

## Seven Destinations. One Signature Brand.



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## Corporate Information

### Board of Directors

Dr Niren Suchanti, Chairman  
Navin Suchanti, Managing Director  
Rohan Sikri  
S C Sekhar  
Sumit Ratnakar Guha  
Kunal Bose  
Aseem Kohli  
Preeti Khicha

### Chief Financial Officer

B L Soni

### Company Secretary

Sangita Agarwal

### Auditors

S R Batliboi & Co. LLP (Member of Ernst & Young LLP)  
Chartered Accountants  
(Firm Registration No. 301003E/E300005)

### Registered and Corporate Office

Pressman House  
10A Lee Road  
Kolkata 700 020  
CIN: L55101WB1971PLC028152

### Hotels & Resorts

Sinclair's Siliguri  
Sinclair's Darjeeling  
Sinclair's Bayview Port Blair  
Sinclair's Retreat Ooty  
Sinclair's Retreat Dooars Chalsa  
Sinclair's Retreat Kalimpong  
Sinclair's Tourist Resort Burdwan

### Project under implementation

Sinclair's Kolkata

### Registrar & Transfer Agent

Niche Technologies Pvt Ltd  
D-511 Bagree Market,  
71 B R B Basu Road, Kolkata 700001

### Hotel Website

[www.sinclairshotels.com](http://www.sinclairshotels.com)

### Investor Information Website

[www.sinclairindia.com](http://www.sinclairindia.com)

## Directors' Report

Your Directors have pleasure in presenting the Forty-fourth Annual Report of the company together with the Audited Accounts for the year ended 31st March, 2016.

### FINANCIAL HIGHLIGHTS

Particulars	₹ in lacs	
	Current Year	Previous Year
<b>Revenue from operations</b>	<b>3904.33</b>	2926.35
<b>Operating Profit</b>	<b>1667.57</b>	1061.91
Other Income	99.20	88.62
Depreciation	653.93	447.68
Profit before tax	1112.84	702.85
<b>Tax Expenses :</b>		
Current Tax	242.62	140.62
MAT Credit Entitlement	(237.50)	(140.62)
Deferred Tax	402.67	228.94
<b>Total</b>	<b>407.79</b>	<b>228.94</b>
<b>Net Profit</b>	<b>705.05</b>	473.91
Add : Balance Brought forward from last year	774.88	669.13
	<b>1479.93</b>	<b>1143.04</b>
<b>Appropriation</b>		
Transfer to General Reserve	150.00	100.00
Dividend	-	222.80
Interim Dividend	222.80	-
Dividend Distribution Tax	45.36	45.36
Balance Carried to Balance Sheet	1061.77	774.88
	<b>1479.93</b>	<b>1143.04</b>

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, we hereby state and confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a fair view of the state of affairs of the Company and of the profit for the year ended 31st March, 2016.
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- the Directors have prepared the annual accounts on a going concern basis.

v) The Directors had laid down internal financial controls which are being 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.

### PERFORMANCE

The company achieved record operating revenue of ₹ 3904.33 lacs as against ₹2926.35 lacs in the previous year registering a growth of 33% during the year. Operating Profit has increased to ₹1667.57 lacs as compared to ₹1061.91 lacs reflecting a jump of 57%.

The Company's upscale tourist resort at Burdwan (19 rooms and 1 Maharaja Suite) has commenced operations from 1st November, 2015. With seven operating properties, the company expects to achieve strong growth in both revenues and profits in the current year.

### DIVIDEND

Your Directors have paid an interim dividend of 40% (₹4 per equity share of ₹10) for the year 2015-2016 amounting to ₹268.16 lacs inclusive of dividend distribution tax of ₹ 45.36 lacs. The Directors have decided to confirm the same as final dividend.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review Mr S C Sekhar (DIN: 00024780) was appointed as an Independent Director for a term of one year on 11th April, 2015. The company has received a notice in writing from a shareholder together with requisite deposit proposing the name of Mr S C Sekhar to be elected as an Independent Director of the company and has been re-appointed for a further term of 3 years with effect from 11th April, 2016.

Mr. Sumit Ratnakar Guha (DIN: 00492245) has been appointed as an Independent Director on 12th February, 2016 for one year subject to approval of shareholders at the ensuing General Meeting. The company has received a notice in writing from a shareholder together with requisite deposit proposing the name of Mr Sumit Ratnakar Guha to be elected as an Independent Director of the company.

Mr Guha has given a declaration that he meets the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013.

Your Directors state that Mr Sumit Ratnakar Guha possesses appropriate balance of skills, expertise and knowledge and is qualified for appointment as Independent Director.

Mr Hardeep Sachdeva (DIN: 00374288) has resigned as Director of the Company on 7th February, 2016. The Board of Director wish to place on record their deep appreciation for the valuable contribution made by Mr. Hardeep Sachdeva during his tenure as a Director on the Board.



Dr Niren Suchanti (DIN: 00909388) and Ms Preeti Khicha (DIN: 05108059), Directors retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment. The Directors recommend re-appointment of Dr Niren Suchanti and Ms Preeti Khicha to the Board.

Mr B L Soni has been appointed as Chief Financial Officer of the Company with effect from 26th May, 2015.

Ms Sangita Agarwal has been appointed as Company Secretary with effect from 1st February, 2016.

#### **DECLARATION BY INDEPENDENT DIRECTORS**

A declaration by Independent Directors that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been received from all the Independent Directors.

#### **CORPORATE SOCIAL RESPONSIBILITY**

The Company has constituted a Corporate Social Responsibility Committee (CSR) and framed Corporate Social Responsibility Policy as required under Companies Act, 2013. The CSR policy is available on the company's website [www.sinclairsindia.com](http://www.sinclairsindia.com)

The Committee will examine various proposals for CSR projects as specified in Schedule VII of Companies Act, 2013 and the related activities thereto and make recommendations to the Board.

In the year 2015-16, the Company had taken up a project in Darjeeling to build a proper road which is used by a large number of residents and others. The said road had a broken sewerage system, faulty drainage and was in damaged state. The filth and stench on the road became unbearable and it was dangerous to navigate the same. Inspired by the Swachh Bharat initiative of the Government, the company took up the complete revamp of the said road including its lighting to alleviate the problem of the local people. The work involved an expenditure of approximately ₹11.86 lacs. The Company also spent an amount of ₹7.43 lacs toward road work at Purbong Busti, Kalimpong and ₹0.42 lacs toward sanitization work at Ooty. The Company spent an amount of ₹1.23 lacs on distribution of books and stationery to poor children. The amounts spent on the CSR project has been disclosed in the accounts.

#### **COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND SENIOR MANAGEMENT APPOINTMENT AND REMUNERATION**

In accordance with Section 178 of the Act read with Regulation 19(4) of the SEBI (Listing Obligation and Disclosures Requirement) Regulations, 2015 the Company's Nomination and Remuneration Committee has formulated a policy on Directors' Appointment and Remuneration and Senior Management Appointment and Remuneration. The policies are enclosed as Annexures I and II and forms part of this report.

#### **PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The operations of your company do not require energy consumption of any significant level. The company does not use any imported technology. Therefore, information regarding conservation of energy and technology absorption as required under section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not annexed.

As a measure to conserve resources and protect environment, the Company has installed solar energy systems in its resort at Chalsa and hotel at Ooty. The Company has also taken up a phased programme to replace all CFL and ordinary lights to LED lights.

During the year, your Company earned ₹5,221,315 in foreign exchange (previous year ₹ 6,055,912). There was expenditure in foreign currency of ₹1,750,755 (previous year ₹1,034,545).

#### **AUDITORS**

M/s S R Batliboi & Co. LLP (Member of Ernst & Young LLP), Chartered Accountants (Firm Registration No 301003E/E300005) were appointed as Statutory Auditors of the Company for a period of (4) four years at the AGM held on 6th September, 2014. Ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

#### **SECRETARIAL AUDIT**

In terms of Section 204 of the Act and Rules made thereunder, Mr. Arup Kumar Roy, Practicing Company Secretary has been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors for the year ended 31st March, 2016 is enclosed as Annexure III to this report.

#### **RELATED PARTY TRANSACTIONS**

Related party transactions that were entered during the financial year were at an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. The policy on Related Party transactions as approved by the Board may be accessed on the Company's website [www.sinclairsindia.com](http://www.sinclairsindia.com). The particulars of contracts entered during the year as per Form AOC-2 is attached as Annexure IV with this report.

#### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed as Annexure V.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

There are no loans, guarantees, or investments made by the Company covered under the provision of Section 186 of the Companies Act, 2013.

**PUBLIC DEPOSITS**

During the year, the Company has not accepted any deposits from the public.

**VIGIL MECHANISM**

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with Regulation 22 of the SEBI (LODR) Regulation, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the investor information website of the Company [www.sinclairsindia.com](http://www.sinclairsindia.com). During the year ended 31st March, 2016, no complaints were received.

**BOARD MEETINGS**

During the year, 5 (Five) Board meetings were held on 26th May, 2015, 7th August, 2015, 12th November, 2015, 12th February, 2016 and 7th March, 2016 respectively.

**MANAGERIAL REMUNERATION**

The information required pursuant to Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is attached as Annexure VI and forms a part of the Directors' Report. There are no employees who are in receipt of remuneration in excess of the limit specified under Section 134(3) (q) read with Rule 5 (2) and 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**MANAGEMENT DISCUSSION AND ANALYSIS AND CORPORATE GOVERNANCE REPORT**

In compliance with Regulation 34(3) of the Listing Regulation with stock exchanges, a separate section on Management Discussion and Analysis which includes details on the state of affairs of the Company and Corporate Governance Report, as approved by the Board of Directors, together with a certificate from the Statutory Auditors confirming compliance with the requirements of Regulation 34(3), forms part of this Report.

**BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, a Board Evaluation Policy has been put in place.

The process of review of Non-Independent Directors and the Board as a whole and also its committees were undertaken in a separate meeting of Independent Directors without the attendance of Non-Independent Directors and members of the management.

At the meeting, the performance of the Chairman of the Company was reviewed taking into account the views of the Executive Directors and Non-Executive Directors and Independent Directors. The meeting also assessed the quality, quantity and timeliness of the flow of information required for the Board to perform its duties properly.

The Board of Directors separately evaluated the performance of each of the Independent Directors. The concerned Independent Director did not participate in the meeting.

The Directors have expressed their satisfaction with the evaluation process.

Based on the findings from the evaluation process, the Board will continue to review its procedures and effectiveness in the financial year ahead with a view to practising the highest standards of corporate governance.

**MATERIAL CHANGES AND COMMITMENTS**

No material changes and commitments affecting the financial position of the Company occurred between the end of the Financial Year to which these financial statements relate and the date of this report.

**ACKNOWLEDGEMENT**

The Directors place on record their appreciation for the co-operation extended by the Government of West Bengal, Andaman & Nicobar Islands Administration, Government of Tamil Nadu and other authorities, and look forward to their continued support.

The Directors wish to thank all the shareholders and the employees for their support and co-operation.

Regd. Office:  
Pressman House  
10A Lee Road  
Kolkata 700 020  
May 30, 2016

For and on behalf of the Board  
  
Dr Niren Suchanti  
Chairman

## Management Discussion and Analysis Report

### Industry Structure and Development, Opportunities and Threats

India is an incredibly attractive destination with varied tourism assets matched by only a few countries. Where India stands out tall is its multi-millennium old tradition of gentle hospitality. Fully appreciative of the fact that realisation of tourism potential of the country will depend on the strength of its infrastructure including air, road and rail communication and hotel accommodation to suit all pockets, the present government is taking path-breaking steps that should script continuous success for India in domestic and global tourism.

The immediate goal is to raise India's share in foreign tourist arrivals to 1 per cent in the next couple of years from 0.64 per cent now. Visa on arrival scheme now applicable to 155 countries and launch of Incredible India app allowing seamless navigation have come for much appreciation among foreign tourists. India played host to over 7.1 million foreign tourists in 2015 and by 2025 their arrivals here are expected to be 15.3 million.

The \$122 billion Indian tourism and hospitality industry growing at an annual rate of 7.3 per cent has a 7 per cent share of gross domestic product (GDP). Highly employment intensive, tourism happens to be the largest among all services industries. The hotel industry revenue is forecast to grow by around 10 per cent to \$1.8 billion in 2016-17. The sustainable growth of tourism and hospitality demands skill development on a large scale. The government's attention is rightly focused on this.

### Outlook

With the improved tourism and hospitality infrastructure, the industry is expected to grow faster. According to ICRA, a rating agency, the country's hotel industry revenues are likely to improve by 9-10 per cent in 2016-17, mainly aided by improved occupancy.

### Risks and Concerns

Tourism industry is generally affected on account of:

a) Adverse law and order situation in the country or the region

b) Natural disaster or spread of epidemic or diseases

c) Recession in the economy

### Risk mitigation

The Company's properties are geographically well spread and thus have greater resilience to meet the challenges in an unlikely event of any regional disturbance or natural calamity.

