

KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED
Corporate Identity Number: U74899DL1995PTC064578
Registered Office: 10185-C, ARYA SAMAJ ROAD Karol Bagh New
Delhi – 110005
Telephone: 011-45022261
Website: www.kafilaholidays.in; Email: accounts@kafilatravel.com

Notice of Meeting of Secured Creditors of Kafilahospitality & Travels Private Limited scheduled to be held on Friday October 25th, 2024 at 10:30 AM at Hotel Regent Grand 2/6 East Patel Nagar Opp. Metro Pillar No. 167 New Delhi 110008 under the supervision of the Hon'ble National Company Law Tribunal, Delhi

Day	Friday
Date	25 th October 2024
Time	10:30 A.M. IST
Venue	Hotel Regent Grand 2/6 East Patel Nagar Opp. Metro Pillar No. 167 New Delhi 110008

S. No.	Contents	Page No.
1.	Notice of the Meeting of Secured Creditors of Kafila Hospitality & Travels Private Limited (“ the Company ” or “ the Amalgamated Company ”) along with Instructions for attending the meeting physically.	4-12
2.	Explanatory Statement under sections 230 and 232 of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any.	13-45
3.	Annexure-I - Scheme of Amalgamation and Arrangement between Kafila Hospitality & Travels Private Limited and Ambrosia Corner House Private Limited and their respective shareholders and creditors (“ Scheme ”)	46-67
4.	Annexure-II – Copy of order of the Hon’ble National Company Law Tribunal in pursuance of which the meeting is to be convened dated 8 th July 2024 and Copy of Revised Order of the Hon’ble National Company Law Tribunal dated 28 th August 2024 in pursuance of which the meeting is to be convened.	68-78
5.	Annexure-III - Valuation Report issued by Jhamb & Associates, Registered Valuer Dated 10 th November 2023.	79-98
6.	Annexure-IV -Copy of audited financial statements of Ambrosia Corner House Private Limited and	99-209

	Kafila Hospitality & Travels Private Limited as at March 31, 2023 and as at March 31, 2022.	
7.	Other Documents	210-321
8.	Proxy Form	322-325
9.	Attendance Slip	326-327
10.	Route Map for the Venue of the meeting	328

Sd/-

(Harbhajan Singh)
IAS (RETD.)
Chairperson of the meeting of Secured
Creditors of
Kafila Hospitality & Travels Private Limited

Date: 12-09-2024
Place: Delhi

Form No. CAA 2

(Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements & Amalgamations) Rules, 2016)

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI

BENCH

COMPANY APPLICATION NO. CA(AA)-08/(ND)/2024

In the Matter of the Companies Act, 2013 (18 of 2013)

And

In the matter of Scheme of Amalgamation and Arrangement between

Ambrosia Corner House Private Limited

(hereinafter referred to as "Ambrosia")

Company registered under the Companies Act, 1

956 Having its registered office at:

10185-C, ARYA SAMAJ ROAD, Karol Bagh,

New Delhi – 110005

CIN: U55101DL1974PTC007297 (Amalgamating Company/Applicant Company)

And

Kafila Hospitality & Travels Private Limited

(hereinafter referred to as “Kafila”)

Company registered under the Companies Act, 1956

Having its registered office at:

10185-C, ARYA SAMAJ ROAD, Karol Bagh,

New Delhi – 110005

CIN: U74899DL1995PTC064578 (Amalgamated Company/Applicant
Company)

AND Their Respective Shareholders and Creditors

**NOTICE CONVENING THE MEETING OF THE SECURED
CREDITORS OF KAFILA HOSPITALITY & TRAVELS PRIVATE
LIMITED**

To,

The Secured Creditors of Kafila Hospitality & Travels Private Limited.

Notice is hereby given that the Hon'ble National Company Law Tribunal, New Delhi ("NCLT") vide its Order dated 8th July, 2024 (date of pronouncement) and order dated 28th August, 2024, inter alia, has directed for convening of a meeting of Secured Creditors of Kafila Hospitality & Travels Private Limited at Hotel Regent Grand 2/6 East Patel Nagar Opp. Metro Pillar No. 167 New Delhi 110008, for the purpose of considering and, if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation and Arrangement between Ambrosia and Kafila and their respective shareholders and creditors. In the said meeting the following business will be transacted:

In pursuance of the said NCLT Order and as directed therein, further notice is hereby given that a meeting of secured creditors of the Amalgamated Company will be held on Friday, 25th October 2024 at 10:30 AM IST at Hotel Regent Grand 2/6 East Patel Nagar Opp. Metro Pillar No. 167 New Delhi 110008. At the Meeting, the following resolution will be considered and if thought fit, be passed under section 230 to 232 and other applicable provisions of the Companies Act, 2013 by requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and related circulars and notifications thereto as applicable under the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), and

subject to the relevant provisions of any other applicable laws and the clauses of the Memorandum and Articles of Association of Kafila Hospitality & Travels Private Limited and subject to the approval by the requisite majority of the unsecured creditors of Kafila Hospitality & Travels Private Limited, and subsequent approval of the NCLT and subject to such other consents, approvals, permissions and sanctions being obtained from appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the secured creditors be and is hereby accorded to the Scheme.

TAKE FURTHER NOTICE that in pursuance of the said order, a meeting of the secured creditors of Kafila Hospitality & Travels Private Limited is scheduled to be held on Friday, 25th October 2024 at 10:30 AM at Hotel Regent Grand 2/6 East Patel Nagar Opp. Metro Pillar No. 167 New Delhi 110008, when you are requested to attend.

TAKE FURTHER NOTICE that in terms of the said NCLT Order, the voting rights of secured creditors shall be in proportion to the principal amount due to them as on *November 30, 2023*, being the cut-off date (“**Cut-off Date**”).

A copy of the Scheme, the Explanatory Statement under Sections 230, 232 and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, are enclosed herewith. A copy of this Notice

and the accompanying documents will be placed on the website of the Company viz. www.kafilaholidays.com.

Copies of this Notice which include Scheme and Explanatory Statement under Section 230, 232 and 102 of the Companies Act, 2013 can be obtained free of charge from the Registered Office of the Amalgamated Company and/or from the office of the Advocate at C-4/38, Basement, Safdarjung Development Area, New Delhi-110016.

NCLT has appointed Mr. Harbhajan Singh, IAS (Retd.) to act as the Chairperson of the said Meeting including any adjournment(s) thereof. The NCLT has also appointed Ms. Swaralipi Deb Roy, Advocate as alternate Chairperson for the meeting.

The Scheme of Amalgamation and Arrangement, if approved at the Meeting, will be subject to the subsequent approval of the NCLT and any other approvals as may be required.

The voting results of the meeting shall be announced by the Chairperson not later than 48 (forty-eight) hours of the conclusion of the Meeting upon receipt of Scrutinizer's report and the same shall be displayed on the website of the Company.

In accordance with the provisions of Sections 230-232 of the Act, the Scheme shall be considered approved by the secured creditors only if the Scheme is approved by majority of persons representing three-fourth in value of the secured creditors, of the Amalgamated Company.

Sd/-

(Harbhajan Singh)
IAS (Retd.)

**The Chairperson appointed for the Meeting of Secured Creditors of
Kafila Hospitality & Travels Private Limited**

Dated: 12-09-2024

Place: Delhi

Notes:

1. Explanatory Statement under sections 230, 232 and 102 of the Companies Act, 2013 read with the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 to the Notice, is annexed hereto and forms part of the Notice.
2. Secured Creditor Entitled to Attend And Vote At The Meeting Is Entitled To Appoint A Proxy / Proxies To Attend And Vote Instead Of Himself / Herself And Such Proxy / Proxies Need Not Be An Secured Creditor Of The Company. The Form of Proxy Duly Completed Should, However, Be Deposited At The Registered Office The Company Not Less Than 48 Hours Before The Commencement Of The Meeting.
3. Voting rights shall be reckoned on the basis of the proportion of the principal amount due to Secured Creditors as on *November 30, 2023* being the cut-off date (“**Cut-off Date**”).
4. Form of Proxy is annexed to this Notice and can also be obtained from the registered office of the Company.
5. A secured Creditor or his proxy or authorized representative, as the case may be, attending the meeting, is requested to bring the copy of the notice to the meeting and produce the Attendance Slip, duly completed and signed at the entrance of the meeting venue.
6. An individual secured Creditor or the authorized representative of the secured Creditor (in case such secured Creditor is a body corporate) or the

proxy should carry a copy of their valid and legible identity proof (i.e. PAN Card/Aadhaar Card/Passport/Driving License/Voter ID Card) to the meeting.

7. The authorised representative of a Body Corporate, which is a registered secured Creditor of the Amalgamated Company may attend and vote at the meeting, provided a certified true copy of the resolution of the Board of Directors or other governing body of such Body Corporate authorizing such a representative to attend and vote at the meeting is deposited at the registered office of the Company not later than 48 hours before the scheduled time of the commencement of the meeting.
8. In terms of the directions contained in the Order, “the quorum of the meeting shall be as 2 Secured Creditors of the Amalgamated Company). In case the required quorum for the Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by half an hour (i.e., 30 minutes) and thereafter, the persons present shall be deemed to constitute the quorum, however, the requirement of Section 230(6) of the Act shall be complied with regard to the agreement to the scheme by majority of persons representing 75% in value.
9. The authorized representative of the Secured Creditor (in case such Secured Creditor is a corporate member) should additionally e-mail copy of their valid and legible identity proof (.pdf file) issued by a statutory authority (i.e. Pan Card / Aadhaar Card / Passport / Driving License / Voter ID Card) to the Scrutinizer at csguptasonali@gmail.com from their registered email address with a copy marked to accounts@kafilatravel.com, no later than 48 hours before the scheduled time of the Meeting.
10. Ms. Sonali Gupta, PCS has been appointed by the NCLT, as the Scrutinizer

to scrutinize the votes cast during the Meeting.

11. The Scrutinizer's decision on the validity of voting during the meeting will be final. The Scrutinizer appointed for Voting Process will submit his/her report to the NCLT appointed Chairperson of the meeting or a person authorized by him upon completion of scrutiny, in a fair and transparent manner, of voting not later than seven days from the conclusion of the voting. The Chairperson or a person authorized by her shall announce the results of voting and the results shall be placed on the website of Company and at the Registered Office of the Company. The Resolution, if approved by the requisite majority, shall be deemed to have been passed on 25th October 2024.
12. The Notice convening the meeting, the date of dispatch of the Notice and the Explanatory Statement, amongst others, will be published through advertisement in Delhi editions of "Business Standard" in English and "Business Standard" in Hindi edition.
13. The relevant documents referred in the Notice and the Explanatory Statement are open for inspection by the Secured Creditors physically at the Registered Office of the Amalgamated Company on all working days, except Saturdays and Sundays, between 11:00 A.M. IST and 1:00 P.M. IST up to the date of the Meeting.
14. Secured Creditors who would like to express their views at the Meeting may register themselves as a speaker by sending their request from their registered email id mentioning their name, address and PAN at accounts@kafilatravel.com by 23rd October, 2024. The Secured Creditors who do not wish to speak during the Meeting but have queries may send their queries from their registered email id mentioning their name, address and PAN at accounts@kafilatravel.com These queries will be replied to by

the Company suitably by email.

15. Those Secured Creditors who have registered themselves as speakers will only be allowed to express their views/ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the Meeting.
16. This Notice is being sent to the Secured Creditors by electronic mode to those whose e- mail address are registered with the Company and in case the e-mail is not delivered at the particular e-mail id of a particular secured creditor, the notice to those secured creditors shall be dispatched through post. However, in case any Secured Creditor who wishes to receive a physical copy of the Notice, he/she is requested to send an e-mail from their registered email ID to accounts@kafilatravel.com or a letter addressed to Mr. Biresh Kumar, Compliance Officer of the Amalgamated Company, at **10185-C, ARYA SAMAJ ROAD Karol Bagh New Delhi – 110005** by duly quoting his/her name, address and PAN. For Secured Creditors whose e-mail address is registered but who have requested for physical copy of the Notice or whose e-mail address is not registered, the physical copy of the Notice is being sent by permitted mode.
17. In compliance with the NCLT Order, the Notice is being sent to all the Secured Creditors of the Amalgamated Company as on 12th September 2024, i.e. before the cut-off date for dispatch of Notice. This Notice of the Meeting is also displayed / posted on the website of the Amalgamated Company at www.kafilatravel.com.

Enclosures: as above

**BEFORE THE NATIONAL COMPANY
LAW TRIBUNAL, NEW DELHI BENCH
COMPANY APPLICATION NO. CA(AA)-08/(ND)/2024**

In the Matter of the Companies Act,

2013 (18 of 2013) And

In the Matter of Sections 230 – 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements, Amalgamations) Rules, 2016

And

In the matter of Scheme of Amalgamation and Arrangement between

Ambrosia Corner House Private Limited

(hereinafter referred to as “Ambrosia”)

Company registered under the Companies Act, 1956

Having its registered office at:

10185-C, ARYA SAMAJ ROAD, Karol Bagh,

New Delhi – 110005

CIN: U55101DL1974PTC007297

(Amalgamating / Applicant Company)

And

Kafila Hospitality & Travels Private Limited

(hereinafter referred to as “Kafila”)

Company registered under the Companies Act, 1956

Having its registered office at:

10185-C, ARYA SAMAJ ROAD, Karol Bagh,

New Delhi – 110005

CIN: U74899DL1995PTC064578

(Amalgamated/ Applicant Company)

And

Their Respective Shareholders and Creditors

EXPLANATORY STATEMENT UNDER SECTION 230 to 232 AND SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE OF THE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF THE SECURED CREDITORS OF KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED

Pursuant to the NCLT Order dated 8th July 2024 (date of pronouncement) and order dated 28th August 2024, in Company Application No. CA(AA)-08/(ND)/2024 passed by the Hon'ble National Company Law Tribunal, New Delhi Bench ("NCLT"), a meeting of the secured creditors of Kafila Hospitality & Travels Private Limited, is being convened on Friday 25th October, 2024 at 10:30 AM IST at Hotel Regent Grand 2/6 East Patel Nagar Opp. Metro Pillar No. 167 New Delhi 110008 ("**Meeting**"), for the purpose of considering and if thought fit, approving with or without modification, the arrangement embodied in the Scheme of Amalgamation and Arrangement between Ambrosia and Kafila and their respective members and creditors ("**Scheme**") for amalgamation of Ambrosia and Kafila. The aforesaid Scheme of Amalgamation and Arrangement is enclosed as **Annexure I**.

The meeting of secured creditors of the Amalgamated Company is being held on Friday, the 25th October, 2024 at 10:30 AM IST for approval of Scheme as per NCLT Order dated 8th July 2024 and 28th August 2024.

This statement explaining the terms of the Scheme is being furnished, inter alia, as required under section 230(3) of the Companies Act, 2013 along with the Notice dated 12th September 2024 of the Meeting.

1. Pursuant to the Order dated 8th July 2024, and order dated 28th August 2024, passed by the Hon'ble National Company Law Tribunal, Delhi Bench
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(the ‘NCLT’ / ‘Tribunal’), in Company Application No. CA(AA)-08/(ND)/2024 (‘Order’), a meeting of the secured Creditors of **KAFILA HOSPITALITY AND TRAVELS LIMITED** is being convened at Hotel Regent Grand 2/6 East Patel Nagar Opp. Metro Pillar No. 167 New Delhi 110008 on Friday, the 25th October 2024 at 10:30 AM., for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation and Arrangement between Ambrosia Corner House Private Limited (hereinafter referred to as ‘AMBROSIA’ or ‘Transferor Company’) and Kafila Hospitality & Travels Private Limited (hereinafter referred to as ‘Kafila’ or ‘Transferee Company’ or ‘Applicant Transferee Company’) and their respective shareholders and creditors under Sections 230-232 and other applicable provisions of the Companies Act, 2013 (the “Scheme”). Ambrosia and Kafila are together referred to as the ‘Companies’. A copy of the Scheme, which has been, inter alia, approved by the Board of Directors of the Applicant Transferee Company at its meeting held on 12th December 2023, is enclosed herewith. Capitalized terms used herein but not defined shall have the meaning assigned to them in the Scheme, unless otherwise stated.

2. List of the companies/parties involved in the Scheme of Amalgamation and Arrangement:

- A. Ambrosia Corner House Private Limited
- B. Kafila Hospitality & Travels Private Limited

3. Details of the companies/parties to the Scheme:

A. Ambrosia Corner House Private Limited

- a. Ambrosia Corner House Private Limited (“**Ambrosia**” or “**Amalgamating Company**”) was incorporated on 5th June, 1974,

as a private limited company limited by shares. The registered office of the Transferor Company is situated at 10185C, Arya Samaj Road, Karol Bagh, New Delhi-110005.

- b. The main objects of the Amalgamating Company are set out in the Memorandum of Association which are as under:
 - i. To carry on the business of hotel, restaurants, canteen, bakery, confectionery, snack bar, caterers, bar, wine shop licensed, victuallers, dairy and poultry products, milk products, cold storage, dehydrating, deep-freezing, preserving to all types of edible products, distribution and publishing of tourist publicity and other materials, book-shop, entertainment center and other related business (including various rights, benefits and privileges acquired or possessed by the said business) and to enter into any such agreement with the said firm as may be deemed fit and proper by the company.
 - ii. To carry on and run , manage, establish, take on lease, rent, enfranchise or otherwise deal in the business of hotels, restaurants, cafes, taverns, motels, guest houses, dark-bungalows, refreshment rooms, house keepers, travelers lodgers, caterers, licensed victuallers, canteens, cafeterias, liquor vendor, auditoriums, conference centers, theaters, recreation centers, health centers, sport centers, shops, emporia and other places for selling travel requisites, articles to tourist interest and all other activities that are normally carried on in similar business.
 - iii. To establish and manage food research laboratories, training schools for hotel and catering industry and to act as consultants,
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advisors and to render assistance to any person, firm, company or association engaged in the business of hotels, cafeterias, bars, refreshment rooms of other recreation and food service centers.

- iv. To acquire by purchase, lease, exchange or otherwise lands, buildings and hereditaments of any tenure and description and any estate or interest therein And any rights over or connected with land and to retain the same for the purpose of Company's business, or let any portion of any premises for residential, trade, or business purposes, or and to collect rent, licence fee and to supply to tenants, licensees and occupiers all conveniences amenities.

- c. The authorised, issued, subscribed and paid-up share capital of the Amalgamating Company as on November 30, 2023 was as set out below:

Authorized Share Capital	Amount (in Rs.)
13730000 equity shares of Rs. 10/- each	137300000
Total	137300000
Issued, Subscribed and Fully Paid-up Share Capital	Amount (in Rs.)
13418689 equity shares of Rs. 10/- each	134186890
Total	134186890

There is no change in the authorised, issued, subscribed and paid-up share capital of the Amalgamating Company subsequent to November 30, 2023.

- d. The details of the present promoter(s) and directors of the

Amalgamating Company along with their addresses are as follows:

i. Promoter(s) and Promoter Group

S. No.	Name	Address
1.	KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED	10185C, Arya Samaj Road, Karol bagh, New Delhi-110005.
2.	PRADEEP CHADHA	203-204, Double Story, Rajinder Nagar, New Delhi-110060.
3.	ASHISH CHADHA	203-204, Double Story, Rajinder Nagar, New Delhi-110060.
4.	AMIT CHADHA	203-204, Double Story, Rajinder Nagar, New Delhi-110060.
5.	AVINASH CHADHA	203-204, Double Story, Rajinder Nagar, New Delhi-110060.
6.	KIRTI CHADHA	203-204, Double Story, Rajinder Nagar, New Delhi-110060.
7.	GARIMA CHADHA	203-204, Double Story, Rajinder Nagar, New Delhi-110060.
8.	ANIL KUMAR KAKKAR	28/27, First Floor, East Patel Nagar, New Delhi-110008

ii. Directors

S. No.	Name	Address	DIN No.	Date of Appointment
1.	PRADEEP KUMAR CHADHA	203-204, Double Story, Rajinder Nagar, New Delhi-110060.	01736620	19/07/2012
2.	ASHISH CHADHA	203-204, Double Story, Rajinder Nagar,	02953698	22/05/2014

		New Delhi-110060.		
3.	AMIT CHADHA	203-204, Double Story, Rajinder Nagar, New Delhi-110060.	05152591	19/07/2012
4.	AVINASH CHADHA	203-204, Double Story, Rajinder Nagar, New Delhi- 110060.	05152594	22/05/2014

- e. The amount due to Unsecured Creditors of the Amalgamating Company as on November 30, 2023 is Rs. 4,47,32,173.38/-

B. Kafila Hospitality & Travels Private Limited

- a. Kafila Hospitality & Travels Private Limited (“**Kafila**” or “**Amalgamated Company**”) (hereinafter referred to as the “**Transferee/Amalgamated Company**”) was incorporated on 20th January, 1995, as a private limited company limited by shares. The registered office of the Transferor Company is situated at 10185C, Arya Samaj Road, Karol Bagh, New Delhi-110005.
- b. The main objects of the Amalgamated Company are set out in the Memorandum of Association which are as under:

1. To Manage, administer, own and to carry on the business of running hotels, motels, resorts, holiday camps, guest houses, restaurants, canteens, caterers, cafes, refreshment rooms and lodging, housekeepers, swimming

pools, health clubs and dressing rooms, gymnasiums.

2. To purchase, take on lease or on rent, hire, erect or otherwise acquire, establish and equip and to enter into agreement with local and foreign collaborators, to establish hotels, motels, holiday camps, health resorts, health clubs and centers anywhere in India or abroad.
3. To carry on in India or Abroad the business of tourist and travel agents and representatives of airlines, steamship lines, Railways and other carrier whether Indian or Foreign to arrange and operate tours, to facilitate , traveling by land, air , sea and space and to provide for tourist and travelers provisions of convenience of all kinds by way of documentation, insurance of Rail/ Air Sea tickets, circular tickets, sleeping cars and berths, reserve places, hotels and lodging accommodation catering camping, adventure sports, safari, guides, safe deposits, enquiry bureau, libraries, reading rooms, baggage transport and otherwise.
4. To carry on in India or Abroad the business of package for outgoing passengers and handling incoming and outgoing tours and to lease , charter on hire, cars, lorries, buses, trucks, tractors, ships, aeroplanes, carriages, vehicles and conveyance of all description.
5. To deal in Foreign Exchange subject to approval of appropriate authorities.

c. The authorised, issued, subscribed and paid-up share capital of the Amalgamated Company as on November 30, 2023 was as set out below:

Authorized Share Capital	Amount (in Rs.)
20,00,000 equity shares of Rs.10/- each	2,00,00,000

Total	2,00,00,000
Issued, Subscribed and paid-up Share Capital	Amount (in Rs.)
9,28,776 equity shares of Rs.10/- each	92,87,760
Total	92,87,760

There is no change in the authorised share capital subsequent to November 30, 2023.

- d. The details of the present promoter(s) and directors of the Amalgamated Company along with their addresses are as follows:

i. Promoter(s) and Promoter Group

S. No.	Name	Address
1.	PRADEEP CHADHA	203-204, Double Story, Rajinder Nagar, New Delhi-110060.
2.	MADHU CHADHA	203-204, Double Story, Rajinder Nagar, New Delhi-110060.
3.	AMIT CHADHA	203-204, Double Story, Rajinder Nagar, New Delhi-110060.
4.	ASHISH CHADHA	203-204, Double Story, Rajinder Nagar, New Delhi-110060.
5.	AVINASH CHADHA	203-204, Double Story, Rajinder Nagar, New Delhi-110060.
6.	ANIL KUMAR KAKKAR	28/27, First Floor, East Patel Nagar, New Delhi-110008
7.	MALA KAKKAR	28/27, First Floor, East Patel Nagar, New Delhi-110008

ii. Directors

S.No.	Name	Address	DIN No.	Date of Appointment
1	Pradeep Kumar Chadha	203-204, Double Story, Rajinder Nagar, New Delhi-110060.	01736620	20/08/2007

2	Madhu Chadha	203-204, Double Story, Rajinder Nagar, New Delhi-110060.	01736656	20/08/2007
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- e. The amount due to Secured Creditors and Unsecured Creditors of the Amalgamated Company as on November 30, 2023 is INR 51,32,75,272.34/- and INR 21,16,05,441.12/- respectively.

4. Relationship subsisting between the companies who are parties to the Scheme

The Amalgamating Company is a subsidiary of the Amalgamated Company.

A. Details of the Board meeting at which the Scheme was approved by the Board of Directors of the Amalgamating Company and Amalgamated Company respectively, including the names of the Directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution

- B. All directors of the Amalgamating Company, namely, Mr. Pradeep Kumar Chadha, Mr. Avinash Chadha, Mr. Amit Chadha and Mr. Ashish Chadha had attended the Board meeting held on December 12, 2023 and had unanimously approved the Scheme.
- C. All directors of the Amalgamated Company had attended the Board meeting held on December 12, 2023 and had unanimously approved the Scheme. The directors who attended the meeting are: Mr. Pradeep Kumar Chadha and Mrs. Madhu Chadha.

5. Salient features / details / extract of the Scheme

The salient features / details / extract of the Scheme are, inter alia, as

under:

1. Transfer and vesting of the Amalgamating Company

- (i) Upon the Effective Date and with effect from the Appointed Date, the Amalgamating Company shall stand amalgamated and all their respective Assets, Liabilities, rights and obligations, as applicable, be transferred and vested in Amalgamated Company, on a going concern basis, without any requirement of a further act or deed, so as to become as and from the Appointed Date, the Assets, Liabilities, interests and obligations, as applicable, of Amalgamated Company.*
- (ii) During the time period and tenure of the Amalgamation process of the Companies, the Amalgamating Company shall continue to conduct and carry on its affairs, business and take care of its assets on behalf of and in trust of the Amalgamated Company.*

2. Transfer of Assets

- (i) Upon the Effective Date and with effect from the Appointed Date, all Assets of the Amalgamating Company, as are movable in nature or are incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery shall stand transferred to and vested in Amalgamated Company and shall become the property and an integral part of Amalgamated Company (to the extent permissible under Applicable Law).*
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- (ii) *Upon the Effective Date and with effect from the Appointed Date, all movable Assets of the Amalgamating Company, other than those specified in Clause 9 (i) including cash and cash equivalents, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi-government, local and other authorities and bodies, customers and other persons shall without any requirement of a further act, instrument or deed become the property of Amalgamated Company.*
- (iii) *Upon the Effective Date and with effect from the Appointed Date, all Assets of the Amalgamating Company, as are immovable in nature shall stand transferred to and vested in Amalgamated Company and shall become the property and an integral part of Amalgamated Company (to the extent permissible under Applicable Law), without any further act and deed.*
- (iv) *Upon the Effective Date, in relation to Assets (if any) belonging to the Amalgamating Company which require separate documents for vesting in Amalgamated Company, the Amalgamating Company, as applicable, and Amalgamated Company will execute such deeds, documents or such other instruments, if any, as may be mutually agreed.*

3. *Transfer of Liabilities*

- (i) *Upon the Effective Date and with effect from the Appointed Date, all Liabilities of the Amalgamating Company shall, without any requirement of a further act or deed, be transferred to, or be deemed to be transferred to Amalgamated Company so as to become from the Appointed Date, the Liabilities of Amalgamated Company and Amalgamated Company undertakes to meet, discharge and satisfy the same.*

4. *Contracts, Deeds, Bonds and Other Instruments*

- 4.1 *With effect from the Appointed date , Subject to the other provisions contained in this Scheme all contracts, deeds, bonds, agreements and other instruments of whatever nature to which Amalgamating Company is a party subsisting or having effect immediately before the arrangement shall remain in full force and effect against or in favour of Amalgamated Company and may be enforced as fully and effectually as if instead of Amalgamating Company, Amalgamated Company had been a party thereto.*
- 4.2 *With effect from the Appointed date, all permits, quotas, rights, industrial and other licences, branches, offices, depots and godowns, trade marks, trade names, know-how and other intellectual property, patents, copyrights, privileges and benefits of all contracts, agreements and all other rights including lease rights, licenses, powers and*

facilities of every kind, nature and description whatsoever pertaining to the Amalgamating Company to which Amalgamating Company is a party or to the benefit of which Amalgamating Company may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be and remain in full force and effect in favour of or against Amalgamated Company as the case may be, and may be enforced as fully and effectually as if, instead of Amalgamating Company, Amalgamated Company had been a party or beneficiary or obligee thereto.

4.3 With effect from the Appointed Date, any statutory licenses, no objection certificates, permissions or approvals or consents required to carry on operations of the Amalgamating Company shall stand vested in or transferred to Amalgamated Company without further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favour of Amalgamated Company. The benefit of all statutory and regulatory permissions, factory licenses, environmental approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of the Amalgamating Company shall vest in and become available to Amalgamated Company pursuant to the scheme.

4.4 The Amalgamated Company, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or

otherwise, will execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to the Amalgamating Company to which Amalgamating Company is a party in order to give formal effect to the above provisions. Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of Amalgamating Company and to carry out or perform all such formalities or compliances referred to above on part of Amalgamating Company.

5. Employees

- (i) Upon the Effective Date, the respective employees of the Amalgamating Company as on the Effective Date, if any, shall be deemed to have become employees of Amalgamated Company, without any interruption of service and on the basis of continuity of service and terms and conditions no less favourable than those applicable to them with reference to the Amalgamating Company on the Effective Date. The services of such employees, if any, with the Amalgamating Company up to the Effective Date shall be taken into account for the purposes of all benefits to which the employees, if any, may be eligible under Applicable Law.*
 - (ii) Upon the Effective Date, all contributions to funds and schemes in respect of provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme or any other special schemes or*
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benefits created or existing for the benefit of the employees of the Amalgamating Company as on the Appointed Date, if any, shall be made by Amalgamated Company in accordance with the provisions of such schemes or funds and Applicable Law.

6. Continuation of Legal Proceedings

- (i) *Upon the Effective Date, all legal or other proceedings, if any (including before any court, statutory or quasi-judicial authority or tribunal), by or against any of the Amalgamating Company, whether pending on the Appointed Date, or which may be instituted any time in the future (irrespective of whether they relate to periods on or prior to the Appointed Date) and in each case relating to the Amalgamating Company (“**Amalgamating Company Proceeding(s)**”) shall be continued and enforced by or against Amalgamated Company after the Effective Date, to the extent permissible under Applicable Law and in accordance with this Scheme.*
- (ii) *If any Amalgamating Company Proceeding(s) is/ are pending, the same shall not abate, be discontinued or in any way be prejudicially affected by reason of this Scheme and the proceedings may be continued, prosecuted and enforced, by or against Amalgamated Company in the same manner and to the same extent as they would or might have been continued, prosecuted and enforced by or against the respective Amalgamating Company, as*

applicable, as if this Scheme had not been made.

7. Treatment of Taxes

- (i) *Upon the Effective Date and with effect from the Appointed Date, all taxes and duties payable by the Amalgamating Company (including under the IT Act, Central Excise Act, 1944, Finance Act, 1994, Customs Act, 1962, goods and services tax laws and all other Applicable Laws), accruing and relating to the Amalgamating Company, from the Appointed Date onwards, including but not limited to advance tax payments, tax deducted at source credits, minimum alternate tax credit, any refund and claims shall, for all purposes, be treated as advance tax payments, tax deducted at source credits or refunds and claims, as the case may be, of Amalgamated Company.*
 - (ii) *Upon the Effective Date, all unutilized credits and exemptions, benefit of carried forward losses/unabsorbed depreciation and other statutory benefits, including in respect of income tax (including but not limited to tax deducted at source, tax collected at source, advance tax, minimum alternate tax credit etc.), cenvat, customs, value added tax, sales tax, value added tax, service tax, goods and services tax, etc. to which the Amalgamating Company is entitled to, shall be available to and vest in Amalgamated Company, without any requirement of a further act or*
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deed.

- (iii) *All the expenses incurred by the Amalgamating Company and Amalgamated Company in relation to the amalgamation with Amalgamated Company as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to Amalgamated Company in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which this Scheme becomes effective.*
- (iv) *Any refund under the tax laws due to the Amalgamating Company consequent to the assessments made on the Amalgamating Company, and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by Amalgamated Company. The relevant authorities shall be bound to transfer to the account of and give credit for the same to Amalgamated Company upon the passing of the orders on this Scheme by the NCLT and upon relevant proof and documents being provided to the said authorities.*
- (v) *The Amalgamating Company may be entitled to various incentive schemes and pursuant to this Scheme, it is declared that the benefits under all such schemes and policies pertaining to the Amalgamating Company, as applicable, shall stand transferred to*

and vested in Amalgamated Company and all benefits, entitlements and incentives of any nature whatsoever including benefits under the income tax, excise duty, value added tax, sales tax, service tax, goods and services tax, exemptions, concessions, remissions, subsidies and other incentives, to the extent statutorily available, shall be claimed by Amalgamated Company.

8. Conduct of Business

a. With effect from the Appointed Date and up to and including the Effective Date:

i. The Amalgamating Company undertake to carry on and shall be deemed to carry on their respective businesses' and stand possessed of their Assets, for and on account of and in trust for Amalgamated Company; and

ii. all income, receipts, profits accruing to the Amalgamating Company and all taxes thereon or Liabilities or losses arising or incurred by it shall, for all purposes, be treated as and deemed to be the income, expenses, payments, profits, Liabilities, taxes or losses, as the case may be, of Amalgamated Company.

b. Subject to the effectiveness of this Scheme, with effect from the date of approval of this Scheme by the respective Board of Directors of the Amalgamating

Company and Amalgamated Company, and up to and including the Effective Date, the Amalgamating Company shall carry on their respective businesses with reasonable diligence and business prudence and in the same manner as they had been doing hitherto.

