 (0.22)		0.44 (0.22)
Taj Karnataka Hotels & Resorts Limited		3.09 (2.49)		3.09 (2.49)
Taj Kerala Hotels & Resorts Limited		25.70 (20.65)		25.70 (20.65)
Taj Trade and Transport Company Limited		1.00 (0.32)		1.00 (0.32)
Payables				
Taj Madurai Limited	7.01 (31.92)			7.01 (31.92)
The Indian Hotels Company Limited		1,122.46 (1,547.08)		1,122.46 (1,547.08)
Kaveri Retreats and Resorts Limited			1.02 (2.22)	1.02 (2.22)
PIEM Hotels Limited		10.57 (7.75)		10.57 (7.75)
United Hotels Limited		- (0.08)		- (0.08)
Oriental Hotels Employees Gratuity Trust	200.81 (81.12)			200.81 (81.12)
Benaras Hotels Limited		0.24 (1.92)		0.24 (1.92)
Taj Karnataka Hotels & Resorts Limited		0.67 (0.68)		0.67 (0.68)
Taj Kerala Hotels & Resorts Limited		14.63 (6.98)		14.63 (6.98)
Taj GVK Hotels & Resorts Limited		15.08 (5.20)		15.08 (5.20)
Taj Madras Flight Kitchen Private Limited		1.24 (1.24)		1.24 (1.24)
Interest Receivable				
Taj Karnataka Hotels & Resorts Limited		4.30 (6.34)		4.30 (6.34)
Trade Deposit				
Taj Madras Flight Kitchen Private Limited		200.00 (200.00)		200.00 (200.00)
Short Term Deposit				
Taj Karnataka Hotels & Resorts Limited		560.00 (560.00)		560.00 (560.00)

Key Management Personnel:

Key managerial personnel comprise of Managing Director who has the authority and the responsibility for planning, directing and controlling the activities of the Company. The remuneration paid to such director is ₹132.05 lakhs (Previous Year ₹112.08 lakhs).

Mr. Tom Antony salary ₹68.94 lakhs (Previous Year ₹64.91 lakhs) & Mr. Sreyas Arumbakkam salary ₹63.10 lakhs (Previous Year ₹7.48 lakhs from 05th February 2019 & Mr. Rajneesh Jain ₹56.55 lakhs up to 04th February 2019).

Note: Figures in brackets are in respect of Previous Year.

NOTES

To Consolidated Financial Statements

Note 42 : Additional information as required by Schedule III

Name of the Entity in the Group	Net Assets (Total Assets minus total Liabilities)		Share in profit or loss		Share in Other Comprehensive Income		Share in total Comprehensive Income	
	As % of Consolidated Net Assets	Amount ₹ in Lakhs	As a % of Consolidated profit or loss	Amount ₹ in Lakhs	As a % of Consolidated other Comprehensive Income	Amount ₹ in Lakhs	As a % of Consolidated total Comprehensive Income	Amount ₹ in Lakhs
Parent: Oriental Hotels Limited								
March 31, 2020	49.34	26,184.19	108.23	(893.86)	32.70	585.91	(31.88)	(307.95)
March 31, 2019	53.49	28,551.01	89.01	8,151.58	1,515.24	1,044.09	99.66	9,195.67
Subsidiary - Foreign								
OHL International (HK) Ltd								
March 31, 2020	28.20	14,969.57	(28.27)	233.44	50.39	902.98	117.63	1,136.42
March 31, 2019	24.33	12,986.18	6.03	552.30	(2,086.86)	(1,437.96)	(9.60)	(885.66)
Associate - Indian								
Taj Madurai Limited								
March 31, 2020	0.77	410.52	(3.65)	30.18	(12.94)	(231.80)	(20.87)	(201.62)
March 31, 2019	1.18	628.63	0.37	33.76	107.61	74.15	1.17	107.91
Associate - Foreign								
Lanka Island Resorts Limited								
March 31, 2020	4.98	2,644.08	1.95	(16.10)	(0.02)	(0.44)	(1.71)	(16.54)
March 31, 2019	4.77	2,547.20	2.63	240.94	(6.65)	(4.58)	2.56	236.36
Jointly Controlled Entity-Foreign								
Tal Hotels and Resorts Limited								
March 31, 2020	16.71	8,869.90	21.74	(179.56)	29.87	535.34	36.83	355.78
March 31, 2019	16.23	8,667.71	1.96	179.94	570.66	393.21	6.21	573.15
Total								
March 31, 2020	100.00	53,078.26	100.00	(825.90)	100.00	1,791.99	100.00	966.09
March 31, 2019	100.00	53,380.73	100.00	9,158.52	100.00	68.91	100.00	9,227.43

Note 43 : Corporate Social Responsibility

CSR Project or Activity Identified	₹ in Lakhs	
	March 31, 2020	March 31, 2019
Health & wellness	23.39	24.69
Building livelihoods	1.13	4.94
Educational assistance for childrens	20.15	20.11
Heritage conservation and promotion	1.95	0.40
Total	46.62	50.14

Note 44 : Dividends

On June 03, 2020, the Board of Directors of the Company have proposed a final dividend of ₹0.20 per equity share in respect of the year ended 31 March 2020, subject to approval of Shareholders at the Annual General Meeting. If approved, the dividend would result in cash outflow of ₹357.19 lakhs during the current year.

As per our Report attached
For **PKF Sridhar & Santhanam LLP**
Chartered Accountants
Firm Registration No. 003990S/S200018

Rajeshwari S
Partner
Membership No. 024105

Place : Chennai
Date : June 03, 2020

For and on behalf of the Board of Directors of Oriental Hotels Limited
Puneet Chhatwal Chairman
DIN: 07624616
Place of Signing : Mumbai
Pramod Ranjan Managing Director
DIN : 00887569
Vijay Sankar Director
DIN : 00007875

Sreyas Arumbakkam
Chief Financial Officer

Tom Antony
AVP- Legal & Company Secretary

"In the post COVID-19 era, we are well positioned to reach greater heights by leveraging our association with strong brands and our reputation and experience gained in the industry over the last five decades. This augurs well for us to expand and consolidate our position as a progressive and responsible leader in the Indian hospitality space."

Pramod Ranjan
Managing Director & CEO

ORIENTAL HOTELS LIMITED

REGISTERED OFFICE

Taj Coromandel,
37, Mahatma Gandhi Road, Chennai – 600034

Telephone: 044-66002827

Fax: 044-66002089/98

 TAJ SELECTIONS VIVANTA