The Company is regularly investing in its properties to upgrade facilities and service standards. It is therefore well positioned to meet with the challenges of competing properties.

### Internal control systems and their adequacy

Your company maintains adequate internal control systems commensurate with the Company's size and business, which provide, among other things, reasonable assurance of recording the transactions of its operations in all material aspects and providing protection against misuse or loss of the Company's assets. The systems and processes are continually reviewed for their effectiveness and augmented by documented policies and procedures.

### Financial and Operating Performance

The company posted excellent results during the year under review. The strong performance was on account of several initiatives taken by the company to increase revenues. A concerted digital media campaign and strong online presence largely contributed to this growth. The operating revenue rose by 33% to ₹3904.33 lacs (₹2926.35 lacs) and operating profits grew by 57% to ₹1667.57 lacs (₹1061.91 lacs). The gross operating profit margin at 43% is amongst the highest in the industry.

### Material developments in Human Resources

Human resource functions and initiatives of your Company to attract, train, retain and motivate employees are driven by defined value based policies. Your Company continuously takes adequate and necessary steps to maintain a competitive, healthy and harmonious work environment. As on 31st March, 2016 there were 379 employees in the Company.

## Annexure I

## Director's Appointment and Remuneration Policy

This Director's Appointment and Remuneration Policy (the "Policy") applies to the Board of Directors (the "Board") of Sinclairs Hotels Limited (the "Company").

### 1. Purpose

The objective of this Policy is to provide a framework and set standards for the appointment of directors with requisite experience and skills who have the capacity and ability to lead the Company. It also defines the role of the Nomination and Remuneration Committee.

### 2. Accountability

a) The Board is ultimately responsible for the appointment of directors.

b) The Nomination and Remuneration Committee ("NRC") assesses and selects candidates for directors and recommends to the Board their appointment.

### 3. Role of the Nomination and Remuneration Committee

The NRC is responsible for:

a) Reviewing the structure, size and composition of the Board and making recommendations on any proposed changes to the Board;

b) Making recommendations to the Board on the appointment of directors, Key Managerial and Senior Management Personnel.

c) Formulating criteria for evaluation of performance of directors including independent directors and the Board;

### 4. Appointment of Directors

a) The NRC considers the following parameters for appointment of Directors:

- assessing the individual based on industry experience, background, and ability to exercise independent judgement, with due regard to the benefits to the Board;

- the competence to contribute to the overall effectiveness of the Board and work constructively.

b) The recommended Board member shall:

- be well qualified and have experience of management in reputed organization;

- possess high standards of ethics and personal integrity;

c) The directors should ensure that they can devote time and attention to the Company's affairs and regularly attend Board and committee meetings.

d) The Company is required to appoint at least one independent non-executive director who must have appropriate professional qualifications on accounting or related financial management expertise.

e) In addition, the independent non-executive directors shall also fulfil the requirements pursuant to Section 149 (6) of the Companies Act, 2013.

### 5. Familiarisation Program

The Management will adequately brief the Independent Directors so that they are well aware of the functions of the Company.

## Annexure II

## Senior Management & Key Managerial Personnel (excluding Executive Directors) Appointment & Remuneration Policy

### 1. Scope of policy:

The policy applies to the following:

a) Key Managerial Personnel

- Company Secretary;
- Chief Financial Officer; and
- Such other executive as may be prescribed.

b) Senior Management who are members of the core management team.

### 2. Remuneration policy and guidelines for Employees:

The KMP and senior management personnel are appointed

after taking into account their educational qualifications, experience in related fields, leadership abilities, inter personal communication skills and other parameters.

The Company believes in paying its executives competitive remuneration.

a) The remuneration is worked out on the basis of cost to Company which includes both fixed and variable costs.

b) Remuneration is annually reviewed for all the executives who are eligible for compensation review in accordance with their performance.



**ARUP KUMAR ROY**  
Practicing Company Secretary  
Kolkata- 700020

201 Sarat Bose Road Kolkata 700 029  
Phone : 033-2463 5197 M : 9831687785  
arupkroy@rediffmail.com

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016

**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To,  
The Members,  
Sinclairs Hotels Limited  
Pressman House, 10A Lee Road  
Kolkata- 700020

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sinclairs Hotels Limited. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of Sinclairs Hotels Limited's 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 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) I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - Not Applicable to the Company during the Audit period.
- (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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not Applicable to the company during the Audit Period.
  - (e) The Securities and Exchange Board of India (Issue and

Listing of Debt Securities) Regulations, 2008 - Not Applicable to the company during the Audit Period.

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable to the company during the Audit Period.

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not Applicable to the company during the Audit Period.

(i) other Laws specifically applicable to the Company:

- Food Safety and Standards Act, 2006 and Food Safety and Standards Rules, 2011

2) I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Calcutta Stock Exchange (CSE) and Bombay Stock Exchange (BSE).

3) I 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.

4) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

5) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

6) I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

7) I further report that during the audit period the company has:

a) declared dividend during the year and all relevant provisions were complied with

b) complied with the provisions under Section 204 of the Companies Act, 2013 in respect of appointment of Secretarial Auditor for conducting Secretarial Audit.

Kolkata  
May 30, 2016

ARUP KUMAR ROY  
ACS No. : 6784  
C P No.: 9597



## Annexure IV

## Form No AOC-2

(Pursuant to clause(h) of sub-section(3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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 arms length transactions under third proviso thereto

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

There are no contracts or arrangements or transaction not at arm's length basis.

<b>2. Details of material contracts or arrangement or transactions at arm's length basis</b>					
<b>a. Name of the related party and nature of relationship</b>	<b>b. Nature of contracts or arrangement or transactions at arm's length basis</b>	<b>c. Duration of the contracts / arrangements/ transaction</b>	<b>d. Salient terms of the contracts or arrangements or transactions including the value, if any</b>	<b>e. Date of approval by the Board, if any</b>	<b>f. Amount paid as advances, if any</b>
Mr Navin Suchanti Managing Director	Commission	01.04.2011 to 31.03.2016	2% of net profit or ₹5 lacs per annum, whichever is higher, payable quarterly. In addition entertainment, reimbursement of all travelling, hotel and other expenses incurred by him during the course and in connection with business of the Company.	30.05.2011	Nil
Dr Niren Suchanti, Chairman	Sitting Fee	N.A.	₹5000 per Board meeting	-	Nil
Ms Preeti Khicha	Sitting Fee	N.A.	₹5000 per Board meeting	-	Nil
Ms Pooja Suchanti Shah Chief of Communications	Salary	01.04.2011 to 31.12.2015	₹71127 per month	30.05.2011	Nil
Pressman Properties Ltd	Rent for office space	Perpetual	₹100000 per month	11.04.2008	Nil
Pressman Realty Ltd	Rent for office space	Perpetual	₹50000 per month	11.04.2008	Nil
Son-et-Lumiere Art Gallery Pvt Ltd	Rent for office space	Perpetual	₹15000 per month	11.04.2008	Nil
Pressman Advertising Ltd	PR retainership and advertising in print and digital media	As per requirement	Rates charged as prescribed by respective media	11.04.2008	Nil
Mr B L Soni Chief Financial Officer	Salary	Contractual	₹111922 per month	26.05.2015	Nil
Ms Sangita Agarwal Company Secretary	Salary	Contractual	₹29220 per month	12.02.2016	Nil

**Form MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31st March, 2016**

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION & OTHER DETAILS**

i)	CIN	L55101WB1971PLC028152
ii)	Registration Date	02-12-1971
iii)	Name of the Company	SINCLAIRS HOTELS LIMITED
iv)	Category/ sub category of the Company	Non-Govt Indian Companies having Share Capital
v)	Address of the Registered office and contact details	Pressman House, 10A Lee Road Kolkata 700 020 Ph : 033-40310807, Fax:033-40310813
vi)	Whether listed Company	Yes, Listed at BSE & CSE
vii)	Name, address and contact details of Registrar and Transfer Agent, if any	Niche Technologies Pvt Ltd D-511 Bagree Market, 71 B R B Basu Road, Kolkata 700001 Ph : 033-2235 7270, Fax: 033-2215 6823 e:nichetechpl@nichetechpl.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

Sl.No.	Name and Description of main products / services	NIC Code of the product/service	% of total turnover of the Company
1	Hotels and motels	55101	97.52%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : NIL**
**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**i) Category-wise Share holding**

Category of shareholders	No of shares held at the beginning of the year				No of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual	2909862	Nil	2909862	52.24	2911953	Nil	2911953	52.28	0.04
b) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp	58	Nil	58	0.001	Nil	Nil	Nil	Nil	(0.001)
e) Banks/FI any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A) (1) :</b>	2909920	Nil	2909920	52.24	2911953	Nil	2911953	52.28	0.04
<b>2) Foreign</b>									
a) NRI-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other-Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks/FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A) (2)</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Total shareholding of promoter (A)= (A)(1) + (A)(2)</b>	2909920	Nil	2909920	52.24	2911953	Nil	2911953	52.28	0.04

Category of shareholders	No of shares held at the beginning of the year				No of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
a) Mutual funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks/FI	Nil	2205	2205	0.04	Nil	2205	2205	0.04	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt	33000	Nil	33000	0.59	33000	Nil	33000	0.59	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Co.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) QFI- Corporates	2395505	Nil	2395505	43.01	2352139	Nil	2352139	42.23	(0.78)
<b>Sub-total (B) (1)</b>	2428505	2205	2430710	43.64	2385139	2205	2387344	42.86	(0.78)
<b>2 Non Institutions</b>									
a) Bodies corp									
i) Indian	23178	745	23923	0.43	21811	745	22556	0.40	(0.03)
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individuals holding share capital upto ₹1 lakh	107639	61903	169542	3.04	99960	60574	160534	2.88	(0.16)
ii) Individual holding share capital in excess of ₹1 lakh	25000	Nil	25000	0.45	80830	Nil	80830	1.45	1.00
c) Others (specify) NRI/OCBs	3102	1805	4907	0.09	220	1805	2025	0.04	(0.05)
Clearing Members	5998	Nil	5998	0.11	4758	Nil	4758	0.09	(0.02)
<b>Sub-total (B) (2):</b>	164917	64453	229370	4.12	207579	63124	270703	4.86	0.74
<b>Total Public shareholding (B) = (B) (1) + (B)(2)</b>	2593422	66658	2660080	47.76	2592718	65329	2658047	47.72	(0.04)
<b>C. Shares held by Custodian for GDRS &amp; ADRS</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Grand Total (A+B+C)</b>	5503342	66658	5570000	100.00	5504671	65329	5570000	100.00	Nil

**ii) Shareholding of Promoters**

Sl. No.	Shareholders name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No of shares	% of total shares of the Company	% of Shares pledged/encumbered to total shares	No of shares	% of total shares of the Company	% of Shares pledged/encumbered to total shares	
1	Dr Niren Chand Suchanti	313051	5.62	Nil	313051	5.62	Nil	Nil
2	Navin Chand Suchanti	293738	5.27	Nil	293738	5.27	Nil	Nil
3	Sujata Suchanti	1139931	20.47	Nil	1141022	20.49	Nil	0.02
4	Pramina Suchanti	1163142	20.88	Nil	1164142	20.90	Nil	0.02
5	Prima Communications Limited*	58	0.001	Nil	Nil	Nil	Nil	(0.001)
	<b>Total</b>	<b>2909920</b>	<b>52.24</b>	<b>Nil</b>	<b>2911953</b>	<b>52.28</b>	<b>Nil</b>	<b>0.04</b>

\*Ceased to be a promoter Company during the year

**iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Dr Niren Chand Suchanti a) At the Beginning of the Year b) Changes during the year c) At the End of the Year	313051	5.620	313051	5.620
2	Navin Chand Suchanti a) At the Beginning of the Year b) Changes during the year c) At the End of the Year	293738	5.274	293738	5.274
3	Pramina Suchanti a) At the Beginning of the Year b) Changes during the year Date Reason 05/06/2015 Transfer c) At the End of the Year	1163142 1000	20.882 0.018	1164142 1164142	20.900 20.900
4	Prima Communications Limited* a) At the Beginning of the Year b) Changes during the year Date Reason 17/04/2015 Transfer c) At the End of the Year	58 (58)	0.001 (0.001)	- -	- -
5	Sujata Suchanti a) At the Beginning of the Year b) Changes during the year Date Reason 17/04/2015 Transfer 05/06/2015 Transfer c) At the End of the Year	1139931 58 1033	20.466 0.001 0.019	1139989 1141022 1141022	20.467 20.485 20.485
	<b>Total</b>	<b>2909920</b>	<b>52.243</b>	<b>2911953</b>	<b>52.279</b>

\*Ceased to be a promoter Company during the year

**iv) Shareholding Pattern of top ten shareholders (other than Directors, promoters and Holders of GDRS and ADRS)**

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Xander Investment Holding X Limited	1628485	29.237	1585119	28.458
2	MCCS Investment Holding Limited	588000	10.557	588000	10.557
3	MRCS Investment Holding Limited	179020	3.214	179020	3.214
4	West Bengal Financial Corporation	33000	0.592	33000	0.592
5	Johnny Kirpalani	-	-	25730	0.462
6	Lincoln P Coelho	25000	0.449	25000	0.449
7	Janardan Kumar Kothari	-	-	15300	0.275
8	Paresh Chandrakant Doshi	-	-	14800	0.266
9	Chirayush Pravin Vakil	5714	0.103	5813	0.104
10	K.M.Jain Stock Brokers Private Limited	610	0.011	4500	0.081

**v) Shareholding of Directors and Key Managerial Personnel :**

Sl. No.	Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Dr Niren Chand Suchanti a) At the beginning of the year b) Changes during the year c) At the end of the year	313051	5.620	313051	5.620
2	Navin Chand Suchanti a) At the beginning of the year b) Changes during the year c) At the end of the year	293738	5.274	293738	5.274
	<b>Total</b>	<b>606789</b>	<b>10.894</b>	<b>606789</b>	<b>10.894</b>



## V. INDEBTEDNESS

The company had no debts at the beginning of the financial year, during the year and at the end of the financial year.