9. *Issue of Shares by Amalgamated Company and change of share capital of Amalgamating company and Amalgamated Company*

1. *Upon the Scheme being sanctioned by the Hon'ble NCLT Delhi and it becoming effective in terms of the Scheme, Amalgamated Company shall without any further application or deed, issue at par and allot on proportionate basis to each member of Amalgamating Company whose name is recorded in the Register of Members of Amalgamating Company on the Appointed Date or his/her heirs, executors, administrators or the successors-in-title, as the case may be, such number of shares as per the swap ratio on the basis of valuation report of Registered Valuer, which is provided herein below, subject to fraction if any which shall be cashed out to the equity shareholders of the Amalgamating Company:*

- A. *For every 45 (Forty Five) equity shares of the Amalgamating Company 4 (Four) equity shares of the Amalgamated Company shall be issued and allotted without any further act and deed*

within 60 (Sixty) days of the Effectiveness of the scheme.

B. The fair value of fractional shares if any shall be paid to the equity shareholders of the Amalgamating Company within 15 (Fifteen) days of allotment of shares.

- 2. The value of investment made by the amalgamated company as a holding company in the amalgamating company shall be canceled to the proportionate value of share capital of the amalgamating company and any difference in value shall be accounted for as capital reserve or goodwill as the case may be.*
- 3. The Amended capital clause of the Memorandum of Association of the Amalgamated Company without convening any meeting of the share holders and without any acts , deeds and costs shall be as under:*

“The Authorised Share Capital of the Company is Rs. 15,73,00,000/- (Rupees Fifteen Crore Seventy Three Lakhs Only) divided into 1,57,30,000 (One Crore Fifty Seven Lakh Thirty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.”

10. DIVIDENDS, PROFITS, BONUS/RIGHTS SHARES

10.1 Amalgamating Company shall not declare any dividend for the period commencing from and after 1st December 2023 without the written consent of the Amalgamated Company.

10.2 Subject to the provisions of the Scheme, the profits of the Amalgamating Company for the period beginning from 1st December 2023 shall belong to and be the profits of the Amalgamated Company and will be available to the Amalgamated Company for being disposed of in any manner, as it thinks fit, including declaration of dividend by the Amalgamated Company in respect of its financial year ending 31st March, 2023 or any year thereafter.

10.3 Amalgamating Company shall not issue or allot any Rights Shares or Bonus Shares, out of its authorized or unissued Share Capital for the time being.

11. Application to the NCLT

Each of the Companies shall jointly make the requisite company applications/ petitions under Sections 230 to 232 and other applicable provisions of the Act to the NCLT Delhi for seeking sanction of this Scheme and all matters ancillary or incidental thereto, as may be necessary to give effect to the terms of this Scheme.

12. MODIFICATIONS/AMENDMENTS TO THE SCHEME

Amalgamating Company and Amalgamated Company may in their full and absolute discretion, assent from time to time, on behalf of all persons concerned to any modifications or amendments to the Scheme or agree to any terms and / or conditions which the NCLT and / or any other authorities under law may deem fit to approve of or direct or impose or which may otherwise be considered necessary or desirable or appropriate by them in the best interest

of the members for settling any questions or doubt or difficulty that may arise, whether by reason of any order of the Court or of any directive or orders of any other authorities or otherwise howsoever, arising out of, under or by virtue of this Scheme and for the implementation and / or carrying out of the Scheme, or in any matter connected therewith and to do all acts, deeds, matters and things and take all such steps as may be necessary, desirable or expedient for putting the Scheme into effect. The aforesaid powers of Amalgamating Company and Amalgamated Company may be exercised by their respective Boards, a committee or committees of the concerned Board or any Director authorized in that behalf by the concerned Board.

13. SCHEME CONDITIONAL ON APPROVALS/SANCTIONS

The Scheme is conditional upon and subject to the following approvals/permissions and the Arrangement shall be deemed to be completed on the Effective Date.

- a) The approval of the Scheme by the requisite majorities of such classes of persons of Amalgamating Company and Amalgamated Company, as may be directed by the NCLT on the applications made for directions under Section 230 read with section 232 of the Act for calling meetings and necessary resolutions being passed under the Act.*
 - b) The sanctions of the NCLT of the Scheme of Arrangement under Sections 232 (3) of the Act in favour of Amalgamating Company & Amalgamated Company and*
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to the necessary Order or Orders under Sections 232(4) of the Act.

- c) The approvals of public financial institutions, banks and creditors wherever necessary, under any contract entered into with them by Amalgamating Company and Amalgamated Company.*
- d) The Sanction or Approval under any law of the Central Government or any other agency, department or authorities concerned in respect of any of the matters in respect of which such sanction or approval is required.*
- e) The Scheme shall be subject to such modifications as the NCLT of Delhi while sanctioning such arrangement of Amalgamating Company with Amalgamated Company may direct the Scheme once sanctioned will be binding on all concerned.*
- f) Notwithstanding anything contained hereinabove, the Scheme shall also become effective in terms of and upon the fulfillment of requirements of any other law that may be brought into force in this behalf before the Scheme otherwise becomes effective as hereinbefore provided.*

14. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

In the event of any of the said sanctions and approvals

referred to in clause 20 above not being obtained and / or the Scheme not being sanctioned by the Court and / or the order or orders not being passes as aforesaid, the Scheme of Arrangement shall become null and void and shall stand revoked, cancelled and be of no effect and in that event no rights and liabilities whatsoever shall accrue to or be incurred by parties inter se, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or may otherwise arise in law. Amalgamating Company and Amalgamated Company shall bear their own costs, charges and expenses in connection with the Scheme unless otherwise mutually agreed.

15. EXPENSES CONNECTED WITH THE SCHEME

- a) All costs, charges and expenses in connection with the Scheme and of carrying on or completing the terms and provisions of the Scheme including any incidental charges shall be borne and paid by Amalgamated Company .*
- b) In the event of non-fulfillment of any or all obligations under the Scheme, by either Amalgamating Company or Amalgamated Company, the non-performance of which*

will put the other company under any obligation, such defaulting company will indemnify all costs / interests etc. to the other company, subject to a specific provision, if any, to the contrary under the Scheme.

- c) *All costs, charges, taxes including duties, levies and all other expenses, including legal expenses, if any (save where expressly provided otherwise) of Amalgamating Company or Amalgamated Company respectively in relation to or in connection with this Scheme including negotiation leading upto the Scheme and for carrying out and completing the terms and provisions of this Scheme and / or incidental to the completion of arrangement of Amalgamating Company in pursuance of this Scheme shall be borne and paid by Amalgamated Company.*

16. Dissolution of the Amalgamating Company

Upon the Effective Date, the Amalgamating Company shall, without any requirement of any further act or deed, stand dissolved without being wound up in accordance with the Act and the respective names of the Amalgamating Company shall be struck off from the records of the RoC.

6. Purpose and Rationale for the Scheme of Amalgamation and Arrangement

- A. This Scheme provides for amalgamation of Transferor Company, which is also a subsidiary company of the Transferee Company into

and with Transferee Company pursuant to section 230 to 232 of the Act, and other applicable provisions of the Act and the rules or regulations framed there under, to the extent notified and in accordance with the terms hereof, as a measure of consolidation of the holding and subsidiary companies in India.

- B. The proposed amalgamation will allow the Petitioner Companies more efficient use of existing resources, operations on a broader scale, increasing efficiency in business operations. Reduction in overheads, administrative, managerial and other expenditure, optimal utilization of various resources due to consolidation of activities and to realize the potential for further growth.

The amalgamation is driven by the following objectives and is likely to result in the following advantages:

- a) It would result in a simple corporate structure, optimal use of personnel and infrastructure; synergy and optimization of operations; avoiding duplication of work;
 - b) The amalgamation is expected to reduce redundancies and multiplicity/duplication of various accounts and overheads due to Petitioner Companies being holding and subsidiary entities.
 - c) It will be conducive to better and more efficient and effective conduct of business and operations of the amalgamated entity, by utilizing the financial resources, managerial, technical, and marketing and services delivery capabilities.
 - d) The Amalgamation will result in simplification of the group structure and management structure and other costs from more focused
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operational efforts, rationalization, standardization and simplification of business processes.

- e) The Amalgamation will enable the combined entity to leverage their consolidated resources to: (a) increase revenue capacities; and (b) undertake research and development initiatives to improve business processes.
 - f) The synergies that exist between the companies in terms of services and resources can be put to the best advantage of all stakeholders.
 - g) The Scheme is envisaged to be in the best interests of the shareholders, employees and the creditors of the Transferor Company and the Transferee Company.
 - h) Thus, the Scheme of Amalgamation, as envisaged, would enable seamless access to strong business relationships, closer and better focused attention being given to the businesses which would get integrated, aligned and streamlined, leading to achievement of their full business and growth potential.
 - i) Consequently, the Board of Directors (as hereinafter defined) of the Transferor Company and the Transferee Company have considered and approved this Scheme of Amalgamation and have, accordingly, proposed the Amalgamation of the Transferor Company with the Transferee Company as an integral part of the Scheme.
- C. The amalgamation would thus have beneficial results for Transferor and Transferee Companies, their shareholders and employees and all

concerned and will not be prejudicial to the interests of any concerned shareholders or creditors or general public at large.

D. Accordingly, to achieve the above objectives, the Board of Directors of the Transferor Companies and Transferee Company have considered and proposed to make requisite application (s) and/or petition(s) before the National Company Law Tribunal, New Delhi under sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any of the Act for the sanction of this Scheme to amalgamate the Transferor Companies into and with the Transferee Company by vesting undertaking (hereinafter defined) in Transferee Company and provide for other matter(s) consequential or otherwise connected with the Scheme.

D. Valuation report

Valuation report for the purpose of valuing equity shares of the Amalgamated Company and Amalgamating Company has been obtained from Jhamb & Associates., Company Secretary (Registered Valuer) dated 10th November 2023.

E. Effect of the Scheme

A. Directors, Key Managerial Personnel and their Relatives

The Directors and Key Managerial Personnel (“KMP”) of the Amalgamated Company, Amalgamating Company and their respective relatives do not have any material interest, concern or any other interest in the Scheme except to the extent of their shareholding in the Amalgamated Company, if any, or to the extent the said Directors and KMP(s) are the partners, directors, members and/or

beneficiaries of the companies, firms, association of persons, bodies corporate and/or trust, as the case may be, that hold shares in the Amalgamated Company. There will be no adverse effect of the Scheme on the Directors and KMP of the Amalgamated Company.

Details of the Directors and KMP(s) of the Amalgamated Company, and Amalgamating Company and their respective equity shareholding as on November 30, 2023 in the Amalgamated Company, and Amalgamating Company are as follows:

a. Amalgamated Company

S.No.	Name	Shareholding as on November 30, 2023	
		Amalgamating Company	Amalgamated Company
1.	Pradeep Kumar Chadha	1552500	584432
2.	Madhu Chadha	NIL	275337

b. Amalgamating Company

S.No.	Name	Shareholding as on November 30, 2023	
		Amalgamating Company	Amalgamated Company
1.	Pradeep Kumar Chadha	1552500	584432
2.	Ashish Chadha	600000	10336
3.	Avinash Chadha	300000	22000
4.	Amit Chadha	500000	19671

B. Employees

The rights and interest of the Employees of the Amalgamated

Company will not be prejudicially affected by the Scheme. The employees of the Amalgamating Company shall become the employees of the Amalgamated Company upon the Scheme becoming effective.

C. Depositors, Debenture Holders, Deposit Trustee or Debenture Trustee

None of the Amalgamating Company and the Amalgamated Company has any depositors, debenture holders, deposit trustee or debenture trustee. Hence, no rights and interests will be affected on effectiveness of Scheme.

D. No investigation proceedings have been instituted or are pending in relation to the Amalgamating Company and Amalgamated Company under the Companies Act, 2013 or erstwhile Companies Act, 1956.

E. Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities required, received or pending:

The Amalgamated Company may be required to seek approvals / sanctions / no- objections from certain regulatory and governmental authorities for the Scheme such as the concerned Registrar of Companies, Regional Director and will obtain the same at the relevant time.

F. The copy of Scheme of Amalgamation and Arrangement has been filed with the Registrar of Companies, Delhi.

G. No winding up proceedings or proceedings under the Insolvency and Bankruptcy Code are pending against the Amalgamating Company and Amalgamated Company as on date.

- H. The certificate is issued by the Statutory Auditor of the Amalgamating Company and Amalgamated Company to the effect that the accounting treatment, proposed in the Scheme is in conformity with the applicable Accounting Standards/Indian Accounting Standards prescribed under the Companies Act, 2013 read with relevant rules thereto. The auditor's certificate stated above is available for inspection.
- I. The following documents will be open for inspection by the secured creditors electronically up to the date of the ensuing Meeting and during the Meeting hours and physically at the Registered Office of Amalgamated Company situated at 10185-C, ARYA SAMAJ ROAD Karol Bagh New Delhi – 110005 on all working days except Saturdays and Sundays between 11:00 A.M. IST and 1:00 P.M. IST up to the date of the ensuing Meeting:

(I) Annexures to this Notice:

- a. **Annexure-I** - Scheme of Amalgamation and Arrangement between Ambrosia Corner House Private Limited and Kafila Hospitality & Travels Private Limited and their respective shareholders and creditors
 - b. **Annexure-II** – Copy of orders dated 8th July 2024 and 28th August 2024 of the Hon'ble National Company Law Tribunal in pursuance of which the meeting is being convened
 - c. **Annexure-III** - Valuation Report issued by Jhamb & Associates, Company Secretary dated November 10, 2023
 - d. **Annexure-IV** - Copy of audited financial statements of Ambrosia Corner House Private Limited and Kafila Hospitality & Travels
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Private Limited as at March 31, 2023 and 31st March 2022.

(II) Other documents:

- a. Copy of the Statutory Auditors' certificate of Amalgamating Company and Amalgamated Company to the effect that the accounting treatment in the Scheme of Amalgamation and Arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013
- b. Copies of the Memorandum of Association, Articles of Association and Certificate of Incorporation of the Amalgamating Company and Amalgamated Company.
- c. Copies of the resolutions passed by the respective Board of Directors of the Amalgamating Company and Amalgamated Company on 12th December 2023 approving the Scheme
- d. A copy of the Scheme of Amalgamation and Arrangement and Explanatory Statement may also be obtained from the Registered Office of the Amalgamated Company and / or at the office of the Advocate at C-4/38, Basement, Safdarjung Development Area, New Delhi-110016.

Sd/-

(Harbhajan Singh)
IAS (Retd.)

**The Chairperson appointed for the Meeting of
Kafila Hospitality & Travels Private Limited**

Date: 12-09-2024

Place : Delhi

**Registered Office: 10185-C, ARYA SAMAJ ROAD
Karol Bagh New Delhi – 110005**

SCHEME OF AMALGAMATION

BETWEEN

AMBROSIA CORNER HOUSE PRIVATE LIMITED

(AMALGAMATING COMPANY)

AND

KAFILA HOSPITALITY AND TRAVELS PRIVATE

LIMITED (AMALGAMATED COMPANY)

AND


**THEIR RESPECTIVE SHAREHOLDERS AND
CREDITORS**

**(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE
PROVISIONS OF THE COMPANIES ACT, 2013, HEREINAFTER
THE "ACT")**

For Ambrosia Corner House Private Limited


Director

For KAFILA HOSPITALITY & TRAVELS PVT. LTD.


Director

PREAMBLE

(A) **BACKGROUND AND DESCRIPTION OF THE COMPANIES WHICH ARE PARTIES TO THIS SCHEME**

1. This Scheme is presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act read with Section 2(1B) and other applicable provisions of the Income Tax Act, 1961 and provides for the:
 - (i) amalgamation of the Amalgamating Company into its holding Amalgamated Company, on a going concern basis; and
 Additionally, this Scheme also provides for various other matters consequential or otherwise integrally connected herewith.

2. The Amalgamating Company was incorporated on June 5, 1974 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamating Company-1 is U55101DL1974PTC007297 and its registered office is situated at 10185C, ARYA SAMAJ ROAD KAROL BAGH NEW DELHI DL 110005. According to the object clause of the Amalgamating Company the Amalgamating Company is established to carry on the following business:
 - a. To carry on the business of hotel, restaurants, canteen, bakery, confectionery, snack bar, caterers, bar, wine shop licensed, victuallers, dairy and poultry products, milk products, cold storage, dehydrating, deep-freezing, preserving to all types of edible products, distribution and publishing of tourist publicity and other materials, book-shop, entertainment centre and other related business (including various rights, benefits and privileges acquired or possessed by the said business) and to enter into any such agreement with the said firm as may be deemed fit and proper by the company.

 - b. To carry on and run, manage, establish, take on lease, rent, enfranchise or otherwise deal in the business of hotels, restaurants, cafes, taverns,

For Ambrosia Corner House Private Limited



Director

For KAPILA HOSPITALITY & TRAVELS PVT. LTD.



Director

motels, guest houses, dark-bungalows, refreshment rooms, house keepers, travelers lodgers, caterers, licensed victuallers, canteens, cafeterias, liquor vendor, auditoriums, conference centres, theaters, recreation centres, health centres, sport centres, shops, emporia and other places for selling travel requisites, articles to tourist interest and all other activities that are normally carried on in similar business.

c. To establish and manage food research laboratories, training schools for hotel and catering industry and to act as consultants, advisors and to render assistance to any person, firm, company or association engaged in the business of hotels, cafeterias, bars, refreshment rooms of other recreation and food service centres.

d. To acquire by purchase, lease, exchange or otherwise lands, buildings and hereditaments of any tenure and description and any estate or interest therein And any rights over or connected with land and to retain the same for the purpose of Company's business, or let any portion of any premises for residential, trade, or business purposes, or and to collect rent, licence fee and to supply to tenants, licensees and occupiers all conveniences amenities.

3. The Amalgamated Company was incorporated on January 20, 1995 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamated Company is U74899DL1995PTC064578 and its registered office is situated at 10185-C, ARYA SAMAJ ROAD, KAROL BAGH, NEW DELHI DL 110005 India. According to the object clause of the Amalgamated Company the Amalgamated Company is established to carry on the following business:

1. To Manage, administer, own and to carry on the business of running hotels, motels, resorts, holiday camps, guest houses, restaurants, canteens, caterers, cafes, refreshment rooms and lodging, housekeepers, swimming pools, health clubs and dressing rooms, gymnasiums.

For Ambrosia Corner House Private Limited



Director

For KAPILA HOSPITALITY & TRAVELS PVT. LTD.



Director

2. To purchase, take on lease or on rent, hire, erect or otherwise acquire, establish and equip and to enter into agreement with local and foreign collaborators, to establish hotels, motels, holiday camps, health resorts, health clubs and centres any where in India or abroad.
3. To carry on in India or Abroad the business of tourist and travel agents and representatives of airlines, steamship lines, Railways and other carrier whether Indian or Foreign to arrange and operate tours, to facilitate , traveling by land, air , sea and space and to provide for tourist and travelers provisions of convenience of all kinds by way of documentation, insurance of Rail/ Air Sea tickets, circular tickets, sleeping cars and berths, reserve places, hotels and lodging accommodation catering camping, adventure sports, safari, guides, safe deposits, enquiry bureau, libraries, reading rooms, baggage transport and otherwise.
4. To carry on in India or Abroad the business of package for outgoing passengers and handling incoming and outgoing tours and to lease , charter on hire, cars, lorries, buses, trucks, tractors, ships, aeroplanes, carriages, vehicles and conveyance of all description.
5. To deal in Foreign Exchange subject to approval of appropriate authorities.

(B) **RATIONALE, PURPOSE AND OBJECT OF THIS SCHEME**

4. The Amalgamated Company is the holding company of the Amalgamating Company with common directorship. Further, the Board of Directors of the Companies are of the view that the amalgamation of the Amalgamating Companies into Amalgamated Company shall *inter alia* provide following benefit:

A. More efficient use of existing resources, operation on a broader scale, increasing efficiency in business operations, Reduction in overheads, administrative, managerial and other expenditure, optimal utilization of various resources due to consolidation of activities and to realize the potential for further growth,

B. Better and appropriate consolidation of the assets, both movable and immovable, of the Companies

For Ambrosia Corner House Private Limited


Director

For KAFILA HOSPITALITY & TRAVELS PVT. LTD.


Director

- C. Benefits for the existing and prospective customers due to amalgamation of the Amalgamating Company with Amalgamated Company
- D. Benefits for the lenders as amalgamation equips the Amalgamated Company to service the loan in more effective and time bound manner.
5. All costs, charges, expenses and taxes (including stamp duty, registration charges and statutory amounts) arising out of or in connection with the amalgamations contemplated under this Scheme shall be borne by the Amalgamated Company.

6. **DEFINITIONS**


In this Scheme, unless repugnant to the subject or meaning or context thereof, the following expressions shall have the meaning attributed to them as below:

- (i) "**Act**" means the Companies Act, 2013, as amended from time to time;
- (ii) "**Amalgamated Company**" means Kafila Hospitality And Travels Private Limited, a company incorporated incorporated on January 20, 1995 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Amalgamated Company is U74899DL1995PTC064578 and its registered office is situated at 10185-C, ARYA SAMAJ ROAD, KAROL BAGH, NEW DELHI DL 110005 India
- (iii) "**Amalgamating Company**" means Ambrosia Corner House Private Limited, a company incorporated on incorporated on June 5, 1974 under the provisions of the Companies Act, 1956. The

For Ambrosia Corner House Private Limited


Director

For KAFILA HOSPITALITY & TRAVELS PVT. LTD.


Director

Corporate Identification Number of the Amalgamating Company-1 is U55101DL1974PTC007297 and its registered office is situated at 10185C, ARYA SAMAJ ROAD KAROL BAGH NEW DELHI DL 110005

- (iv) **"Amalgamation Share(s)"** means the fully paid-up equity share(s) of Rs.10/- (Rupee Ten only) each to be issued and allotted by Kafila Hospitality And Travels Private Limited to the equity shareholders of each of the Amalgamating Company, as of the Effective Date, in accordance with this Scheme;
- (v) **"Applicable Law(s)"** means (i) all applicable statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines or policies of any applicable country and/ or jurisdiction; (ii) administrative interpretation, writ, injunction, directions, directives, judgment, arbitral award, decree, orders or approvals of, or agreements with, any governmental authority; and (iii) international treaties, conventions and protocols, as may be in force from time to time;
- (vi) **"Appointed Date"** means 1st December 2023 or such other date as may be mutually agreed in writing between the Companies and fixed by the respective Boards of the Companies;
- (vii) **"Asset(s)"** mean assets of every kind, nature and description, whether included in the balance sheet or not and includes movable property, immovable property, leasehold property, freehold property, owned property, leased property, tangible or intangible assets (including all investments, acquisitions, holdings in equity shares, preference shares, debentures and other securities of all descriptions of associate/ subsidiary/ joint venture companies in

For Ambrosia Corner House Private Limited


Director

For KAFILA HOSPITALITY & TRAVELS PVT. LTD.


Director

India and elsewhere), Intellectual Property, computers and accessories, software and related data, leasehold improvements, plant and machinery, offices, capital work in progress, vehicles, furniture, fixtures, office equipment, electricals, appliances and accessories, advance tax, tax deducted at source credits, tax credits (including but not limited to minimum alternate tax credit, pre-deposits made in indirect taxes, credits in respect of sales tax, value added tax, service tax, goods and services tax and other indirect taxes), deferred tax benefits;

- (viii) **"Board of Directors"** or **"Board"** means the respective board of directors of the Companies and shall, unless repugnant to the context, include a committee of directors or any person authorized by the Board of Directors or such committee of directors;
- (ix) **"Companies"** means the Amalgamating Company, and the Amalgamated Company, collectively;
- (x) **"Effective Date"** means:

in relation to Amalgamation such date or dates as of which the Amalgamating Company shall have filed the certified copy of the NCLT's order sanctioning this Scheme with the RoC

- (xi) **"Intellectual Property"** means and includes all intellectual properties including trademarks, service marks, logos, trade names, domain names, database rights, design rights, rights in know-how, trade secrets, copyrights, moral rights, confidential processes, patents, inventions and any other intellectual property or proprietary rights (including rights in computer software) pertaining to JIL, in each case whether registered or unregistered and including applications for the registration or grant of any such rights and any

For Ambrosia Corner House Private Limited


Director

For KAPILA INVESTMENTS & TRAVELS PVT. LTD.


Director

Director

and all forms of protection having equivalent or similar effect anywhere in the world;

- (xii) **"IT Act"** means the Income-tax Act, 1961 and shall include any statutory modifications, re-enactments or amendments thereof for the time being in force;
- (xiii) **"Liability(ies)"** means liabilities of every kind, nature and description including contingent liabilities, whether past, present or future, including, but not limited to, secured loans, unsecured loans, borrowings, statutory liabilities, contractual liabilities, duties, obligations, guarantees and those arising out of proceedings of any nature;
- (xiv) **"NCLT"** means the bench of the National Company Law Tribunal at Delhi and shall include, if applicable, such other forum or authority as may be vested with the powers of the NCLT under the Act;
- (xv) **"RoC"** means the Registrar of Companies, Delhi;
- (xvi) **"Rs."** means rupees being the lawful currency of the Republic of India;
- (xvii) **"Scheme"** means this composite scheme of arrangement in its present form, or with any modification(s), as may be approved or directed by the NCLT or by the Board of Directors of the Companies in accordance with the terms hereof; and

7. CAPITAL STRUCTURE OF THE COMPANIES

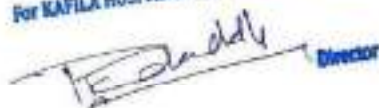
(i) Capital Structure of the Amalgamating Company

Capital Structure of the Amalgamating Company

For Ambrosia Corner House Private Limited


Director

For KAFILA HOSPITALITY & TRAVELS PVT. LTD.


Director

The authorized, issued, subscribed and fully paid-up share capital of the Amalgamating Company-1 as on 31st March 2023, is as under:

Authorized Share Capital	Amount (in Rs.)
13730000 equity shares of Rs. 10/- each	137300000
Total	137300000
Issued, Subscribed and Fully Paid-up Share Capital	Amount (in Rs.)
13418689 equity shares of Rs. 10/- each	134186890
Total	134186890

The authorized, issued, subscribed and fully paid-up share capital of the Amalgamating Company-1 as on 30th November 2023, is as under:

Authorized Share Capital	Amount (in Rs.)
13730000 equity shares of Rs. 10/- each	137300000
Total	137300000
Issued, Subscribed and Fully Paid-up Share Capital	Amount (in Rs.)
13418689 equity shares of Rs. 10/- each	134186890
Total	134186890

(ii) **Capital Structure of the Amalgamated Company**

The authorized, issued, subscribed and paid-up share capital of the Amalgamated Company as on 31st March 2023 is as under:

Authorized Share Capital	Amount (in Rs.)
20,00,000 equity shares of Rs.10/- each	2,00,00,000

For Ambrosia Corner House Private Limited


Director

For KAPILA HOSPITALITY & TRAVELS PVT. LTD.


Director

Total	2,00,00,000
Issued, Subscribed and paid up Share Capital	Amount (in Rs.)
9,28,776 equity shares of Rs.10/- each	92,87,760
Total	92,87,760

The authorized, issued, subscribed and paid-up share capital of the Amalgamated Company as on 30th November 2023 is as under:

Authorized Share Capital	Amount (in Rs.)
20,00,000 equity shares of Rs.10/- each	2,00,00,000
Total	2,00,00,000
Issued, Subscribed and paid up Share Capital	Amount (in Rs.)
9,28,776 equity shares of Rs.10/- each	92,87,760
Total	92,87,760

8. Transfer and vesting of the Amalgamating Company

- (i) Upon the Effective Date and with effect from the Appointed Date, the Amalgamating Company shall stand amalgamated and all their respective Assets, Liabilities, rights and obligations, as applicable, be transferred and vested in Amalgamated Company, on a going concern basis, without any requirement of a further act or deed, so as to become as and from the Appointed Date, the Assets, Liabilities, interests and obligations, as applicable, of Amalgamated Company.
- (ii) During the time period and tenure of the Amalgamation process of the Companies, the Amalgamating Company shall continue to conduct and carry on its affairs, business and take care of its assets on behalf of and in trust of the Amalgamated Company.

For Ambrosia Corner House Private Limited


Director

(i)

For KAPILA HOSPITALITY & TRAVELS PVT. LTD.


Director

9. Transfer of Assets

- (i) Upon the Effective Date and with effect from the Appointed Date, all Assets of the Amalgamating Company, as are movable in nature or are incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery shall stand transferred to and vested in Amalgamated Company and shall become the property and an integral part of Amalgamated Company (to the extent permissible under Applicable Law).
10. Upon the Effective Date and with effect from the Appointed Date, all movable Assets of the Amalgamating Company, other than those specified in Clause 9 (i) including cash and cash equivalents, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi-government, local and other authorities and bodies, customers and other persons shall without any requirement of a further act, instrument or deed become the property of Amalgamated Company.
11. Upon the Effective Date and with effect from the Appointed Date, all Assets of the Amalgamating Company, as are immovable in nature shall stand transferred to and vested in Amalgamated Company and shall become the property and an integral part of Amalgamated Company (to the extent permissible under Applicable Law), without any further act and deed.
12. Upon the Effective Date, in relation to Assets (if any) belonging to the Amalgamating Company which require separate documents for vesting in Amalgamated Company, the Amalgamating Company, as applicable, and Amalgamated Company will execute such deeds, documents or such other instruments, if any, as may be mutually agreed.

For Ambrosia Corner House Private Limited


Director

11

For KAFILA HOSPITALITY & TRAVELS PVT. LTD.


Director

(10) Transfer of Liabilities

- (i) Upon the Effective Date and with effect from the Appointed Date, all Liabilities of the Amalgamating Company shall, without any requirement of a further act or deed, be transferred to, or be deemed to be transferred to Amalgamated Company so as to become from the Appointed Date, the Liabilities of Amalgamated Company and Amalgamated Company undertakes to meet, discharge and satisfy the same.

11. Contracts, Deeds, Bonds and Other Instruments

- 11.1 With effect from the Appointed date, Subject to the other provisions contained in this Scheme all contracts, deeds, bonds, agreements and other instruments of whatever nature to which Amalgamating Company is a party subsisting or having effect immediately before the arrangement shall remain in full force and effect against or in favour of Amalgamated Company and may be enforced as fully and effectually as if instead of Amalgamating Company, Amalgamated Company had been a party thereto.
- 11.2 With effect from the Appointed date, all permits, quotas, rights, industrial and other licences, branches, offices, depots and godowns, trade marks, trade names, know-how and other intellectual property, patents, copyrights, privileges and benefits of all contracts, agreements and all other rights including lease rights, licenses, powers and facilities of every kind, nature and description whatsoever pertaining to the Amalgamating Company to which Amalgamating Company is a party or to the benefit of which Amalgamating Company may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be and remain in full force and effect in favour of or against Amalgamated Company as the case may



Director



Director

be, and may be enforced as fully and effectually as if, instead of Amalgamating Company, Amalgamated Company had been a party or beneficiary or obligee thereto.

- 11.3 With effect from the Appointed Date, any statutory licenses, no objection certificates, permissions or approvals or consents required to carry on operations of the Amalgamating Company shall stand vested in or transferred to Amalgamated Company without further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of Amalgamated Company. The benefit of all statutory and regulatory permissions, factory licenses, environmental approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of the Amalgamating Company shall vest in and become available to Amalgamated Company pursuant to the scheme.
- 11.4 The Amalgamated Company, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, will execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to the Amalgamating Company to which Amalgamating Company is a party in order to give formal effect to the above provisions. Amalgamated Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of Amalgamating Company and to carry out or perform all such formalities or compliances referred to above on part of Amalgamating Company.

12. Employees

- (i) Upon the Effective Date, the respective employees of the Amalgamating Company as on the Effective Date, if any, shall be deemed to have become employees of Amalgamated Company, without any interruption of service and on the basis of continuity of service and terms and conditions no less favourable than those applicable to them with reference to the Amalgamating Company on

For Ambrosia Corner House Private Limited


Director

13

For KAPILA HOSPITALITY & TRAVELS PVT. LTD.


Director

the Effective Date. The services of such employees, if any, with the Amalgamating Company up to the Effective Date shall be taken into account for the purposes of all benefits to which the employees, if any, may be eligible under Applicable Law.

- (ii) Upon the Effective Date, all contributions to funds and schemes in respect of provident fund, employee state insurance contribution, gratuity fund, superannuation fund, staff welfare scheme or any other special schemes or benefits created or existing for the benefit of the employees of the Amalgamating Company as on the Appointed Date, if any, shall be made by Amalgamated Company in accordance with the provisions of such schemes or funds and Applicable Law.

13. Continuation of Legal Proceedings

- (i) Upon the Effective Date, all legal or other proceedings, if any (including before any court, statutory or quasi-judicial authority or tribunal), by or against any of the Amalgamating Company, whether pending on the Appointed Date, or which may be instituted any time in the future (irrespective of whether they relate to periods on or prior to the Appointed Date) and in each case relating to the Amalgamating Company ("**Amalgamating Company Proceeding(s)**") shall be continued and enforced by or against Amalgamated Company after the Effective Date, to the extent permissible under Applicable Law and in accordance with this Scheme.
- (ii) If any amalgamating Company Proceeding (S) is /are pending, the same shall not abate, be discounted or in any way be prejudicially affected by reason of this Scheme and the proceedings may be continued, prosecuted and enforced, by or against Amalgamated Company in the same manner and to the same extent as they

For Ambrosia Corner House Private Limited



Director

14

For KAPILA HOSPITALITY & TRAVELS PVT LTD.



Director

would or might have been continued, prosecuted and enforced by or against the respective Amalgamating Company, as applicable, as if this Scheme had not been made.

14. Treatment of Taxes

- (i) Upon the Effective Date and with effect from the Appointed Date, all taxes and duties payable by the Amalgamating Company (including under the IT Act, Central Excise Act, 1944, Finance Act, 1994, Customs Act, 1962, goods and services tax laws and all other applicable Laws), accruing and relating to the Amalgamating Company, from the Appointed Date onwards, including but not limited to advance tax payments, tax deducted at source credits, minimum alternate tax credit, any refund and claims shall, for all purposes, be treated as advance tax payments; tax deducted at source credits or refunds and claims, as the case may be, of Amalgamated Company.
- (ii) Upon the Effective Date, all unutilized credits and exemptions, benefit of carried forward losses/ unabsorbed depreciation and other statutory benefits, including in respect of income tax (including but not limited to tax deducted at source, tax collected at source, advance tax, minimum alternate tax credit etc.), cenvat, customs, value added tax, sales tax, value added tax, service tax, goods and services tax, etc. to which the Amalgamating Company is entitled to, shall be available to and vest in Amalgamated Company, without any requirement of a further act or deed.
- (iii) All the expenses incurred by the Amalgamating Company and Amalgamated Company in relation to the amalgamation with Amalgamated Company as per this Scheme, including stamp duty expenses, if any, shall be allowed as deduction to Amalgamated

For Ambrosia Corner House Private Limited


Director

For KAPILA HOSPITALITY & TRAVELS PVT. LTD.


Director

Company in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which this Scheme becomes effective.

- (iv) Any refund under the tax laws due to the Amalgamating Company consequent to the assessments made on the Amalgamating Company, and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall belong to and be received by Amalgamated Company. The relevant authorities shall be bound to transfer to the account of and give credit for the same to Amalgamated Company upon the passing of the orders on this Scheme by the NCLT and upon relevant proof and documents being provided to the said authorities.
- (v) The Amalgamating Company may be entitled to various incentive schemes and pursuant to this Scheme, it is declared that the benefits under all such schemes and policies pertaining to the Amalgamating Company, as applicable, shall stand transferred to and vested in Amalgamated Company and all benefits, entitlements and incentives of any nature whatsoever including benefits under the income tax, excise duty, value added tax, sales tax, service tax, goods and services tax, exemptions, concessions, remissions, subsidies and other incentives, to the extent statutorily available, shall be claimed by Amalgamated Company.

15. Conduct of Business

- (i) With effect from the Appointed Date and up to and including the Effective Date:

The Amalgamating Company undertake to carry on and shall be deemed to carry on their respective businesses' and

For Ambrosia Corner House Private Limited



Director

16

For KAPILA HOSPITALITY & TRAVELS PVT. LTD.



Director

stand possessed of their Assets, for and on account of and in trust for Amalgamated Company; and

all income, receipts, profits accruing to the Amalgamating Company and all taxes thereon or Liabilities or losses arising or incurred by it shall, for all purposes, be treated as and deemed to be the income, expenses, payments, profits, Liabilities, taxes or losses, as the case may be, of Amalgamated Company.

- (ii) Subject to the effectiveness of this Scheme, with effect from the date of approval of this Scheme by the respective Board of Directors of the Amalgamating Company and Amalgamated Company, and up to and including the Effective Date, the Amalgamating Company shall carry on their respective businesses with reasonable diligence and business prudence and in the same manner as they had been doing hitherto.

16. Issue of Shares by Amalgamated Company and change of share capital of Amalgamating Company and Amalgamated Company

1. Upon the Scheme being sanctioned by the Hon'ble of Delhi NCLT of Delhi and it becoming effective in terms of the Scheme, Amalgamated Company shall without any further application or deed, issue at par and allot on proportionate basis to each member of Amalgamating Company whose name is recorded in the Register of Members of Amalgamating Company on the Appointed Date or his/her heirs, executors, administrators or the successors- in-title, as the case may be, such number of shares as per the swap ratio on the basis of valuation report of Registered Valuer, which is provided herein below, subject to fraction if any which shall be cashed out to the equity shareholders of the Amalgamating Company:

A. For every 45 (Forty Five) equity shares of the Amalgamating Company

For Ambrosia Corner House Private Limited


Director

17

For KAFILA HOSPITALITY & TRAVELS PVT. LTD.


Director

4 (Four) equity shares of the Amalgamated Company shall be issued and allotted without any further act and deed within 60 (Sixty) days of the Effectiveness of the scheme.

B. The fair value of fractional shares if any shall be paid to the equity shareholders of the Amalgamating Company within 15 (Fifteen) days of allotment of shares.

2. The value of investment made by the amalgamated company as a holding company in the amalgamating company shall be canceled to the proportionate value of share capital of the amalgamating company and any difference in value shall be accounted for as capital reserve or goodwill as the case may be.

3. The Amended capital clause of the Memorandum of Association of the Amalgamated Company without convening any meeting of the share holders and without any acts, deeds and costs shall be as under:

"The Authorised Share Capital of the Company is Rs. 15,73,00,000/- (Rupees Fifteen Crore Seventy Three Lakhs Only) divided into 1,57,30,000 (One Crore Fifty Seven Lakh Thirty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each."

17. DIVIDENDS, PROFITS, BONUS/RIGHTS SHARES

17.1 Amalgamating Company shall not declare any dividend for the period commencing from and after 1st December 2023 without the written consent of the Amalgamated Company.

17.2 Subject to the provisions of the Scheme, the profits of the Amalgamating Company for the period beginning from 1st December 2023 shall belong to and be the profits of the Amalgamated Company and will be

For Ambrosia Corner House Private Limited


Director

For KAPILA HOSPITALITY & TRAVELS PVT. LTD.


Director

available to the Amalgamated Company for being disposed of in any manner, as it thinks fit, including declaration of dividend by the Amalgamated Company in respect of its financial year ending 31st March, 2024 or any year thereafter.

- 17.3 Amalgamating Company shall not issue or allot any Rights Shares or Bonus Shares, out of its authorized or unissued Share Capital for the time being.

18 Application to the NCLT

Each of the Companies shall jointly make the requisite company applications/ petitions under Sections 230 to 232 and other applicable provisions of the Act to the NCLT of Delhi for seeking sanction of this Scheme and all matters ancillary or incidental thereto, as may be necessary to give effect to the terms of this Scheme.

19 . MODIFICATIONS/AMENDMENTS TO THE SCHEME

Amalgamating Company and Amalgamated Company may in their full and absolute discretion, assent from time to time, on behalf of all persons concerned to any modifications or amendments to the Scheme or agree to any terms and / or conditions which the NCLT and / or any other authorities under law may deem fit to approve of or direct or impose or which may otherwise be considered necessary or desirable or appropriate by them in the best interest of the members for settling any questions or doubt or difficulty that may arise, whether by reason of any order of the Court or of any directive or orders of any other authorities or otherwise howsoever, arising out of, under or by virtue of this Scheme and for the implementation and / or carrying out of the Scheme, or in any matter connected therewith and to do all acts, deeds, matters and things and take all such steps as may be necessary, desirable or expedient for putting the Scheme into effect. The aforesaid powers of Amalgamating Company and Amalgamated Company may be exercised by

For Ambrosia Corner House Private Limited


Director

19

For KAFILA HOSPITALITY & TRAVELS PVT. LTD.


Director

their respective Boards, a committee or committees of the concerned Board or any Director authorized in that behalf by the concerned Board.

20 SCHEME CONDITIONAL ON APPROVALS/SANCTIONS

The Scheme is conditional upon and subject to the following approvals/permissions and the Arrangement shall be deemed to be completed on the Effective Date.

- a) The approval of the Scheme by the requisite majorities of such classes of persons of Amalgamating Company and Amalgamated Company, as may be directed by the NCLT on the applications made for directions under Section 230 read with section 232 of the Act for calling meetings and necessary resolutions being passed under the Act.
- b) The sanctions of the NCLT of the Scheme of Arrangement under Sections 232 (3) of the Act in favour of Amalgamating Company & Amalgamated Company and to the necessary Order or Orders under Sections 232(4) of the Act.
- c) The approvals of public financial institutions, banks and creditors wherever necessary, under any contract entered into with them by Amalgamating Company and Amalgamated Company.
- d) The Sanction or Approval under any law of the Central Government or any other agency, department or authorities concerned in respect of any of the matters in respect of which such sanction or approval is required.
- e) The Scheme shall be subject to such modifications as the NCLT of Delhi while sanctioning such arrangement of Amalgamating Company with Amalgamated Company may direct the Scheme once sanctioned will be binding on all concerned.

For Ambrosia Corner House Private Limited


Director

For KAFILA HOSPITALITY & TRAVELS PVT. LTD.


Director

- f) Notwithstanding anything contained hereinabove, the Scheme shall also become effective in terms of and upon the fulfillment of requirements of any other law that may be brought into force in this behalf before the Scheme otherwise becomes effective as hereinbefore provided.

21 EFFECT OF NON-RECEIPT OF APPROVALS/SANCTIONS

In the event of any of the said sanctions and approvals referred to in clause 20 above not being obtained and / or the Scheme not being sanctioned by the Court and / or the order or orders not being passed as aforesaid, the Scheme of Arrangement shall become null and void and shall stand revoked, cancelled and be of no effect and in that event no rights and liabilities whatsoever shall accrue to or be incurred by parties inter se, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or may otherwise arise in law. Amalgamating Company and Amalgamated Company shall bear their own costs, charges and expenses in connection with the Scheme unless otherwise mutually agreed.

22 EXPENSES CONNECTED WITH THE SCHEME

- a) All costs, charges and expenses in connection with the Scheme and of carrying on or completing the terms and provisions of the Scheme including any incidental charges shall be borne and paid by Amalgamated Company .
- b) In the event of non-fulfillment of any or all obligations under the Scheme, by either Amalgamating Company or Amalgamated Company, the non-performance of which will put the other company under any obligation, such defaulting company will indemnify all costs / interests etc. to the other company, subject to a specific provision, if any, to the contrary under the Scheme.

For Ambrosia Corner House Private Limited


Director

21

For KAFILA HOSPITALITY & TRAVELS PVT. LTD.


Director

- c) All costs, charges, taxes including duties, levies and all other expenses, including legal expenses, if any (save where expressly provided otherwise) of Amalgamating Company or Amalgamated Company respectively in relation to or in connection with this Scheme including negotiation leading upto the Scheme and for carrying out and completing the terms and provisions of this Scheme and / or incidental to the completion of arrangement of Amalgamating Company in pursuance of this Scheme shall be borne and paid by Amalgamated Company.

23. Dissolution of the Amalgamating Company

Upon the Effective Date, the Amalgamating Company shall, without any requirement of any further act or deed, stand dissolved without being wound up in accordance with the Act and theretrespective

24. ACCOUNTING TREATMENT

Upon the Scheme being effective the Amalgamation shall be accounted in accordance with the pooling of Interest Method as notified under AS-14 accounting for Amalgamation and all other applicable Accounting Standards notified by Central Government under the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014.

Signed in terms of the Board Resolution dated 12th December 2023

For & on Behalf of

KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED

For KAFILA HOSPITALITY & TRAVELS PVT. LTD.



Director

PRADEEP CHADHA

MANAGING DIRECTOR

DIN : 01736620

For & on Behalf of

AMBROSIA CORNER HOUSE PRIVATE LIMITED

For Ambrosia Corner House Private Limited



Director

AMIT CHADHA

DIRECTOR

DIN : 05152591



BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

NEW DELHI, BENCH VI

CA(AA)/08/ND/2024

(Under sections 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.)

IN THE MATTER OF SCHEME OF ARRANGEMENT OF

M/s. Ambrosia Corner House Private Limited

Registered Office at:

10185C, Arya Samaj Road, Karol Bagh, New Delhi- 110005

... Transferor Company

AND

M/s. Kafila Hospitality and Travels Private Limited

Registered Office at:

10185C, Arya Samaj Road, Karol Bagh, New Delhi-110005

... Transferee Company

For the Applicant Companies: Mr. Vivek Sinha, Mr. Vivek Malik, Mr.

Shubham Bharara, Advs.

CORAM:

SH. MAHENDRA KHANDELWAL, HON'BLE MEMBER (JUDICIAL)

SH. RAHUL BHATNAGAR, HON'BLE MEMBER (TECHNICAL)



ORDER

PER – RAHUL BHATNAGAR, MEMBER (TECHNICAL)

Order Delivered on: 08.07.2024

1. This is a first motion application filed jointly by the Applicant Company No 1, M/s. Ambrosia Corner House Private Limited (for brevity “Transferor Company / Applicant Company No 1”) and M/s. Kafila Hospitality and Travels Private Limited (for brevity “Transferee Company / Applicant Company No 2”) under Section 230-232 of Companies Act, 2013 read with other applicable provisions of the Act read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the Rules) in relation to the Scheme of Arrangement between the Applicant Companies in relation to the Scheme of Arrangement by way of Amalgamation (hereinafter referred to as the “SCHEME”) proposed between the applicants.
2. That the Transferor Company and the Transferee Company under the Scheme of Arrangement have their respective registered office in New Delhi and hence are under the jurisdiction of the National Company Law Tribunal, Bench at New Delhi.
3. The Scheme of Arrangement was approved by Board of Directors of both the Applicant Companies No 1& 2 on 12.12.2023 and the copy of the same have been duly signed and filed along with the application.
4. The Applicant Company No.1/Transferor Company – M/s. Ambrosia Corner House Private Limited, having CIN U55101DL1974PTC007297, was incorporated under the provisions of the Companies Act, 1956 as a



Private Limited Company vide Certificate of Incorporation dated 05.06.1974, having its registered office at 10185C, Arya Samaj Road Karol Bagh New Delhi DL 110005. The Share Capital of the Applicant Company No. 1/ Transferor Company is as under: -

Authorized Share Capital	Amount (in Rs.)
13730000 equity shares of Rs. 10/- each	137300000
Total	137300000
Issued, Subscribed and Fully Paid-up Share Capital	Amount (in Rs.)
13418689 equity shares of Rs. 10/- each	134186890
Total	134186890

5. The Applicant Company No. 2/Transferee Company – M/s. Kafila Hospitality and Travels Private Limited, having CIN U74899DL199SPTC064578, was incorporated under the provisions of the Companies Act, 2013 as Private Limited Company vide Certificate of Incorporation dated 20.01.1995 with the Registrar of Companies, NCT of Delhi & Haryana and having its registered office at 10185C, Arya Samaj Road Karol Bagh New Delhi DL 110005. The Share Capital of the Transferee Company is as under-

Authorized Share Capital	Amount (in Rs.)
20,00,000 equity shares of Rs.10/- each	2,00,00,000
Total	2,00,00,000
Issued, Subscribed and paid up Share Capital	Amount (in Rs.)
9,28,776 equity shares of Rs.10/- each	92,87,760
Total	92,87,760



6. The Transferor Company as well as the Transferee Company have filed their respective Memorandum and Articles of Association, inter alia delineating their object clauses, as well as their last Audited Annual Accounts for the Financial 31.03.2023.

7. The proposed scheme of amalgamation will have following benefits:

- It would result in a simple corporate structure, optimal use of personnel and infrastructure; synergy and optimization of operations; avoiding duplication of work
- The amalgamation is expected to reduce redundancies and multiplicity/duplication of various accounts and overheads due to Petitioner Companies being holding and subsidiary entities.
- It will be conducive to better and more efficient and effective conduct of business and operations of the amalgamated entity, by utilizing the financial resources, managerial, technical, and marketing and services delivery capabilities.
- The Amalgamation will result in simplification of the group structure and management structure and other costs from more focused operational efforts, rationalization, standardization and simplification of business processes.
- The Amalgamation will enable the combined entity to leverage their consolidated resources to: (a) increase revenue capacities; and (b) undertake research and development initiatives to improve business processes.
- The synergies that exist between the companies in terms of services and resources can be put to the best advantage of all stakeholders.

8. It has been stated that the Transferor Company has 8 Shareholders.

Certificate from the Chartered Accountants certifying list of Shareholders was annexed. All of them have given their respective consents by way of affidavits, which were annexed to the application. In relation to the Shareholders, it seeks to dispense with the holding/convening of the meetings as their consent affidavits were placed on record. The Transferor



Company had 1 Secured Creditor as on the latest audited books of account. However, as on the appointed date, all liabilities towards the secured creditor have been paid and as on appointed date there is no secured creditor. Copy of the Form CHG-4 evidencing repayment of loan and satisfaction thereof, along with no due certificate is attached with the application. Hence, necessity of convening or dispensing the meeting does not arise. It was further represented that the Transferor Company has 217 Unsecured Creditors. Certificate from Chartered Accountants certifying list of creditors was annexed. The Applicant Company No 1 has prayed to convene the meeting of Unsecured Creditors.

9. It has been stated that the Transferee Company has 7 Shareholders. Certificate from the Chartered Accountants certifying list of Shareholders was annexed. All of them have given their respective consents by way of affidavits, which were annexed to the application. In relation to the Shareholders, it seeks to dispense with the holding/convening of the meetings as their consent affidavits were placed on record. The Transferee Company has 3 Secured Creditors. Certificate from the Chartered Accountants certifying list of Creditors was annexed. The Transferee Company has prayed to convene the meeting of Secured Creditors. It was further represented that Transferee Company has 3174 Unsecured Creditors. Certificate from the Chartered Accountants certifying list of Creditors was annexed. The Applicant Company has prayed to convene the meeting of Unsecured Creditors of Transferee Company.



10. The Applicant Companies have stated that the provisions relating to the accounting treatment for the proposed scheme were in conformity with the applicable provisions of the Companies Act, 2013. Certificates from the Statutory Auditor of the Applicant Companies on the accounting treatment, as proposed in the Scheme, were annexed to the application and it is clearly stated that the accounting treatment is in conformity with that prescribed under Section 133 of Companies Act, 2013.
11. The Applicant Companies have stated there are no proceedings for inspection / investigation under the Companies Act, 1956 and Companies Act, 2013 or the Act or any proceedings under any other department of Applicant Companies or their Directors.
12. Taking into consideration the submissions and the documents filed therewith, the following directions are issued forthwith in respect of convening/holding or dispensing with the meetings of the Shareholders. Secured and Unsecured Creditors of Applicant Companies: -

A. In relation to the Transferor Company:

- a) With respect to Equity Shareholders:** In view of consent affidavits from the 8 Equity Shareholders, having 100% voting share, been filed, convening the meeting of shareholders/members is dispensed with.
- b) With respect to Secured Creditors:** Since there are no secured creditors of the Transferor Company, therefore the necessity of convening the meeting does not arise.



c) With respect to Unsecured Creditors: The meeting of the Unsecured Creditors of the Transferor Company is directed to be held at the venue, date, time and mode as decided by the Chairperson in consultation with the counsel for Applicant Companies. The quorum for the meeting will be 145, being 2/3 in number.

B. In relation to the Transferee Company:

a) With respect to Equity Shareholders: In view of consent affidavits from the 7 Equity Shareholders, having 100% voting share, been filed, convening the meeting of shareholders/members is dispensed with

b) With respect of Secured Creditors: The meeting of the Secured Creditors of the Transferee Company is directed to be held at the venue, date, time and mode as decided by the Chairperson in consultation with the counsel for Applicant Companies. The quorum for the meeting will be 2, being 2/3 in number.

c) With regard to Unsecured Creditors: The meeting of the Unsecured Creditors of the Transferee Company is directed to be held at the venue, date, time and mode as decided by the Chairperson in consultation with the counsel for Applicant Companies. The quorum for the meeting will be 2116, being 2/3 in number

13. Mr. Harbhajan Singh, IAS (Retd), (Email Id- hbsingh2311@gmail.com; Mobile No.-9560877722) is appointed as the **Chairperson**, Mr. Swaralipi Debroy, Advocate (E-mail Id- rkabcl_sdr@yahoo.in; Mobile No.- 8510094876) is appointed as **Alternate Chairperson** and Ms. Sonali Gupta, CS (E-mail Id- csguptasonali@gmail.com; Mobile No.-



9920110834) is appointed as **Scrutinizer** for the aforesaid meetings of the Transferor Company and Transferee Company in terms of the directions issued herein.

14. In case the quorum for the aforesaid meeting is not present at the meeting, then the meeting shall be adjourned by half an hour. Thereafter the persons present and voting shall be deemed to constitute the quorum. The Chairperson and Alternate Chairperson appointed herein along with the Scrutinizer shall ensure that the proxy Registers are properly maintained.
15. The Fees of the Chairperson for the aforesaid three meetings shall be Rs. 1,75,000/- . The Fees of the Alternate Chairperson shall be Rs. 1,50,000/- and the Fees of the Scrutinizer shall be Rs. 1,25,000/- in addition to meeting their incidental expenses. The Chairperson will file his report within a week from the date of holding of the aforesaid meeting. The fees of Chairperson, Alternate Chairperson and Scrutinizer along with the travelling expenses and other out of pocket expenses shall be borne by the respective Applicant Company. A copy of this order shall be provided to the learned counsels for the Applicant Companies who in turn shall provide a copy of the same to the Chairperson, Alternate Chairperson and the Scrutinizer.
16. Individual notices shall be sent to the Unsecured Creditors of all the Applicant Companies as well as Secured Creditors of the Transferee Company through email or through registered post or speed post, 30 days in advance before the scheduled date of meeting, indicating the day, date, the place fixed for and time of meeting as aforesaid, together with a copy of the Scheme and copy of explanatory statement as required under the



Companies Act, 2013 and the Rules, along with the proxy forms and any other documents as may be prescribed under the Act. These will be provided free of cost. A compliance affidavit of service will be filed with this Tribunal.

17. The Applicant Companies shall publish an advertisement at least 30 clear days before the aforesaid meeting, indicating the day, date and the place fixed and time of meeting as aforesaid, which will be published in “Business Express” (English) and “Business Standard” (Hindi), both Delhi NCR editions. The Applicant Companies shall also publish the notice on their websites, if any and file a compliance affidavit of service with this Tribunal.
18. The Chairperson shall be responsible to report the results of the meetings to the Tribunal within 7 (seven) days of the conclusion of the meetings. The Chairperson shall be assisted by the Authorized Representative / Company Secretary of the Applicant Companies and the Scrutinizer, who will assist the Chairperson and Alternate Chairperson in preparing and finalizing the reports.
19. Voting shall be allowed on the proposed Scheme by voting in person, by proxy, through postal ballot or through electronic means as may be decided by the Chairperson in consultation with the counsel of the Applicant Companies in terms of the provisions of the Companies Act, 2013 and Rules framed there under.
20. Notice of this application shall be served on the following:



- i. The Regional Director, Northern Region, Ministry of Corporate Affairs, B-2 Wing, 2nd Floor, Pt. Deendayal Antyodaya Bhawan, CGO Complex, New Delhi-110003;
- ii. The Registrar of Companies, NCT of Delhi and Haryana, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019;
- iii. Official liquidator, Lok Nayak Bhavan, 8th Floor, Khan Market, New Delhi-110001;
- iv. Concerned office of Income Tax Department of both the Applicant Companies. The notices to Income Tax Authorities shall disclose sufficient details like PAN, ward numbers and assessing officers so that timely and proper reply may be filed.
- v. Any other sectoral regulators required to be served.

The application stands allowed on the aforesaid term and accordingly disposed off.

SD/-
(RAHUL BHATNAGAR)
MEMBER (TECHNICAL)

SD/-
(MAHENDRA KHANDELWAL)
MEMBER (JUDICIAL)



IN THE NATIONAL COMPANY LAW TRIBUNAL: NEW DELHI
COURT-VI

Item No. 112
CA(AA)/08/ND/2024
IA/207/2024

IN THE MATTER OF:

M/s Ambrosia Corner House Pvt ltd

...APPLICANT

Section

U/s 230-232

Order delivered on 28.08.2024
HYBRID HEARING (PHYSICAL & VC)

Coram:

SHRI MAHENDRA KHANDELWAL, HON'BLE MEMBER (JUDICIAL)

SHRI RAHUL BHATNAGAR, HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Petitioner/Applicant	:
For the RD	:
For the OL	:
For the IT Department	:

ORDER

IA/207/2024

This is an application filed under Rule 11 of the NCLT Rule, 2016 seeking rectification of the typographical error which has erupt in order dated 08.07.2024 passed in CA(AA)/08/ND/2024 in this Tribunal.

Heard the Ld. Counsel on behalf of the Applicant. It was submitted that in order dated 08.07.2024 due to inadvertent error in para 17 of the order, in line 4 the words "Business Express" (English) is mentioned whereas the correct term is "Business Standard" (English). Therefore, in exercise of power conferred under the NCLT Rules, 2016 para 17 of the said order is modified to the extent that for the words "Business Express" (English) the words "Business Standard" (English) be read. This order shall be read along with the order dated 08.07.2024. With these observations, the present IA is **disposed of**.

Sd/-
(Rahul Bhatnagar)
Member (T)

Sd/-
(Mahendra Khandelwal)
Member (J)



**Share Swap Calculation Report
For Merger of
AMBROSIA CORNER HOUSEPRIVATE LIMITED**

(CIN: U55101DL1974PTC007297)

Into

**KAFILA HOSPITALITY AND
TRAVELS PRIVATE LIMITED**

(CIN: U74899DL1995PTC064578)

**Prepared by: Hitesh Jhamb
(IBBI REGISTERED VALUER)
Registration No: IBBI/RV/11/2019/12355**

Contact Details

Hitesh Jhamb

CS, RV (SFA), LLB, B.Com

09953001339 Email:

jassociates.cs@gmail.com

Office Address: 116, L-1 Tower, FF, Cloud-9, Sector-1, Vaishali-201010



Date: 10.11.2023

To,
The Board of Directors,
KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED
Address: 10185-C, ARYA SAMAJ, ROAD, KAROL BAGH,
NEWDELHI, India, 110005

CIN: - U74899DL1995PTC064578

Dear Sirs,

**Subject: Recommendation of Share Swap ratio for the
Proposed Merger of AMBROSIA CORNER
HOUSE PRIVATE LIMITED into KAFILA
HOSPITALITY AND TRAVELSPRIVATE LIMITED**

I refer to my engagement letter dated 01.11.2023, whereby KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED (hereinafter referred to as "You" or "Client" or "the Company" or "KHATPL"), have requested the undersigned, **Hitesh Jhamb** (hereinafter referred to as "Valuer", "I," "my," or "me"), a Registered Valuer registered with the Insolvency & Bankruptcy Board of India having Registration Number **IBBI/RV/11/2019/112355**, to carryout the calculation of Share Swap ratio for the Proposed Merger of AMBROSIA CORNER HOUSE PRIVATE LIMITED into KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED.

My report summarizing the valuation analysis and share swap ratio calculation as on **31.03.2023** ("**Valuation Date**") considering various data as stated in Source of Information is hereby enclosed.



A summary of the analysis is presented in the accompanying report, and the factors considered in formulating our opinion. In addition, the sources of information used in this report and the scope of work in the course of our assignment, noting any limitations on our assignment have also been listed in the report.

HITESH
JHAMB

Digitally signed by
HITESH JHAMB
Date: 2023.11.10
15:51:36 +05'30'

Hitesh Jhamb Registered Valuer (SFA)
Regn. No. IBBI/RV/11/2019/12355



I. Purpose:

1. We have been informed that the Board of Directors of the Companies are considering a proposal for the merger of AMBROSIACORNER HOUSE PRIVATE LIMITED into KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED under a Scheme of Amalgamation pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 ("Proposed Merger"). Subject to necessary approvals, AMBROSIA CORNER HOUSE PRIVATE LIMITED would be merged into KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED with effect from an **Appointed Date**. In consideration of the Proposed Merger, equity shares of KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED are proposed to be issued to the equity shareholders of AMBROSIA CORNER HOUSE PRIVATE LIMITED.
2. Pursuant to the Proposed Merger, the entire business undertaking including all the assets, liabilities, employees etc. of AMBROSIA CORNER HOUSE PRIVATE LIMITED would be transferred and vested with and into KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED.
3. For this purpose, we have carried out an evaluation of AMBROSIA CORNER HOUSE PRIVATE LIMITED, with a view to recommend ratio of equity shares to be issued to the equity shareholders of AMBROSIA CORNER HOUSE PRIVATE LIMITED on merger of AMBROSIA CORNER HOUSE PRIVATE LIMITED into KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED, for the consideration of the Board of Directors of both the Companies.



4. The information contained herein, and our report is absolutely confidential. It is intended for the sole use and information of the Companies, and only in connection with the Proposed Merger. Any person/ party intending to provide finance/ invest in the shares/ businesses of any of the Companies shall do so after seeking professional advice from their advisors and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is hereby notified that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the Proposed Merger as aforesaid, can be done only with our prior permission in writing.

II. About the Valuer:

Mr. Hitesh Jhamb is a valuer registered with Insolvency and Bankruptcy Board of India ("IBBI") with Registration No.: IBBI/RV/11/2019/12355 for the purpose of carrying out the valuation of equity shares.

Further, Mr. Hitesh Jhamb is also a Company Secretary Holding membership with the Institute of Companies Secretaries of India. Furthermore, he is also a law graduate and has completed his bachelor's in commerce from Kurukshetra University.

III. Background/ Information about KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED (Amalgamated Company)

"M/s KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED" is a Private Limited Company limited by shares incorporated in India on 20th



day of January 1995.

The registered office of the Company is situated at 10185-C, ARYA SAMAJ ROAD, KAROL BAGH, NEW DELHI, Delhi, India, 110005

The share capital and holding structure of the Company, on a fully diluted basis, as on date of this report is as under:

Particulars	Amount in INR
Authorized Share Capital	2,00,00,000/-
Issued, Subscribed and Paid up Capital	92,87,760/-

*Face value of Rs. 10/- each.

IV. Background/ Information about AMBROSIA CORNER HOUSE PRIVATE LIMITED (Amalgamating Company)

"M/s AMBROSIA CORNER HOUSE PRIVATE LIMITED" is a Private Limited Company limited by shares incorporated in India on 05/06/1974.

The registered office of the Company is situated at 10185C, ARYA SAMAJ ROAD KAROL BAGH, NEW DELHI, Delhi, India, 110005.

The share capital and holding structure of the Company, on a fully diluted basis, as on date of this report is as under:

Particulars	Amount in INR
Authorized Share Capital	13,73,00,000/-
Issued, Subscribed and Paid up Capital	13,41,86,890/-

*Face value of Rs. 10/- each.



V. Appointing Authority:

We were assigned with this project of valuation of the equity shares of the Company and recommendation of Share Swap ratio for the Proposed Merger of AMBROSIA CORNER HOUSE PRIVATE LIMITED into KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED by the Board of Directors of the Company in terms of engagement letter.

VI. Disclosure of Valuer's Interest/ Conflict:

The Valuer is not related to the Company or its promoters or its director or their relatives, the valuer has not any interest or confliction of interest with respect to the valuation under consideration.

VII. Sources of Information:

For the purposes of the valuation exercise, we have relied upon the following sources of information:

- (a) Discussion and indications on Scheme of Amalgamation of AMBROSIA CORNER HOUSE PRIVATE LIMITED with KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED and their respective shareholders;
- (b) Audited annual accounts of all Companies mentioned above for the period ended 31st March 2023;
- (c) Projected Financials for both Companies.
- (d) Brief overview of all Companies mentioned above and their past and current operations;
- (e) Other information provided as well as discussions held with the management and other personnel of the Companies; and
- (f) Published and secondary sources of data whether or not made available by the Companies.

VIII. Basis of Valuation



There are several commonly used and accepted methods for determining the fair value of the business of a company. They mainly fall under the following three categories:

- Net Asset Value based valuation approach ("NAV Method");
- Market based valuation approach ("Market Method"); and
- Income based valuation approach ("Income Method")

The application of any aforesaid method of valuation depends on the nature of operations, level of maturity of the businesses, future business potential and purpose of valuation. For the purpose of arriving at the fair market value, it would be necessary to select an appropriate basis for valuation from among the various alternatives available.

- **NAV Method**

In Net Asset Value (NAV) Method, the assets and liabilities are considered at realizable value or book value, including intangible assets and contingent liabilities, if any, which are not stated in the balance sheet. From the value of the assets, the potential liabilities which would have to be paid would be deducted and resultant figure is the NAV of the company.

This valuation approach is mainly used in case where the asset base dominates the earnings capability or in a case where the valuing entity is a holding company deriving significant value from its assets and investments. NAV Method is most applicable for the business where the value lies in the underlying assets or in cases where the ongoing operations of the business and the potential future cash flows of the business cannot be reasonably estimated or where the operations / business of an entity is discontinued.



- **Market Method**

The Market based valuation approach includes the following two methods:

- **Market Price Method**

Under the Market Price Method, the market price of a share as quoted on a recognized stock exchange is normally considered as the fair value of the shares of that company, where such quotations are arising from the shares being regularly and frequently traded. The market value generally reflects the investors' perception about the true worth of the company.

Since the equity shares of KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED AND AMBROSIA CORNER HOUSE PRIVATE LIMITED are not listed on any stock exchange, this valuation methodology is not applicable and hence not considered by us.

- **Comparable Companies Multiple Method**

Under the Comparable Companies Multiple Method, the value is determined on the basis of multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation method is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation.

Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. The base(s) to which a multiple is commonly applied include sales, EBITDA, cash flows and book value.