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGEMENT PERSONNEL

### A. Remuneration to Managing Director, Wholetime Directors and / or Manager

(₹ in lacs)

Sl. No.	Particulars of Remuneration	Name of Managing Director	Total Amount
		Mr Navin Suchanti	
1	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission		
	- as 2 % of profit	22.26	22.26
	- others, specify	Nil	Nil
5.	Others, please specify	Nil	Nil
	Total	22.26	22.26
Ceiling as per the Act	₹112.49 lacs (being 11% of the net profit of the Company calculated as per Section 198 of the Companies Act, 2013)		

### B. Remuneration to other Directors :

(₹ in lacs)

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Dr. Niren Suchanti	Mr Kunal Bose	Mr S C Sekhar	Mr Sumit Guha	Mr Aseem Kohli	Ms Preeti Khicha	
1	Independent Directors							
	• Fee for attending board and audit committee meetings	-	0.35	0.35	0.10	0.25	-	1.05
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (1)	-	0.35	0.35	0.10	0.25	-	1.05
2	Other Non-Executive Directors							
	• Fee for attending board meetings	0.25	-	-	-	-	0.20	0.45
	• Commission	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-
	Total (2)	0.25	-	-	-	-	0.20	0.45
	Total (1+2)	0.25	0.35	0.35	0.10	0.25	0.20	1.50

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

(₹ in lacs)

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
		B L Soni Chief Financial Officer	Sangita Agarwal Company Secretary	
1	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 (b) Value of perquisites u/s 17(2) (c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	13.43 - -	0.57 - -	14.00 - -
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as 2 % of profit - others, specify	Nil Nil	Nil Nil	Nil Nil
5.	Others, please specify	Nil	Nil	Nil
	Total	13.43	0.57	14.00

**VII. PENALTIES /PUNISHMENT/ COMPOUNDING OF OFFENCES FOR COMPANY, DIRECTORS AND OTHER OFFICERS IN DEFAULT: Nil**

**Annexure VI**
**PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3) (q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year is as under:

Sl. No.	Name of Director	Director's Remuneration (₹ in lacs)	Median Employee Remuneration (₹ in lacs)	Ratio
1	Mr Navin Suchanti, Managing Director	1.85	0.53	3.5:1

- (ii) The percentage increase in remuneration of each Director, CFO, CS in the financial year:

Sl. No.	Name	Total Remuneration 2015-16 (₹ in lacs)	Total Remuneration 2014-15 (₹ in lacs)	Percentage Increase
1	Mr Navin Suchanti Managing Director	22.26	14.06	58%
2	Mr B L Soni Chief Financial Officer	13.43	11.00	22%
3	Ms Sangita Agarwal Company Secretary*	0.57	NA	NA

\*Appointed on 1st February, 2016

- (iii) The percentage increase in the median remuneration of employees in the financial year is 2.2%
- (iv) The number of permanent employees on the rolls of company as at the end of the financial year 2015-16 is 379.
- (v) The Company has a policy of adequately rewarding its employees as is evident from the fact that more than 30% of employees are in the rolls of the company for more than five years. However, it is difficult to define the relationship between average increase in remuneration and company's performance.

(vi)

Sl. No.	Particulars	As at 31st March, 2015	As at 31st March, 2016	Variation	Percentage Change
1	Market Capitalisation*	₹ 160.08 crores	₹ 179.58 crores	₹ 19.50 crores	12.18%
2	P/E Ratio	33.77	25.47	8.30	(24.58)%

\*Source BSE

- (vii) As compared to last year, the remuneration of Mr Navin Suchanti, Managing Director increased by 58% and Mr B L Soni, Chief Financial Officer increased by 22%, while the operating profit increased by 57%.
- (viii) The Managing Director's remuneration is by way of commission on profits and hence entirely variable.
- (ix) There are no employees in the Company who are drawing remuneration in excess of the Managing Director.
- (x) It is hereby affirmed that the remuneration of Directors and KMP's are in accordance with the Remuneration Policy.

## Report on Corporate Governance

### I. A brief statement on company's philosophy on code of corporate governance

The Company always strives to achieve optimum performance at all levels by adhering to corporate governance practices, such as :

- Fair and transparent business
- Effective management control by Board
- Adequate representation of promoter, executive and independent directors on the Board
- Accountability for performance
- Monitoring of executive performance by the Board

- Timely compliance of laws.
- Transparent and timely disclosure of financial and management information

### II. Board of Directors

The Board comprises of a non-executive Chairman, one Managing Director, two non-executive Directors, and four non-executive independent Directors.

During the financial year 2015-16, five meetings of the board were held. These meetings were held on 26th May, 2015, 7th August, 2015, 12th November, 2015, 12th February, 2016 and 7th March, 2016.

#### Particulars of Directors are given below :

Name	Designation	Category	Equity shareholding in the Company
Dr Niren Suchanti	Chairman	Non-Executive Director	313051
Mr Navin Suchanti	Managing Director	Executive Director	293738
Mr Rohan Sikri	Director	Non-Executive Director	Nil
Mr Kunal Bose	Director	Non-Executive Independent Director	Nil
Mr Hardeep Sachdeva*	Director	Non-Executive Director	Nil
Mr Aseem Kohli	Director	Non-Executive Independent Director	Nil
Ms Preeti Khicha	Director	Non-Executive Director	Nil
Mr S C Sekhar**	Director	Non-Executive Independent Director	Nil
Mr Sumit Guha***	Director	Non-Executive Independent Director	Nil

\* Resigned on 7th February, 2016 \*\*Appointed on 11th April, 2015 \*\*\* Appointed on 12th February, 2016

#### Details of Directors' attendance and other particulars are given below :

Director	No of Board Meetings held	No of Board Meeting attended	Last AGM Attendance (Yes/No)	No of directorship on Board of other Listed Companies	No of Committee membership/ chairmanship in other Listed Companies#
Dr Niren Suchanti	5	5	No	1	Nil
Mr Navin Suchanti	5	5	Yes	1	2
Mr Rohan Sikri	5	3	No	Nil	Nil
Mr Kunal Bose	5	5	Yes	Nil	Nil
Mr Hardeep Sachdeva	3	Nil	No	Nil	Nil
Mr Aseem Kohli	5	5	No	Nil	Nil
Ms Preeti Khicha	5	4	No	Nil	Nil
Mr S C Sekhar	5	5	No	1	1
Mr Sumit Guha	2	2	NA	Nil	Nil

# Chairmanship/Membership of the Audit Committee and Stakeholders Relationship Committee are only considered

### III. Audit Committee

#### Terms of Reference

The Audit Committee has, inter-alia, the following mandate:

1. To oversee the Company's financial reporting and disclosure process and to ensure that the financial statements are correct, sufficient and credible.
2. To recommend appointment and removal of the Statutory Auditors and Internal Auditors, fixation of their fees, etc.
3. To review the adequacy of internal control systems with the Management, Statutory and Internal Auditors.
4. To review the audited quarterly, half-yearly and annual financial statements.
5. To review the Company's financial and risk management policies.
6. To review statement of significant related party transactions, management letters, etc.

#### Composition

Mr Kunal Bose	Chairman (Non-Executive Independent Director)
Mr Navin Suchanti	Member (Executive Director)
Mr S C Sekhar*	Member (Non-Executive Independent Director)

\* Appointed on 13th May, 2015

#### Meetings and attendance during the year

During the financial year 2015-2016, four meetings of the committee were held on 26th May, 2015, 7th August, 2015, 12th November, 2015 and 12th February, 2016. The time gap between two meetings was less than four months.

Members	Meetings held	Meetings attended
Mr Kunal Bose	4	4
Mr Navin Suchanti	4	4
Mr S C Sekhar	4	4

### IV. Nomination and Remuneration Committee

#### Terms of Reference

The Company has constituted the Nomination and Remuneration Committee which is entrusted with the responsibility of finalizing the remuneration of executive directors. It considers the remuneration after taking into account, various factors such as qualification, experience, expertise of the director, prevailing remuneration in the corporate world and financial position of the Company.

#### Composition

Mr Kunal Bose	Chairman (Non-Executive Independent Director)
Mr Rohan Sikri	Member (Non-Executive Director)
Mr Sumit Ratnakar Guha*	Member (Non-Executive Independent Director)
Mr Hardeep Sachdeva**	Member (Non-Executive Director)

\* Appointed on 12th February, 2016

\*\* Resigned on 7th February, 2016

#### Meeting and attendance during the year

During the financial year 2015-2016, one meeting of the committee was held on 27th January, 2016.

Members	Meetings held	Meetings attended
Mr Kunal Bose	1	1
Mr Rohan Sikri	1	1
Mr Hardeep Sachdeva	1	1

#### A. Executive Director

Details of remuneration paid to Mr Navin Suchanti, Managing Director for the financial year ended 31st March, 2016:

Particulars	Navin Suchanti Managing Director
Salary and Allowances	-
Contribution to PF and Family Pension Fund	-
Bonus	-
Commission	₹ 2,225,679
Service Contract	5 years(01.04.2011 to 31.03.2016)
Notice Period	Three months
Stock Option	None

#### B. Non-Executive Directors

The Non-Executive Directors are remunerated for attending Board Meetings and Audit Committee Meetings. The fee for Board Meeting is ₹ 5000 while for Audit Committee Meeting, the fee is ₹2500.

### V. Corporate Social Responsibility Committee (CSR)

#### i) Terms of reference :

The Committee shall formulate and recommend to the Board, a CSR Policy and inform the amount of expenditure to be incurred on CSR activities. The Committee also monitors the implementation of CSR projects or activities undertaken by the Company.

#### ii) Composition :

The CSR Committee of the Company consists of three non-executive directors and one executive director.

Dr Niren Suchanti	Chairman (Non executive Director)
Mr Navin Suchanti	Member (Executive Director)
Mr Kunal Bose	Member (Non-executive Independent Director)
Mr Aseem Kohli	Member (Non-executive Independent Director)

#### Meeting and attendance during the year

During the financial year 2015-2016, one meeting of the committee was held on 7th August, 2015.



Members	Meetings held	Meetings attended
Dr Niren Suchanti	1	1
Mr Navin Suchanti	1	1
Mr Kunal Bose	1	1
Mr Aseem Kohli	1	1

## VI. Independent Directors' Meeting

During the year, a meeting was held, inter-alia, to discuss:

- Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties;

### Meeting and attendance during the year

During the financial year 2015-2016, one meeting of the Independent Directors was held on 12th February, 2016.

Members	Meetings held	Meetings attended
Mr Kunal Bose	1	1
Mr S C Sekhar	1	1
Mr Aseem Kohli	1	1

The details of familiarisation programme of the Independent Directors are available on the company's investor information website [www.sinclairsindia.com](http://www.sinclairsindia.com)

## VII. Stakeholders Relationship Committee

### Terms of Reference

Stakeholders Relationship Committee facilitates prompt and effective redressal of shareholders' complaints and the reporting of the same to the Board periodically.

### Composition

Mr Kunal Bose	Chairman (Non-Executive Independent Director)
Mr Rohan Sikri	Member (Non-Executive Director)
Mr Navin Suchanti	Member (Executive Director)

### Meeting and attendance during the year

During the financial year 2015-2016, one meeting of the committee was held on 12th November, 2015.