Keeping in mind the size and type of business, Company has no peer



group listed entity. Therefore, the Comparable Companies Multiple Method is not suitable in case of both Companies

- **Discounted Cash Flow Method**

The Income Method focuses on the profits / earnings potential of the business being valued. The Income Method of valuation includes Discounted Cash Flow ("DCF") Method which has been discussed hereinafter.

Under DCF Method, the free cash flows attributable to the firm for a predetermined number of future years and perpetuity are considered and discounted to their present value. The free cash flows attributable to the firm are the cash flows from operating activities as reduced by the estimated/ planned capital expenditure and working capital requirement in each of the future years.

The cash flow projections, the estimations of capital expenditure and working capital requirement are based on the management's view of the future business prospects of the company and the anticipated economic conditions in relation to the industry in which the company operates.

IX. Selection of Valuation Methodology

The most appropriate method for valuation is the one that is best suited to the facts and circumstances of the case. As mentioned above, the market price method, comparable multiples method were considered, but not found appropriate due to factors mentioned above.

Both the Companies are running Companies and generating revenue, the business of merging company will remain to be continued by resulting company. Therefore none of the business



will be closed or shut down, hence the DCF valuation approach is used for valuation of Companies. Further, the Company is also a Capital Intensive Company; therefore the net asset value method will also suit the Company valuation. Hence, NAV Method is also used for the valuation.

X. Valuation & Conclusion:

A. KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED (Resulting Company)

Based on the DCF Method of Valuation, the equity value of KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED is calculated as Rs. 32.05 Crore and per share value amounts to Rs. 345.11/-.

Discounted Free Cash Flow						
Date of valuation	3/31/2023					
WACC (in%) :	17.97%					
GROWTH RATE (in%) :	5%					
						In Rs.
PARTICULARS	F.Y. 22-23 Actual	FY23-24 Forecast	FY24-25 Forecast	FY 25-26 Forecast	FY 26-27 Forecast	Terminal Value Forecast
Turnover	364,069,033.00	478,529,000.00	540,738,000.00	594,811,800.00	654,292,980.00	654,292,980.00
PBT	25,687,904.16	40,680,100.00	44,393,695.00	48,833,064.50	53,716,370.95	53,716,370.95
Less : Direct Taxes Paid (Net of Deferred Tax)	8,212,585.00	11,001,000.00	11,986,000.00	13,184,927.42	14,503,420.16	14,503,420.16
PAT	17,475,319.16	29,679,100.00	32,407,695.00	35,648,137.09	39,212,950.79	39,212,950.79
Add : Depreciation	2,340,676.00	2,500,000.00	2,650,000.00	2,735,336.00	2,561,802.40	2,561,802.40
Less :Capital Expenditure	9,848,727.90	(5,070,189.00)	(3,503,360.00)	(1,000,000.00)	(1,000,000.00)	(2,561,802.40)
Less:Interest on Loan	-	-	-	-	-	-
Less :Loan availed / paid	-	-	-	-	-	-
WC Requirement		(18,739,140.10)	(33,127,411.00)	(26,195,000.00)	(25,802,250.00)	(25,802,250.00)
Free Cash Flows to the Entity	29,664,723.06	8,369,770.90	(1,573,076.00)	11,188,473.09	14,972,503.19	13,410,700.79
Mid Year Time	-	0.50	1.50	2.50	3.50	3.50
Discounting Factor	1.00	0.92	0.78	0.66	0.56	0.56
Free Cash Flow to Entity	29,664,723.06	7,706,083.42	(1,227,750.48)	7,402,382.10	8,397,216.74	7,521,291.52

Particulars	Amount in INR (As on 31.03.2023)
<u>'A' refers to the below</u> Book value of the assets in the Balance Sheet	815873645.00
Less:	
(i) Any amount of income-tax paid, if any, less the amount of income-tax refund claimed, if any	
(ii) Any amount shown as asset including the unamortised amount of deferred expenditure which does not represent the value of any asset	0.00
(iii) Book value of shares and securities	326692848.00
(iv) Jewellery and artistic work	
(v) Immovable property	6793885.00
<u>'B' refers to the below</u> The price which the jewellery and artistic work would fetch if sold in the open market on the basis of the valuation report obtained from a registered valuer	

<u>'C' refers to the below</u> Fair market value of shares and securities	315958247.24
<u>'D' refers to the below</u> The value adopted or assessed or assessable by any authority of the government for the purpose of payment of stamp duty in respect of the immovable property	206672000.00
ASSETS TOTAL	1005017159.24
<u>'L' refers to the below</u> Book value of liabilities in the Balance Sheet	815873645.00
Less:	
(i) the paid-up capital in respect of equity shares	9287760.00
(ii) the amount set apart for payment of dividends on preference shares and equity shares	
(iii) reserves and surplus, by whatever name called, even if the resulting figure is negative, other than those set apart towards depreciation	152348546.00
(iv) any amount representing provision for taxation, other than amount of income-tax paid, if any, less the amount of income-tax claimed as refund, if any, to the extent of the excess over the tax payable with reference to the book profits in accordance with the law applicable thereto	
(v) any amount representing provisions made for meeting liabilities, other than ascertained liabilities	
(vi) any amount representing contingent liabilities other than arrears of dividends payable in respect of cumulative preference shares	
LIABILITIES TOTAL	654237339.00
ASSETS-LIABILITIES	350779820.24
<u>'PE' refers to the below</u> Total amount of paid up equity share capital as	9287760.00



shown in Balance Sheet	
<i>PV' refer to the below</i> The paid up value of such equity shares	10.00
M' Fair market value of equity shares = (A + B + C + D - L) * PV / PE	377.68

The Final Value is taken as Higher of Both valuations i.e. Rs. 377.68/- per Share.

B. AMBROSIA CORNER HOUSE PRIVATE LIMITED (Amalgamating Company)

Based on the DCF Method of Valuation, the equity value of AMBROSIA CORNER HOUSE PRIVATE LIMITED is calculated as Rs. 38.61 Crore and per share value amounts to Rs. 28.78/-.

Discounted Free Cash Flow							
Date of valuation	3/31/2023						
WACC (in%) :	17.97%						
GROWTH RATE (in%) :	5%						
							In Rs.
PARTICULARS	F.Y. 22-23 Actual	FY23-24 Forecast	FY24-25 Forecast	FY 25-26 Forecast	FY 26-27 Forecast	FY 27-28 Forecast	Terminal Value Forecast
Turnover	54,383,324.97	53,467,551.98	57,871,020.00	60,579,100.00	62,866,600.00	64,577,000.00	64,577,000.00
PBT	6,995,021.71	6,115,094.90	8,594,370.00	6,938,570.00	7,359,890.00	8,229,210.00	8,229,210.00
Less : Direct Taxes Paid (Net of Deferred Tax)	-	-	-	-	-	-	2,071,292.16
PAT	6,995,021.71	6,115,094.90	8,594,370.00	6,938,570.00	7,359,890.00	8,229,210.00	6,157,917.84
Add : Depreciation	7,526,204.39	7,500,000.00	6,800,000.00	6,220,000.00	5,698,000.00	5,178,200.00	5,178,200.00
Less :Capital Expenditure	275,867,596.00	(500,000.00)	(1,000,000.00)	(1,000,000.00)	(500,000.00)	(500,000.00)	(5,178,200.00)
Less:Change in Loan	-	(40,267,354.10)	-	-	-	-	-
Less :Loan availed / paid	-	-	-	-	-	-	-
WC Requirement	-	14,519,948.22	(11,091,800.00)	(6,522,674.00)	(5,717,364.52)	(4,511,348.13)	(2,664,647.69)
Free Cash Flows to the Entity	290,388,822.10	(12,632,310.98)	3,302,570.00	5,635,896.00	6,840,525.48	8,396,061.87	3,493,270.16
Mid Year Time	-	0.50	1.50	2.50	3.50	4.50	4.50
Discounting Factor	1.00	0.92	0.78	0.66	0.56	0.48	0.48
Free Cash Flow to Entity	290,388,822.10	(11,630,622.08)	2,577,581.69	3,728,753.28	3,836,457.69	3,991,690.40	1,660,784.92
Computation on Equity Value	Amount						
Cumulative present value of Cash Flows	2,503,860.99						
Terminal Value	13,448,396.82						
Enterprise Value after survival discount	15,952,257.80						
Add: Cash & Non Current Investments 31.03.2023	466730426.00						
Less: Debt 31.03.2023	-						
Add: ESOP	-						
Equity Value before illiquidity discount	482,682,683.80						
DLOM	96,536,536.76						
Equity Value post illiquidity discount	386,146,147.04						
Equity Value in Rs. Actual	386,146,147.04						
No. of Shares	13,418,689.00						
Equity value per share	28.78						



Based on the NAV Method of Valuation, the net asset value of AMBROSIA CORNER HOUSE PRIVATE LIMITED is calculated as Rs. 45.27 Crore and per share value amounts to Rs. 33.73/-.

Particulars	Amount in INR (As on 31.03.2023)
<i>'A' refers to the below</i>	
Book value of the assets in the Balance Sheet	355050876.00
Less:	
(i) Any amount of income-tax paid, if any, less the amount of income-tax refund claimed, if any	
(ii) Any amount shown as asset including the unamortised amount of deferred expenditure which does not represent the value of any asset	0.00
(iii) Book value of shares and securities	190.00
(iv) Jewellery and artistic work	
(v) Immovable property	263538370.00
<i>'B' refers to the below</i>	
The price which the jewellery and artistic work would fetch if sold in the open market on the basis of the valuation report obtained from a registered valuer	
<i>'C' refers to the below</i>	
	29790.00
Fair market value of shares and securities	
<i>'D' refers to the below</i>	
	447800000.00
The value adopted or assessed or assessable by any authority of the government for the	



purpose of payment of stamp duty in respect of the immovable property	
ASSETS TOTAL	539342106.00
'L' refers to the below	
Book value of liabilities in the Balance Sheet	355050876.00
Less:	
(i) the paid-up capital in respect of equity shares	134186890.00
(ii) the amount set apart for payment of dividends on preference shares and equity shares	
(iii) reserves and surplus, by whatever name called, even if the resulting figure is negative, other than those set apart towards depreciation	134186828.00
(iv) any amount representing provision for taxation, other than amount of income-tax paid, if any, less the amount of income- tax claimed as refund, if any, to the extent of the excess over the tax payable with reference to the book profits in accordance with the law applicable thereto	
(v) any amount representing provisions made for meeting liabilities, other than ascertained liabilities	
(vi) any amount representing contingent liabilities other than arrears of dividends payable in respect of cumulative preference shares	
LIABILITIES TOTAL	86677158.00



ASSETS-LIABILITIES	452664948.00
'PE' refers to the below	
Total amount of paid up equity share capital as shown in Balance Sheet	134186890.00
PV' refer to the below	
The paid up value of such equity shares	10.00
M' Fair market value of equity shares = $(A + B + C + D - L) * PV / PE$	33.73

The final value is higher of both values i.e. Rs. 33.73/- per share.

XIII. RECOMMENDATION OF SHARE

SWAP RATIO CALCULATION OF SHARE

SWAP RATIO

Ambrosia			Kafila				
NAV	33.73		NAV	377.68			
DCF	28.77674		DCF	345.11			
Average	33.73		Average	377.68			
Swap		11.20	1.00				
		1119.58	100.00				
		223.92	20.00				
		45.00	4.00				
Note	For every 45 Shares of Ambrosia 4 Shares of Kafila will be issued						

Based on the above, the share exchange ratio for the purposes of Proposed Merger would be as under:



4 fully paid-up equity share of INR 10/- each of KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED shall be issued and allotted for every 45 fully paid-up equity shares of INR 10/- each held in AMBROSIA CORNER HOUSE PRIVATE LIMITED as consideration for the Proposed Merger.

XI. Limitations & Disclaimers:

- Our report is subject to the scope and limitations detailed hereinafter. As such the report is to be read in totality, and not in parts.
- Our work did not constitute an audit, a due diligence, an independent validation of the financial statements for any of the businesses and accordingly, we do not express any opinion on the same.
- Valuation analysis and results are also specific to the date of this report. A valuation of this nature involves consideration of various factors including those impacted by prevailing stock market trends in general and industry trends in particular. This report is issued on the understanding that the Companies have drawn our attention to the relevant material information, which they are aware of concerning the financial position and any other matter, which may have an impact on our recommendation.
- In the course of the valuation, we were provided with both written and verbal information. The terms of our engagement were such that we were entitled to rely upon the information provided by the Companies without detailed inquiry. Our conclusions are based on these assumptions, forecasts and other information given by/on behalf of the Companies. The management of the Companies have indicated to us that they



have understood that any omissions, inaccuracies or misstatements may materially affect our valuation analysis/results. Accordingly, we assume no responsibility for any errors in the above information furnished by the Companies and their impact on the present exercise.

- The determination of valuation, by its very nature, cannot be regarded as an exact science and the conclusions arrived at in many cases will be subjective and dependent on the exercise of individual judgment. Given the same set of facts and using the same assumptions, expert opinion may differ due to a number of separate judgments and decisions, which have to be made. There can therefore be no standard formulae to establish an undisputable share swap ratio. The final responsibility for the determination of share swap ratio/ fair equity value at which the Proposed Merger shall take place, will be with the Board of Directors of both the Companies.
- This report is prepared for the Clients and must be used only for the specific engagement and regulatory reporting purposes and must not be copied, disclosed or circulated or referred to in correspondence or discussion with any person. The report is confidential to the Clients and it is given on the express undertaking that it is not communicated, in whole or in part, to any third party without our prior written consent. Neither this report nor its contents may be used for any other purpose without our prior written consent.
- Whilst all reasonable care has been taken to ensure that the facts stated in the report are accurate and the opinions given are fair and reasonable, neither ourselves, nor any of our partners, officers or employees shall in any way be responsible for the contents stated herein. Accordingly, we make no representation



or warranty, express or implied, in respect of completeness, authenticity or accuracy of such statements. We expressly disclaim any and all liabilities which may arise based upon the information used in this report. We are not liable to any third party in relation to the issue of this report. In no event we shall be liable for any loss, damage, cost or expense arising in any way from fraudulent acts, misrepresentations or willful default on the part of the Companies, their management, directors, employees or agents.

- Our report is not, nor should it be construed as our opining or certifying the compliance of the Proposed Merger with the provisions of any law including company law and taxation law or as regards any legal implications or issues arising from such Proposed Merger.
- We have no obligation to update this report because of events or transactions occurring subsequent to the date of this report.
- This report is based on the information provided to us by the management. This report has been prepared solely for the aforesaid purpose and should not be used for any other purpose.

Contact Information

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HITESH
JHAMB

Digitally signed by
HITESH JHAMB
Date: 2023.11.10
15:57:17 +05'30'

Hitesh Jhamb
(Registered Valuer)
IBBI/RV/11/2019/12355

NAHATA JAIN & ASSOCIATES
Chartered Accountants



405, 4th Floor, Pearl Best Heights-II,
Netaji Subhash Place, Pitampura,
Delhi - 110034
Ph. 011-41564161

Independent Auditor's Report

To The Members of
AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nirulas Corner House Private Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **AMBROSIA CORNER HOUSE PRIVATE LIMITED** ("the Company"), which comprise the balance sheet as at March 31, 2023, Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the losses and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, including annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.



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Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of 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 Standards and other accounting principles generally accepted in India. 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



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- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the relevant 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.



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- e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) The Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017.
- 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 24 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.
 - iv)
 - a. The Management has represented that to the best of its knowledge & belief, as disclosed in the Notes to the accounts, the Company has not advanced, loaned or invested any funds (either from borrowed funds or share premium or any other sources or kind of funds) in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b. The Management has represented that to the best of its knowledge & belief, as disclosed in the Notes to the accounts, the Company has not received any funds from any persons or entities including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - c. Based on such audit procedures considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause a. & b. contain any material mis-statement.
 - v) The Company has not declared or paid any dividend during the year.
 - vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.



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- h) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration is not applicable to a Private Limited Company.

for **Nahata Jain & Associates**

Chartered Accountants

FRN: 016331N



Anil K Jain

Partner, Mem No. 093912



Place: New Delhi

Date: 02/09/2023

UDIN: 23073912 86X3UT 2915


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Annexure 'A' To the Independent Auditors' Report of even date on the financial statements of **AMBROSIA CORNER HOUSE PRIVATE LIMITED**

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2023, we report that:

- i) In respect of Property, Plant & Equipment (including Right of Use assets) or intangible assets:
- A) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - B) The Company has maintained proper records showing full particulars of Intangible assets.
 - During the year Property, Plant and Equipment have been physically verified by the management at reasonable intervals and according to the information and explanations given to us no material discrepancies were noticed on such verification.
 - According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
 - According to the information and explanations given to us and the records examined by us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, the provisions of clause 3(i)(d) of the the Companies (Auditor's Report) Order, 2020 are not applicable.
 - According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder. Accordingly, the provisions of clause 3(i)(e) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- ii) In respect of Inventory:
- As explained to us inventories have been physically verified by the management at regular intervals during the year.
 - In our opinion, procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - In our opinion, the company is maintaining proper records of inventory. We have been explained that discrepancies noticed on physical verification as compared to book records were not material and the same have been properly dealt with in the books of account.
- iii) (i) During the year the Company has provided loans to companies, firms, Limited Liability Partnerships or any other parties as follows:

	Loans (Rs.)
Aggregate amount granted/ provided during the year	- 210 lacs
- Other parties	- 210 lacs
Balance outstanding as at balance sheet date in respect of above cases	
- Other parties	- 228.90



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During the year the Company has not provided advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on these is not applicable to the Company

- (b) During the year the terms and conditions of the grant of all loans to companies, firms, Limited Liability Partnerships or any other parties are not prejudicial to the Company's interest.

During the year the Company has not made investments, provided guarantees, given security and granted advances in the nature of loans and guarantees to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on these is not applicable to the Company.

- (c) The Company has granted loans during the year to companies, firms, Limited Liability Partnerships or any other parties where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.
- (d) There are no amounts of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days
- (e) There were no loans granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) During the year, the Company has not granted any loan to promoters or related parties as defined in clause (76) of Section 2 of the Companies Act, 2013.
- iv) Loans, investments, guarantees and security in respect of which provisions of Sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year and had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Companies (Auditor's Report) Order, 2020 are not applicable to the company.
- vi) On the basis of available information and explanation provided to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014 dated December 31, 2014 (as amended from time to time) to the current operations carried out by the Company. Accordingly, the provisions of clause 3(vi) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- vii) In respect to statutory dues;
- (a) According to the examination of records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, employees state insurance (ESI), Investor Education and Protection Fund, Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Sales Tax, value



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added tax (VAT), Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess, GST and other material statutory dues applicable to it, with the appropriate authorities.

- (b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income-tax, Wealth Tax, Custom Duty, Excise Duty, Sales Tax, VAT, Cess, GST and other material statutory dues in arrears /were outstanding as at 31 March, 2022 for a period of more than six months from the date they became payable except Service Tax of Rs. 662998/- which were outstanding as at 31st March, 2022 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of income tax, sales tax, wealth tax, service tax, duty of customs. Duty of excise and cess, which have not been deposited on account of any dispute, except following :

Statute	Nature of disputed dues	Amount involved	Amount Deposited Under protest	Period to which amount relates (Financial Year)	Forum where dispute is pending
The Delhi Sales Tax Act, 1975	Sales Tax, Delhi	4,723,799	325,316 1,407,840	1977-78, 1985-86 1986-87, 1988-89 1989-90, 1992-93	Commissioner (Appeals)
The Delhi Sales Tax Act, 1975	Sales Tax, Delhi	12,444,927	1,753,764	1981-82, 1990-91 1991-92, 1993-94 to 1999-00, 2004-05	Vat Officer
The Delhi Sales Tax Act, 1975	Sales Tax, Delhi	49,918	19,200	1987-88	Appellate Tribunal
The Delhi Sales Tax Act, 1975	Sales Tax, Delhi	878,840	73,140	1998-1999	Commissioner (Appeals)
The Delhi Sales Tax Act, 1975	Sales Tax, Delhi	832,512	126,763	2001-2002	Commissioner (Appeals)



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The Delhi Value Added Tax Act	DVAT Penalty	641,494 899,345		2008-2009	Joint Comm. - DVAT (Appeals)
The Delhi Value Added Tax Act	DVAT Penalty	1,187,193 1,524,084		2009-2010	Joint Comm. - DVAT (Appeals)
The Delhi Value Added Tax Act	DVAT Penalty	1,271,182 1,668,213		2010-2011	Joint Comm. - DVAT (Appeals)
The Delhi Value Added Tax Act	DVAT Penalty	1,705,240 2,123,136		2011-2012	Joint Comm. - DVAT (Appeals)
Employees State Insurance Act	ESI-Penalty	605,525	605,525	2010-11	Delhi High Court
The Delhi Value Added Tax Act	DVAT Penalty	3,70,665 4,98,520		2013-2014	Joint Comm. - DVAT (Appeals)
The Delhi Value Added Tax Act	DVAT Penalty	1,81,856 2,04,624		2014-2015	Joint Comm. - DVAT (Appeals)
The Delhi Value Added Tax Act	DVAT Penalty	89,618 78,390		2015-2016	Joint Comm. - DVAT (Appeals)
The Delhi Value Added Tax Act	DVAT Penalty	5,21,907 2,81,472		2016-2017	Joint Comm. - DVAT (Appeals)
	Total	32,781,660	4,311,578		

* Amount as per demand orders including interest and penalty wherever indicated in the demand.

- vii) According to the information and explanations given to us and the records examined by us, there are no unrecorded transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(vii) of the Companies (Auditor's Report) Order, 2020 are not applicable.



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- ix) (a) Based on our audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or any other lender.
- (c) According to the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long term purposes by the Company.
- (e) According to the information and explanations given to us, the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(x)(f) of the Order is not applicable to the Company.
- x) a) According to the information and explanations given to us, the Company has not raised any money by way of Initial public offer or future public offer (including debt instruments) during the year. Accordingly, the provisions of paragraph 3(x)(a) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- b) During the year, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, provisions of clause 3 (x)(b) of the Order are not applicable.
- xi) a) As per the information and explanations given to us on our enquiries on this behalf, there were no frauds on or by the Company which have been noticed or reported during the year.
- b) In our opinion and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As represented to us by the management, there were no whistle blower complaints received by the Company during the year.
- xii) The Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii)(a) to (c) of the Order are not applicable.
- xiii) In our opinion and according to the information and explanations given to us, all transactions entered with the related parties are in compliance with section 188 of Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards. Further in pursuance of section 177, Company being a private company is not required to form audit committee and accordingly the provisions of section 177 are not applicable.
- xiv) a) In our Opinion and based on our examination, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Companies Act 2013.
- b) The company did not have an internal audit system for the period under audit.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act. Accordingly, provisions of clause 3 (xv) of the Order are not applicable.
- xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, provisions of clause 3 (xvi) (a) to (d) of the Companies (Auditor's Report) Order, 2020 are not applicable.



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- xvii) According to the information and explanations given to us, the Company has neither incurred any cash losses in the financial nor in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors during the year. Accordingly, provisions of clause 3 (xviii) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx) According to the information and explanations given to us, there are no unspent amount, in respect of other than ongoing projects, which are required to be transferred to Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of section 135 of the said Act. Accordingly, provisions of clause 3 (xx) (a) & (b) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- xxi) Consolidated Financial Statements are not applicable to the Company. Accordingly, provisions of clause 3 (xxi) of the Companies (Auditor's Report) Order, 2020 are not applicable.

for **Nahata Jain & Associates**

Chartered Accountants

FRN: 016351N


Anil K Jain


Partner, Mem No. 093912



Place: New Delhi

Date: 02/09/2023

UDIN: 2309391266XPVT2916


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AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nirulas Corner House Private Limited)
[CIN: U55101DL1974PTC007297]

172

Balance Sheet as on 31st March, 2023

	Note reference	As at 31 March 2023	(Rs. in Hundred) As at 31 March 2022
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	13,41,868.90	13,41,868.90
Reserves and Surplus	3	13,41,868.28	12,73,283.12
Non-current Liabilities			
Long-Term borrowings	4	4,62,673.54	4,26,872.20
Other Long Term Liabilities	5	35,006.66	15,000.00
Long Term Provisions	6	63,232.66	62,299.30
Current Liabilities			
Short-Term Borrowings	7	28,736.64	37,046.62
Trade Payables			
-due to Micro and Small Enterprises		-	-
-due to other than Micro and Small Enterprises	8	1,37,410.93	1,86,236.51
Other Current Liabilities	9	1,99,711.15	1,17,760.05
TOTAL		35,50,508.76	34,60,366.70
ASSETS			
Non-current Assets			
Property, Plant & Equipments and Intangible assets			
(i) Property, Plant and Equipment	10	27,88,925.59	28,27,379.42
(ii) Intangible assets		-	-
Non Current Investment	11	1.90	1.90
Long-Term Loans and Advances	12	65,027.74	67,362.74
Current Assets			
Inventories	13	2,755.82	3,434.10
Trade Receivables	14	85,712.49	62,112.38
Cash and Cash Equivalents	15	1,89,006.36	3,14,454.68
Short-Term Loans and Advances	16	4,15,880.22	1,83,741.23
Other current Assets	17	3,198.64	1,860.25
TOTAL		35,50,508.76	34,60,366.70

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements.


As per our report of even date attached

for Nalata Jain & Associates


Chartered Accountants

Firm Regn No. 016351N

On behalf of the board


Anil K. Jain
Partner, Mem No 093912





Anil Chadha
Director
DIN-05152591


Pradeep Chadha
Managing Director
DIN-01736620

Place: New Delhi

Date: 02/09/2023


Biresh Kr. Das
Company Secretary

UDIN: 23093912BhXDVT2915

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173

AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nirulas Corner House Private Limited)
[CIN: U55101DL1974PTC007297]

Statement of Profit & Loss for the year ended 31st March, 2023

Particulars	Note reference	Year ended 31 March 2023	(Rs. in Hundred) Year ended 31 March 2022
INCOME			
Revenue			
Revenue from operations	18	3,43,833.23	3,15,939.57
Other income	19	74,416.97	1,07,705.33
Total Revenue		6,18,250.22	4,23,644.90
Expenses			
Cost of materials consumed	20	44,050.05	30,266.09
Employee benefit expenses	21	1,41,155.74	1,44,055.26
Finance costs	22	39,738.27	35,355.25
Other expenses	23	2,49,478.97	1,78,180.14
Depreciation and amortization expenses		75,263.03	96,622.32
		1,365.05	1,365.05
Total Expenses		5,48,300.01	4,83,114.01
Profit / (loss) before tax		(9,958.21)	(59,469.11)
Tax Expense			
Current tax		-	-
Deferred tax		-	-
Taxation for earlier year		-	-
Profit / (loss) for the year		(9,958.21)	(59,469.11)
Earnings per equity share (EPS)			
Basic (in Rs.)		0.52	(0.44)
Diluted (in Rs.)		0.52	(0.44)

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
for **Nakata Jain & Associates**
Chartered Accountants
Firm Regn No. 016351N

On behalf of the board

Anil K Jain
Partner, Mem No. 092912



Amit Chadha
Director
DIN-05152591

Pradeep Chadha
Managing Director
DIN-01736620

Place: New Delhi
Date: 02/09/2023

Biresh K. Das
Company Secretary

UDIN: 2309391264XDU72915

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174

AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nindas Corner House Private Limited)
[CIN: U55101DL1974PTC087297]

Cash Flow Statement for the year ended 31st March, 2023

Particulars	(Rs. in Hundred)	
	Year ended 31 March 2023	Year ended 31 March 2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/(loss) before tax & extraordinary items	69,950.22	(59,469.11)
Adjustment for:		
Depreciation for amortisation	73,896.99	95,257.27
Loss/(Profit) on Sale of Property, plant & equipments	(1,108.32)	3,959.90
Operating Profit/(Loss) before working capital changes	1,42,738.89	39,748.06
Adjustment for changes in operating assets		
Inventories	678.28	148.80
Trade & Other Receivables	(23,600.11)	69,591.47
Short Term Loans & Advances	(2,32,138.99)	3,17,400.73
Short-term Borrowings	(8,309.98)	28,745.43
Trade Payable	(48,825.58)	8,207.32
Other Long Term Liabilities	20,006.66	-
Other Current Liabilities	81,951.10	(1,26,536.23)
Other Short-term provisions	-	(2,10,238.62)
Cash Generated from/(used for) Operations	(67,499.73)	3,37,305.58
Direct Taxes provision/adjusted	-	-
Net Cash from Operating Activities (A)	(67,499.73)	3,37,305.58
B. CASH FLOW FROM INVESTING ACTIVITIES		
Deletion/(Addition) in Property, plant & equipments	(38,037.71)	(5,149.36)
Realisation from sale of Property, plant & equipments	2,337.81	1,324.27
Deletion/(Addition) in Investments	-	-
Other Non Current Assets	(1,218.39)	(1,880.25)
Long Term Loan & Advances	2,335.00	(34,683.29)
		(5,705.34)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceed from Share Capital	-	-
Proceed from Share Premium Account	-	-
Long Term Borrowings	(24,198.66)	(37,046.62)
Long Term Provisions	933.36	(23,265.30)
		446.56
NET INCREASE IN CASH AND CASH	(1,23,448.32)	2,95,000.18
D. EQUIVALENTS (A+B+C)		
Cash and cash equivalents at beginning of the year		
Cash & Bank Balances	3,14,454.68	19,454.50
Cash and cash equivalents at closing of the year		
Cash & Bank Balances	1,89,006.36	3,14,454.68

As per our report of even date attached
for Nahata Jain & Associates
Chartered Accountants
Firm Regn No. 016351N

Anil K Jain
Partner, Mem No.093912



Place: New Delhi
Date: 02/09/2023

UDIN:- 23093912B6XBVT2715

On behalf of the board

Anil Chadha
Director
DIN-05152591

Pradeep Chadha
Managing Director
DIN-01736620

Biresh Kr. Das
Company Secretary

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Notes attached to Financial Statement for the year ended on 31st March 2023

I. INFORMATION & SIGNIFICANT ACCOUNTING POLICIES

i. Corporate Information

Ambrosia Corner House Private Limited (Earlier known as Nirulas Corner House Private Limited) ("the Company") was incorporated on 5th June 1974. The Company is in the hospitality sector having interests in Hotels and Food Retail business. The Company is running hotels and Restaurants.

ii. Accounting Convention

- a) The financial statements are prepared and presented under the historical cost convention as modified to include the revaluation of certain Property, Plant & Equipments of the Company, on the accrual basis of accounting in accordance with Generally Accepted Accounting Principles ("GAAP") in India and and in accordance with mandatory accounting standards issued by the Institute of Chartered Accountants of India and referred to in Section 211(3C) of the Companies Act, 2013 ("the Act"), to the extent applicable.
- b) Use of Estimates
The preparation of Financial Statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affects the reported amount of Assets and Liabilities and the disclosure of Contingent Liabilities on the date of Financial Statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively.

iii. Property, Plant & Equipment

Property, Plant & Equipments (other than the assets revalued and stated at the revalued figure) are stated at cost less accumulated depreciation. Cost includes freight, duties, taxes and other incidental expenses.

iv. Depreciation

- a) Initial outlay on utensils, crockery and linen in respect of new units is capitalised and depreciated over useful life of five years. Expenditure thereafter is charged to revenue being in the nature of replacements.
- b) Leasehold land is being depreciated over the lease period.
- c) In respect of revalued assets, an amount equivalent to the additional charge of depreciation arising due to revaluation is transferred from the revaluation reserve to the Profit and Loss Account.
- d) Depreciation on other Property, Plant & Equipments is provided to the extent of depreciable amount on straight line method, based on useful life of the assets as prescribed, in Part C of Schedule II of The Companies Act, 2013.
- e) Depreciation has been calculated on prorata basis in respect of all addition/deletion made in the Property, Plant & Equipments.

v. Investments

Long term investments are valued at cost. Any diminution, other than temporary, in the value of long term investments is adjusted in the carrying value of such investments.



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Notes attached to Financial Statement for the year ended on 31st March 2023

vi. Inventories

Stores and spares are valued at cost. Stock-in-trade is valued at lower of cost and net realizable value. The bases of determining cost for different categories of inventory are as follows:-

- | | |
|---------------------------------------|--|
| - Stock in trade | - Cost of Purchase |
| - Raw materials | - Weighted Average |
| - Work-in-progress and finished goods | - Material cost plus appropriate share of production overheads and excise duty, where applicable |
| - Stores and spares | - Weighted Average |

vii. Foreign currency transactions

Foreign exchange transactions are recorded using the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Profit and Loss Account of the year.

Monetary assets and liabilities denominated in foreign currencies as at the Balance Sheet date are translated at the exchange rates on that date and the resultant exchange differences are recognised in the Profit and Loss Account.

viii. Employee benefits

a) Short term employee benefits

All employee benefits payable/ available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc. are recognised in the Profit and Loss Account in the period in which the employee renders the related service.

b) Post-employment benefits

Defined contribution plans

The Company's employee provident fund scheme is a defined contribution plan. A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions and will have no obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the Profit and Loss Account in the year when the employee renders the related service. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available. The Company deposits its employees' provident fund contributions with the Regional Provident Fund Commissioner.

Defined benefit plans

Annual contribution is charged to the Profit and Loss Account. In addition, shortfall in provision, determined on the basis of an actuarial valuation carried out at the end of the year, is also provided for. The obligation is measured at the present value of the estimated future cash flows. Actuarial gains and losses are recognised immediately in the Profit and Loss Account. Differential between fair value of plan assets of trust and the present value of obligation as per actuarial valuation is recognised as an asset or liability.

c) Other long term employee benefits

Compensated absences are in the nature of other long term employee benefits. The liability in respect of compensated absences is provided on actual basis at the year end.

ix. Revenue recognition

Sales of goods are recognised upon transfer of risks and rewards to the customer and are shown net of returns, GST and discounts. Room rent, lease/rental charges, interest and all other revenue and expenditures are accounted for on accrual basis.



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177

AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nirulas Corner House Private Limited)
[CIN: U55101DL1974PTC007297]

Notes attached to Financial Statement for the year ended on 31st March 2023

x. **Borrowing Cost**

Funds Borrowed are utilized for the business purpose and the cost of borrowed funds have been accounted and charged to revenue account on accrual basis. Borrowing cost directly attributable to acquisition of qualifying assets is capitalized to the cost of such assets.

xi. **Provisions and contingencies**

A provision is recognized when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

xii. **Leases**

Lease rentals in respect of assets taken on operating lease were charged to the Profit and Loss Account on actual lease rent due basis for the financial year.

xiii. **Earning per share**

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity and dilutive equivalent shares outstanding during the year, except where results would be anti-dilutive.

xiv. **Taxation**

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income tax laws) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty of realization. Such assets are reviewed at each Balance Sheet date to reassess realization. However, where there are carried forward losses or unabsorbed depreciation under taxation laws, deferred tax assets are recognized only if there is virtual certainty of realization of such assets.



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AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nirula Corner House Private Limited)
(CIN: U55181DL1974PTC007297)

(Rs. in Hundred)

Notes attached to Financial Statement for the year ended on 31st March 2023

2 SHARE CAPITAL

Authorized

13,730,000 (previous year 13,730,000)
equity shares of Rs.10 each

As at
31 March 2023

As at
31 March 2022

13,73,000.00

13,73,000.00

Issued, subscribed and paid-up

13,418,689 (previous year 13,418,689)
equity shares of Rs.10 each fully paid-up

13,41,868.90

13,41,868.90

13,41,868.90

13,41,868.90

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled for per pass voting right. In the event of liquidation of Company, the holders of equity shares will be entitled to receive after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Reconciliation of Shares

Equity Shares of par value Rs.10/- each	As on 31st Mar,2023		As on 31st March,2022	
	Numbers	Amount	Numbers	Amount
Shares outstanding at the beginning of the year	1,34,18,689	13,41,86,890	1,34,18,689	13,41,86,890
Shares issued during the year	Nil	Nil	Nil	Nil
Shares bought back during the year	Nil	Nil	Nil	Nil
Shares outstanding at the end of the year	1,34,18,689	13,41,86,890	1,34,18,689	13,41,86,890

Details of Shareholders holding Shares More Than 5%

Name of Shareholder's	As on 31st Mar,2023		As on 31st March,2022	
	Numbers of Shares Held	Percentage of Holding	Numbers of Shares Held	Percentage of Holding
AZZ Excursion Pvt. Ltd	-	-	67,00,189	49.98%
Kafila Hospitality & Travels Pvt.Ltd.	93,66,189	69.80%	20,00,000	14.90%
Mr.Pradeep Chaudha	15,52,500	11.57%	15,52,500	11.57%

Shareholding of Promoters

Promoter Name	As on 31st March,2023			As on 31st March,2022		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
AZZ Excursion Pvt. Ltd	-	-	100.00	67,00,189	49.98%	-
Kafila Hospitality & Travels Pvt.Ltd.	93,66,189	69.80%	(768.51)	20,00,000	14.90%	-
Mr.Pradeep Chaudha	15,52,500	11.57%	-	15,52,500	11.57%	-
Mr. Adish Chaudha	6,00,000	4.47%	-	6,00,000	4.47%	-
Mr. Amit Chaudha	5,00,000	3.73%	-	5,00,000	3.73%	-
Mr. Pradeep Chaudha	3,00,000	2.24%	-	3,00,000	2.24%	-
Mrs. Kriti Chaudha	3,00,000	2.24%	-	3,00,000	2.24%	-
Mrs. Garima Chaudha	3,00,000	2.24%	-	3,00,000	2.24%	-
Mr. Anil Kumar Kacker,	5,00,000	3.73%	-	5,00,000	3.73%	-

3 RESERVES AND SURPLUS

Revaluation Reserve

As per Last Account

24,339.20

25,794.25

Less: Adjustment during the year

1,365.05

1,365.05

Closing Balance

22,974.15

24,339.20

Capital Reserve - As per last account

1,00,631.13

1,00,631.13

Security Premium- As per last account

31,40,566.50

31,40,566.50

Export Business Reserve- As per last account

200.00

200.00

General Reserve - As per last Account

33,57,792.18

33,57,792.18

Surplus / (Deficit) in Statement of Profit and Loss

As per last account

(53,53,245.89)

(52,93,776.78)

Profit/(Loss) of the current year

69,950.21

(59,469.11)

Closing balance

(52,83,295.68)

(53,53,245.89)

13,41,868.28

13,73,283.12



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179

AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nirula's Corner House Private Limited)
(CIN: U85101DL1974PTC007297)

(Rs. in Hundred)

Notes attached to Financial Statement for the year ended on 31st March 2023

4 LONG TERM BORROWINGS

Secured
- Term Loan from Banks

Less: Amount disclosed under head
"Short Term Borrowings" (Note No. 6)

	As at 31 March 2023		As at 31 March 2022	
	As on 31st Mar, 2023	As on 31st Mar, 2023	As on 31st Mar, 2022	As on 31st Mar, 2022
	Current maturities	Non-Current portion	Current maturities	Non-Current portion
	28,736.64	4,02,673.54	37,046.62	4,26,872.38
	28,736.64	4,02,673.54	37,046.62	4,26,872.38
	28,736.64	-	37,046.62	-
	-	4,02,673.54	-	4,26,872.38

Term loans from Bank/Financial Institutions

Term Loan obtained from HDFC Bank, carries rate of interest as policy rate plus spread of 3.5% per annum, and repayable for a term of 120 monthly

5 OTHER LONG TERM LIABILITIES

Security Deposit

6 LONG TERM PROVISIONS

Contingency (Non funded)
Leave Encashment

7 SHORT TERM BORROWINGS

Current Maturities of Long Term Borrowing
- Term Loan from Banks (secured)

8 TRADE PAYABLES

Total outstanding dues of MSME*
Total outstanding dues of other than MSME
- Others

	35,006.66	15,000.00
	35,006.66	15,000.00
	45,999.01	45,065.65
	17,235.63	17,235.65
	63,232.64	62,299.30
	28,736.64	37,046.62
	28,736.64	37,046.62
	-	-
	1,37,410.93	1,86,236.51
	1,37,410.93	1,86,236.51
	0.01	-

* The Company does not owe any dues outstanding to enterprises covered in Micro, Small and Medium Enterprises Development Act, 2006. This information is available with the Company as none of suppliers reported their status under the Act.

Trade payable aging schedule

Particulars	Outstanding from due date of payment as at 31st March, 2023					Total
	Not due	< 1 year	1-2 years	2-3 years	> 3 years	
MSME-undisputed	-	-	-	-	-	-
MSME-disputed	-	-	-	-	-	-
Others-undisputed	-	56,810.49	3,796.02	4,895.14	44,852.32	1,10,353.97
Others-disputed	-	-	-	-	27,056.95	27,056.95
Total	-	56,810.49	3,796.02	4,895.14	71,909.27	1,37,410.92

Particulars	Outstanding from due date of payment as at 31st March, 2022					Total
	Not due	< 1 year	1-2 years	2-3 years	> 3 years	
MSME-undisputed	-	-	-	-	-	-
MSME-disputed	-	-	-	-	-	-
Others-undisputed	-	54,139.94	6,412.34	2,224.40	54,001.68	1,16,778.36
Others-disputed	-	-	-	-	69,458.15	69,458.15
Total	-	54,139.94	6,412.34	2,224.40	1,23,459.83	1,86,236.51



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181

AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nirulas Corner House Private Limited)
(CIN: U55101DL1974PTC007297)

(Rs. in Hundred)

Notes attached to Financial Statement for the year ended on 31st March 2023

	As at 31 March 2023	As at 31 March 2022
9 OTHER CURRENT LIABILITIES		
Sundry dues payable	21,174.27	14,190.52
Expenses Payable	92,993.62	91,798.18
Other liabilities	84,943.26	11,771.35
	<u>1,89,711.15</u>	<u>1,17,760.05</u>
11 NON CURRENT INVESTMENT		
(Long Term- at cost)		
Non trade investments		
Quoted		
180 (previous year 180) Equity shares of Rs. 2 each	1.90	1.90
of East India Hotels Limited (EIH Ltd.)	<u>1.90</u>	<u>1.90</u>
Market Value of quoted investments	29,790.00	12,540.00
12 LONG TERM LOAN & ADVANCES		
(Unsecured, considered good)		
Security Deposits	65,827.74	67,362.74
	<u>65,827.74</u>	<u>67,362.74</u>
13 INVENTORIES		
(As taken, valued & verified by the Management)		
Stores and consumables (at cost)	1,317.09	1,500.50
Raw materials (at lower of cost or net realisable value)	1,438.73	1,933.60
	<u>2,755.82</u>	<u>3,434.10</u>
14 TRADE RECEIVABLES		
(Unsecured, Considered Good, unless otherwise stated:		
-from related parties	37,437.15	1,042.62
-from others	48,275.34	63,089.76
	<u>85,712.49</u>	<u>64,132.38</u>

Trade receivable aging schedule

Outstanding from due date of payment as at 31st March, 2023

Particulars	< 6 months	6 month-1 years	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade Receivables - considered good	50,792.18	-	-	-	-	50,792.18
- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables - considered good	-	-	-	-	-	-
- considered doubtful	-	-	-	-	34,920.30	34,920.30
Total	50,792.18	-	-	-	34,920.30	85,712.48

Outstanding from due date of payment as at 31st March, 2022

Particulars	< 6 months	6 month-1 years	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade Receivables - considered good	10,222.29	3,768.00	-	-	-	13,990.29
- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables - considered good	-	-	-	-	-	-
- considered doubtful	-	-	-	-	48,122.09	48,122.09
Total	10,222.29	3,768.00	-	-	48,122.09	62,112.38



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AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nirula Corner House Private Limited)
(CIN: U55101DL1974PTC007297)

182

(Rs. in Hundred)

Notes attached to Financial Statement for the year ended on 31st March 2023

	As at 31 March 2023	As at 31 March 2022
15 CASH & CASH EQUIVALENTS		
Balances with scheduled banks:		
- current accounts	3,903.12	2,47,268.27
- deposit accounts	1,67,753.80	55,448.49
Cash in hand (as certified by the management)	17,349.41	11,737.92
	<u>1,89,006.36</u>	<u>3,14,454.68</u>
16 SHORT TERM LOAN & ADVANCES		
(Unsecured, considered good)		
Balance with Revenue Authorities	1,16,312.33	1,17,648.32
Prepaid Expenses	4,877.82	4,834.68
Advance to Employees	49,849.71	48,127.53
Other Advances/receivables	2,44,840.36	13,138.70
	<u>4,15,880.22</u>	<u>1,83,749.23</u>
17 OTHER CURRENT ASSETS		
Interest accrued but not yet due on F120s	3,198.64	1,880.25
	<u>3,198.64</u>	<u>1,880.25</u>



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103

AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nirulas Corner House Private Limited)
(CIN: U55101DL1974PTC007297)

(Rs. in Hundred)

Notes attached to Financial Statement for the year ended on 31st March 2023

	Year ended 31 March 2023	Year ended 31 March 2022
18 REVENUE FROM OPERATION		
A. Sales		
Food revenue	40,491.31	36,540.74
Hotel revenue		
-Room revenue	3,87,218.82	2,04,668.26
-Others	718.70	306.73
	3,87,937.52	2,04,974.99
Less: Allowances / discounts	223.57	161.68
	<u>4,38,205.46</u>	<u>2,41,354.05</u>
 B. Other Operational Revenues		
Lease/Rental Charges	1,15,627.79	74,585.52
	<u>1,15,627.79</u>	<u>74,585.52</u>
 TOTAL (A + B)	<u>5,53,833.25</u>	<u>3,15,939.57</u>
19 OTHER INCOME		
Profit/Gain on Going Concern Sale	1,108.32	-
Liabilities No Longer Required Written Back	37,274.68	73,101.72
Interest Income	25,689.43	24,622.52
Scrap Sales	100.50	800.00
Miscellaneous Income	7,838.04	9,181.09
	<u>74,416.97</u>	<u>1,07,705.33</u>
20 COST OF MATERIALS CONSUMED		
Opening stock	1,953.60	1,856.40
Add: Purchases (Net of discounts)	43,535.18	30,543.29
	45,468.78	32,399.69
Less: Closing stock	1,438.73	1,953.60
Net Consumption	<u>44,030.05</u>	<u>30,446.09</u>
21 EMPLOYEES BENEFIT EXPENSES		
Salaries, wages and bonus	1,31,851.68	1,33,847.84
Contribution to provident and other funds	2,565.05	3,621.42
Staff welfare	5,805.65	4,139.44
Gratuity	953.56	446.56
	<u>1,41,165.74</u>	<u>1,44,055.26</u>
22 FINANCIAL COST		
Interest on fixed term loans	38,075.60	33,437.83
Interest on other loans	-	321.78
Bank Charges	1,662.67	1,595.64
	<u>39,738.27</u>	<u>35,355.25</u>



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184

AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nirulas Corner House Private Limited)
[CIN: U85101DL1974PTC007297]

(Rs. in Hundred)

Notes attached to Financial Statement for the year ended on 31st March 2023

	Year ended 31 March 2023	Year ended 31 March 2022
23 OTHER EXPENSES		
Electricity, Fuel & Water Charges	53,564.60	33,208.03
Repairs and maintenance		
- Buildings	26,790.57	11,046.72
- Plant and machinery	17,213.71	7,540.53
- Others	415.10	362.18
Upkeep and service cost	23,972.22	22,976.34
Rent	6,200.00	6,600.00
Insurance expenses	1,075.65	1,870.90
Telephone, postage and telegram	2,408.35	2,145.19
Publicity and sales promotion	3,349.93	439.76
Vehicle running and maintenance	2,991.27	1,352.50
Legal and professional charges	44,095.23	35,715.19
Rates, fees & taxes	5,018.84	3,734.32
Auditors' Remuneration	1,500.00	1,500.00
Commission Paid	51,209.64	20,572.66
Freight & Forwarding	83.65	134.20
Printing and stationery	1,923.08	1,218.13
Interest on Late Paymt. of Indirect Taxes	769.80	2.01
Interest on Late Paymt. of Direct Taxes	228.72	27.09
Penalty & Composition	256.16	36.50
Charity & Donation	75.00	213.00
Travelling and conveyance	4,645.95	4,950.37
Sundry Balances Wdoff	-	16,149.63
Miscellaneous expenses	1,550.39	2,427.99
Loss on Sale of Property, plant & equipments	-	3,959.90
	<u>2,49,478.97</u>	<u>1,78,180.14</u>



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185

AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nirula's Corner House Private Limited)
[CIN: U55101DL1974PTC007297]

Notes attached to Financial Statement for the year ended on 31st March 2023

24. Contingent liabilities

(Rs. In laes)			
S.No	Particulars	As at 31st March 2023	As at 31st March 2022
(i)	Claims (excluding claims by employees where amounts not ascertainable) not acknowledged as debt	1,506.68	1,506.68
(ii)	Sales-tax matters	286.21	286.21
(iii)	Employees State Insurance	6.06	6.06
(iv)	Guarantee given to sales tax department	3.60	3.60
	Total	1,802.55	1,802.55

*The claims primarily include disputes with the lessor for outlets and with Franchisee for pre-mature closure of the franchise agreement

25. Capital commitments

S.No	Particulars	As at 31st March 2023	As at 31st March 2022
(i)	Capital commitments (net of advances)	Nil	Nil

26. Balances of certain Trade Receivables, Trade Payables and other parties are subject to confirmation, reconciliation and adjustment thereof, if any. Some of them are outstanding for a long period. However the management are of view that these are seems to be realizable.

27. Earnings/(loss) per share (EPS):

Particulars	Current Year	Previous Year
Profit/ (loss) attributable to the equity shareholders (Rs.in laes)	69.95	(59.47)
Number of shares at the beginning of the year	13,418,689	13,418,689
Number of shares at the end of the year	13,418,689	13,418,689
Weighted average number of equity shares outstanding during the year (Nos.)	13,418,689	13,418,689
Weighted average number of dilutive equity shares outstanding during the year (Nos.)**	100	100
Nominal value of equity shares (Rs. Per share)	10	10
Basic/ diluted earnings/ (loss) per share (Rs.)	0.52	(0.44)

** Considering the fact that the effect of potential equity shares are anti dilutive, therefore, the same are ignored in calculating dilutive earnings per share.



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28. The Company has, in accordance with the Accounting Standard 22, "Accounting for Taxes on Income" (AS-22), provided for deferred taxation on account of timing differences between accounting income and taxable income. However, since the Company has unabsorbed depreciation/ carried forward tax losses, in the absence of virtual certainty of realization, deferred tax asset has been recognized only to the extent of deferred tax liability.

The major components of deferred tax asset / liability are as follows: (Rs. Lacs)

Particulars	Current Year	Previous Year
	Assets/(Liability)	Assets/(Liability)
Excess of depreciation allowed as per the books of accounts and allowed as per the Income tax Act, 1961	46.31	43.84
On account of items disallowed under Section 43B of Income tax Act, 1961	30.79	32.52
Losses and unabsorbed Dep. as per Income tax Act	514.22	568.58
Deferred tax assets, (net)	591.32	644.94
Net deferred tax asset recognized in Books	Nil	Nil

29. Related party disclosures under Accounting Standard AS-18 "Related Party Disclosures" as specified under the Companies (Accounting Standards) Rules, 2006:

related parties with whom transactions have taken place during the year

a) Key management personnel:

Mr. Pradeep Chadha	Managing Director
Mr. Ashish Chadha	Director
Mr. Avinash Chadha	Director
Mr. Amit Chadha	CEO/Director

b) Relatives of Key Management Personnel :

-None

c) Holding Company:

Kafila Hospitality & Travels Private Limited
(become holding Company w.e.f. 28.12.2022)

d) Entities over which company or managerial personnel or their relative exercise significant influence:

APT Designs Pvt. Ltd

Transactions with related parties during the year

Nature of Transactions	(Rs. in Lacs)	
	Current Year	Previous Year
<u>Rent Paid</u>		
- Kafila Hospitality & Travels Pvt. Ltd	6.20	4.80
<u>Rent Received</u>		
- APT Designs Pvt. Ltd	42.00	4.80
<u>Sale of Services</u>		
APT Designs Pvt. Ltd	--	7.46
<u>Directors Remuneration</u>		
- Amit Chadha	43.27	33.00
- Ashish Chadha	--	24.00
- Avinash Chadha	12.00	12.00



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30. Employee benefits

In view of the Accounting Standard-15 issued by the Institute of Chartered Accountants of India, the company has provided a sum to Rs. 93,336/- towards Gratuity cost for the year ended 31.03.2023. Total Obligation at the end of the year are Rs. 45,99,901/- in place of total obligation of Rs. 4506565/- as on 31.03.2022. Considering circumstances of business and employees strength, the management of the Company decided that actuarial valuation is not necessary.

31. The guidance on implementing AS-15 issued by Accounting Standards Board of the Institute of Chartered Accountants of India states that benefit involving employer established provided funds, which requires interest shortfall to be re-compensated, are to be considered as defined benefit plans. Considering a confirmation by the actuary in this regard, the Company believes that actuarial valuation at present is not necessary. Amount charged to the Profit and Loss Account in this regard is Rs.1,11,909/- (Previous year Rs. 1,20,308/-).
32. Based on the information presently available with the Company, there are no dues outstanding to micro and small enterprises covered under the Micro, Small and Medium Enterprises Development Act, 2006.
33. In accordance with Accounting Standard 28- "Impairment of Assets", the management of the company carried out review/assessment on the basis of future cash flow projections of all its existing outlets (cash generating units) and company as a whole and assessed there were no indication of impairment losses. On the basis of assessment, the management has not recognized any impairment loss for the year. (previous year Rs. Nil).
34. As the Company's business activities fall within a single primary business segment, viz, "Hotels and Restaurants", under a single geographical segment being India. Accordingly, the disclosure requirements of Accounting Standard (AS)-17 "Segment Reporting", as specified under the Companies (Accounting Standards) Rules, 2006, is not required.

35. Value of imported/ indigenous raw material, provisions and beverages consumed

Particulars	Current Year		Previous Year	
	Rs. In lacs	%	Rs. In lacs	%
Raw materials and Components				
Indigenous	44.03	100	30.27	100
Total	44.03	100	30.27	100

36. Expenditure in foreign currency

Particulars	Current Year	Previous Year
	Nil	3.90 lacs

37. Earnings in foreign currency:

Particulars	Current Year	Previous Year
	Nil	Nil



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AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nirula's Corner House Private Limited)
[CIN: U55101DL1974PTC067297]

Notes attached to Financial Statement for the year ended on 31st March 2023

38. Ratio Analysis and its components

Ratio	Numerator	Denominator	Current Year	Previous Year	% Variance	Reason for Variance
(a) Current Ratio	Current Assets	Current Liabilities	1.90	1.65	14.65	NA
(b) Debt-Equity Ratio	Paid-up debt capital (Long term borrowings+Short term borrowings)	Shareholder's Equity (Total Equity)	0.16	0.18	(9.38)	NA
(c) Debt Service Coverage Ratio	Profit after tax+Finance costs+ Depreciation and amortization expenses+Loss/(Gain) on sale of Property Plant & Equipment+Exceptional items	Finance Costs + lease payments+Schedule of principal repayments of long term borrowings	2.39	1.72	38.98	Due to decrease in scheduled repayment in current year
(d) Return on Equity Ratio	Net Profit after taxes – Preference Dividend (if any)	Average Shareholder's Equity	0.03	(0.02)	(217.45)	Due to increase in earnings
(e) Inventory turnover ratio	COGS/Sales	Average Inventory	0.08	0.10	(20.39)	NA
(f) Trade Receivables turnover ratio	Net Credit sales	Average trade receivables	0.14	0.31	(55.69)	Due to increase in revenue
(g) Trade payables turnover ratio	Total Purchases for material consumed+ closing inventory*- Opening inventory* * inventory excluding Finished Goods & Stock in process	Closing Trade Payables	3.19	6.83	(47.85)	Due to increase in revenue
(h) Net capital turnover ratio	Net Sales	Average Working Capital	1.66	1.42	17.05	NA
(i) Net profit ratio	Net profit after tax	Net Sales	0.13	(0.19)	(168.33)	Due to increase in earnings
(j) Return on Capital employed	Earning before interest and taxes	Tangible Net Worth + Total Debt + Deferred Tax Liability	0.25	(0.06)	(551.84)	Due to increase in earnings
(k) Return on investment	Income generated from invested funds	Time weighted average invested funds in investments	0.05	(0.02)	(217.45)	Due to increase in earnings

39. Other statutory information

- The company does not have any Benami property where any proceedings has been initiated or pending against the company for holding any benami property.
- The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.
- Title deeds of immovable properties are held in the name of the company.
- The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- The company has no borrowings from banks on the basis of security of current assets.
- The company does not have transactions or balances outstanding with the companies struck off u/s 248 of the Companies Act, 2013
- The company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies beyond the statutory period.



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- viii. The company has not traded or invested in crypto currency or virtual currency during the financial year.
- ix. The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- x. The company has not advanced or loaned or invested funds to any other person or entity including foreign entity (intermediaries) with the understanding that the intermediary shall
- Directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary) or
 - Provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.
- xi. The company has not received any fund from any person or entity including foreign entity (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- Directly or indirectly lend or investment in any other person or entity identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary) or
 - Provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.
- xii. The company has no transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).
- xiii. The company does not have any investments through more than two layers of investment companies as per section 2(87) (d) and section 186 of Companies Act, 2013.
49. Previous year's figures have been regrouped / reclassified wherever necessary to make them comparable with the current year's figures, classification / disclosure.

As per our Report of even date
for Nahata Jain & Associates
Chartered Accountants
Firm Regn. No. 016351N



(Anil H. Jain)
Partner, Mem. No. 093912


Place: New Delhi
Date: 02/09/2023



On behalf of the board


Amit Chadha
Director
DIN-05152591


Prateep Chadha
Managing Director
DIN-01736620


Biresh Kr. Das
Company Secretary

UDIN: 23093912BGXDV 2915

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NAHATA JAIN & ASSOCIATES
Chartered Accountants



405, 4th Floor, Pearl Best Heights-II,
Netaji Subhash Place, Pitampura,
Delhi - 110034
Ph. 011-41566161

Independent Auditor's Report

To The Members of
Kafila Hospitality & Travels Private Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Kafila Hospitality & Travels Private Limited** ("the Company"), which comprise the balance sheet as at March 31st, 2023, the statement of Profit and Loss, the statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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 31st, 2023 and profit, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the standalone financial statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the operating effectiveness of the entity's internal controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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 A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

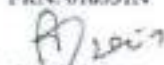


- (e) On the basis of the written representations received from the directors as on March 31st, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to the standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" 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 did not have any pending litigations which would impact its financial position to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses to the standalone financial statements;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note 34 to the standalone financial statement, funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 34 to the standalone financial statement, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
 - v. The dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment. The Company has not proposed any dividend for the current year.



- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31st March, 2023.
- (h) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration is not applicable to a Private Limited Company.

for Nahata Jain & Associates
Chartered Accountants
FRN: 016351N



Anil K Jain
Partner, Mem No. 093912



Place: New Delhi

Date: 04/09/2023

UDIN : 23093912 86XDVU 7654

Annexure 'A' To the Independent Auditors' Report of even date on the standalone financial statements of Kafil Hospitality & Travels Private Limited

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report to the members of the Company on the Standalone Financial Statements for the year ended March 31, 2023, to the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i) In respect of Property, Plant & Equipment (including Right of Use assets) or intangible assets:
- A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
B) According to the information and explanations given to us and on the basis of our examination of the records, the Company does not have any intangible assets.
 - During the year Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
 - The According to the information and explanations given to us and on the basis of our examination of the records of the Company, all the title deeds of immovable properties are held in the name of the Company except in following cases:

Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in name of company
Freehold Land & Buildings situated at 10185B and 10185C, Arya Samaj Road, Karol Bagh, New Delhi	36.46 lacs	Mrs. Madhu Chadha	Director	Since 01.04.2008	As explained to us these immovable properties acquired by the company while takeover the entire sole proprietary business of director Mrs. Madhu Chadha as on 01.04.2008, hence no registered sale deed in the name of company was executed.

- According to the information and explanations given to us and the records examined by us, the Company has not revalued any of its property, plant and equipment (including right-of-use assets) and intangible assets during the year. Accordingly, the provisions of clause 3(i)(d) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder. Accordingly, the provisions of clause 3(i)(e) of the Companies (Auditor's Report) Order, 2020 are not applicable.



ii) In respect of Inventory:

- a) According to the information and explanations given to us, the Company does not have any inventory. Accordingly, the provisions of clause 3(ii) (a) of the Order are not applicable.
- b) According to the information and explanations given to us and the records examined by us, the Company has not been sanctioned working capital limits during the year in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of clause 3(ii) (b) of the Order are not applicable.

iii) (a) During the year the Company has provided loans to companies, firms, Limited Liability Partnerships or any other parties as follows

	Loans (Rs.)
Aggregate amount granted/ provided during the year	- 301.50 lacs
- Subsidiary	- Nil
- Others	- 301.50 lacs
Balance outstanding as at balance sheet date in respect of above cases	
- Subsidiary	- Nil
- Others	- Nil

During the year the Company has not provided advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on these is not applicable to the Company

- (b) During the year the Company has made investments in the 73,66,189 equity shares of Ambrosia Corner House Pvt Ltd. and after acquisition of the aforesaid shares, the said Ambrosia Corner House Pvt Ltd. become subsidiary of the Company. As per the information and explanations given to us, the terms and conditions of investments made and the grant of loans to companies, firms, Limited Liability Partnerships or any other parties during the year are prima facie not prejudicial to the Company's interest.
 - (c) The Company has granted loans during the year to companies, firms, Limited Liability Partnerships or any other parties where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.
 - (d) There amounts of loans granted to companies, firms, limited liability partnerships or any other parties has been received back during the year and there are no overdue repayment.
 - (e) The loans granted by the Company has been received back by the Company during the year, hence the provisions of clause 3(iv)(c) of the Companies (Auditor's Report) Order, 2020 are not applicable.
 - (f) During the year, the Company has not granted any loan to promoters or related parties as defined in clause (76) of Section 2 of the Companies Act, 2013.
- iv) Loans, investments, guarantees and security in respect of which provisions of Sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.



- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year and had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Companies (Auditor's Report) Order, 2020 are not applicable to the company.
- vi) On the basis of available information and explanation provided to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014 dated December 31, 2014 (as amended from time to time) to the current operations carried out by the Company. Accordingly, the provisions of clause 3(vi) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- vii) In respect to statutory dues;
- (a) According to the information and explanations given to us, undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at 31.3.2023 for a period of more than six months from the date they became payable.
- (b) According to the records of the Company examined by us and the information and explanations given to us, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute.
- viii) According to the information and explanations given to us and the records examined by us, there are no unrecorded transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- ix) (a) Based on our audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and according to information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or any other lender.
- (c) According to the information and explanations given to us, the Company has not taken any term loan, hence, the reporting under clause 3(ix)(b) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that the company has used funds raised on short term basis aggregating to Rs.17.89 crores for long-term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary. Company does not have any associates and joint venture.



- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary. Company does not have any associates and joint venture.
- x) a) According to the information and explanations given to us, the Company has not raised any money by way of Initial public offer or future public offer (including debt instruments) during the year. Accordingly, the provisions of paragraph 3(x)(a) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- b) During the year, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, provisions of clause 3 (x)(b) of the Order are not applicable.
- xi) a) As per the information and explanations given to us on our enquiries on this behalf, there were no frauds on or by the Company which have been noticed or reported during the year.
- b) In our opinion and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As represented to us by the management, there were no whistle blower complaints received by the Company during the year.
- xii) The Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii)(a) to (c) of the Order are not applicable.
- xiii) In our opinion and according to the information and explanations given to us, all transactions entered with the related parties are in compliance with section 188 of Companies Act, 2013 and the details have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards. Further in pursuance of section 177, Company being a private company is not required to form audit committee and accordingly the provisions of section 177 are not applicable.
- xiv) a) In our Opinion and based on our examination, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Companies Act 2013.
- b) The company did not have an internal audit system for the period under audit.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act. Accordingly, provisions of clause 3 (xv) of the Order are not applicable.
- xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, provisions of clause 3 (xvi) (a) to (d) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- xvii) According to the information and explanations given to us, the Company has neither incurred any cash losses in the financial nor in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors during the year. Accordingly, provisions of clause 3 (xviii) of the Companies (Auditor's Report) Order, 2020 are not applicable.



- xx) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xxi) According to the information and explanations given to us, there are no unpaid amount, in respect of other than ongoing projects, which are required to be transferred to Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of section 135 of the said Act. Accordingly, provisions of clause 3 (xx) (a) & (b) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- xxii) The reporting under clause 3(xxii) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

for Nahata Jain & Associates

Chartered Accountants

FRN: 016351N

Anil K Jain
Anil K Jain

Partner, Mem No. 093912



Place: New Delhi

Date: 04/09/2023

UDJN 23093912 BGX DVU 7654

The **Annexure B** to the Independent Auditors' report on the Standalone Financial Statements of **Kafila Hospitality & Travels Private Limited** for the year ended March 31st, 2023.

Report on the Internal Financial Controls with reference to the aforesaid Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **Kafila Hospitality & Travels Private Limited** as of 31st March 2023 in conjunction with our audit of the Standalone Financial Statements for the year ended on that date.

In our opinion, the Office 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 31st March 2023, based on the internal control over financial reporting criteria established by the Office considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Office's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Office considering the essential components of internal control stated in the Guidance Note. 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 Office'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 ("Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Office's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Office's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A Office'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 Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Office'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 Liaison Office; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Office are being made only in accordance with authorizations of management of the Office; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Office's assets that could have a material effect on the Standalone 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.

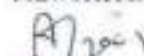
Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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, 2023, based on the criteria for internal financial control over financial reporting 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 ICAL.

for Nahata Jain & Associates

Chartered Accountants

FRN: 016351N



Anil K. Jain

Partner, Mem No. 093912



Place: New Delhi

Date: 04/07/2023

UDIN: 2309391286X3VU7654

284

KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED
[CIN: U74899DL1995PTC064578]

Balance Sheet as at 31st March, 2023

			(Rs. in Hundreds)	
	Note	AS ON 31.03.2023	AS ON 31.03.2022	
EQUITY AND LIABILITIES				
Shareholder's Funds				
Share Capital	3	92,877.60	92,877.60	
Reserve & Surplus	4	15,23,485.46	16,16,363.06	13,82,417.50
Non-Current Liabilities				
Other Long Term Liabilities	5	14,614.00	22,614.00	
Long Term Provisions	6	20,654.94	14,208.44	
Deferred Tax Liabilities (Net)	7	1,891.09	37,160.03	4,168.24
Current Liabilities				
Short-term Borrowings	8	50,82,828.06	47,06,326.24	
Trade Payables				
- due to Micro and Small Enterprises		-	-	
- due to other than Micro and Small Enterprises	9	2,51,312.27	4,14,785.86	
Other Current Liabilities	10	11,71,072.03	8,34,902.91	
Short-term provisions (Net)	11	-	65,05,213.36	59,56,025.01
Total Equity and Liabilities		81,58,736.45	81,58,736.45	73,79,429.19
ASSETS				
Non-Current Assets				
Property, Plant & Equipments and Intangible assets				
(i) Property, Plant and Equipment	12	1,12,208.11	1,21,894.03	
(ii) Intangible assets		-	-	
Non-Current Investments	13	32,66,928.48	2,00,000.00	
Long Term Loan & Advances	14	25,955.60	93,755.60	
Other Non-Current Assets	15	-	34,03,092.19	1,64,347.32
Current Assets				
Trade Receivables	16	3,86,025.64	3,23,444.26	
Cash & Cash Equivalents	17	15,187.08	1,61,253.05	
Short Term Loans & Advances	18	40,76,475.13	62,24,936.76	
Other Current Assets	19	2,75,956.41	87,53,644.26	89,798.17
Total Assets		81,58,736.45	81,58,736.45	73,79,429.19

Significant Accounting Policies

1-2

The accompanying notes are an integral part of the financial statements.