Members	Meetings held	Meetings attended
Mr Kunal Bose	1	1
Mr Rohan Sikri	1	1
Mr Navin Suchanti	1	1

The total number of complaints received and redressed to the shareholders during the year ended March 31, 2016 as under:

Pending as on 31.03.2015	Received	Redressed	Pending as on 31.03.2016
Nil	03	03	Nil

## Name & Designation of Compliance Officer

Ms Sangita Agarwal – Company Secretary

## VIII. Shareholders' Meeting

Details of Annual General Meeting / EGM in last three years:

Year	Date	Venue	Time
2012-13	14.09.2013	Rotary Sadan 94/2, J L Nehru Road Kolkata 700020	10:30 am
2013-14	15.10.2013 EGM	Pressman House 10A Lee Road Kolkata 700020	11:00 am
2013-14	06.09.2014	Gyan Manch 11 Pretoria Street Kolkata 700 071	10:30 am
2014-15	31.07.2015	Gyan Manch 11 Pretoria Street Kolkata 700 071	10:30 am

The details of special resolutions passed during the last three years are given below:

Date	AGM/EGM	Particulars
14.09.2013	AGM	Nil
15.10.2013	EGM through Postal Ballot	Buy Back of Equity Shares
06.09.2014	AGM	Nil
31.07.2015	AGM	Approval of Related Party Transaction

## IX. Disclosures

- There were no material and significant related party transactions, with its promoters, the directors or the management or relatives, etc. that may have potential conflict with the interests of the Company at large. Transactions with the related parties have been disclosed in Note No. 27 to the Accounts in the Annual Report.
- No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years. There were no instances of non-compliance by the Company.
- The Company has an established vigil mechanism/whistle blower policy.
- The Company has complied with the mandatory requirement of regulations of the Listing Regulations.

## Subsidiary Company

The Company has no subsidiary.

## Non-mandatory Requirements

Adoption of non-mandatory requirements of the Listing Regulation is reviewed by the Board from time to time.

## X. Means of Communication

### Quarterly Results

The quarterly results were published during the year under review in Kolkata edition of Business Standard and Dainik Statesman. The quarterly results are displayed on the company's investor information website [www.sinclairsindia.com](http://www.sinclairsindia.com).

## XI. General Shareholder Information

### a. Annual General Meeting :

Date	Day	Venue	Time
23.09.2016	Friday	Gyan Manch, 11 Pretoria Street Kolkata 700 071	10:30 am

### b. Tentative Financial Calendar

Results for quarter ending June 30, 2016 Within 14th August, 2016
Results for quarter ending September 30, 2016 Within 14th November, 2016
Results for quarter ending December 31, 2016 Within 14th February, 2017
Results for quarter and year ending March 31, 2017 Within 30th May, 2017
AGM for the year ending March 31, 2017 By end of September, 2017

### c. Book Closure :

From Saturday, 17th September, 2016 to Friday 23rd September, 2016 (both days inclusive).

### d. Stock Exchange Listing :

BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001  
BSE Scrip Code : 523023  
The Calcutta Stock Exchange Ltd (CSE)  
7, Lyons Range, Kolkata 700 001  
CSE Scrip Code : 29074

The company has paid annual listing fees to both the Stock Exchanges for Financial year 2016-17.

### e. Market price data :

Monthly high / low – (₹/share) during 2015-2016)

Market data at BSE Ltd

Month	BSE Sensex		Share Prices at BSE	
	High	Low	High	Low
April, 2015	29094.61	26897.54	365.00	251.70
May, 2015	28071.16	26423.99	307.90	250.00
June, 2015	27968.75	26307.07	300.00	240.50
July, 2015	28578.33	27416.39	344.00	250.00
August, 2015	28417.59	25298.42	455.00	265.00
September, 2015	26471.82	24833.54	323.90	265.00
October, 2015	27618.14	26168.71	319.40	268.40
November, 2015	26824.30	25451.42	320.00	276.10
December, 2015	26256.42	24867.73	370.00	297.50
January, 2016	26197.27	23839.76	342.00	286.10
February, 2016	25002.32	22494.61	315.00	253.50
March, 2016	25479.62	23133.18	339.00	272.60

### f. Registrar and Transfer Agent :

Niche Technologies Pvt Ltd  
D-511, Bagree Market, 71, BRBB Road, Kolkata 700 001  
Phone : 22343576, Fax : 22156823  
Email : nichetechpl@nichetechpl.com  
Contact person : Mr Gautam Basu

### g. Share Transfer System :

Share transfers in physical form are generally registered within a fortnight from the date of receipt, if the documents are in order. The Share Transfer Committee constituted by the Board considers and approve the transfers.

All requests for dematerialisation of shares, are generally processed within 21 days and the confirmation is given to the depositories.

### h. Distribution of Shareholding

No of shares	Shareholders		Total No. of Shares	
	No	%	No	%
1-500	2528	97.08	108780	1.95
501-1000	43	1.65	33916	0.61
1001-5000	20	0.77	43569	0.78
5001-10000	1	0.04	5813	0.11
10001-50000	5	0.19	113830	2.04
50001-100000	0	0.00	0	0.00
100001 & above	7	0.27	5264092	94.51
<b>Total</b>	<b>2604</b>	<b>100.00</b>	<b>5570000</b>	<b>100.00</b>

Category	No. of Shares	%
Promoters	2911953	52.28
Mutual Funds, UTI	Nil	Nil
Banks, FIs, Insurance Cos, Govt. & Non-Govt. Institutions	35205	0.63
Private Corporate Bodies	22556	0.40
Public (Indian)	241364	4.33
Foreign Companies	2352139	42.23
NRIs / OCBs	2025	0.04
Clearing Member	4758	0.09
<b>Total</b>	<b>5570000</b>	<b>100.00</b>

### i. Dematerialisation of shares and Liquidity :

Out of total paid up capital of 5,570,000 equity shares as on 31st March, 2016, 5,398,053 equity shares (96.91%) and 106,618 equity shares (1.91%) are held in dematerialised form at NSDL and CDSL respectively.

### j. Outstanding Instruments :

There are no outstanding GDRs/ ADRs / Warrants or any other convertible instruments.

**k. Location of hotels and resorts:**

**Sinclairs Siliguri**

(45 Rooms, 3 Suites)

PO Pradhan Nagar, Siliguri 734 403

**Sinclairs Darjeeling**

(47 Rooms, 1 Suite)

18/1 Gandhi Road, Darjeeling 734 101

**Sinclairs Retreat Dooars**

(68 Rooms, 3 Suites)

Chalsa Hilltop, Chalsa 735 206

Dist Jalpaiguri

**Sinclairs Retreat Ooty**

(72 Rooms, 7 Suites and 2 Villas)

Gorishola Road, Ootacamund 643 001

**Sinclairs Bayview Port Blair**

(43 Rooms, 3 Suites)

South Point, Port Blair 744 106

Andaman & Nicobar Islands

**Sinclairs Retreat Kalimpong**

(46 Rooms, 2 Suites)

Purbong, 6th Mile, Kalimpong 734 301, Dist. Darjeeling

**Sinclairs Tourist Resort Burdwan**

(19 Rooms, 1 Suite)

High Street I, Renaissance Township

Nawabhat More, Burdwan 713 102

**Project under implementation:**

**Sinclairs Kolkata**

(114 Rooms)

Plot DJ 14, Action Area ID

New Town, Rajarhat, Kolkata 700156

**I. Address for Correspondence:**

Compliance Officer

Sinclairs Hotels Limited

Pressman House, 10A Lee Road, Kolkata 700 020

Phone: (033) 40310807

Email: [ir@sinclairshotels.com](mailto:ir@sinclairshotels.com)

## CEO /CFO CERTIFICATION

The Board of Directors

**Sinclairs Hotels Limited**

1. We have reviewed Financial Statements and the Cash Flow Statement of Sinclairs Hotels Limited for the year ended 31st March, 2016 and that to the best of our knowledge and belief:

- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or violative of Company's Code of Conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

4. We have indicated to the Auditors and the Audit Committee:

- i. that there are no significant changes in internal control over financial reporting during the period.
- ii. that there are no significant changes in accounting policies during the period.
- iii. that there are no instances of significant fraud of which we have become aware.

Kolkata

May 30, 2016

Navin Suchanti

Managing Director

B L Soni

Chief Financial Officer

## Auditor's Certificate

### TO THE MEMBERS OF SINCLAIRS HOTELS LIMITED

We have examined the compliance of conditions of corporate governance by Sinclairs Hotels Limited, for the year ended on 31st March, 2016, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to 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.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchange(s).

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S.R. BATLIBOI & CO. LLP  
Chartered Accountants  
ICAI Firm Registration Number: 301003E/E300005

Kolkata  
May 30, 2016

per Bhaswar Sarkar  
Partner  
Membership No: 55596

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### DECLARATION

(As required under Regulation 26(3) and 34(3) of the Listing Regulation in relation to Code of Conduct)

I, Navin Suchanti, Managing Director, Sinclairs Hotels Ltd, hereby declare that to the best of my knowledge and belief, all Board members and senior management personnel have

affirmed compliance with the Company's code of conduct for the year ended 31st March, 2016.

Kolkata  
May 30, 2016

Navin Suchanti  
Managing Director

## Independent Auditor's Report

### TO THE MEMBERS OF SINCLAIRS HOTELS LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of Sinclairs Hotels Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation

of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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 state of affairs of the Company as at March 31, 2016, its profit, and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's 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 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.

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 purpose 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 Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) With respect to the other matters to be included in the



Auditor's 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 on its financial position in its financial statements – Refer Note 26 to the 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm Registration Number: 301003E/E300005  
per Bhaswar Sarkar  
Partner  
Membership No.: 55596

Kolkata  
May 30, 2016

## Annexure 1 to the Independent Auditor's Report

**REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF SINCLAIRS HOTELS LIMITED AS AT AND FOR THE YEAR ENDED MARCH 31, 2016**

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification, which in our opinion, is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given by the management, the title deeds of immovable properties included in property, plant and equipment/ fixed assets are held in the name of the Company.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect to which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

(v) The Company has not accepted any deposit from the public.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii)(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, value added tax, cess and other material statutory dues applicable to it. During the year the Company did not have any dues towards excise duty.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, custom duty, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. During the year the Company did not have any dues towards excise duty.

(c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, service tax, custom duty, duty of excise, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending
West Bengal Value Added Tax Act, 2003	Purchase tax, Turnover tax and Sales Tax, disallowance of remission and input tax credit etc.	59,623	1994-95	Senior Joint Commissioner of Commercial Tax
		1,648,589	2006-07 and 2007-08	West Bengal Commercial Tax Appellate & Revisional Board/ Joint Commissioner of Commercial Tax

(viii) Based on our audit procedures and as per the information and explanations given by the management, the Company neither had any dues to banks, financial institutions or government, nor issued any debentures.

(ix) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans during the year. Therefore, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud by the company or on

the company, by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, 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 Companies Act, 2013.

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, reporting requirements under clause 3(xiv) are not applicable to the Company and hence not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm Registration Number: 301003E/E300005  
per Bhaswar Sarkar  
Partner  
Kolkata  
May 30, 2016  
Membership No.: 55596

## Annexure 2 to the Independent Auditor's Report

### REFERRED TO IN OUR REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SINCLAIRS HOTELS LIMITED

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To the Members of Sinclairs Hotels Limited

We have audited the internal financial controls over financial reporting of Sinclairs Hotels Limited ("the Company") as of March 31, 2016 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 is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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. 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 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.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting was 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 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 internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting 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 over financial reporting 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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 system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting 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.

#### **Explanatory paragraph**

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the standalone financial statements of Sinclair's Hotels Limited, which comprise the Balance Sheet as at March 31, 2016, and the related Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report dated May 30, 2016 expressed an unqualified opinion thereon.

For S.R. Batliboi & Co. LLP  
Chartered Accountants  
ICAI Firm Registration Number: 301003E/E300005  
per Bhaswar Sarkar  
Partner  
Kolkata  
May 30, 2016  
Membership No.: 55596

## Balance Sheet as at 31st March, 2016

	Notes	As at 31st March 2016 ₹	As at 31st March 2015 ₹
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	3	55,700,000	55,700,000
Reserves and Surplus	4	697,269,420	653,580,683
		<b>752,969,420</b>	<b>709,280,683</b>
<b>Non Current Liabilities</b>			
Deferred Tax Liability	5	87,673,415	47,406,015
Other Long Term Liabilities	6	11,674,916	9,445,198
		<b>99,348,331</b>	<b>56,851,213</b>
<b>Current Liabilities</b>			
Trade Payables			
- Outstanding Dues of Micro Enterprises and Small Enterprises	6	-	-
- Outstanding Dues of Creditors Other than Micro Enterprises and Small Enterprises	6	11,671,860	10,983,918
Other Current Liabilities	6	32,176,377	39,792,244
Short Term Provisions	7	1,221,442	27,828,593
		<b>45,069,679</b>	<b>78,604,755</b>
<b>TOTAL</b>		<b>897,387,430</b>	<b>844,736,651</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
<b>Fixed Assets</b>	<b>8</b>		
Tangible Assets		691,483,095	573,227,465
Capital Work-in-Progress		48,069,933	174,473,590
Long Term Loans and Advances	9	51,527,971	36,374,788
Other Non Current Assets	11	8,338,131	7,702,647
		<b>799,419,130</b>	<b>791,778,490</b>
<b>Current Assets</b>			
Current Investments	12	67,214,680	29,923,680
Inventories	13	4,005,140	3,235,228
Trade Receivables	10	13,511,366	8,436,983
Cash and Bank Balances	14	7,734,159	7,589,802
Short Term Loans and Advances	9	5,144,048	3,396,660
Other Current Assets	11	358,907	375,808
		<b>97,968,300</b>	<b>52,958,161</b>
<b>TOTAL</b>		<b>897,387,430</b>	<b>844,736,651</b>

**Summary of significant accounting policies** 2.1  
**The accompanying notes are an integral part of the financial statement**

As per our report of even date  
For S.R.Batliboi & Co. LLP  
Firm Registration Number 301003E/E300005  
Chartered Accountants

For and on behalf of the Board of Directors

Dr Niren Suchanti  
Chairman

Navin Suchanti  
Managing Director

Kunal Bose  
Director

per Bhaswar Sarkar  
Partner  
Membership No.55596  
Kolkata, May 30, 2016

B L Soni  
Chief Financial Officer

Sangita Agarwal  
Company Secretary

## Statement of Profit and Loss for the year ended 31st March, 2016

	Notes	Year ended 31st March 2016 ₹	Year ended 31st March 2015 ₹
<b>Income:</b>			
Revenue from Operations	15	390,432,847	292,635,319
Other Income	16	9,919,778	8,861,641
		<b>400,352,625</b>	<b>301,496,960</b>
<b>Expense:</b>			
Food and Beverage Consumed	17	48,283,904	34,019,429
Employee Benefits Expense	18	67,051,381	53,843,269
Other Expenses	19	108,340,763	98,581,752
Depreciation and Amortization	20	65,392,643	44,768,101
		<b>289,068,691</b>	<b>231,212,551</b>
Profit Before Tax		<b>111,283,934</b>	<b>70,284,409</b>
<b>Tax Expense:</b>			
Current Tax [including ₹512,128 for earlier years (previous year nil)]		24,261,900	14,062,329
Less: MAT Credit Entitlement		23,749,772	512,128
Deferred Tax Charge		40,267,400	22,894,035
		<b>40,779,528</b>	<b>22,894,035</b>
<b>Profit After Tax</b>		<b>70,504,406</b>	<b>47,390,374</b>
Earnings Per Share			
[Nominal Value per share ₹10 (Previous year ₹ 10)]	21		
Basic and Diluted		<b>12.66</b>	<b>8.51</b>

**Summary of significant accounting policies** 2.1  
**The accompanying notes are an integral part of the financial statement**

As per our report of even date  
For S.R.Batliboi & Co. LLP  
Firm Registration Number 301003E/E300005  
Chartered Accountants

per Bhaswar Sarkar  
Partner  
Membership No.55596  
Kolkata, May 30, 2016

For and on behalf of the Board of Directors

Dr Niren Suchanti  
Chairman

Navin Suchanti  
Managing Director

Kunal Bose  
Director

B L Soni  
Chief Financial Officer

Sangita Agarwal  
Company Secretary



## Cash Flow Statement for the year ended 31st March, 2016

	2015-16	2014-15
	₹	₹
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Taxes	111,283,934	70,284,409
<b>Adjustments For :</b>		
Depreciation / Amortization	65,392,643	44,768,101
Profit on Redemption of Investments	(4,683,209)	(3,560,149)
Interest Income	(993,966)	(4,913,168)
Loss on Sale/Discard of Fixed Assets	(200,158)	2,026,295
Sundry balances w/off	-	150,456
Liabilities no longer required written back	(113,536)	(136,324)
<b>Operating profit before working capital changes</b>	170,685,708	108,619,620
Movements in working capital :		
Decrease/ (Increase) in Trade Receivables	(5,074,383)	(2,167,109)
Decrease/ (Increase) in Inventories	(769,912)	(353,368)
Decrease/ (Increase) in Long Term Loans and Advances	(155,061)	898,510
Decrease/ (Increase) in Short Term Loans and Advances	(1,747,388)	127,323
Increase / (Decrease) in Trade Payables	801,478	2,869,617
Increase / (Decrease) in Short-Term Provisions	208,518	695,025
Increase / (Decrease) in Other Non Current Liabilities	2,229,718	(119,608)
Increase / (Decrease) in Other Current Liabilities	1,150,321	8,327,142
Cash Generated From Operation	167,328,999	118,897,152
Direct taxes paid (net)	(24,021,480)	(16,326,358)
<b>Net Cash Flow from Operating Activities</b>	143,307,519	102,570,794
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(57,672,524)	(112,638,685)
Proceeds from Sale of Fixed Assets	214,964	44,762
Purchase of Current Investments	(165,490,720)	(98,707,934)
Proceeds from Sale/Maturity of Current Investment	132,882,929	127,607,934
Purchase of bank deposits (having original maturity of more than three months)	(2,912,280)	(825,823)
Maturity of bank deposits (having original maturity of more than three months)	2,492,539	325,823
Interest Income	853,833	4,125,079
<b>Net Cash from/(used in) Investing Activities</b>	(89,631,259)	(80,068,844)
<b>C. Cash Flow from Financing Activities</b>		
Dividends Paid	(44,401,856)	(22,280,000)
Tax on Dividend Paid	(9,071,338)	(4,535,669)
Net Cash from/(used in) Financing Activities	(53,473,194)	(26,815,669)
Net Increase/(decrease) in Cash and Cash Equivalents (A+B+C)	203,066	(4,313,719)
Cash and cash equivalents at the beginning of the year	5,226,969	9,540,688
<b>Cash and cash equivalents at the end of the year</b>	5,430,035	5,226,969
Components of cash and cash equivalents		
Balance with banks		
On current accounts	3,668,453	3,554,421
On unpaid dividend account *	1,498,787	1,340,643
Cash in hand	262,795	331,905
Cash and Bank Balances as per note 14	5,430,035	5,226,969

\* These balances are not available for use by the Company as they represent corresponding unclaimed dividend liabilities

As per our report of even date  
For S.R.Batilboi & Co. LLP  
Firm Registration Number 301003E/E300005  
Chartered Accountants

per Bhaswar Sarkar  
Partner  
Membership No.55596  
Kolkata, May 30, 2016

For and on behalf of the Board of Directors

Dr Niren Suchanti  
Chairman

Navin Suchanti  
Managing Director

Kunal Bose  
Director

B L Soni  
Chief Financial Officer

Sangita Agarwal  
Company Secretary



## Notes to financial statements for the year ended 31st March 2016

### 1. CORPORATE INFORMATION

The Company is in the hospitality industry and has hotels / resort at Siliguri, Darjeeling, Chalsa, Kalimpong and Burdwan in West Bengal, Ooty in Tamilnadu and Port Blair in Andaman and Nicobar Islands.

### 2. BASIS OF PREPARATION

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention, except in case of assets for which revaluation is carried out. The accounting policies applied by the Company, are consistent with those used in the previous year.

### 2.1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

#### (a) Depreciation / Amortization

i. Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The Company has used the following rates to provide depreciation on its fixed assets.

Particulars	Useful Life estimated by the management (years)
Buildings	5 to 60
Furniture and Fixtures	5
Electrical Installations	5
Plant and Machinery	5
Computers (included in office equipment)	3 to 6
Office Equipment	5
Vehicles	6 to 10

ii. Depreciation on fixed assets added / disposed off during the period is provided on pro-rata basis with reference to the date of addition/disposal.

iii. Leasehold land is amortized on straight line basis over the lease period of 30 to 99 years.

iv. The management has estimated, supported by independent assessment by professionals, the useful lives of Furniture and fixtures, Electrical installations, plant and machinery, building improvements and office equipment as 5 years. These lives are lower than those indicated in schedule II.

#### (b) Impairment

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication

exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

An assessment is made at each reporting date whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased.

#### (c) Leases

Operating Lease:

Where the Company is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Where the Company is the lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

#### (d) Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the

grant relates to an asset, it is recognized as deferred income and released to income in equal amounts over the expected useful life of the related asset.

Where the company receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost, it is recognized at a nominal value.

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of shareholders' funds.

#### **(e) Investments**

Investments that are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

#### **(f) Inventories**

Inventories are valued at lower of cost and net realizable value. Cost is determined on "First in First Out" basis. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

#### **(g) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

##### **i. Income from Services**

Revenue from hospitality services is recognised when the services are rendered and the same becomes chargeable. Service tax and other statutory dues are collected on behalf of the government and are excluded from revenue. It comprises of sale of room and food and beverages and other services. Membership fees collected from customers either in full upfront or on deferred payment basis against club facilities to be provided to them over the period of membership will be

recognized as income over such period of membership after commencement of club operations.

##### **ii. Interest**

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

##### **iii. Dividends**

Revenue is recognised when the shareholders' right to receive payment is established by the Balance Sheet date.

#### **(h) Foreign Currency Transaction**

##### **i. Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency on the date of the transaction.

##### **ii. Conversion**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

##### **iii. Exchange Differences**

Exchange differences arising on the settlement of monetary items or on reporting monetary items of Company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

##### **(i) Retirement and other employee benefits**

(i) Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre payment will lead to a reduction in future payment or a cash refund.

(ii) Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation under projected unit credit method made at the end of each financial year.

(iii) Short term compensated absences are provided for based on management estimates.

(iv) Actuarial gains / losses are immediately taken to Statement of Profit and Loss and are not deferred.

#### **(j) Income taxes**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under The Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

#### **(k) Segment Reporting Policy**

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic

business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate. As The Company has hoteliering as its sole business segment and the same is considered as its primary reportable segment. The Company at present operates in India only and therefore analysis of geographical segment is not applicable to the Company.

#### **(l) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

#### **(m) Provisions**

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

#### **(n) Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

#### **(o) Cash and cash equivalents**

Cash and cash equivalents comprise of cash at bank and in hand and short-term investments with an original maturity of three months or less.

## Notes to financial statements for the year ended 31st March 2016

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
<b>3 SHARE CAPITAL</b>		
<b>Authorized Share Capital</b>		
15,000,000 (previous year 15,000,000) equity shares of ₹10/- each	150,000,000	150,000,000
5,000,000 (previous year 5,000,000) redeemable preference shares of ₹10/- each	50,000,000	50,000,000
	200,000,000	200,000,000
<b>Issued, subscribed and fully paid-up shares</b>		
5,570,000 (previous year 5,570,000) equity shares of ₹10/- each fully paid-up	55,700,000	55,700,000

### (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	31st March 2016		31st March 2015	
Equity Shares	No.	Amount in ₹	No.	Amount in ₹
At the beginning of the year	5,570,000	55,700,000	5,570,000	55,700,000
Outstanding at the end of the year	5,570,000	55,700,000	5,570,000	55,700,000

### (b) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹10 per share. Every holder of an equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

During the year ended 31 March 2016, the interim dividend amount per share of ₹10 distributed to equity shareholders was ₹4 (previous year ₹4). The Board confirmed the interim dividend as final.

In the event of liquidation of the Company, after distribution of all preferential amounts, the remaining assets of the company will be distributed to equity shareholders in proportion to their shareholding.

### (c) Details of shareholders holding more than 5% Equity Shares in the Company

Name of the shareholders	As at 31st March 2016		As at 31st March 2015	
	No of Equity Shares	% holding	No of Equity Shares	% holding
Equity shares of ₹10 each fully paid up				
Xander Investment Holding X Ltd	1,585,119	28.46%	1,628,485	29.24%
Pramina Suchanti	1,164,142	20.90%	1,163,142	20.88%
Sujata Suchanti	1,141,022	20.49%	1,139,931	20.47%
MCCS Investment Holding Ltd.	588,000	10.56%	588,000	10.56%
Dr Niren Chand Suchanti	313,051	5.62%	313,051	5.62%
Navin Chand Suchanti	293,738	5.27%	293,738	5.27%

As per records of the Company, and information provided by its registrar the above shareholding represents both legal and beneficial ownership of shares.