As per our Report of even date
for Nakata Jain & Associates
Chartered Accountants
Firm Regn. No. 050351N

(Anil K. Jain)
Partner, Mem. No. 003012



Place: New Delhi
Date: 04.09.2023

On behalf of the Board

(Pradeep Chaudha)
Director
DIN- 01736620

(Madhu Chaudha)
Director
DIN- 01736656

UDIN: 23 093912 B6XDVU 7654

205

KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED
[CIN: U74899DL1995PTC064578]

Statement of Profit and Loss for the year ended 31st March, 2023

		(Rs. in Hundreds)	
		For the Year ended 31.03.2023	For the Year ended 31.03.2022
	Note		
REVENUE			
Revenue from Operation	20	36,40,690.33	30,47,873.34
Other Income	21	59,192.37	20,918.76
Total Income		36,99,882.70	30,68,792.10
EXPENSES			
Employees Benefit Expenses	22	4,03,366.40	2,71,954.62
Finance Cost	23	5,56,261.10	11,25,786.69
Other Expenses	24	24,00,777.03	14,63,160.17
Depreciation & Amortisation		23,406.76	9,581.41
Total Expenses		33,83,811.29	28,70,492.89
Profit/(Loss) for the year before tax		3,16,071.41	1,98,299.21
Tax Expense			
-Current Tax for current year		84,399.00	51,770.00
-MAT Credit Adjustment		-	8,480.50
-Current Tax for earlier year		-	1,439.08
-Deferred Tax		(2,273.15)	461.97
Profit / (Loss) for the year		2,33,945.56	1,36,147.66
Earning Per Equity Shares:			
Basic		25.19	14.66
Diluted		25.19	14.66

Significant Accounting Policies

1-2

The accompanying notes are an integral part of the financial statements.

As per our Report of even date
for **Nahata Jain & Associates**
Chartered Accountants
Firm Regn. No. 016351N

(Anil K. Jain)
Partner, Mem. No. 093912



On behalf of the Board

(Pradeep Chadha)
Director
DIN- 01736620

(Madhu Chadha)
Director
DIN- 01736656

Place : New Delhi
Date : 04.09.2023

UDIN: 23093912134x DVU 7654

286

KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED
[CIN: U74899DL1995PTC064578]

Cash Flow Statement for the year ended 31st March 2023

(Rs. in Hundreds)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/(loss) before tax & extraordinary items	3,16,071.41	1,98,299.21
Adjustments for:		
Depreciation & Amortisation	23,406.76	9,581.41
Prior period adjustment for property, plant & equipments	-	4,975.73
Loss/(Profit) on Sale of Property, Plant & Equipment	23,406.76	(255.55)
Operating Profit before working capital changes	3,39,478.17	2,12,600.80
Adjustment for changes in operating assets:		
Trade & Other Receivables	(62,581.38)	(2,62,680.68)
Short Term Loans & Advances	21,48,461.63	(2,98,258.57)
Other Current Assets	(1,86,158.24)	2,25,032.86
Short-term Borrowings	3,76,491.82	(2,81,590.41)
Trade Payable	(1,63,472.59)	3,08,975.14
Other Current Liabilities	3,36,160.12	(2,00,529.93)
Other Short-term provisions	-	(5,09,051.59)
Cash Generated from/(used for) Operations	27,88,388.53	(2,96,450.79)
Direct Taxes provision/adjusted	(84,399.80)	(53,209.08)
Net Cash from Operating Activities (A)	27,03,989.53	(3,49,659.87)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Addition in Property, Plant & Equip	(13,720.84)	(44,950.36)
Sale Proceeds from Property, Plant & Equipment	-	1,050.00
Addition in Non Current Investments	(30,66,928.48)	
Long Term Loan & Advances & Other Non Current Assets	2,32,147.32	(1,64,347.32)
Net Cash used in Investing activities (B)	(28,48,502.00)	(2,08,247.68)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Long Term Provisions	6,446.50	1,452.09
Other Long Term Liabilities	(8,000.00)	8,949.00
	(1,553.50)	10,401.09
D. NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)		
	(1,46,065.97)	(5,47,506.46)
Cash and cash equivalents at beginning of the year		
Cash & Bank Balances	1,61,253.05	7,08,759.51
Cash and cash equivalents at closing of the year		
Cash & Bank Balances	15,187.08	1,61,253.05

As per our Report of even date
for Nabata Jain & Associates
Chartered Accountants
Firm Regn. No. 015351N

(Aad K Jain)
Partner, Regn. No. 093912
Place: New Delhi
Date: 04.09.2023



On behalf of the Board

Pradeep Chadha

(Pradeep Chadha)
Director
DIN- 01736620

Madhu Chadha

(Madhu Chadha)
Director
DIN- 01736636

UDIN: 23093912 B4x DVU 7654

Notes attached to Financial Statements for the year ended on 31st March, 2023

NOTE 1: CORPORATE INFORMATION

Kafila Hospitality & Travels Private Limited is incorporated on 20th January, 1995. The registered office of the company is situated at 10185-C, Arya Samaj Road, Karol Bagh, New Delhi-110005.

The Company offers all Travel Related Services under one roof. The Company's main line of business is operations is to serve the B2B agents and corporate clients with the best possible travel related services and whole selling Air ticket, Hotels and Services amongst Retail Travel Agents all across India.

NOTE 2 :SIGNIFICANT ACCOUNTING POLICIES

a) **Basis of Accounting**

The Financial Statements have been prepared on a going concern basis under the historical cost convention on accrual basis of accounting and in accordance with mandatory accounting standards issued by the Institute of Chartered Accountants of India and referred to in Section 211(3C) of the Companies Act, 2013 and generally accepted accounting principles in India.

b) **Property, Plant & Equipment**

Property, Plant & Equipment are stated at cost of acquisition, and/ or construction less accumulated depreciation. The cost comprises of the purchase price and any other directly attributable cost of bringing the assets to working condition for its intended use and net of GST credit availed.

c) **Depreciation**

- Depreciation on all Property, Plant & Equipment has been provided to the extent of depreciable amount on Written Down Value method, based on useful life of the assets as prescribed, in Part C of Schedule II of The Companies Act, 2013.
- Depreciation has been calculated on pro-rata basis in respect of all addition/deletion made in the assets.
- No amount is being written off on leasehold land and freehold land.

d) **Investment**

Non Current Investments are valued at cost of acquisition after deducting provision if any made for permanent diminution in the value as at the date of Balance Sheet.

e) **Cash & Cash Equivalents**

Cash and cash equivalents comprise cash, cash on current accounts and cash on deposits accounts with original maturity of less than 12 months with banks & corporations and cheques in hand.

f) **Revenue Recognition**

All the revenue/income and cost/expenditures are accounted for on accrual basis.

g) **Employee Benefits**

- All employee benefits payable/ available within twelve months of rendering the service are classified as short- term employee benefits. Benefits such as salaries, wages and bonus etc. are recognized in the Profit and Loss Account in the period in which the employee renders the related service.
- Regular monthly contributions to Employees State Insurance and Employees provident fund are made as per provisions applicable.



- Provision for gratuity is been provided in the books as per AS-15 and the same is not funded.
- The company does not have any policy regarding leave encashment, hence no liability on this account is booked.

h) Borrowing Cost

Funds Borrowed are utilized for the business purpose and the cost of borrowed funds have been accounted and charged to revenue account on accrual basis. Borrowing cost directly attributable to acquisition of Qualifying assets is capitalized to the cost of such assets.

i) Earning per Share

In determining earning per share, the company considers the net profit after tax and includes the post tax effects of any extra ordinary items. The number of shares used in computing basic & diluted EPS is weighted average number of shares outstanding during the period.

j) Taxation

-Provision for current tax is made in accordance with the provision of Income Tax Act, 1961. If any further liability arises on account of tax for the year under audit, the same shall be considered on payment basis.

-Deferred tax assets and liabilities are recognized for future tax consequences attributable to the timing differences that results between the profits offered for income tax and profit as per the financial statements. Deferred tax assets and liabilities are measured as per the tax rates/laws that have been enacted or substantively enacted by the Balance Sheet date.

k) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are disclosed in the Notes to Accounts. Contingent assets are neither recognized nor disclosed in the financial statements.



Notes forming part of the Financial Statements for the year ended 31 March, 2023

	AS ON 31.03.2023	(Rs. in Hundreds) AS ON 31.03.2022
Note - 3 : Share Capital		
3.1 Authorised		
200000 Equity Shares of Rs.10/- each (Previous year 200000 Equity Shares of Rs. 10/- each)	2,00,000.00	2,00,000.00
	<u>2,00,000.00</u>	<u>2,00,000.00</u>
3.2 Issued, Subscribed & Paid-up		
796700 Equity Shares (Previous Year 796700 Equity Shares) of Rs. 10/- each fully paid up for cash,	79,670.00	79,670.00
132076 Equity Shares (Previous Year 132076) of Rs.10/- each fully paid up for consideration other than cash	13,207.60	13,207.60
	<u>92,877.60</u>	<u>92,877.60</u>

- 3.3 The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled for part pass voting right. In the event of liquidation of Company, the holders of equity shares will be entitled to receive after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

	As on 31st March, 2023		As on 31st March, 2022	
Equity Shares of par value Rs.10/- each	Numbers	Amount	Numbers	Amount
outstanding at the beginning of the year	9,28,776	92,87,760	9,28,776	92,87,760
issued during the year	Nil	Nil	Nil	Nil
bought back during the year	Nil	Nil	Nil	Nil
outstanding at the end of the year	9,28,776	92,87,760	9,28,776	92,87,760

3.5 **Details of Shareholders holding Shares More Than 5%**

Name of Shareholder's	As on 31st March, 2023		As on 31st March, 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Pradeep Chaudha	5,84,432	62.92%	5,84,432	62.92%
Madhua Chaudha	2,75,337	29.65%	2,75,337	29.65%

	As on 31st March, 2023			As on 31st March, 2022		
Promoter Name	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Pradeep Chaudha	5,84,432	62.92	-	5,84,432	62.92	-
Madhua Chaudha	2,75,337	29.65	-	2,75,337	29.65	-
Amit Chaudha	19,671	2.12	-	19,671	2.12	-
Ashish Chaudha	10,336	1.11	-	10,336	1.11	-
Avinash Chaudha	22,000	2.37	-	22,000	2.37	-
Anil Kumar Kakkar	9,000	0.97	-	9,000	0.97	-
Mala Kakkar	8,000	0.86	-	8,000	0.86	-

Note - 4 : Reserve & Surplus

4.1 Securities premium account			
As per last Account		4,33,230.40	4,33,230.40
Addition during the year		-	-
(A)		<u>4,33,230.40</u>	<u>4,33,230.40</u>
4.2 Surplus/deficit in statement of profit and loss			
Balance at the beginning of the year		8,56,309.50	7,11,681.34
Add : Net Profit/(Loss) for the year		2,33,945.56	1,36,147.66
MAT Credit adjustment for earlier year		-	8,480.50
(B)		<u>10,90,255.06</u>	<u>8,56,309.50</u>
(A+B)		<u>15,23,485.46</u>	<u>12,89,539.90</u>



290

KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED
(CIN: U74899DL1985PTC064578)

(Rs. in Hundreds)

Notes forming part of the Financial Statements for the year ended 31 March, 2023

	AS ON 31.03.2023	AS ON 31.03.2022
Note - 5 : Other Long Term Liabilities		
Security Deposit recd. from Agents	16,614.00	22,614.00
	<u>16,614.00</u>	<u>22,614.00</u>

Note - 6 : Long Term Provisions

Gratuity Payable	20,654.94	14,208.44
	<u>20,654.94</u>	<u>14,208.44</u>

Note - 7 : Deferred Tax Liabilities

In line with the method recommended by the Accounting Standard AS-22 on "Accounting for Taxes 'on Income'" components of deferred tax assets and liabilities as on 31st March, 2023 are given as under:

Deferred Tax Liabilities

Timing Differences in depreciable assets	1,891.09	4,164.24
	<u>1,891.09</u>	<u>4,164.24</u>

Note - 8 : Short Term Borrowing

- Overdraft facility from banks (Secured)	50,82,828.06	47,06,336.24
	<u>50,82,828.06</u>	<u>47,06,336.24</u>

- Overdraft limit/ working capital demand loan facilities from Union Bank of India together with interest and other charges thereon are secured by way of equitable mortgage on the parts of immovable property situated at 101/3B & 101/3C, Arya Samaj Road, Karel High, New Delhi belonging to the Company, its directors and relatives of directors and also personally guarantees by the directors of the company. The overdraft facilities of OD limit and working capital demand loan facilities carries rate of interest as per terms of sanction and repayable on demand.

- Overdraft facilities from Deutsche Bank together with interest and other charges thereon are secured by way of equitable mortgage on the immovable property bearing No.203-204/98, New Rajinder Nagar, Delhi belonging to the directors of the Company and their relatives and also personally guarantees by the directors of the company. The overdraft facilities carries rate of interest as per terms of sanction and repayable on demand.

Note - 9 : Trade Payable

9.1 Total outstanding dues of MSME*	-	-
9.2 Total outstanding dues of other than MSME	2,51,313.27	4,14,785.86
	<u>2,51,313.27</u>	<u>4,14,785.86</u>

* The Company does not owe any dues outstanding to enterprises covered in Micro, Small and Medium Enterprises Development Act, 2006. This information is based on data available with the Company as none of suppliers reported their status under the Act.

9.3 Trade payable aging schedule

Particulars	Not due	Outstanding from due date of payment as at 31st March, 2023				Total
		< 1 year	1-2 years	2-3 years	> 3 years	
MSME-undisputed		30,163.48	2,20,940.42	209.37	-	2,51,313.27
Others-undisputed		-	-	-	-	-
Total		<u>30,163.48</u>	<u>2,20,940.42</u>	<u>209.37</u>	<u>-</u>	<u>2,51,313.27</u>

Particulars	Not due	Outstanding from due date of payment as at 31st March, 2022				Total
		< 1 year	1-2 years	2-3 years	> 3 years	
MSME-undisputed		1,22,211.13	2,91,932.23	-	642.50	4,14,785.86
Others-undisputed		-	-	-	-	-
Total		<u>1,22,211.13</u>	<u>2,91,932.23</u>	<u>-</u>	<u>642.50</u>	<u>4,14,785.86</u>

Note - 10 : Other Current Liabilities

Customers Credit Balances	9,18,556.31	6,31,206.98
Statutory Dues Payable	76,121.23	33,254.79
Other Payables	1,76,394.49	1,72,341.23
	<u>11,71,072.03</u>	<u>8,34,802.91</u>

Note - 11 : Short Term Provisions

- Provision for Taxation (Net)	-	-
	<u>-</u>	<u>-</u>





202

KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED
[CIN: U74899DL1995PTC064578]

Notes forming part of the Financial Statements for the year ended 31 March, 2023

	AS ON 31.03.2023	(Rs. in Hundreds) AS ON 31.03.2022
Note - 13 : Non Current Investments		
Investment in Equity Shares of Subsidiary Company		
Arbhisat Comer House Pvt.Ltd.		
93,66,119 (Previous Year 20,00,000) equity Shares of face value Rs 10/- per share	32,66,928.48	2,00,000.00
TOTAL	32,66,928.48	2,00,000.00

Note - 14 : Long Term Loans & Advances

(Unsecured, considered good)

<Security Deposits

23,955.60	93,755.60
23,955.60	93,755.60

Note - 15 : Other Non Current Assets

FDR marked lien in favor of IATA

FDR pledged with Bank as margin for Guarantees

Interest accrued but not due on deposits

-	25,382.28
-	1,35,592.72
-	3,372.32
-	1,64,347.32

*Fixed deposits in other non-current assets includes deposit with remaining maturity above 12 months

Note - 16 : Trade Receivables

16.1 Unsecured, Considered Good

-from others than related parties

3,79,943.71	3,17,362.33
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Unsecured, Considered Doubtful

-from others than related parties

10,078.54	10,078.54
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Allowance for bad and doubtful debts

3,90,022.25	3,27,440.87
3,996.61	3,996.61
3,96,023.64	3,23,444.26

(i)

(ii)

16.2 Trade receivable ageing schedule

Outstanding from due date of payment as at 31st March, 2023

Particulars	< 6 months	6 month-1 years	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade Receivables - considered good	3,76,428.84	2,718.25	3.16	-	793.46	3,79,943.71
- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables - considered good	-	-	-	-	6,081.93	6,081.93
- considered doubtful	-	-	-	-	3,996.61	3,996.61
Total	3,76,428.84	2,718.25	3.16	-	10,872.00	3,90,022.25

Outstanding from due date of payment as at 31st March, 2022

Particulars	< 6 months	6 month-1 years	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade Receivables - considered good	2,86,161.58	1,956.40	27,214.50	1,199.33	830.52	3,17,362.33
- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables - considered good	-	-	-	-	6,081.93	6,081.93
- considered doubtful	-	-	-	-	3,996.61	3,996.61
Total	2,86,161.58	1,956.40	27,214.50	1,199.33	10,909.06	3,27,440.87

KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED



Notes forming part of the Financial Statements for the year ended 31 March, 2023

	AS ON 31.03.2023	(Rs. in Hundreds) AS ON 31.03.2022
Note - 17 : Cash & Cash Equivalents		
-Cash on hand (as certified by the management)	9,490.47	12,170.02
-Balance with Scheduled Banks		
in Current Accounts	5,834.22	95,827.04
Cheques in hand	-	51,513.27
- in Deposit Accounts	662.39	1,742.73
	<u>15,987.08</u>	<u>1,61,253.05</u>
Note - 18 : Short Term Loans & Advances		
(Unsecured, considered good)		
-Advances to Airlines & other Parties	40,26,656.43	61,36,267.43
-Advances to Employees	9,576.65	9,144.54
-Balance with Revenue Authorities	40,242.05	79,524.79
	<u>40,76,475.13</u>	<u>62,24,936.76</u>
Note - 19 : Other Current Assets		
Gold Coins in Hand (at cost)	9,638.63	9,638.63
Other Recoverable	49,853.75	37,360.75
FDR marked lien in favor of IATA/Others	2,04,821.69	41,614.92
Interest accrued but not due on deposits	12,442.34	1,183.87
	<u>2,75,956.41</u>	<u>89,798.17</u>

*Fixed deposits as other current assets includes deposit with remaining maturity less than 12 months.



294

KAPILA HOSPITALITY & TRAVELS PRIVATE LIMITED
[CIN: U74899DL1995PTC064578]

Notes forming part of the Financial Statements for the year ended 31 March, 2023

	For the Year ended 31.03.2023	(Rs. in Hundreds) For the Year ended 31.03.2022
Note - 20 : Revenue from Operation		
Commission/Discounts/Incentives	33,71,563.56	27,52,228.79
Other Operation Income/Service Charges	2,69,126.77	2,95,644.55
	<u>36,40,690.33</u>	<u>30,47,873.34</u>
Note - 21 : Other Income		
Rental Income	11,800.00	4,800.00
Interest Received	25,265.06	15,539.83
Liability No Longer Req'd. W/back/ Bal W/off	22,127.31	323.38
Profit on Sale of Property, Plant & Equipments	-	255.55
	<u>59,192.37</u>	<u>20,918.76</u>
Note - 22 : Employees Benefit Expenses		
Salary, Bonus, Allowances & Incentives	2,27,862.47	1,50,948.40
Retirement Benefit Expenses- Gratuity	6,446.59	1,452.09
Contribution to PF, ESI & Other Funds	3,294.29	4,358.53
Director Remuneration	1,62,000.00	1,12,500.00
Staff welfare Expenses	3,763.14	2,705.60
	<u>4,03,366.40</u>	<u>2,71,964.62</u>
Note - 23 Finance Cost		
Interest paid on bank borrowings	3,92,442.60	3,83,837.02
Bank and Credit Card Charges	1,63,818.50	7,41,949.67
	<u>5,56,261.10</u>	<u>11,25,786.69</u>



KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED

[CIN: U74899DL1995PTC064578]

Notes forming part of the Financial Statements for the year ended 31 March, 2023

(Rs. in Hundreds)

	For the Year ended 31.03.2023	For the Year ended 31.03.2022
Note - 24 : Other Expenses		
Administration, Selling & Other Expenses		
Electricity & Water Expenses	23,522.65	16,866.31
Commission/Discounts/Incentive paid	22,56,992.65	12,80,828.76
IRCTC AMC & Authentication Charges	4,547.94	51,500.00
Conveyance Expenses	505.99	1,725.40
Vehicle Running & Maintenance	4,853.60	3,997.01
Printing & Stationery	837.21	994.98
Telephone, Internet & Web Expenses	51,964.72	42,442.23
Data Entry Charges	8,969.58	3,499.63
Insurance Expenses	543.48	731.78
Repair & Maintenance	-	-
- Office Maintenance	851.98	1,637.69
- Computer & Software Maintenance	1,716.90	2,162.60
- Other Repair & Maintenance	11,499.66	5,798.02
Business Promotion Expenses	458.66	11,388.01
Books & Periodicals	62.34	156.97
Travelling Expenses	2,110.71	5,557.32
Postal Expenses	29.75	130.11
Festival/Diwali Expenses	4,404.81	3,688.55
Rates, Rent, Fees & Taxes	2,104.94	1,424.64
Legal & Professional Charges	19,280.15	12,962.00
Charity & Donation	51.00	2,434.49
Misc. Expenditure	2,968.31	1,761.33
Auditor's Remuneration	2,500.00	2,500.00
Allowance for bad and doubtful debts	-	3,996.61
Prior period adjustment for property, plant & equipments	-	4,975.73
	24,00,777.03	14,63,160.17
24.1 Payments to auditors :		
Statutory audit Fee	2,000.00	2,000.00
Tax audit Fee	500.00	500.00
	2,500.00	2,500.00



296

KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED

Notes attached to Financial Statements for the year ended on 31st March 2023

25. Contingent liabilities

(Rs. In lacs)

S.No	Particulars	31st March 2023	31st March 2022
(i)	Bank guarantees with IATA/SBI Cards	186.31	186.31
(ii)	Demand of Service Tax & cess	Nil	Nil
(iii)	Claims against the Company by a customer not acknowledged as debts	7.96	7.96
(iv)	Demand of pre closure charges and interest etc. by Axis Bank against which company raised/filed dispute/complaints and matter is pending	121.00	121.00
	Total	315.27	315.27

26. Capital Commitments : NIL (Previous Year: Nil)

27. In the opinion of the Management of the Company, the Current Assets and Loans and Advances are of the value as stated in financial statement in the ordinary course of business. The provision of all known liabilities has been made.

28. The Company has not received any information from suppliers or service providers, whether they are covered under the "Micro, Small and Medium Enterprises (Development) Act, 2006". Therefore, it is not possible to give the information required under the Act.

29. The Company is a Small and Medium Sized Company (SMC) as defined in general instruction in respect of Accounting Standard notified under the Companies Act. Accordingly the Company has complied with the Accounting Standard as applicable to Small and Medium Sized Companies.

30. Related party Disclosures:

Related party disclosures as required by AS-18 "Related party disclosures" are given below:

a. Key Management Personnel

Pradeep Chadha > Director
Madhu Chadha > Director

b. Entities over which company or managerial personnel or their relative exercise significant influence

Ambrosia Corner House Pvt. Ltd.
APT Designs Pvt. Ltd

c) Subsidiary of the Company

Ambrosia Corner House Pvt. Ltd

d. Other persons reported hereunder are relatives of Key Management Personnel

Transaction with the related parties

(Rs. In lacs)

Name of the Related Party	Nature of Transaction	Current Year 2022-23	Previous Year 2021-22
Pradeep Kumar Chadha	Directors Remuneration	90.00	67.50



Madhu Chadha	Directors Remuneration	72.00	45.00
Avinash Chadha	Salary Paid	30.67	13.94
Kriti Chadha	Salary Paid	6.17	5.14
Swati Chadha	Salary Paid	6.17	5.14
Ambrosia Corner House Pvt. Ltd	Rent Received	6.20	4.80
Anil Kakkar	Salary Paid	7.49	6.82
	Security Recd Back	67.80	--
	<u>Outstanding at year end</u>		
	Rent Security	--	67.80
APT Designs Pvt. Ltd	Rent Received	5.60	--
	Sales of Ticket/Hotel	6.13	0.31
	<u>Outstanding at year end</u>		
	Trade Receivable	--	0.16

Note: Related party relationship is as identified by the management and relied upon by the Auditors.

31. Earning per Share (EPS)

In terms of Accounting Standard 20, the calculation of EPS is given below:

Particulars	Current Year	Previous Year
Profit/(Loss) after tax as per statement of profit & loss (Rs. In hundred)	2,33,945.56	1,36,147.66
Total Number of Shares at beginning of the year	9,28,776	9,28,776
Total Number of Shares at closing of the year	9,28,776	9,28,776
Weighted average No. of Equity Shares	9,28,776	9,28,776
Nominal Value of Shares (Rs.)	10/-	10/-
Basic & diluted Earning per share (Rs.)	25.19	14.66

Earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholder by weighted number of shares outstanding during the year.

32. There is no impairment loss on fixed assets on the basis of review carried out by the management in accordance with Accounting Standard (AS) - 28 "Impairment of Assets"



290

KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED
[CIN: U74899DL1995PTC064578]

Notes forming part of the Standalone Financial Statements for the year ended 31 March, 2023

33 Ratio Analysis and its components

Ratio	Numerator	Denominator	Current Year	Previous Year	% Variance	Reason for Variance
(a) Current Ratio	Current Assets	Current Liabilities	0.73	1.14	(35.99)	Primarily due to increase in non current investment
(b) Debt-Equity Ratio	Paid-up debt capital (Long term borrowings+Short term borrowings)	Shareholder's Equity (Total Equity)	3.14	3.40	(7.63)	NA
(c) Debt Service Coverage Ratio	Profit after tax+Finance costs+ Depreciation and amortization expenses+Loss/(Gain) on sale of Property Plant & Equipment+Exceptional items	Finance Costs + Issue payments+Scheduled principal repayments of long term borrowings	1.46	1.13	29.53	Primarily due to increase in earnings
(d) Return on Equity Ratio	Net Profit after taxes - Preference Dividend (if any)	Average Shareholder's Equity	0.16	0.11	43.42	Primarily due to increase in earnings
(e) Inventory turnover ratio	COGS/Sales	Average Inventory	NA	NA	NA	No inventory in company, hence not applicable
(f) Trade Receivables turnover ratio	Net Credit sales	Average trade receivables	10.26	16.21	(36.69)	Primarily due to increase in turnover
(g) Trade payables turnover ratio	Total Purchases for material consumed+ closing Inventory*-Opening Inventory* * inventory excluding Finished Goods & Stock in process	Closing Trade Payables	NA	NA	NA	There is no material consumed, hence not applicable
(h) Net capital turnover ratio	Net Sales	Average Working Capital	(8.62)	3.81	(310.43)	Primarily due to increase in non current investment
(i) Net profit ratio	Net profit after tax	Net Sales	0.06	0.04	43.85	Primarily due to increase in earnings
(j) Return on Capital employed	Earning before interest and taxes	Tangible Net Worth + Total Debt + Deferred Tax Liability	0.11	0.10	10.66	NA
(k) Return on investment	Income generated from invested funds	Time weighted average invested funds in investments	0.21	0.16	33.04	Primarily due to increase in earnings



34 Other statutory information

- i. The company does not have any Benami property where any proceedings has been initiated or pending against the company for holding any benami property.
- ii. The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.

iii. Details of the title deeds of immovable properties not held in the name of the company are as under:-

Relevant line item in Balance Sheet	Description of name of property	Gross Carrying Value (Rs. in lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or	Property held since which date	Reasons for not being held in the name of the company
Property, Plant and Equipment	Freehold Land & Buildings situated at 10183B and 10183C, Arya Samaj Road, Karol Bagh, New Delhi	31.91	Mrs Madhu Chadha	Director	01.04.2008	These immovable properties acquired by the company while takeover the entire sole proprietary business of director Mrs. Madhu Chadha as on 01.04.2008.

- iv. The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- v. The company has borrowings from bank in the shape of bank guarantee on the basis of security of current assets. The returns and statements of current assets filed by the company with the bank are in agreement with the books of accounts.
- vi. The company does not have transactions or balances outstanding with the companies struck off u/s 248 of the Companies Act, 2013
- vii. The company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies beyond the statutory period.
- viii. The company has not traded or invested in crypto currency or virtual currency during the financial year.
- ix. The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- x. The company has not advanced or loaned or invested funds in any other person or entity including foreign entity (intermediaries) with the understanding that the intermediary shall
- a) Directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary) or
- b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.
- xi. The company has not received any fund from any person or entity including foreign entity (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- a) Directly or indirectly lend or investment in any other person or entity identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary) or
- b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.
- xii. The company has no transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).
- xiii. The company does not have any investments through more than two layers of investment companies as per section 2(87) (d) and section 186 of Companies Act, 2013.



35 Additional Information

a) Earning in foreign currency

FOB Value of Exports

b) Value of Import on CIF Basis

c) Expenditure in foreign currency.

2022-23

2020-21

Nil

Nil

Nil

Nil

Nil

Nil

36 Figures for the previous year have been regrouped, rearranged and reclassified wherever found necessary to compare to the current year's Classifications.

As per our Report of even date

for Nahata Jain & Associates

Chartered Accountants

Firm Regn. No. 016351N



(Anil K. Jain)

Partner, Mem. No. 091912



Place : New Delhi

Date : 04.09.2023

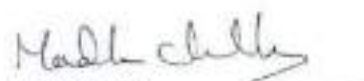
On behalf of the Board



(Pradeep Chaudha)

Director

DIN- 01736620



(Madhu Chaudha)

Director

DIN- 01736656

UDIN: 23053912 BGXDVU 7654



Independent Auditor's Report

To The Members of
AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nicolas Corner House Private Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **AMBROSIA CORNER HOUSE PRIVATE LIMITED** ("the Company"), which comprise the balance sheet as at March 31, 2022, Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the losses and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, including annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.



If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of 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 Standards and other accounting principles generally accepted in India. 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

These Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of these books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the relevant 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 the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) The Company is exempted from getting an audit opinion with respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls vide notification dated June 13, 2017.
- 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 24 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.
 - iv) a. The Management has represented that to the best of its knowledge & belief, as disclosed in the Notes to the accounts, the Company has not advanced or loaned or invested any funds (either from borrowed



funds or share premium or any other sources or kind of funds) in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- b. The Management has represented that to the best of its knowledge & belief, as disclosed in the Notes to the accounts, the Company has not received any funds from any persons or entities including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c. Based on such audit procedures considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause a. & b. contain any material mis-statement.

v) The Company has not declared or paid any dividend during the year.

E) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration is not applicable to a Private Limited Company.

for Nahata Jain & Associates
Chartered Accountants
FRN: 016351N



Anil K Jain
Partner, Mem. No. 093912

Place: New Delhi
Date: 01/09/2022

UDIN:

Annexure 'A' To the Independent Auditors' Report of even date on the financial statements of AMBROSIA CORNER HOUSE PRIVATE LIMITED

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2022, we report that:

i) In respect of Property, Plant & Equipment(Including Right of Use assets) or intangible assets:

- a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- B) The Company has maintained proper records showing full particulars of Intangible assets.
- b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- d) According to the information and explanations given to us and the records examined by us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, the provisions of clause 3(i)(d) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder. Accordingly, the provisions of clause 3(i)(e) of the Companies (Auditor's Report) Order, 2020 are not applicable.

ii) In respect of Inventory:

- a) As explained to us inventories have been physically verified by the management at regular intervals during the year.
- b) In our opinion, procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c) In our opinion, the company is maintaining proper records of inventory. We have been explained that discrepancies noticed on physical verification as compared to book records were not material and the same have been properly dealt with in the books of account.

iii) (a) According to the information and explanations given to us, during the year the Company has not provided any loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity.

(b) In our opinion, the investments made by the Company is, prima facie, not prejudicial to the Company's interest.

(c) The Company has not granted any loans or advances in the nature of loans, secured or unsecured, to Companies, firm, Limited Liability Partnerships or other parties during the year or any loan or advance in the nature of loan granted has fallen due during the year. Therefore, reporting under clause 3(iii)(c), (d), (e) and (f) of the Companies (Auditors Report) Order, 2020 are not applicable.

iv) Loans, investments, guarantees and security in respect of which provisions of Sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.



- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year and had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Companies (Auditor's Report) Order, 2020 are not applicable to the company.
- vi) On the basis of available information and explanation provided to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014 dated December 31, 2014 (as amended from time to time) to the current operations carried out by the Company. Accordingly, the provisions of clause 3(vi) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- vii) In respect to statutory dues:
- (a) According to the examination of records of the company and information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, employees state insurance (ESI), Investor Education and Protection Fund, Income-tax, Tax deducted at source, Tax collected at source, Professional Tax, Sales Tax, value added tax (VAT), Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess, GST and other material statutory dues applicable to it, with the appropriate authorities.
- (b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income-tax, Wealth Tax, Customs Duty, Excise Duty, Sales Tax, VAT, Cess, GST and other material statutory dues in arrears /were outstanding as at 31 March, 2021 for a period of more than six months from the date they became payable except Service Tax of Rs. 652998/- which were outstanding as at 31st March, 2021 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of income tax, sales tax, wealth tax, service tax, duty of customs, Duty of excise and cess, which have not been deposited on account of any dispute, except following :

Statute	Nature of disputed dues	Amount involved	Amount Deposited Under protest	Period in which amount relates (Financial Year)	Forum where dispute is pending
The Delhi Sales Tax Act, 1975	Sales Tax, Delhi	4,723,799	325,346 1,407,840	1977-78, 1985-86 1986-87, 1988-89 1989-90, 1992-93	Commissioner
The Delhi Sales Tax Act, 1975	Sales Tax, Delhi	12,444,927	1,753,764	1981-82, 1990-91 1991-92	Vat Officer



				1993-94 to 1999-00, 2004-05	
The Delhi Sales Tax Act, 1975	Sales Tax, Delhi	49,918	19,200	1987-88	Appellate Tribunal
The Delhi Sales Tax Act, 1975	Sales Tax, Delhi	878,840	73,140	1998-1999	Commissioner (Appeals)
The Delhi Sales Tax Act, 1975	Sales Tax, Delhi	832,512	126,763	2001-2002	Commissioner (Appeals)
The Delhi Value Added Tax Act	DVAT	641,494		2008-2009	Joint Comm. - DVAT (Appeals)
	Penalty	899,345			
The Delhi Value Added Tax Act	DVAT	1,187,193		2009-2010	Joint Comm. - DVAT (Appeals)
	Penalty	1,524,084			
The Delhi Value Added Tax Act	DVAT	1,271,182		2010-2011	Joint Comm. - DVAT (Appeals)
	Penalty	1,668,213			
The Delhi Value Added Tax Act	DVAT	1,705,240		2011-2012	Joint Comm. - DVAT (Appeals)
	Penalty	2,123,136			
Employees State Insurance Act	ESI-Penalty	605,525	605,525	2010-11	Delhi High Court
The Delhi Value Added Tax Act	DVAT	3,70,665		2013-2014	Joint Comm. - DVAT (Appeals)
	Penalty	4,98,520			
The Delhi Value Added Tax Act	DVAT	1,81,056		2014-2015	Joint Comm. - DVAT (Appeals)
	Penalty	2,04,624			
The Delhi Value Added Tax Act	DVAT	89,618		2015-2016	Joint Comm. - DVAT (Appeals)
	Penalty	78,390			



The Delhi Value Added Tax Act	DVAT	5,21,907	2016-2017	Joint Comm. - DVAT
	Penalty	2,81,172		(Appeals)
	Total	33,642,437	5,172,355	

* Amount as per demand orders including interest and penalty wherever indicated in the demand.

- viii) According to the information and explanations given to us and the records examined by us, there are no unrecorded transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- ix) (a) Based on our audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender.
(b) The Company has not been declared wilful defaulter by any bank or financial institution or any other lender.
(c) According to the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
(d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long term purposes by the Company.
(e) According to the information and explanations given to us, the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.
- x) a) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or future public offer (including debt instruments) during the year. Accordingly, the provisions of paragraph 3(x)(a) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
b) During the year, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, provisions of clause 3 (x)(b) of the Order are not applicable.
- xi) a) As per the information and explanations given to us on our enquiries on this behalf, there were no frauds on or by the Company which have been noticed or reported during the year.
b) In our opinion and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
c) As represented to us by the management, there were no whistle blower complaints received by the Company during the year.
- xii) The Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii)(a) to (c) of the Order are not applicable.
- xiii) In our opinion and according to the information and explanations given to us, all transactions entered with the related parties are in compliance with section 188 of Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards. Further in pursuance of section 177, Company being a private company is not required to form audit committee and accordingly the provisions of section 177 are not applicable.
- xiv) a) In our Opinion and based on our examination, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Companies Act 2013.



- b) The company did not have an internal audit system for the period under audit.
- xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act. Accordingly, provisions of clause 3 (xv) of the Order are not applicable.
- xvi) The company is not required to be registered under Section 45-1A of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, provisions of clause 3 (xvi) (a) to (d) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- xvii) According to the information and explanations given to us, the Company has neither incurred any cash losses in the financial nor in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors during the year. Accordingly, provisions of clause 3 (xviii) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx) According to the information and explanations given to us, there are no unspent amount, in respect of other than ongoing projects, which are required to be transferred to Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of section 135 of the said Act. Accordingly, provisions of clause 3 (xx) (a) & (b) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- xxi) Consolidated Financial Statements are not applicable to the Company. Accordingly, provisions of clause 3 (xxi) of the Companies (Auditor's Report) Order, 2020 are not applicable.

for Nabata Jain & Associates
Chartered Accountants
FRN: 016351N

Anil K. Jain
Partner, Mem No. 093912



Place: New Delhi
Date: 01/09/2022

UDIN:

AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nicolas Corner House Private Limited)
[CIN: U55101DL1974PTC007297]

Balance Sheet as on 31st March, 2022

			(Rs. in Hundred)
	Note reference	As at 31 March 2022	As at 31 March 2021
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	1,341,868.90	1,341,868.90
Reserves and Surplus	3	1,273,283.12	1,314,777.28
Non-current Liabilities			
Long-Term borrowings	4	426,872.20	463,918.82
Other Long Term Liabilities	5	15,000.00	15,000.00
Long Term Provisions	6	62,299.30	61,832.74
Current Liabilities			
Short-Term Borrowings	7	37,046.62	8,301.58
Trade Payables			
-due to Micro and Small Enterprises			
-due to other than Micro and Small Enterprises	8	186,236.51	178,029.19
Other Current Liabilities	9	117,760.05	244,296.28
TOTAL		3,460,366.70	3,647,384.39
ASSETS			
Non-current Assets			
<u>Property, Plant & Equipments and Intangible assets</u>			
(i) Property, Plant and Equipment	10	2,827,379.42	2,924,136.55
(ii) Intangible assets		-	-
Non Current Investment	11	1.90	1.90
Long-Term Loans and Advances	12	67,362.74	67,362.74
Current Assets			
Inventories	13	3,434.10	3,382.90
Trade Receivables	14	62,112.38	131,703.85
Cash and Cash Equivalents	15	714,454.68	19,454.40
Short-Term Loans and Advances	16	183,741.23	501,141.96
Other current Assets	17	1,880.25	-
TOTAL		3,460,366.70	3,647,384.39

Significant Accounting Policies

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
for **Nahata Jain & Associates**
Chartered Accountants
Firm Regn No. 016351N

Anil K Jain
Partner, Mem No. 093912



On behalf of the board

Amit Chadha
Director
DIN-05152591

Avinash Chadha
Director
DIN-05152594

Place: New Delhi
Date: 01/09/2022

Biresh K. Das
Company Secretary

AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nirulas Corner House Private Limited)
[CIN: U55101DL1974PTC007297]

Statement of Profit & Loss for the year ended 31st March, 2022

		(Rs. in Hundred)	
Particulars	Note reference	Year ended 31 March 2022	Year ended 31 March 2021
INCOME			
Revenue			
Revenue from operations	18	315,939.57	263,480.74
Other Income	19	107,703.33	162,188.83
Total Revenue		423,644.90	425,669.57
Expenses			
Cost of materials consumed	20	33,266.09	25,816.18
Employee benefit expenses	21	144,055.26	117,465.19
Finance costs	22	35,135.25	52,225.12
Other expenses	23	178,180.14	126,501.65
Depreciation and amortization expenses		96,622.32	96,990.28
		1,365.05	1,365.05
Total Expenses		493,114.01	417,614.55
Profit / (loss) before tax		(59,469.11)	8,054.52
Tax Expense			
Current tax		-	-
Deferred tax		-	-
Taxation for earlier year		-	-
Profit / (loss) for the year		(59,469.11)	8,054.52
Earnings per equity share (EPS)			
Basic (in Rs.)		(0.44)	0.06
Diluted (in Rs.)		(0.44)	0.06

Significant Accounting Policies

The accompanying notes are an integral part of the financial statements.

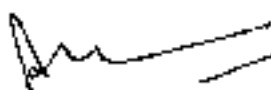
As per our report of even date attached
For Nehra Jain & Associates
Chartered Accountants
Firm Reg. No. 016151N



Anil K. Jain
Partner, Mem. No. 097972

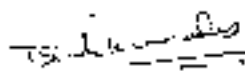
Place: New Delhi
Date: 01/09/2022



On behalf of the board


Anil Chaudhri
Director
DIN-05152597


Animesh Chandra
Director
DIN-05152594


Birendra K. Das
Company Secretary

AMBROSIA CORNER HOUSE PRIVATE LIMITED

(Earlier known as Nicolas Corner House Private Limited)

[CIN: U55101DL1974PTC007297]

Cash Flow Statement for the year ended 31st March, 2022

Particulars	(Rs. in Hundred)	
	Year ended 31 March 2022	Year ended 31 March 2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/(loss) before tax & extraordinary items	(59,469.11)	8,354.52
<u>Adjustment for:</u>		
Depreciation for amortisation	95,257.27	95,625.23
Loss/(Profit) on Sale of Property, plant & equipments	3,959.90	95,625.23
Operating Profit/(Loss) before working capital changes	39,748.06	103,679.75
<u>Adjustment for changes in operating assets</u>		
Inventories	148.80	(350.35)
Trade & Other Receivables	69,591.47	(10,730.19)
Short Term Loans & Advances	317,450.73	(127,330.97)
Short-term Borrowings	26,745.43	(29,817.86)
Trade Payable	8,267.32	(104,503.53)
Other Long Term Liabilities	-	-
Other Current Liabilities	(126,136.25)	(55,539.22)
Other Short-term provisions	297,597.52	(48,608.52)
Cash Generated from/(used for) Operations	337,305.58	(283,230.89)
Direct Taxes provision/adjusted	-	-
Net Cash from Operating Activities (A)	337,305.58	(283,230.89)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Deletion/(Addition) in Property, plant & equipments	(3,149.36)	(4,292.35)
Realisation from sale of Property, plant & equipments	1,324.27	-
Deletion/(Addition) in Investments	-	-
Other Non Current Assets	(1,866.25)	167,293.63
Long Term Loan & Advances	-	226.46
	(5,791.34)	163,227.74
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceed from Share Capital	-	-
Proceed from Share Premium Account	-	-
Long Term Borrowings	(37,046.62)	153,296.86
Long Term Provisions	445.56	(18,752.85)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	295,009.18	16,570.86
D. CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR		
Cash & Bank Balances	19,454.50	2,883.64
Cash and cash equivalents at closing of the year	314,463.68	19,454.50

As per our report of even date attached
for Nabata Jain & Associates
Chartered Accountants
Firm Regn No. 016331N

Anil K Jain
Partner, Mem No 093912



Place: New Delhi
Date: 01/04/2022

On behalf of the board

Amit Chudha
Director
DIN-05152591

Amit Chudha
Director
DIN-05152591

Biresh K. Das
Company Secretary

AMBROSIA CORNER HOUSE PRIVATE LIMITED

(Earlier known as Nilukas Corner House Private Limited)

[CIN: U55101DL1974PTC007297]

Notes attached to Financial Statement for the year ended on 31st March 2022

1. INFORMATION & SIGNIFICANT ACCOUNTING POLICIES

i. Corporate Information

Nilukas Corner House Private Limited ("the Company") was incorporated on 5th June 1974. The Company is in the hospitality sector having interests in Hotels and Food Retail business. The Company is running hotels and Restaurants.

ii. Accounting Convention

a) The financial statements are prepared and presented under the historical cost convention as modified to include the revaluation of certain Property, Plant & Equipments of the Company, on the accrual basis of accounting in accordance with Generally Accepted Accounting Principles ("GAAP") in India and and in accordance with mandatory accounting standards issued by the Institute of Chartered Accountants of India and referred to in Section 211(3C) of the Companies Act, 2013 ("the Act"), to the extent applicable.

b) Use of Estimates

The preparation of Financial Statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affects the reported amount of Assets and Liabilities and the disclosure of Contingent Liabilities on the date of Financial Statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively.

iii. Property, Plant & Equipment

a) Owned Assets

Property, Plant & Equipments (other than the assets revalued and stated at the revalued figure) are stated at cost less accumulated depreciation. Cost includes freight, duties, taxes and other incidental expenses.

b) Assets Taken on Finance Lease

Property, Plant & Equipments taken on Finance Lease on or after 1 April 2001 are stated at the lower of the fair value of the assets and the present value of the minimum lease payments at the inception of the lease.

iv. Depreciation

a) Initial outlay on utensils, crockery and linen in respect of new units is capitalised and depreciated over useful life of five years. Expenditure thereafter is charged to revenue being in the nature of replacements.

b) Leasehold land is being depreciated over the lease period.

c) In respect of revalued assets, an amount equivalent to the additional charge of depreciation arising due to revaluation is transferred from the revaluation reserve to the Profit and Loss Account.

d) Depreciation on other Property, Plant & Equipments is provided to the extent of depreciable amount on straight line method, based on useful life of the assets as prescribed in Part C of Schedule II of Companies Act, 2013.

e) Depreciation has been calculated on prorata basis in respect of all addition/deletion in Property, Plant & Equipments.

f) The leasehold improvements carried out at outlets are depreciated over the lease period (or the estimated useful life whichever is lower), including the options for renewals.



AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Niruas Corner House Private Limited)
[CIN: U55101DL1974PTC007297]

Notes attached to Financial Statement for the year ended on 31st March 2022

v. Investments

Long term investments are valued at cost. Any diminution, other than temporary, in the value of long term investments is adjusted in the carrying value of such investments.

vi. Inventories

Stores and spares are valued at cost. Stock-in-trade is valued at lower of cost and net realizable value. The bases of determining cost for different categories of inventory are as follows:-

- | | |
|---------------------------------------|--|
| - Stock in trade | - Cost of Purchase |
| - Raw materials | - Weighted Average |
| - Work-in-progress and finished goods | - Material cost plus appropriate share of production overheads and excise duty, where applicable |
| - Stores and spares | - Weighted Average |

vii. Foreign currency transactions

Foreign exchange transactions are recorded using the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the Profit and Loss Account of the year.

Monetary assets and liabilities denominated in foreign currencies as at the Balance Sheet date are translated at the exchange rates on that date and the resultant exchange differences are recognised in the Profit and Loss Account.

viii. Employee benefits

a) Short term employee benefits

All employee benefits payable/ available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc. are recognised in the Profit and Loss Account in the period in which the employee renders the related service.

b) Post-employment benefits

Defined contribution plans

The Company's employee provident fund scheme is a defined contribution plan. A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions and will have no obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in the Profit and Loss Account in the year when the employee renders the related service. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in future payments is available. The Company deposits its employees' provident fund contributions with the Regional Provident Fund Commissioner.

Defined benefit plans

Annual contribution is charged to the Profit and Loss Account. In addition, shortfall in provision, determined on the basis of an actuarial valuation carried out at the end of the year, is also provided for. The obligation is measured at the present value of the estimated future cash flows. Actuarial gains and losses are recognised immediately in the Profit and Loss Account. Differential between fair value of plan assets of trust and the present value of obligation as per actuarial valuation is recognised as an asset or liability.

c) Other long term employee benefits

Compensated absences are in the nature of other long term employee benefits. The liability in respect of compensated absences is provided on the basis of an actuarial valuation done by an independent actuary at the year end. Actuarial gains and losses are recognised immediately in the Profit and Loss Account.



AMBROSIA CORNER HOUSE PRIVATE LIMITED

(Earlier known as Nirulas Corner House Private Limited)

[CIN: U55101DL1974PTC007297]

Notes attached to Financial Statement for the year ended on 31st March 2022

ix. Revenue recognition

- a) Sales of goods are recognised upon transfer of risks and rewards to the customer and are shown net of returns, GST and discounts.
- b) Management and technical fees is recognised on accrual basis in accordance with the term and conditions of the relevant agreements.
- c) Interest income is recognised on a time proportionate basis.

x. Borrowing Cost

Funds Borrowed are utilized for the business purpose and the cost of borrowed funds have been accounted and charged to revenue account on accrual basis. Borrowing cost directly attributable to acquisition of Qualifying assets is capitalized to the cost of such assets.

xi. Provisions and contingencies

A provision is recognized when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

xii. Leases

Lease rentals in respect of assets taken on operating lease were charged to the Profit and Loss Account on actual lease rent due basis for the financial year.

xiii. Earning per share

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share are computed using the weighted average number of equity and dilutive equivalent shares outstanding during the year, except where results would be anti-dilutive.

xiv. Taxation

Income-tax expense comprises current tax (i.e. amount of tax for the period determined in accordance with the income tax laws) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty of realization. Such assets are reviewed at each Balance Sheet date to reassess realization. However, where there are carried forward losses or unabsorbed depreciation under taxation laws, deferred tax assets are recognized only if there is virtual certainty of realization of such assets.



AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Ninday Corner House Private Limited)
(CIN: U55101DL1974PTC007207)

(Rs. in Hundred)

Notes attached to Financial Statement for the year ended on 31st March, 2022

2. SHARE CAPITAL

Authorized

13,730,000 (previous year 13,730,000)
equity shares of Rs.10 each

As at 31 March 2022	As at 31 March 2021
--------------------------------	--------------------------------

<u>1,373,000.00</u>	<u>1,373,000.00</u>
---------------------	---------------------

Issued, subscribed and paid-up

13,418,689 (previous year 13,418,689)
equity shares of Rs.10 each fully paid-up

<u>1,341,868.90</u>	<u>1,341,868.90</u>
---------------------	---------------------

<u><u>1,341,868.90</u></u>	<u><u>1,341,868.90</u></u>
----------------------------	----------------------------

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled for pari passu voting right. In the event of liquidation of Company, the holders of equity shares will be entitled to receive after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Reconciliation of Shares

Equity Shares of par value Rs.10/- each	As on 31st Mar,2022		As on 31st March,2021	
	Numbers	Amount	Numbers	Amount
Shares outstanding at the beginning of the year	13,418,689	134,186,890	13,418,689	134,186,890
Shares issued during the year	Nil	Nil	Nil	Nil
Shares bought back during the year	Nil	Nil	Nil	Nil
Shares outstanding at the end of the year	13,418,689	134,186,890	13,418,689	134,186,890

Details of Shareholders holding Shares More Than 5%

Name of Shareholder's	As on 31st Mar,2022		As on 31st March,2021	
	Numbers of Shares Held	Percentage of Holding	Numbers of Shares Held	Percentage of Holding
A2Z Excursion Pvt. Ltd	6,706,189	49.98%	6,706,189	49.98%
Kafila Hospitality & Travels Pvt Ltd	2,000,000	14.90%	2,000,000	14.90%
Mr Pradeep Chaudh	1,552,500	11.57%	1,552,500	11.57%

Shareholding of Promoters

Promoter Name	As on 31st March,2022			As on 31st March,2021		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
A2Z Excursion Pvt. Ltd	6,706,189	49.98%	-	6,706,189	49.98%	-
Kafila Hospitality & Travels Pvt Ltd.	2,000,000	14.90%	-	2,000,000	14.90%	-
Mr.Pradeep Chaudh	1,552,500	11.57%	-	1,552,500	11.57%	-
Mr. Ashish Chaudh	600,000	4.47%	-	600,000	4.47%	-
Mr. Anil Chaudh	500,000	3.73%	-	500,000	3.73%	-
Mr. Avinash Chaudh	300,000	2.24%	-	300,000	2.24%	-
Mrs. Kirti Chaudh	300,000	2.24%	-	300,000	2.24%	-
Mrs. Garima Chaudh	300,000	2.24%	-	300,000	2.24%	-
Mr. Anil Kumar Kuker,	500,000	3.73%	-	500,000	3.73%	-



AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nicolas Corner House Private Limited)
[CIN: U55101DL1974PLC006203]

(Rs. in Hundred)

Notes attached to Financial Statement for the year ended on 31st March 2022

	As at 31 March 2022	As at 31 March 2021
3 RESERVES AND SURPLUS		
Revaluation Reserve		
As per Last Account	25,704.25	27,365.37
Less: Adjustments during the year	1,365.05	1,365.05
Closing Balance	24,339.20	25,994.25
Capital Reserve - As per last account	103,631.15	103,631.14
Security Premium - As per last account	3,140,566.50	3,140,566.50
Export Business Reserve - As per last account	200.00	200.00
General Reserve - As per last Account	5,447,794.18	3,352,792.18
<u>Surplus (Deficit) as Statement of Profit and Loss</u>		
As per last account	(1,205,776.78)	(5,701,851.30)
Profit/(Loss) of the current year	(50,460.11)	8,054.32
Closing balance	(5,351,245.89)	(5,293,776.78)
	<u>1,273,293.32</u>	<u>1,334,117.28</u>

4 LONG TERM BORROWINGS

	As on 31st Mar 2022		As on 31st March, 2021	
	Current maturities	Non-Current portion	Current maturities	Non-Current portion
Secured				
- Term Loan from Banks	27,046.62	426,877.20	8,301.18	463,918.82
	27,046.62	426,877.20	8,301.18	463,918.82
Less - Amount disclosed under head				
"Short Term Borrowings" (Note No. 6)	27,046.62	-	8,301.18	-
	-	426,877.20	-	463,918.82

Working Capital Term loans from bank (Kotak Mahindra Bank Limited)

Working capital term loan from Kotak Mahindra Bank carries rate of interest at 17% p.a. and repayable in 36 monthly installment. the loan is secured by first

Term loans from Bank/Financial Institutions

Term Loan obtained from HDFC Bank carries rate of interest at policy repo rate plus spread of 3.5% per annum and repayable for a term of 120 monthly

	As at 31 March 2022	As at 31 March 2021
5 OTHER LONG TERM LIABILITIES		
Security Deposit	15,000.00	15,000.00
	<u>15,000.00</u>	<u>15,000.00</u>
6 LONG TERM PROVISIONS		
Gratuity (Non funded)	45,065.65	43,761.88
Leave Encashment	17,253.65	18,050.80
	<u>62,299.30</u>	<u>61,852.74</u>
7 SHORT TERM BORROWINGS		
Current Maturities of Long Term Borrowing		
- Term Loan from Banks (secured)	37,046.62	8,301.18
	<u>37,046.62</u>	<u>8,301.18</u>



AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nilmas Corner House Private Limited)
(CIN: U55101DL1974PTC007297)

(Ru, in Hundred)

Notes attached to Financial Statement for the year ended on 31st March 2022

8 TRADE PAYABLES

Total outstanding dues of MSME*

Total outstanding dues of other than MSME

- Other

As at
31 March 2022

As at
31 March 2021

186,236.51

178,029.19

186,236.51

178,029.19

* The Company does not owe any dues outstanding to enterprises covered in Micro, Small and Medium Enterprises Development Act, 2006. This information is available with the Company as none of suppliers reported their status under the Act

Trade payable ageing schedule

Particulars	Outstanding from due date of payment as at 31st March, 2022					Total
	Not due	< 1 year	1-2 years	2-3 years	> 3 years	
MSME-undisputed	-	-	-	-	-	-
MSME-disputed	-	-	-	-	-	-
Others-undisputed	-	54,139.94	6,412.34	2,224.40	54,001.98	1,16,778.36
Others-disputed	-	-	-	-	69,458.15	69,458.15
Total	-	54,139.94	6,412.34	2,224.40	123,459.83	186,236.51

Particulars	Outstanding from due date of payment as at 31st March, 2021					Total
	Not due	< 1 year	1-2 years	2-3 years	> 3 years	
MSME-undisputed	-	-	-	-	-	-
MSME-disputed	-	-	-	-	-	-
Others-undisputed	-	63,176.50	3,845.22	21,221.06	42,159.92	130,402.70
Others-disputed	-	-	-	-	47,621.49	47,621.49
Total	-	63,176.50	3,845.22	21,221.06	89,781.41	178,029.19

9 OTHER CURRENT LIABILITIES

Salary dues payable

14,190.52

17,601.45

Expenses Payable

91,798.18

126,427.97

Other liabilities

11,771.25

200,267.76

117,760.05

244,296.18

11 NON CURRENT INVESTMENT

(Long Term- at cost)

Non trade investments

Quoted

180 (previous year 180) Equity shares of Rs. 2 each of East India Hotels Limited (EIH Ltd.)

1.90

1.90

1.90

1.90

Market value of quoted investments

12,540.00

12,540.00



ANTROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Narula's Corner House Private Limited)
(CIN: U55101DL1974PTC007297)

Notes attached to Financial Statement for the year ended on 31st March 2022

IN: PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(Rs. in Hundred)

Particulars	Leasehold land	Buildings	Buildings leasehold #	Plant and Machinery	Furniture, fixtures & Office Equipment	Vehicles	Utensils, crockery, cutlery & linen	Total
Gross carrying amount								
As at 1 April, 2020	2,915,724.50	678,421.61	56,971.44	1,636,342.72	102,922.91	85,689.36	23,849.97	5,489,922.51
Additions	-	-	-	4,292.35	-	-	-	4,292.35
Deductions/Adjustments	-	-	-	-	-	-	-	-
Balance at 31 March, 2021	2,915,724.50	678,421.61	56,971.44	1,640,635.07	102,922.91	85,689.36	23,849.97	5,504,214.86
Additions	-	-	-	5,149.36	-	-	-	5,149.36
Deductions/Adjustments	-	-	-	2,456.02	-	(11,163.64)	-	(13,619.50)
Balance at 31 March, 2022	2,915,724.50	678,421.61	56,971.44	1,643,328.41	102,922.91	74,525.72	23,849.97	5,495,744.56
Accumulated depreciation								
Balance at 1 April, 2020	422,779.27	353,312.81	51,341.49	1,465,035.45	91,920.16	74,903.18	23,275.66	2,485,088.95
Depreciation	35,492.70	31,656.57	10.60	23,823.87	1,910.76	2,074.66	21.17	66,990.28
Deductions/Adjustments	-	-	-	-	-	-	-	-
Balance at 31 March, 2021	457,771.97	384,969.38	54,352.09	1,488,859.32	93,830.92	76,977.84	23,296.83	2,590,078.31
Deductions/Adjustments	35,492.70	32,065.52	10.60	25,642.30	1,911.65	1,478.48	21.17	96,622.32
Deductions/Adjustments	-	-	-	588.69	-	(7,746.80)	-	(8,335.49)
Balance at 31 March, 2022	493,264.67	417,034.80	54,362.69	1,513,932.89	95,742.57	70,709.52	23,318.00	2,668,365.14
Net Book								
Carrying value at 31 March, 2021	2,457,952.53	293,452.23	2,619.35	151,758.79	9,091.99	8,711.52	853.14	2,924,136.55
Carrying value at 31 March, 2022	2,422,459.83	261,386.81	2,608.75	129,395.52	7,180.34	3,816.20	531.97	2,827,379.42



AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Narula's Corner House Private Limited)
[CIN: U33101DL1974PTC007297]

(Rs. in Hundred)

Notes attached to Financial Statement for the year ended on 31st March 2022

	As at 31 March 2022	As at 31 March 2021				
12 LONG TERM LOAN & ADVANCES (Unsecured, considered good) Security Deposits	67,362.74 <u>67,362.74</u>	67,362.74 <u>67,362.74</u>				
13 INVENTORIES (As taken, valued & certified by the Management) Stores and consumables (at cost) Raw materials (at lower of cost or net realisable value)	1,500.50 1,933.60 <u>3,434.10</u>	1,720.50 1,856.40 <u>3,582.90</u>				
14 TRADE RECEIVABLES Unsecured, Considered Good, unless otherwise stated. - from related parties - from others	1,042.62 61,055.76 <u>62,112.38</u>	- 151,703.85 <u>151,703.85</u>				
Trade receivable ageing schedule (Outstanding from due date of payment as at 31st March, 2022)						
Particulars	≤ 6 months	6 month-1 years	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade Receivables - considered good	10,222.29	1,768.09	-	-	-	11,990.29
- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables - considered good	-	-	-	-	-	-
- considered doubtful	-	-	-	-	48,122.09	48,122.09
Total	10,222.29	1,768.09	-	-	48,122.09	62,112.38
Outstanding from due date of payment as at 31st March, 2021						
Particulars	≤ 6 months	6 month-1 years	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade Receivables - considered good	68,481.22	-	-	-	-	68,481.22
- considered doubtful	-	-	-	-	15,106.54	15,106.54
Disputed Trade Receivables - considered good	-	-	-	-	-	-
- considered doubtful	-	-	-	-	48,122.09	48,122.09
Total	68,481.22	-	-	-	63,228.63	131,703.85
15 CASH & CASH EQUIVALENTS Balances with scheduled banks. - current accounts - deposit accounts Cash in hand (as certified by the management)	247,248.27 59,444.49 11,737.92 <u>318,430.68</u>	18,068.89 144.57 1,241.07 <u>19,454.49</u>				
16 SHORT TERM LOAN & ADVANCES (Unsecured, considered good) Balance w/C Revenue Authorities Prepaid Expenses Advance to Employees Other Advances/recoverables	117,648.37 4,834.68 48,122.33 13,130.20 <u>183,741.23</u>	117,908.83 5,764.01 46,044.87 333,824.23 <u>503,541.96</u>				
17 OTHER CURRENT ASSETS Intangible Assets but not yet disclosed in FTRs	1,880.25 <u>1,880.25</u>	- <u>-</u>				



AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nandha Corner House Private Limited)
[CIN: U55401DL1974PTC007297]

(Rs. in Hundred)

Notes attached to Financial Statement for the year ended on 31st March 2022

	Year ended 31 March 2022	Year ended 31 March 2021
18 REVENUE FROM OPERATION		
A. Sales		
Food revenue	36,540.74	21,591.61
Hotel revenue		
Room revenue	204,668.26	133,829.17
Others	305.73	806.59
	<u>204,974.99</u>	<u>134,636.36</u>
Less : Allowances / discounts	161.68	161.81
	<u>204,813.31</u>	<u>134,474.55</u>
	<u>241,384.05</u>	<u>155,872.13</u>
B. Other Operational Revenues		
Lease/Rental Charges	74,585.52	707,608.11
	<u>74,585.52</u>	<u>707,608.11</u>
TOTAL (A + B)	<u>315,939.57</u>	<u>263,480.24</u>
19 OTHER INCOME		
Profit/Gain on Group Concern Sale	-	100,000.00
Liabilities No Longer Required Written Back	73,101.72	36,089.29
Interest Income	24,622.52	21,290.42
Share Sales	80,140	4,287.14
Miscellaneous Income	9,181.09	500.00
	<u>107,705.33</u>	<u>162,186.85</u>
20 COST OF MATERIALS CONSUMED		
Opening stock	1,836.40	1,176.75
Add: Purchases (Net of discounts)	30,343.29	26,493.83
	<u>32,199.69</u>	<u>27,670.58</u>
Less: Closing stock	1,511.60	1,356.40
Net Consumption	<u>30,688.09</u>	<u>26,314.18</u>
21 EMPLOYEES BENEFIT EXPENSES		
Salaries, wages and bonus	135,847.84	111,041.42
Contribution to provident and other funds	1,621.42	1,885.45
Staff welfare	4,139.44	3,681.31
Gratuity	446.56	357.21
	<u>141,055.26</u>	<u>117,965.39</u>



AMBROSIA CORNER HOUSE PRIVATE LIMITED
(Earlier known as Nimitas Corner House Private Ltd.)
(CIN: U55101DL1974PTC007297)

(Rs. in Hundred)

Notes attached to Financial Statement for the year ended on 31st March 2022

	Year ended 31 March 2022	Year ended 31 March 2021
22 FINANCIAL COST		
Interest on fixed term loans	33,427.83	44,176.48
Interest on other loans	121.78	3,822.89
Bank Charges	1,595.54	4,203.25
	<u>35,145.15</u>	<u>52,202.62</u>
23 OTHER EXPENSES		
Electricity, Fuel & Water Charges	33,208.33	4,146.79
Repairs and maintenance		
- Buildings	11,046.72	14,561.65
- Plant and machinery	7,540.59	10,563.21
- Others	362.18	1,413.61
Upkeep and service cost	22,975.34	26,842.80
Rent	6,600.00	6,600.00
Insurance expenses	1,870.90	1,367.25
Telephone, postage and telegram	2,145.19	2,815.75
Publicity and sales promotion	439.76	405.50
Vehicle running and maintenance	1,352.50	1,520.08
Legal and professional charges	35,715.18	23,125.40
Rates, dues & taxes	3,721.32	4,459.77
Auditors Remuneration	1,500.00	1,500.00
Commission Paid	20,572.56	10,107.29
Freight & Forwarding	114.20	120.83
Printing and stationery	1,218.13	944.80
Interest on Late Pymt. of Income Taxes	2.01	224.50
Interest on Late Pymt. of Direct Taxes	27.36	40.54
Penalty & Composition	15.50	59.60
Charity & Donation	213.30	105.00
Lighting and conveyance	4,950.37	618.35
Securities Balances W/o/ff	16,169.53	5,661.37
Miscellaneous expenses	7,427.05	9,185.10
Loss on Sale of Property, plant & equipments	3,959.90	-
	<u>178,280.14</u>	<u>126,504.63</u>



AMBROSIA CORNER HOUSE PRIVATE LIMITED

(Earlier known as Nirulas Corner House Private Limited)

[CIN: U55101DL1974PTC007297]

Notes attached to Financial Statement for the year ended on 31st March 2022**24. Contingent liabilities**

(Rs. In lacs)			
S.No	Particulars	As at 31st March 2022	As at 31st March 2021
(i)	Claims (excluding claims by employees where amounts not ascertainable) not acknowledged as debt	1,506.68	1,506.68
(ii)	Sales-tax matters	286.21	286.21
(iii)	Employees State Insurance	6.06	6.06
(iv)	Guarantee given to sales tax department	3.60	3.60
	Total	1,802.55	1,802.55

*The claims primarily include disputes with the lessor for outlets and with Franchisee for pre-mature closure of the franchise agreement

25. Capital commitments

S.No	Particulars	As at 31st March 2022	As at 31st March 2021
(i)	Capital commitments (net of advances)	Nil	Nil

26. Balances of certain Trade Receivables, Trade Payables and other parties are subject to confirmation, reconciliation and adjustment thereof, if any. Some of them are outstanding for a long period. However the management are of view that these are seems to be realizable.