## Notes to financial statements for the year ended 31st March 2016

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
<b>4 RESERVES AND SURPLUS</b>		
<b>Capital Reserve</b>		
<b>Amalgamation Reserve</b>		
Balance as per last financial statements	7,279,767	7,279,767
<b>Capital Redemption Reserve</b>		
Balance as per last financial statements	17,232,220	17,232,220
<b>Capital Investment Subsidy</b>		
Balance as per last financial statements	8,136,724	8,136,724
<b>Securities Premium Account</b>		
Balance as per last financial statements	321,221,225	321,221,225
<b>Revaluation Reserve</b>		
Balance as per last financial statements	34,785,705	34,785,705
<b>General Reserve</b>		
Balance as per last financial statements	187,437,254	177,993,629
Add: amount transferred from surplus balance in the statement of profit and loss	15,000,000	10,000,000
Less : Adjustment on account of Schedule II of Companies Act, 2013 (net of deferred tax)	-	556,375
<b>Closing Balance</b>	<b>202,437,254</b>	<b>187,437,254</b>
<b>Surplus in the statement of profit and loss</b>		
Balance as per last financial statements	77,487,788	66,913,083
Add: Profit for the year	70,504,406	47,390,374
	<b>147,992,194</b>	<b>114,303,457</b>
<b>Appropriations:</b>		
Proposed Dividend [(amount per share ₹Nil (previous year ₹4)]	-	22,280,000
Tax on Proposed Dividend	-	4,535,669
Interim Dividend [(amount per share ₹4 (previous year ₹Nil)]	22,280,000	-
Tax on Interim Dividend	4,535,669	-
Transfer to General Reserve	15,000,000	10,000,000
Net surplus in the statement of Profit and Loss	<b>106,176,525</b>	<b>77,487,788</b>
	<b>697,269,420</b>	<b>653,580,683</b>



## Notes to financial statements for the year ended 31st March 2016

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
<b>5 DEFERRED TAX LIABILITY (net)</b>		
<b>Deferred tax liability</b>		
Fixed Assets: Impact of difference between tax depreciation and depreciation/ amortisation charged for the financial reporting	132,046,198	89,127,709
<b>Gross Deferred tax liability</b>	<b>132,046,198</b>	<b>89,127,709</b>
<b>Deferred tax Asset</b>		
Unabsorbed depreciation and carry forward losses	41,821,288	39,692,081
Impact of expenditure charged to the statement of profit and loss in the current year but allowable for tax purposes on payment basis	2,551,495	2,029,613
<b>Gross Deferred tax asset</b>	<b>44,372,783</b>	<b>41,721,694</b>
Net deferred tax liability	<b>87,673,415</b>	<b>47,406,015</b>
<b>6 OTHER LIABILITIES</b>		
	<b>Non-Current</b>	<b>Current</b>
	<b>31st March 2016</b>	<b>31st March 2015</b>
<b>Trade Payables</b>		
(refer note 23 for details of dues to micro and small enterprises)		
- Total outstanding dues of micro enterprises and small enterprises	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	11,671,860	10,983,918
	<b>11,671,860</b>	<b>10,983,918</b>
<b>Other Liabilities</b>		
Advances from Customers	10,875,007	10,051,258
Unclaimed dividend (Amount will be credited to Investor Education and Protection Fund when due)	1,498,787	1,340,643
<b>Other Payables</b>		
Advance membership fees received	11,674,916	9,445,198
Deposits received from others	360,000	422,000
Creditors for fixed assets	4,252,399	13,176,731
Statutory Dues	9,327,826	8,057,352
Other payable (for employees etc)	4,442,358	6,034,260
	<b>11,674,916</b>	<b>9,445,198</b>
	<b>32,176,377</b>	<b>39,792,244</b>
<b>7 SHORT-TERM PROVISIONS</b>		
Provision for Gratuity	1,221,442	1,012,924
Proposed Dividend on Equity Shares	-	22,280,000
Tax on Dividend	-	4,535,669
	<b>1,221,442</b>	<b>27,828,593</b>



## Notes to financial statements for the year ended 31st March 2016

### 8 FIXED ASSETS AND CAPITAL WORK IN PROGRESS

	Tangible Asset								Total
	Freehold Land	Leasehold Land	Building	Plant and equipment	Furniture and fixture	Electrical installation	Vehicles	Office equipment	
<b>Cost or Revalued</b>									
At 1 April 2014	94,851,538	5,244,889	257,772,111	71,807,813	95,041,004	25,752,954	7,522,404	4,127,031	562,119,744
Additions	11,921,085	-	166,540,250	15,248,398	49,037,077	13,143,975	90,815	2,669,902	258,651,502
Disposals	-	-	-	6,165,562	759,461	344,737	265,814	-	7,535,574
At 31 March 2015	106,772,623	5,244,889	424,312,361	80,890,649	143,318,620	38,552,192	7,347,405	6,796,933	813,235,672
Additions	8,203,586	1,678,410	112,552,908	19,097,144	25,340,401	13,896,273	605,000	2,289,357	183,663,079
Disposals	-	-	-	1,098,582	210,000	1,587,130	-	32,237	2,927,949
<b>As At 31st March 2016</b>	<b>114,976,209</b>	<b>6,923,299</b>	<b>536,865,269</b>	<b>98,889,211</b>	<b>168,449,021</b>	<b>50,861,335</b>	<b>7,952,405</b>	<b>9,054,053</b>	<b>993,970,802</b>
<b>Depreciation/ Amortisation</b>									
At 1 April 2014	-	531,074	67,217,635	52,955,594	57,771,767	15,614,138	3,171,390	2,600,161	199,861,759
Charge for the year	-	27,935	14,079,049	8,330,442	15,638,418	4,318,522	1,320,443	1,053,292	44,768,101
Disposals	-	-	-	4,107,445	759,461	341,766	255,845	-	5,464,517
Transferred to General Reserve	-	-	374,545	2,958	3,102	7,332	223,981	230,946	842,864
At 31 March 2015	-	559,009	81,671,229	57,181,549	72,653,826	19,598,226	4,459,969	3,884,399	240,008,207
Charge for the year	-	284,423	23,991,267	9,650,267	22,596,752	6,717,218	892,192	1,260,524	65,392,643
Disposals	-	-	-	1,098,582	210,000	1,572,324	-	32,237	2,913,143
<b>As At 31st March 2016</b>	<b>-</b>	<b>843,432</b>	<b>105,662,496</b>	<b>65,733,234</b>	<b>95,040,578</b>	<b>24,743,120</b>	<b>5,352,161</b>	<b>5,112,686</b>	<b>302,487,707</b>
<b>Net Block</b>									
31st March, 2015	106,772,623	4,685,880	342,641,132	23,709,100	70,664,794	18,953,966	2,887,436	2,912,534	573,227,465
<b>31st March 2016</b>	<b>114,976,209</b>	<b>6,079,867</b>	<b>431,202,773</b>	<b>33,155,977</b>	<b>73,408,443</b>	<b>26,118,215</b>	<b>2,600,244</b>	<b>3,941,367</b>	<b>691,483,095</b>

a) Revaluation: The Company has revalued land and building situated at Siliguri and Darjeeling in the year 1993, the total increase on such revaluation being ₹ 35,745,982 (previous year ₹35,745,982). Land and Building situated at Port Blair were revalued in the year 1994 resulting in a net increase of ₹13,735,921 (previous year ₹13,735,921)

b) Building includes those constructed on leasehold land, Gross Block ₹181,138,939 (previous year ₹72,138,909), Depreciation charge for the year ₹4,132,359 (previous year ₹1,302,912), Accumulated depreciation ₹21,173,933 (previous year ₹17,041,574 ), Net book value ₹159,965,006 (previous year ₹ 55,097,334).

## Notes to financial statements for the year ended 31st March 2016

### c) Capital Work in progress includes Expenditure on New/Expansion Projects which are pending allocation.

	As at 31st March 2016 ₹	As at 31st March 2015 ₹
<b>Opening balance brought forward from previous year</b>	<b>12,199,544</b>	<b>17,212,255</b>
<b>Additions</b>		
Salaries, Wages and Bonus	1,766,802	2,522,267
Power and Fuel	258,261	1,118,172
Rent	-	258,675
Rates and Taxes	283,000	340,162
Insurance	92,009	660,602
Legal and Professional	-	365,900
Travelling and Conveyance	25,708	647,920
Security Expenses	775,021	1,866,397
Miscellaneous Expenses	920,878	1,956,790
	<b>16,321,223</b>	<b>26,949,140</b>
Less : Transferred to fixed assets	<b>16,321,223</b>	<b>14,749,596</b>
<b>Total</b>	<b>-</b>	<b>12,199,544</b>

	Non-current		Current	
	As at 31st March 2016 ₹	As at 31st March 2015 ₹	As at 31st March 2016 ₹	As at 31st March 2015 ₹
<b>9 LOANS AND ADVANCES</b>				
(Unsecured, considered good)				
Capital Advances	-	8,511,230	-	-
Security Deposits	882,974	730,474	-	-
Advances recoverable in cash or kind	1,442,765	1,460,765	1,223,862	817,578
<b>Other Loans and Advances</b>				
Advance to employees	-	-	77,614	45,850
Advance income tax (net of provision for taxation ₹136,311,490 (previous year ₹112,274,390))	8,915,244	9,155,664	-	-
MAT Credit Entitlement	40,243,978	16,494,206	-	-
Prepaid expenses	43,010	22,449	1,882,109	2,347,315
Balance with service tax and VAT authorities	-	-	1,960,463	185,917
	<b>51,527,971</b>	<b>36,374,788</b>	<b>5,144,048</b>	<b>3,396,660</b>

### 10 TRADE RECEIVABLES (Unsecured, considered good)

Outstanding for a period exceeding six months from the date they are due for payment	839,870	979,679
Other receivables	12,671,496	7,457,304
	<b>13,511,366</b>	<b>8,436,983</b>

## Notes to financial statements for the year ended 31st March 2016

	Non-Current		Current	
	As at 31st March 2016 ₹	As at 31st March 2015 ₹	As at 31st March 2016 ₹	As at 31st March 2015 ₹
<b>11 OTHER ASSETS</b> (Unsecured, considered good)				
Margin money deposit with bank (Note14)	6,072,225	6,007,077	-	-
Interest accrued, but not due on deposits with bank	2,265,906	1,695,570	358,907	375,808
	8,338,131	7,702,647	358,907	375,808
<b>12 CURRENT INVESTMENTS</b>				
Mutual funds (unquoted) (Valued at lower of cost and net realisable value)				
22,861.840 (previous year 946,906.493) units of HDFC Liquid Funds - DP- Growth (Face value ₹1000 each, previous year face value ₹10 each)			67,214,680	25,587,324
Nil (previous year 1,826.813) units of SBI Magnum Insta Cash Fund Liquid Floater - DP- Growth (Face value ₹10 each)			-	4,336,356
			67,214,680	29,923,680
Aggregate amount of unquoted investments			67,214,680	29,923,680
<b>13 INVENTORIES</b> (valued at lower of cost and net realizable value)				
Food and Beverages			2,864,061	2,250,564
Linen, Curtains, Housekeeping Items etc.			1,141,079	984,664
			4,005,140	3,235,228
<b>14 CASH AND BANK BALANCES</b>				
Balance with banks				
On current accounts			3,668,453	3,554,421
On unpaid dividend account			1,498,787	1,340,643
Cash in hand			262,795	331,905
			5,430,035	5,226,969
<b>Other Bank Balances</b>				
Deposits with original maturity of more than 12 months*	6,072,225	6,007,077	2,304,124	2,362,833
	6,072,225	6,007,077	2,304,124	2,362,833
Amount as disclosed under non-current assets (Note 11)	(6,072,225)	(6,007,077)		
<b>Net</b>	-	-	7,734,159	7,589,802

\* Deposits aggregating ₹7,469,744 (previous year ₹ 7,897,900) pledged against Bank Guarantees and ₹472,010 (previous year ₹472,010) pledged with the Registrar, Calcutta High Court towards certain litigations.

## Notes to financial statements for the year ended 31st March 2016

	Year Ended 31st March 2016 ₹	Year Ended 31st March 2015 ₹
<b>15 REVENUE FROM OPERATIONS</b>		
Sale of services		
Room	236,840,541	184,187,273
Food and Beverages	125,389,723	87,397,731
Other operating revenues		
Car Hire Income	10,760,464	9,447,643
Others	17,442,119	11,602,672
	<b>390,432,847</b>	<b>292,635,319</b>
<b>16 OTHER INCOME</b>		
Interest Income		
- Deposits with Banks	993,966	4,913,168
Profit on Sale of Assets	200,158	-
Net gain on sale of current investments	4,683,209	3,560,149
Liabilities no longer required written back	113,536	136,324
Other non-operating income	3,928,909	252,000
	<b>9,919,778</b>	<b>8,861,641</b>
<b>17 FOOD AND BEVERAGE CONSUMED</b>		
Inventory at the beginning of the year	2,250,564	1,626,536
Add: Purchases	48,897,401	34,643,457
	<b>51,147,965</b>	<b>36,269,993</b>
Less : Inventory at the end of the year	2,864,061	2,250,564
	<b>48,283,904</b>	<b>34,019,429</b>
<b>Details of Consumption</b>		
Food and Groceries	42,670,755	30,538,737
Beverages and Wines	5,613,149	3,480,692
	<b>48,283,904</b>	<b>34,019,429</b>
<b>18 EMPLOYEE BENEFITS EXPENSE</b>		
Salaries, Wages, Bonus etc.	54,100,881	42,933,473
Contribution to Provident and Other Funds	4,278,432	3,658,321
Staff welfare expenses	8,672,068	7,251,475
	<b>67,051,381</b>	<b>53,843,269</b>

## Notes to financial statements for the year ended 31st March 2016

	Year Ended 31st March 2016 ₹	Year Ended 31st March 2015 ₹
<b>19 OTHER EXPENSES</b>		
Linen, Curtains, Housekeeping Items etc.	16,895,091	14,382,895
Power and Fuel	24,875,546	24,020,295
Rent	2,205,330	2,302,093
Rates and Taxes	5,921,385	7,806,667
Insurance	886,860	919,626
Repairs and Maintenance :		
Plant and Machinery	1,145,543	1,648,125
Buildings	1,900,814	2,737,585
Others	7,057,579	4,222,955
Advertisement and Sales Promotion	7,237,065	5,549,019
Commission to Selling Agents	11,649,322	7,357,717
Travelling and Conveyance	2,566,953	2,359,712
Motor Car Expenses	1,586,521	2,412,122
Bank Charges	1,801,779	1,332,482
Car and Other Hire Charges	9,013,812	7,785,343
Communication Expenses	1,030,954	971,547
CSR Expenditure	2,093,808	-
Printing and Stationery	1,633,124	1,669,307
Legal and Professional Fees	1,443,241	2,467,417
Directors' Sitting Fees	150,000	50,000
Remuneration to Auditors		
As auditors:		
Statutory Audit	525,000	525,000
Limited Review	375,000	375,000
Reimbursement of Service Tax and Out-of-Pocket Expenses	40,656	147,343
Loss on Sale / Discard of Fixed Assets	-	2,026,295
Miscellaneous Expenses	6,305,380	5,513,207
	<b>108,340,763</b>	<b>98,581,752</b>
<b>20 DEPRECIATION AND AMORTIZATION</b>		
Depreciation on tangible assets	65,392,643	44,768,101
	<b>65,392,643</b>	<b>44,768,101</b>

## Notes to financial statements for the year ended 31st March 2016

### 21. Earnings per share (EPS)

Particulars		2015-16	2014-15
Net profit as per statement of profit and loss	₹	70,504,406	47,390,374
Weighted average number of equity shares in calculating basic EPS	Nos.	5,570,000	5,570,000
Nominal value of each share	₹	10	10
Basic and Diluted Earning per Share	₹	12.66	8.51

### 22. GRATUITY PLAN

The Company has a defined benefit gratuity plan for its employees. Every employee who has completed five years or more of service is entitled to gratuity at the rate of 15 days last drawn salary for each completed year of service, in terms of Payment of Gratuity Act, 1972. The scheme is funded with Life Insurance Corporation of India in the form of a qualifying insurance policy.

The following tables summarize the components of net benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the Balance Sheet for the respective plans.

#### Statement of Profit and Loss

Net employee benefit expense

Particulars	2015-16	2014-15
Current service cost	751,144	648,504
Interest cost on benefit obligation	494,441	427,204
Expected return on plan assets	(403,716)	(343,061)
Net actuarial loss recognised in the year	397,148	276,723
Past service cost	-	-
Net benefit expense	1,239,017	1,009,370
Actual return on plan assets	407,487	383,207

Gratuity Expenses have been recognised in Contribution to Provident and Other Funds under Note 18.

#### Balance Sheet

Particulars	As at 31st March, 2016	As at 31st March, 2015
Defined benefit obligation	6,552,600	5,774,659
Fair value of plan assets	(5,331,158)	(4,761,735)
Net Liability	1,221,442	1,012,924



## Notes to financial statements for the year ended 31st March 2016

Changes in the present value of the defined benefit obligation are as follows :

Particulars	₹	
	As at 31st March, 2016	As at 31st March, 2015
Opening defined benefit obligation	5,774,659	4,905,439
Interest cost	494,441	427,204
Current service cost	751,144	648,504
Benefits paid	(868,563)	(523,357)
Actuarial losses on obligation	400,919	316,869
Plan Amendments	-	-
Closing defined benefit obligation	6,552,600	5,774,659

Changes in the fair value of plan assets are as follows:

Particulars	₹	
	As at 31st March, 2016	As at 31st March, 2015
Opening fair value of the plan assets	4,761,735	3,838,357
Expected return	403,716	343,061
Contributions by employer	1,030,499	1,063,528
Benefits paid	(868,563)	(523,357)
Actuarial gains / (losses)	3,771	40,146
Closing fair value of plan assets	5,331,158	4,761,735

The Company expects to contribute ₹1,221,442 to gratuity fund in the next year (previous year ₹1,012,924)

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows :

Particulars	₹	
	As at 31st March, 2016	As at 31st March, 2015
Investments with insurer	100%	100%

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Particulars	2015-16	2014-15
Discount rate	8.00%	8.00 %
Expected rate of return on assets	8.00%	8.00 %
Expected rate of future salary increase	5.00%	5.00 %
Mortality Table	IALM (2006-08) ultimate	IALM (2006-08) ultimate

Amount incurred as expense for defined contribution plans:

Particulars	₹	
	2015-16	2014-15
Contribution to Provident Fund	3,039,415	2,648,951

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

## Notes to financial statements for the year ended 31st March 2016

Amounts for the current and previous four years are as follows:

					₹
Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
Defined benefit obligation	6,552,600	5,774,659	4,905,439	4,980,327	4,451,246
Plan assets	5,331,158	4,761,735	3,838,357	4,211,477	3,675,371
Deficit / (Surplus)	1,221,442	1,012,924	1,067,082	768,850	775,875
Experience adjustments on plan liabilities	-	-	-	-	-
Experience adjustments on plan assets	3,771	40,146	-	-	-

23. As per information and records available with the Company, there are no reportable amount of dues on account of principal and interest or any such payments during the year as required by Micro, Small and Medium Enterprises Development Act, 2006, in respect of Micro Enterprises and Small Enterprises as defined in the Act. As a result no disclosure in this respect is made in the Financial Statements.

### 24. SEGMENT INFORMATION

The Company's business activity falls within a single business segment i.e. hoteliering and hence no additional disclosure other than those already made in the financial statements are required under Accounting Standard 17. The Company at present, operates in India only and therefore the analysis of geographical segment is not applicable.

### 25. CAPITAL COMMITMENT:

Particulars	As at 31st March, 2016	As at 31st March, 2015
Estimated amount of contracts remaining to be executed on capital contract and not provided for (Net of Advances)	1,109,151	5,431,428

### 26. CONTINGENT LIABILITIES NOT PROVIDED FOR

Particulars	As at 31st March, 2016	As at 31st March, 2015
Sales Tax matters under dispute / appeal	228,809	244,369
EPCG (Duty amount on outstanding export obligations)	263,457	891,906

### 27. RELATED PARTY DISCLOSURES

#### (a) Names of related parties:

Key Managerial Personnel	Mr Navin Suchanti (Managing Director)
	Mr B L Soni (Chief Financial Officer)
	Ms Sangita Agarwal* (Company Secretary)
Relatives of Key Managerial Personnel	Dr. Niren Suchanti (Brother of Managing Director )
	Ms Preeti Khicha (Daughter of Managing Director)
	Ms Pooja Suchanti Shah** (Daughter of Managing Director)
Enterprises owned or significantly influenced by Key Managerial Personnel or their relatives	Pressman Advertising Limited
	Pressman Properties Limited
	Pressman Realty Limited
	Son-et-Lumiere Art Gallery Private Limited

\* In employment of the company from 1st February, 2016.

\*\* In employment of the company till 31st December, 2015.

## Notes to financial statements for the year ended 31st March 2016

### (b) Related Party Transactions:

₹

Particulars	Key Managerial Personnel			Relatives of Key Managerial Personnel			Enterprises owned or significantly influenced by key managerial personnel or their relatives				Total
	Mr. Navin Suchanti Managing Director	Mr. B.L. Soni Chief Financial Officer	Ms. Sangita Agarwal Company Secretary	Dr. Niren Suchanti	Ms. Preeti Khicha	Ms. Pooja Suchanti Shah	Pressman Properties Limited	Pressman Realty Limited	Son-et-Lumiere Art Gallery Pvt. Ltd.	Pressman Advertising Limited	
Directors' Remuneration	2,225,679 (1,405,688)										2,225,679 (1,405,688)
Directors' Sitting Fees				25,000 (20,000)	20,000 (-)						45,000 (20,000)
Salary, Wages Bonus and Contribution to Provident and Other Funds		1,343,064 (1,100,472)	57,432 (-)			640,140 (731,280)					2,040,636 (1,831,752)
Electricity Charges							59,899 (62,377)				59,899 (62,377)
Rent							1,200,000 (1,035,000)	600,000 (517,500)	180,000 (180,000)		1,980,000 (1,732,500)
Advertising and Sales Promotion										6,857,563 (4,499,234)	6,857,563 (4,499,234)
Balance Payable at year end	1,725,679										1,725,679
- Trade payables	(905,688)										(905,688)

The remuneration to key managerial personnel does not include provisions made for gratuity, as they are determined on an actuarial basis for the Company as a whole. Previous year's figures given in brackets

### 28. EXPENDITURE IN FOREIGN CURRENCY (ACCRUAL BASIS)

₹

Particulars	2015-16	2014-15
Commission	1,750,755	1,034,545

## Notes to financial statements for the year ended 31st March 2016

### 29. INDIGENOUS FOOD, BEVERAGE AND STORES CONSUMED

₹

Particulars	Percentage of total consumption			
	2015-16	2014-15	2015-16	2014-15
Indigenous	100.00	100.00	48,283,904	34,019,429
Imported	-	-	-	-

### 30. EARNINGS IN FOREIGN CURRENCY (ACCRUAL BASIS)

₹

Particulars	2015-16	2014-15
Income from services	5,221,315	6,055,912

The earning in foreign currency represent amount settled by customers either directly in foreign currency or through credit cards issued by foreign banks.

### 31. NET AMOUNT REMITTED IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDENDS :

₹

Year of Remittance	2015-16		2014-15
Period to which it relates	1-4-2015 to 31-3-2016	1-4-2014 to 31-3-2015	1-4-2013 to 31-3-2014
No. of non-resident shareholders	29	32	37
No. of Equity Shares held on which dividend was due	2,354,164	2,416,081	2,401,098
Amount remitted (USD)	138,585	149,191	154,225
Amount remitted (₹)*	9,408,555	9,646,680	96,043,920

\* Excluding amount aggregating to ₹90,404 (₹22,372) remitted to Non-resident shareholders in Indian Currency.

### 32. PREVIOUS YEAR FIGURES

Previous year figures have been regrouped / reclassified, where necessary to conform to this year's classification.

As per our report of even date  
For S.R.Batliboi & Co. LLP  
Firm Registration Number 301003E/E300005  
Chartered Accountants

per Bhaswar Sarkar  
Partner  
Membership No.55596  
Kolkata, May 30, 2016

For and on behalf of the Board of Directors

Dr Niren Suchanti  
Chairman

Navin Suchanti  
Managing Director

Kunal Bose  
Director

B L Soni  
Chief Financial Officer

Sangita Agarwal  
Company Secretary



## Sinclairs Hotels Limited

Regd. Office: Pressman House, 10A Lee Road, Kolkata 700 020

T: (033) 40310807 F : (033) 40310813

ir@sinclairshotels.com www.sinclairsindia.com

CIN : L55101WB1971PLC028152

### Notice

Notice is hereby given that the 44th Annual General Meeting of the company will be held at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 on Friday, 23rd September 2016 at 10.30 am to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit and Loss for the year ended March 31, 2016 and the Balance Sheet as on that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a director in place of Dr Niren Suchanti (DIN: 00909388), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Ms Preeti Khicha (DIN: 05108059), who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of Statutory Auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the Next AGM and to fix their remuneration and to pass the following Resolution as an Ordinary Resolution :  
"RESOLVED that pursuant to the provision of Section 139 and 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s S R Batliboi & Co. LLP (Member of Ernst & Young LLP), Chartered Accountants, Kolkata (Firm Reg. No 301003E/E300005) be and are hereby ratified for a year until the conclusion of the next AGM at such remuneration as may be determined by the Board of Directors."

#### SPECIAL BUSINESS:

5. To appoint Mr Sumit Ratnakar Guha (DIN: 00492245) as Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, Mr Sumit Ratnakar Guha (DIN: 00492245) who was appointed as Additional Director with effect from 12th February, 2016, be and is hereby appointed as an Independent Director to hold the office for one year w.e.f. 12th February, 2016."

6. To re-appoint Mr Navin Suchanti (DIN: 00273663) as Managing Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Navin Suchanti (DIN- 00273663) as Managing Director of the Company, for a period of 3 (three) years with effect from 1st April, 2016 on the terms and conditions including remuneration as set out in the statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Navin Suchanti, subject the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

7. To appoint Mr S C Sekhar (DIN: 00024780) as Independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Companies Act, 2013 and Listing Regulations, Mr S C Sekhar (DIN: 00024780) who was appointed as Independent Director for the second consecutive term of 3 (three) years with effect from 11th April, 2016, be and is hereby appointed as an Independent Director to hold the office for 3 (three) years with effect from 11th April, 2016."

Registered Office  
Pressman House  
10A Lee Road, Kolkata 700 020  
May 30, 2016

For and on behalf of the Board  
  
Sangita Agarwal  
Company Secretary

## Notes

1. A member entitled to attend and vote may appoint a proxy to attend and on poll to vote in his stead. A proxy need not be a member of the company. Proxies to be effective should be deposited at the registered office not later than 48 hours before the commencement of the meeting.
2. **Voting through electronic means**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.
  - II. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on 20.09.2016 (9.00 am) and ends on 22.09.2016 (5.00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 16.09.2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - V. The process and manner for remote e-voting are as under:
    - A. In case a Member receives an email from NSDL [for members whose email-IDs are registered with the Company/Depository Participants(s)] :
      - (i) Open email and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
      - (ii) Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
      - (iii) Click on Shareholder – Login
      - (iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
      - (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
      - (vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
      - (vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
      - (viii) Select "EVEN" (E-Voting Event Number) of **Sinclair's Hotels Ltd.** Now you are ready for e-voting as Cast Vote page opens.
      - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
      - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
      - (xi) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [smd.deepak@gmail.com](mailto:smd.deepak@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
    - (i) Initial password is provided in the enclosed Annexure with this AGM Notice.
    - (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.
  - C. **Other Instructions:**
    - i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
    - ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
    - iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
    - iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 16.09.2016. A person who is not a member as on cut off date should treat this notice for information purpose only.
    - v. Notice of the AGM along with attendance slip and proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
    - vi. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16.09.2016 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990
    - vii. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
    - viii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
    - ix. Mr Deepak Daga, Chartered Accountant, 11 Clive Row, Kolkata 700 001 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
    - x. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot paper with the assistance of scrutinizer, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.



- xi. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xii. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.sinclairsindia.com](http://www.sinclairsindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the listed stock-exchanges viz. BSE & CSE.
3. The Register of Members and the Share Transfer Register will remain closed from Saturday, 17.09.2016 to Friday, 23.09.2016 (both days inclusive).
4. Members holding shares in physical form are requested to intimate change in their address and bank particulars to the Company's Registrar and Share Transfer Agent and members holding shares in electronic form are requested to provide this information to their Depository Participant(s).
5. Members who are yet to register their email addresses with the company for receiving the Report and Accounts, Notices, etc. in electronic mode, are requested to register the same in support of Green Initiative. Registration can be done online at [www.sinclairsindia.com](http://www.sinclairsindia.com)
6. Members desirous of obtaining any information/clarification(s) concerning the accounts and operations or intending to raise any query at AGM are requested to forward the same at the registered office at least 10 days before the date of meeting, so that the same may be attended to appropriately.
7. A copy of Balance Sheet, Statement of Profit and Loss, Auditors' Report and every other document attached to the Annual Report shall be available for inspection at the Registered Office of the Company during working hours for a period of 21 days up to the date of Annual General Meeting and is also available on the website [www.sinclairsindia.com](http://www.sinclairsindia.com)
8. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

**Statement pursuant to Section 102(1) of the Companies Act, 2013**  
**Item No 5**

Mr Sumit Ratnakar Guha (DIN: 00492245) was appointed as an Independent Director on 12th February, 2016 for one year subject to approval of members at the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of Mr Sumit Guha for appointment as an Independent Director.

He has given a declaration that he meets the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013.

**Brief resume of Mr Sumit Guha**

Mr Sumit Guha is a B.E from the Indian Institute of Technology, Kharagpur and holds a PGDM from the Indian Institute of Management, Ahmedabad having more than 25 years of experience across functions and companies of the TATA Group. He was a Member of the Tata Administrative Service. Mr Guha is a senior professional holding Director level position for the last 5 years.

Your Directors state that Mr Sumit Guha possess appropriate balance of skills, expertise and knowledge and is qualified for appointment as Independent Director.

Copy of letter of appointment of Mr Sumit Guha as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Mr Sumit Guha does not hold any shares of the Company.

Save and except Mr Sumit Guha, none of the other Directors/Key Managerial Personnel of the Company are interested, in the resolution set out in Item No 5 of the Notice.

The Board recommends the Resolution for approval by the members.

**Item No 6**

The Board of Directors of the Company at its meeting held on 12th February, 2016 has, subject to the approval of members, re-appointed Mr Navin Suchanti as Managing Director, for a period of 3 (three) years with effect from 1st April, 2016 at a remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr Navin Suchanti as Managing Director, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr Navin Suchanti as Managing Director are as under:

Notice Period: Three months on either side

Remuneration: 2% of the Net Profit or ₹ 5,00,000 per annum, whichever is higher, payable quarterly, computed in the manner provided under section 198 and within the overall limit of Section 197 of the Companies Act, 2013.

In addition to above, he will be entitled to reimbursement of entertainment expenses, cost of fuel along with driver's salary, one mobile connection and one landline connection at residence, annual membership fees of 3 clubs, travelling, hotel and other expenses incurred by him during the course and in connection with business of the Company.

He will not be entitled to sitting fees for attending the meeting of the Board of Directors and committees thereof.

**Minimum Remuneration**

If in any financial year, during the tenure of Mr Navin Suchanti, there is a loss or inadequate profits, the Company shall pay ₹5,00,000/- per annum as minimum remuneration subject to limit specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including statutory modifications or re-enactments thereof, for the time being in force) or such limits as may be prescribed by the Government from time to time as minimum remuneration.

Mr Navin Suchanti holds 293738 shares in the Company. He satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-Section (3) of Section 196 of the Act for being eligible for his appointment.

The above may be treated as a written memorandum setting out the terms of appointment of Mr Navin Suchanti under Section 190 of the Act.

Save and except the above, Mr Navin Suchanti, Dr Niren Suchanti, Ms Preeti Khicha and their relatives, none of the other Directors/Key Managerial Personnel of the Company or their relatives are interested in this resolution.

The Board recommends the Special Resolutions set out at Item No. 6 of the Notice for approval by the members.

**Item No 7**

Mr S C Sekhar (DIN: 00024780) was appointed as an Independent Director on 11th April, 2016 for second consecutive term of 3 (three) years subject to the approval of members at the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of Mr S C Sekhar for appointment as an Independent Director.

He has given a declaration that he meets the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013.

Your Directors state that Mr S C Sekhar possess appropriate balance of skills, expertise and knowledge and is qualified for appointment as Independent Director.

Copy of the letter of appointment of Mr S C Sekhar as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Mr S C Sekhar does not hold any shares of the Company.

Save and except Mr S C Sekhar, none of the other Directors/Key Managerial Personnel of the Company are interested in the resolution set out in Item No 7 of the Notice.

The Board recommends the Special Resolution set out at Item No 7 of the Notice for approval by the members.

#### DETAILS OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT

Brief resume of the directors being appointed / re-appointed, nature of their expertise in specific functional areas and names of companies in which they hold directorships and shareholding are furnished hereunder:

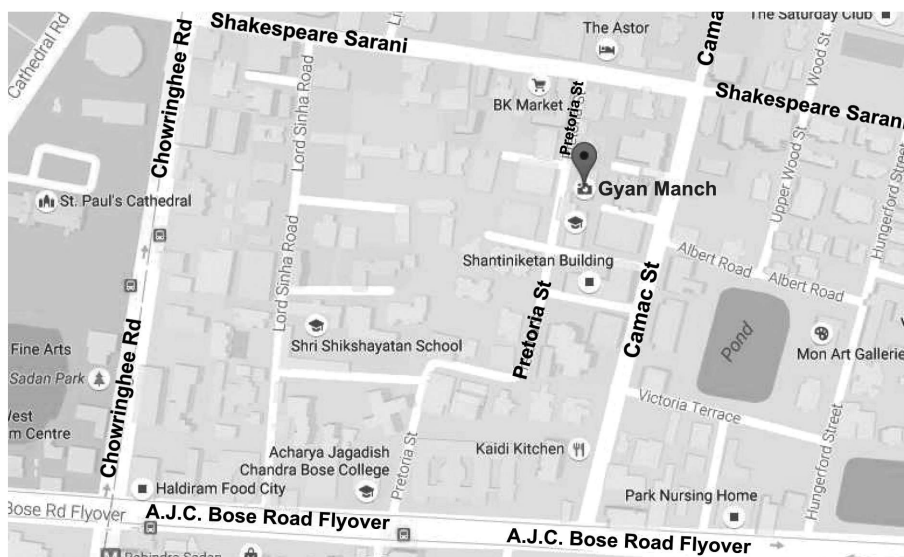
Particulars	Dr Niren Suchanti	Mr Navin Suchanti	Ms Preeti Khicha	Mr S C Sekhar	Mr Sumit Guha
Date of Birth	17.04.1949	15.10.1953	21.11.1981	27.01.1953	29.09.1966
Date of appointment/ Re-appointment	30.06.1990	01.04.2016	26.03.2015	11.04.2015	12.02.2016
Qualification	Ph.D in Operation Research and Industrial Management from University of Cincinnati, USA	B.Sc. (Hons)	Post Graduate in Management (specialization in Marketing) from University of Bath (UK)	Chartered Accountant	BE from IIT, Kharagpur and PGDM from IIM, Ahmedabad
Expertise in specific functional area	45 years experience in Advertising, Public Relations and investor relations. He is considered as an authority in Public and Investor Relations.	44 years experience in tourism and hospitality, public relations, advertising, finance and taxation.	10 years experience in journalism, public relations and hospitality.	38 years experience in hospitality industry with ITC Limited (Hotels Division) spanning project management and implementation, recruitment and training, designing appraisal systems to ensure transparency and good governance.	25 years of experience across functions and companies of the TATA Group.
Other listed entities in which Directorships held (excluding foreign companies, and section 8 Companies)	Pressman Advertising Limited	Pressman Advertising Limited	Nil	Tourism Finance Corporation of India Limited	Nil
Membership/ Chairmanship of Committee of the Other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Audit Committee- Pressman Advertising Limited  Stakeholders Relationship Committee- Pressman Advertising Limited	Nil	Nil	Nil
No of shares held in the Company	313051	293738	Nil	Nil	Nil

Registered Office  
Pressman House  
10A Lee Road, Kolkata 700 020  
May 30, 2016

For and on behalf of the Board

Sangita Agarwal  
Company Secretary

**Route map to the venue of the AGM : Gyan Manch, 11 Pretoria Street, Kolkata 700 071**



1. Name and Registered :  
Address of Sole/First  
Named Shareholder
2. Registered Folio No./ :  
DP ID & Client ID
3. Number of Share(s) held :

I certify that I am a Member/Proxy for the Member of the Company, I hereby record my presence at the 44<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 23<sup>rd</sup> September, 2016 at 10:30 am at Gyan Manch, 11 Pretoria Street, Kolkata 700 071.

Name of the Member / Proxy (BLOCK LETTERS)

Signature of Member/Proxy

Member /Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.

REMOTE E-VOTING PARTICULARS:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
104483		

The E-voting facility will be available during the following voting period:

Commencing of E-Voting	End of E-Voting
20 <sup>th</sup> September, 2016 at 09:00 A.M. (IST)	22 <sup>nd</sup> September, 2016 at 05:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the Annual General Meeting before exercising your vote.

Sinclairs Hotels Limited

Regd. Office: Pressman House, 10A Lee Road, Kolkata 700 020

T: (033) 40310807 F: (033) 40310813

ir@sinclairshotels.com www.sinclairsindia.com

CIN: L55101WB1971PLC028152

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name and Registered Address of Sole/First Named Member(s)	Registered Folio No./ DP ID & Client ID/ Email ID
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I/We, being the holder(s) of ..... shares of Sinclairs Hotels Limited, hereby appoint :

- (1) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or failing him
- (2) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_ or failing him
- (3) \_\_\_\_\_ of \_\_\_\_\_ having email id \_\_\_\_\_

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 23<sup>rd</sup> September, 2016 at Gyan Manch, 11 Pretoria Street, Kolkata 700 071 at 10:30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	For	Against
1	To adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2	Re-appointment of Dr. Niren Suchanti who retires by rotation.		
3	Re-appointment of Ms. Preeti Khicha who retires by rotation.		
4	To ratify the appointment of the Statutory Auditor of the Company and to authorize the Board to fix their remuneration.		
5	Appointment of Mr. Sumit Guha as an Independent Director.		
6	Re appointment of Mr. Navin Suchanti as Managing Director.		
7	Appointment of Mr. S C Sekhar as an Independent Director.		

Signed this ..... day of ..... 2016

Signature of the Member

Signature of Proxy

Affix  
Revenue  
Stamp

- Note :**
- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.

## **Sinclairs Hotels Ltd.**

CIN: L55101WB1971PLC028152

Regd. Office: Pressman House,  
10A Lee Road, Kolkata 700 020

[www.sinclairshotels.com](http://www.sinclairshotels.com)

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