27. Earnings/(loss) per share (EPS):

Particulars	Current Year	Previous Year
Profit/ (loss) attributable to the equity shareholders (Rd. in lacs)	(59.47)	8.05
Number of shares at the beginning of the year	13,418,689	13,418,689
Number of shares at the end of the year	13,418,689	13,418,689
Weighted average number of equity shares outstanding during the year (Nos.)	13,418,689	13,418,689
Weighted average number of dilutive equity shares outstanding during the year (Nos.)**	100	100
Nominal value of equity shares (Rs. Per share)	10	10
Basic/ diluted earnings/ (loss) per share (Rs.)	(0.44)	0.06

** Considering the fact that the effect of potential equity shares are anti dilutive, therefore, the same are ignored in calculating dilutive earnings per share.

28. The Company has, in accordance with the Accounting Standard 22, "Accounting for income" (AS-22), provided for deferred taxation on account of timing difference between accounting income and taxable income. However, since the Company has depreciation/ carried forward tax losses, in the absence of virtual certainty of realization, tax asset has been recognized only to the extent of deferred tax liability



The major components of deferred tax asset / liability are as follows: (Rs. Laacs)		
Particulars	Current Year	Previous Year
	Assets/(Liability)	Assets/(Liability)
Excess of depreciation allowed as per the books of accounts and allowed as per the Income tax Act, 1961	43.84	66.53
On account of items disallowed under Section 43B of Income tax Act, 1961	32.52	40.29
Losses and unabsorbed Dep. as per Income tax Act	568.58	592.89
Deferred tax assets, (net)	644.94	699.71
Net deferred tax asset recognized in Books	Nil	Nil

29. Related party disclosures under Accounting Standard AS-18 "Related Party Disclosures" as specified under the Companies (Accounting Standards) Rules, 2006:

related parties with whom transactions have taken place during the year

Key management personnel:

Mr. Pradeep Chadha

Managing Director

Mr. Ashish Chadha

Director

Mr. Avinash Chadha

Director

Mr. Amit Chadha

CEO/Director

Entities over which company or managerial personnel or their relative exercise significant influence/ Associate Companies

Kafila Hospitality & Travels Private Limited.

APT Designs Pvt. Ltd.

Other person reported hereunder are relatives of Key Management Personnel

Transactions with related parties during the year

(Rs. in Laacs)		
Nature of Transactions	Current Year	Previous Year
<u>Rent Paid</u>		
- Kafila Hospitality & Travels Pvt. Ltd	4.80	4.80
<u>Rent Received</u>		
- APT Designs Pvt. Ltd	4.80	--
<u>Sale of Services</u>		
APT Designs Pvt. Ltd	7.46	--
<u>Directors Remuneration</u>		
- Amit Chadha	34.00	30.00
- Ashish Chadha	24.00	14.00
- Avinash Chadha	12.00	12.00

30. Employee benefits

In view of the Accounting Standard-15 issued by the Institute of Chartered Accountants of India, the company has provided a sum to Rs. 44,656/- towards Gratuity cost for the year ended 31.03.2022. Total Obligation at the end of the year are Rs. 44,30,348/- in place of total obligation of Rs. 43,76,188/- as on 31.03.2021. Considering circumstances of business and employees strength, the management of the Company decided that actuarial valuation is not necessary

31. The guidance on implementing AS-15 issued by Accounting Standards Board of the Institute of Chartered Accountants of India states that benefit involving employer established provided funds, which requires interest shortfall to be re-compensated, are to be considered as defined benefit plans. Considering a confirmation by the actuary in this regard, the Company believes that actuarial valuation at present is not necessary. Amount charged to the Profit and Loss Account in this regard is Rs.1,20,308/- (Previous year Rs. 99,958/-).

32. Based on the information presently available with the Company, there are no dues under the Micro, Small and Medium Enterprises Development Act, 2006.



33. In accordance with Accounting Standard 28- 'Impairment of Assets', the management of the company carried out review/assessment on the basis of future cash flow projections of all its existing outlets (cash generating units) and company as a whole and assessed there were no indication of impairment losses. On the basis of assessment, the management has not recognized any impairment loss for the year. (previous year Rs. Nil).

34. As the Company's business activities fall within a single primary business segment, viz, "Hotels and Restaurants", under a single geographical segment being India. Accordingly, the disclosure requirements of Accounting Standard (AS)-17 "Segment Reporting", as specified under the Companies (Accounting Standards) Rules, 2006, is not required

35. Value of imported/ indigenous raw material, provisions and beverages consumed

Particulars	Current Year		Previous Year	
	Rs. In lacs	%	Rs. In lacs	%
Raw materials and Components				
Indigenous	30.27	100	25.82	100
Total	30.27	100	25.82	100

36. Expenditure in foreign currency

Particulars	Current Year	Previous Year
	2.81 lakhs	Nil

37. Earnings in foreign currency:

Particulars	Current Year	Previous Year
	Nil	Nil



AMBROSIA CORNER HOUSE PRIVATE LIMITED

(Earlier known as Nirulna Corner House Private Limited)

[CIN: U65101DL1974PTC007297]

Notes attached to Financial Statement for the year ended on 31st March 2022

38. Ratio Analysis and its components

Ratio	Numerator	Denominator	Current Year	Previous Year	% Variance	Reason for Variance
(a) Current Ratio	Current Assets	Current Liabilities	1.65	1.52	8.53	NA
(b) Debt Equity Ratio	Part-up debt capital (Long term borrowings) Short term borrowings	Shareholder's Equity (Total Equity)	0.16	0.18	11.51	NA
(c) Debt Service Coverage Ratio	Profit after tax+Finance costs+ Depreciation and amortization expenses+Loss/Gain on sale of Property Plant & Equipment+ Exceptional items	Finance Costs + Term payments (Schedule & principal repayments of long term borrowings)	1.52	3.81	117.93	Due to decrease in scheduled repayment in current year
(d) Return on Equity Ratio	Net Profit after taxes - Preference Dividend (if any)	Average Shareholder's Equity	(0.82)	(0.80)	(845.89)	Due to decrease in earnings
(e) Inventory Turnover ratio	COGS/Sales	Average Inventory	0.10	0.06	15.76	NA
(f) Trade Receivables Turnover ratio	Net Credit sales	Average trade receivables	0.11	0.15	22.73	NA
(g) Trade payables Turnover ratio	Total Purchases for material consumed-closing inventory*- Opening inventory* * Inventory excluding Finished Goods & Stock in process	Closing Trade Payables	6.12	6.44	(5.55)	NA
(h) Net capital turnover ratio	Net Sales	Average Working Capital	1.42	1.17	21.29	NA
(i) Net profit ratio	Net profit after tax	Net Sales	(0.19)	0.03	(1715.54)	Due to decrease in earnings
(j) Return on Capital employed	Earning before interest and taxes	Tangible Net Worth + Total Debt + Deferred Tax Liabilities	(0.06)	0.12	(116.69)	Due to decrease in earnings
(k) Return on investment	Income generated from invested funds	Time weighted average invested funds in investments	(0.02)	0.00	(615.85)	Due to decrease in earnings

39. Other statutory information

- The company does not have any litigious property where any proceedings has been initiated or pending against the company for holding any benami property
- The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year
- Title deeds of immovable properties are held in the name of the company.
- The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- The company has no borrowings from banks on the basis of security of current assets.
- The company does not have transactions or balances outstanding with the dispartised stock offices 243 of the Companies Act, 2013
- The company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies beyond the statutory period
- The company has not traded or invested in crypto currency or virtual currency during the financial year
- The company has not been declared willful defaulter by any bank or financial institution or government or any government authority
- The company has not advanced or loaned or invested funds to any other person or entity including Foreign entity (intermediaries) with the understanding that the intermediary shall:
 - Directly or indirectly invest or invest in other person or entity identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary) or
 - Provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.
- The company has not received any fund from any person or entity including Foreign entity (lending party) with the understanding (in writing or otherwise) that the company shall



- g) Directly or indirectly lend or investment in any other person or entity identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary) or
- h) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.
- xii The company has no transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).
- xiii The company does not have any investments through more than two layers of investment companies as per section 2(87) (d) and section 155 of Companies Act, 2013.
- xiv Previous year's figures have been regrouped / reclassified wherever necessary to make them comparable with the current year's figures, wherever applicable.

As per our Report of even date
for Mahata Jain & Associates
Chartered Accountants
Firm Regn. No. 016351N

(Amit K. Jain)
Partner, Mem. No. 003612

Place: New Delhi
Date: 01/09/2022



On behalf of the board

Amit Chaudha
Director
DIN-05152591

Amit Chaudha
Director
DIN-05152594

Biresh K. Das
Company Secretary



Independent Auditor's Report

**To The Members of
Kafila Hospitality & Travels Private Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Kafila Hospitality & Travels Private Limited** ("the Company"), which comprise the balance sheet as at March 31, 2022, Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the Profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report, including annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of 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 Standards and other accounting principles generally accepted in India. 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the relevant 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 the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 with reference to the Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**" 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 25 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.
 - iv) a. The Management has represented that to the best of its knowledge & belief, as disclosed in the Note 34 to the accounts, the Company has not advanced, loaned or invested any funds (either from borrowed funds or share premium or any other sources or kind of funds) in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any



manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- b. The Management has represented that to the best of its knowledge & belief, as disclosed in the Note 34 to the accounts, the Company has not received any funds from any persons or entities including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- c. Based on such audit procedures considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause a. & b. contain any material mis-statement.

v) The Company has not declared or paid any dividend during the year.

- h) With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, in our opinion and according to the information and explanations given to us, the limit prescribed by section 197 for maximum permissible managerial remuneration is not applicable to a Private Limited Company.

for **Nahata Jain & Associates**

Chartered Accountants

FRN: 016351N



Anil K Jain

Partner, Mem No. 093912



Place: New Delhi

Date: 27/08/2022

UDIN: 22093912 A9EAHC7391

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2022, we report that:

i) In respect of Property, Plant & Equipment(including Right of Use assets) or intangible assets:

- a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- B) The Company has maintained proper records showing full particulars of Intangible assets.
- b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c) The According to the information and explanations given to us and on the basis of our examination of the records of the Company, all the title deeds of immovable properties are held in the name of the Company except in following cases:

Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in name of company
Freehold Land & Buildings situated at 10185B and 10185C, Arya Samaj Road, Karol Bagh, New Delhi	34.61 lacs	Mrs Madhu Chadha	Director	Since 01.04.2008	As explained to us these immovable properties acquired by the company while takeover the entire sole proprietary business of director Mrs. Madhu Chadha as on 01.04.2008, hence no registered sale deed in the name of company was executed.

- d) According to the information and explanations given to us and the records examined by us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, the provisions of clause 3(i)(d) of the the Companies (Auditor's Report) Order, 2020 are not applicable.
- e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder. Accordingly, the provisions of clause 3(i)(e) of the Companies (Auditor's Report) Order, 2020 are not applicable.

ii) In respect of Inventory:

- a) According to the information and explanations given to us, the Company does not have any inventory. Accordingly, the provisions of clause 3(ii)(a) of the Order are not applicable.
- b) According to the information and explanations given to us and the records examined by us, the Company has not been sanctioned working capital limits during the year in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of clause 3(ii)(b) of the Order are not applicable.



- iii) (a) According to the information and explanations given to us, during the year the Company has not provided any loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity.
(b) In our opinion, the investments made by the Company is, prima facie, not prejudicial to the Company's interest.
(c) The Company has not granted any loans or advances in the nature of loans, secured or unsecured, to Companies, firm, Limited Liability Partnerships or other parties during the year or any loan or advance in the nature of loan granted has fallen due during the year. Therefore, reporting under clause 3(iii) (c), (d), (e) and (f) of the Companies (Auditors Report) Order, 2020 are not applicable.
- iv) Loans, investments, guarantees and security in respect of which provisions of Sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year and had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Companies (Auditor's Report) Order, 2020 are not applicable to the company.
- vi) On the basis of available information and explanation provided to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014 dated December 31, 2014 (as amended from time to time) to the current operations carried out by the Company. Accordingly, the provisions of clause 3(vi) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- vii) In respect of statutory dues:
(a) According to the information and explanations given to us, undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at 31.3.2022 for a period of more than six months from the date they became payable.
(b) According to the records of the Company examined by us and the information and explanations given to us, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute.
- viii) According to the information and explanations given to us and the records examined by us, there are no unrecorded transactions that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- ix) (a) Based on our audit procedures performed for the purpose of reporting the true and fair view of the Financial Statements and according to information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender.
(b) The Company has not been declared wilful defaulter by any bank or financial institution or any other lender.
(c) According to the information and explanations given to us, the Company has not taken any term loan, hence, the reporting under clause 3(ix)(b) of the Companies (Auditor's Report) Order, 2020 are not applicable.



(d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long term purposes by the Company.

(e) According to the information and explanations given to us, the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.

x) a) According to the information and explanations given to us, the Company has not raised any money by way of Initial public offer or future public offer (including debt instruments) during the year. Accordingly, the provisions of paragraph 3(x)(a) of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

b) During the year, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Accordingly, provisions of clause 3 (x)(b) of the Order are not applicable.

xi) a) As per the information and explanations given to us on our enquiries on this behalf, there were no frauds on or by the Company which have been noticed or reported during the year.

b) In our opinion and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) As represented to us by the management, there were no whistle blower complaints received by the Company during the year.

xii) The Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii)(a) to (c) of the Order are not applicable.

xiii) In our opinion and according to the information and explanations given to us, all transactions entered with the related parties are in compliance with section 188 of Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards. Further in pursuance of section 177, Company being a private company is not required to form audit committee and accordingly the provisions of section 177 are not applicable.

xiv) a) In our Opinion and based on our examination, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Companies Act 2013.

b) The company did not have an internal audit system for the period under audit.

xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act. Accordingly, provisions of clause 3 (xv) of the Order are not applicable.

xvi) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934). Accordingly, provisions of clause 3 (xvi) (a) to (d) of the Companies (Auditor's Report) Order, 2020 are not applicable.

xvii) According to the information and explanations given to us, the Company has neither incurred any cash losses in the financial nor in the immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors during the year. Accordingly, provisions of clause 3 (xviii) of the Companies (Auditor's Report) Order, 2020 are not applicable.



- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx) According to the information and explanations given to us, there are no unspent amount, in respect of other than ongoing projects, which are required to be transferred to Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of section 135 of the said Act. Accordingly, provisions of clause 3 (xx) (a) & (b) of the Companies (Auditor's Report) Order, 2020 are not applicable.
- xxi) Consolidated Financial Statements are not applicable to the Company. Accordingly, provisions of clause 3 (xxi) of the Companies (Auditor's Report) Order, 2020 are not applicable.

for **Nahata Jain & Associates**
Chartered Accountants
FRN: 016351N


Anil K Jain
Partner, Mem No. 093912



Place: New Delhi
Date: 27/08/2022

UDIN: 22093912A@EAHC7391

The *Annexure B* to the Independent Auditors' report on the Financial Statements of **Kafila Hospitality & Travels Private Limited** for the year ended March 31st, 2022.

Report on the Internal Financial Controls with reference to the aforesaid Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **Kafila Hospitality & Travels Private Limited** as of 31st March 2022 in conjunction with our audit of the Financial Statements for the year ended on that date.

In our opinion, the Office 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 31st March 2022, based on the internal control over financial reporting criteria established by the Office considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

The Office's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Office considering the essential components of internal control stated in the Guidance Note. 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 Office'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 ("Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the Office's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls 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 judgment, 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 Office's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Office'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 Office'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 Liaison Office; (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 Office are being made only in accordance with authorizations of management of the Office; and (3) provide reasonable assurance regarding prevention or timely



detection of unauthorized acquisition, use, or disposition of the Office'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, to the best of our information and according to the explanations given to us, 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, 2022, based on the criteria for internal financial control over financial reporting 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 ICAL.

for **Nahata Jain & Associates**

Chartered Accountants

FRN: 016351N



Anil K Jain

Partner, Mem No. 093912



Place: New Delhi

Date: 27/08/2022

UDIN: 22093912 A9EAHC 7391

KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED
[CIN: U74899DL1995PTC064578]

Balance Sheet as at 31st March, 2022

	Note		AS ON 31.03.2022	(Rs. in Hundreds)	AS ON 31.03.2021
EQUITY AND LIABILITIES					
<u>Shareholder's Funds</u>					
Share Capital	3	92,877.60		92,877.60	
Reserve & Surplus	4	1,289,539.90	1,382,417.50	1,144,911.23	1,237,989.33
<u>Non-Current Liabilities</u>					
Other Long Term Liabilities	5	22,614.00		13,665.00	
Long Term Provisions	6	14,208.44		12,756.35	
Deferred Tax Liabilities (Net)	7	4,164.24	40,986.68	3,702.27	30,123.62
<u>Current Liabilities</u>					
Short-term Borrowings	8	4,706,336.24		4,987,926.65	
Trade Payables					
due to Micro and Small Enterprises					
due to other than Micro and Small Enterprises	9	414,785.86		105,810.72	
Other Current Liabilities	10	834,902.91		1,035,432.85	
Short-term provisions (Net)	11	-	5,956,025.01	-	6,129,170.22
Total Equity and Liabilities			7,379,429.19		7,397,083.17
ASSETS					
<u>Non Current Assets</u>					
<u>Property, Plant & Equipments and Intangible assets</u>					
(i) Property, Plant and Equipment	12	121,894.03		92,295.26	
(ii) Intangible assets		-		-	
Non Current Investments	13	200,000.00		200,000.00	
Long Term Loans & Advances	14	93,755.60		93,755.60	
Other Non Current Assets	15	164,347.32	579,966.95	-	386,050.86
<u>Current Assets</u>					
Trade Receivables	16	323,444.26		60,763.38	
Cash & Cash Equivalents	17	161,253.05		708,759.51	
Short Term Loans & Advances	18	6,224,936.76		5,926,678.20	
Other Current Assets	19	89,798.17	6,799,432.24	314,831.02	7,011,032.31
Total Assets			7,379,429.19		7,397,083.17

Significant Accounting Policies

1-2

The accompanying notes are an integral part of the financial statements.

As per our Report of even date

for **Nahata Jain & Associates**

Chartered Accountants

Firm Regn. No. 016351N

AJ 2021

(Anil K. Jain)

Partner, Mem. No. 093912



Place: New Delhi

Date: *27/08/2022*

On behalf of the Board

Pradeep Chadha

(Pradeep Chadha)

Director

DIN- 01736620

Madhu Chadha

(Madhu Chadha)

Director

DIN- 01736656

UDIN:- 22093912AQEAHC7391

KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED
[CIN: U74899DL1995PTC064578]

Statement of Profit and Loss for the year ended 31st March, 2022

(Rs. in Hundreds)

		For the Year ended 31.03.2022	For the Year ended 31.03.2021
	Note		
REVENUE			
Revenue from Operation	20	3,047,873.34	1,404,789.54
Other Income	21	20,918.76	110,993.75
Total Income		3,068,792.10	1,515,783.29
EXPENSES			
Employees Benefit Expenses	22	271,964.62	202,023.22
Finance Cost	23	1,125,786.69	576,907.97
Other Expenses	24	1,463,160.17	596,585.25
Depreciation & Amortisation		9,581.41	8,592.53
Total Expenses		2,870,492.89	1,384,108.97
Profit/(Loss) for the year before tax		198,299.21	131,674.32
Tax Expense			
-Current Tax for current year		51,770.00	20,540.00
-MAT Credit Adjustment		8,480.50	-
-Current Tax for earlier year		1,439.08	-
-Deferred Tax		461.97	(6,052.31)
Profit / (Loss) for the year		136,147.66	117,186.63
Earning Per Equity Shares:			
Basic		14.66	12.62
Diluted		14.66	12.62
Significant Accounting Policies	1-2		

The accompanying notes are an integral part of the financial statements.

As per our Report of even date
for **Nahata Jain & Associates**

Chartered Accountants
Firm Regn. No. 016351N


(Anil K. Jain)

Partner, Mem. No. 093912



Place : New Delhi

Date : 27/08/2022

UDIN:- 22093912AQEAHC7391

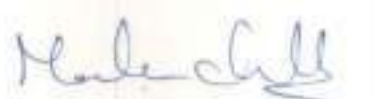
On behalf of the Board



(Pradeep Chadha)

Director

DIN- 01736620



(Madhu Chadha)

Director

DIN- 01736656

KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED

[CIN: U74899DL1995PTC064578]

Cash Flow Statement for the year ended 31st March 2022

Particulars	(Rs. in Hundreds)	
	For the year ended 31st March, 2022	For the year ended 31st March, 2021
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/(loss) before tax & extraordinary items	198,299.21	131,674.32
Adjustment for:		
Depreciation & Amortisation	9,581.41	8,592.53
Prior period adjustment for property, plant & equipments	4,975.73	
Loss/(Profit) on Sale of Property, Plant & Equipment	(255.55)	(90,750.83)
	14,301.59	(82,158.30)
Operating Profit before working capital changes	212,600.80	49,516.02
Adjustment for changes in operating assets		
Trade & Other Receivables	(262,680.68)	(8,202.93)
Short Term Loans & Advances	(298,258.56)	(2,411,288.67)
Other Current Assets	225,032.85	(73,920.87)
Short-term Borrowings	(281,590.41)	1,907,822.40
Trade Payable	308,975.14	(32,191.96)
Other Current Liabilities	(200,529.93)	242,940.68
Other Short-term provisions	-	(19,860.80)
	(509,051.59)	(394,702.15)
Cash Generated from/(used for) Operations	(296,450.79)	(345,186.13)
Direct Taxes provision/adjusted	(53,209.08)	(20,540.00)
Net Cash from Operating Activities (A)	(349,659.87)	(365,726.13)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Addition in Property, Plant & Equip	(44,950.36)	(1,784.95)
Sale Proceeds from Property, Plant & Equipment	1,050.00	120,000.00
Long Term Loan & Advances	(164,347.32)	(25,000.00)
Net Cash used in Investing activities (B)	(208,247.68)	93,215.05
C. CASH FLOW FROM FINANCING ACTIVITIES		
Long Term Provisions	1,452.09	275.00
Other Long Term Liabilities	8,949.00	2,900.00
	10,401.09	3,175.00
D. NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(547,506.46)	(269,336.08)
Cash and cash equivalents at beginning of the year		
Cash & Bank Balances	708,759.51	978,095.59
Cash and cash equivalents at closing of the year		
Cash & Bank Balances	161,253.05	708,759.51

As per our Report of even date
for Nahata Jain & Associates
Chartered Accountants
Firm Regn. No. 016355N



(Anil K Jain)
Partner Mem. No. 093912
Place : New Delhi

Date : 27/08/2022

On behalf of the Board

(Signature)

(Pradeep Chaudha)
Director
DIN- 01736620

(Signature)

(Madhu Chaudha)
Director
DIN- 01736656

UDIN:- 22093913AQEAHC7391

KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED

Notes attached to Financial Statements for the year ended on 31st March, 2022

NOTE 1: CORPORATE INFORMATION

Kafila Hospitality & Travels Private Limited is incorporated on 20th January, 1995. The registered office of the company is situated at 10185-C, Arya Samaj Road, Karol Bagh, New Delhi-110005.

The Company offers all Travel Related Services under one roof. The Company's main line of business is operations to serve the B2B agents and corporate clients with the best possible travel related services and whole selling Air ticket, Hotels and Services amongst Retail Travel Agents all across India.

NOTE 2 : SIGNIFICANT ACCOUNTING POLICIES

a) **Basis of Accounting**

The Financial Statements have been prepared on a going concern basis under the historical cost convention on accrual basis of accounting and in accordance with mandatory accounting standards issued by the Institute of Chartered Accountants of India and referred to in Section 211(3C) of the Companies Act, 2013 and generally accepted accounting principles in India.

b) **Property, Plant & Equipment**

Property, Plant & Equipment are stated at cost of acquisition, and/ or construction less accumulated depreciation. The cost comprises of the purchase price and any other directly attributable cost of bringing the assets to working condition for its intended use and net of GST credit availed.

c) **Depreciation**

- Depreciation on all Property, Plant & Equipment has been provided to the extent of depreciable amount on Written Down Value method, based on useful life of the assets as prescribed, in Part C of Schedule II of The Companies Act, 2013.
- Depreciation has been calculated on prorata basis in respect of all addition/deletion made in the assets.
- No amount is being written off on leasehold land and freehold land.

d) **Investment**

Non Current Investments are valued at cost of acquisition after deducting provision if any made for permanent diminution in the value as at the date of Balance Sheet.

e) **Cash & Cash Equivalents**

Cash and cash equivalents comprise cash, cash on current accounts and cash on deposits accounts with original maturity of less than 12 months with banks & corporations and cheques in hand.

f) **Revenue Recognition**

All the revenue/income and cost/expenditures are accounted for on accrual basis.

g) **Employee Benefits**

- All employee benefits payable/ available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc. are recognized in the Profit and Loss Account in the period in which the employee renders the related service.
- Regular monthly contributions to Employees State Insurance and Employees provident fund are made as per provisions applicable.



- Provision for gratuity is been provided in the books as per AS-15 and the same is not funded.
- The company does not have any policy regarding leave encashment, hence no liability on this account is booked.

h) **Borrowing Cost**

Funds Borrowed are utilized for the business purpose and the cost of borrowed funds have been accounted and charged to revenue account on accrual basis. Borrowing cost directly attributable to acquisition of Qualifying assets is capitalized to the cost of such assets.

i) **Earning per Share**

In determining earning per share, the company considers the net profit after tax and includes the post tax effects of any extra ordinary items. The number of shares used in computing basic & diluted EPS is weighted average number of shares outstanding during the period.

j) **Taxation**

-Provision for current tax is made in accordance with the provision of Income Tax Act, 1961. If any further liability arises on account of tax for the year under audit, the same shall be considered on payment basis.

-Deferred tax assets and liabilities are recognized for future tax consequences attributable to the timing differences that results between the profits offered for income tax and profit as per the financial statements. Deferred tax assets and liabilities are measured as per the tax rates/laws that have been enacted or substantively enacted by the Balance Sheet date.

k) **Provisions, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are disclosed in the Notes to Accounts. Contingent assets are neither recognized nor disclosed in the financial statements.



KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED
[CIN: U74899DL1995PTC064578]

Notes forming part of the Financial Statements for the year ended 31 March, 2022

	AS ON 31.03.2022	(Rs. in Hundreds) AS ON 31.03.2021
Note - 3: Share Capital		
3.1 Authorized		
2000000 Equity Shares of Rs.10/- each (Previous year 2000000 Equity Shares of Rs. 10/- each)	200,000.00	200,000.00
	200,000.00	200,000.00
3.2 Issued, Subscribed & Paid-up		
796700 Equity Shares (Previous Year 796700 Equity Shares) of Rs. 10/- each fully paid up for cash	79,670.00	79,670.00
132076 Equity Shares (Previous Year 132076) of Rs 10/- each fully paid up for consideration other than cash	13,207.60	13,207.60
	92,877.60	92,877.60

- 3.3 The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled for pari passu voting right. In the event of liquidation of Company, the holders of equity shares will be entitled to receive after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

	As on 31st March, 2022		As on 31st March, 2021	
Equity Shares of par value Rs.10/- each	Numbers	Amount	Numbers	Amount
outstanding at the beginning of the year	928,776	9,287,760	928,776	9,287,760
issued during the year	Nil	Nil	Nil	Nil
bought back during the year	Nil	Nil	Nil	Nil
outstanding at the end of the year	928,776	9,287,760	928,776	9,287,760

3.5 **Details of Shareholders holding Shares More Than 5%**

Name of Shareholder's	As on 31st March, 2022		As on 31st March, 2021	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Pradeep Chadha	584,432	62.92%	584,432	62.92%
Madhu Chadha	275,337	29.65%	275,337	29.65%

3.6 **Shareholding of Promoters**

Promoter Name	As on 31st March, 2022			As on 31st March, 2021		
	No. of Shares	% of total shares	% Change during the year	No. of Shares	% of total shares	% Change during the year
Pradeep Chadha	584,432	62.92	-	584,432	62.92	-
Madhu Chadha	275,337	29.65	-	275,337	29.65	-
Amit Chadha	19,671	2.12	-	19,671	2.12	-
Ashish Chadha	10,336	1.11	-	10,336	1.11	-
Avinash Chadha	22,000	2.37	-	22,000	2.37	-
Anil Kumar Kakkar	9,000	0.97	-	9,000	0.97	-
Mala Kakkar	8,000	0.86	-	8,000	0.86	-

Note - 4: Reserve & Surplus

4.1 Securities premium account		
As per last Account	433,230.40	433,230.40
Addition during the year	-	-
(A)	433,230.40	433,230.40
4.2 Surplus (deficit) in statement of profit and loss		
Balance at the beginning of the year	711,681.34	594,494.70
Add: Net Profit/(Loss) for the year	136,147.66	117,186.63
MAT Credit adjustment for earlier year	8,480.50	-
(B)	856,309.50	711,681.33
(A+B)	1,289,539.90	1,144,911.73



KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED

[CIN: U74899DL1995PTC064578]

Notes forming part of the Financial Statements for the year ended 31 March, 2022

(Rs. in Hundreds)

	AS ON 31.03.2022	AS ON 31.03.2021				
Note - 5 : Other Long Term Liabilities						
Security Deposit recd. from Agents	22,614.00	13,665.00				
	22,614.00	13,665.00				
Note - 6 : Long Term Provisions						
Gratuity Payable	14,208.44	12,756.35				
	14,208.44	12,756.35				
Note - 7 : Deferred Tax Liabilities						
In line with the method recommended by the Accounting Standard AS-22 on "Accounting for Taxes on Income" components of deferred tax assets and liabilities as on 31st March, 2022 are given as under:						
Deferred Tax Liabilities						
Timing Difference in depreciable assets	4,164.24	3,702.27				
	4,164.24	3,702.27				
Note - 8 : Short Term Borrowing						
- Overdraft facility from banks (Secured)	4,706,336.24	4,987,926.65				
	4,706,336.24	4,987,926.65				
- Overdraft limit/working capital demand loan facilities from Union Bank of India together with interest and other charges thereon are secured by way of equitable mortgage on the parts of immovable property situated at 10185B & 10185C, Arya Samaj Road, Karol Bagh, New Delhi belonging to the Company, its directors and relatives of directors and also personally guaranteed by the directors of the company. The aforesaid facilities of OD limit and working capital demand loan facilities carries rate of interest as per terms of sanction and repayable on demand.						
- Overdraft facilities from Deutsche Bank together with interest and other charges thereon are secured by way of equitable mortgage on the immovable property bearing No 203-204D/S, New Rajinder Nagar, Delhi belonging to the directors of the Company and and their relatives and also personally guaranteed by the directors of the company. The aforesaid facilities carries rate of interest as per terms of sanction and repayable on demand.						
Note - 9 : Trade Payable						
9.1 Total outstanding dues of MSME*						
9.2 Total outstanding dues of other than MSME	414,785.86	105,810.72				
	414,785.86	105,810.72				
* The Company does not owe any dues outstanding to enterprises covered in Micro, Small and Medium Enterprises Development Act, 2006. This information is based on data available with the Company as none of suppliers reported their status under the Act.						
9.3 Trade payable ageing schedule						
Particulars	Not due	Outstanding from due date of payment as at 31st March, 2022	Total			
		< 1 year	1-2 years	2-3 years	> 3 years	
MSME-undisputed		122,211.13	291,932.23	-	642.50	414,785.86
Others-undisputed		-	-	-	-	-
Total		122,211.13	291,932.23	-	642.50	414,785.86
Particulars	Not due	Outstanding from due date of payment as at 31st March, 2021	Total			
		< 1 year	1-2 years	2-3 years	> 3 years	
MSME-undisputed		105,211.30	-	43.08	556.34	105,810.72
Others-undisputed		-	-	-	-	-
Total		105,211.30	-	43.08	556.34	105,810.72
Note - 10 : Other Current Liabilities						
Customers Credit Balances	631,306.98	940,280.20				
Statutory Dues Payable	31,254.70	36,614.72				
Other Payables	172,341.23	58,537.93				
	834,902.91	1,035,432.85				
Note - 11 : Short Term Provisions						
- Provision for Taxation (Net)	-	-				



Notes forming part of the Financial Statements for the year ended 31 March, 2022

Note 12: Property, Plant and Equipment and Intangible Assets

12.1 Tangible Assets

Particulars	Freehold Land	Buildings	Plant and Equipment	Office Equipment	Furniture & Fixtures	Vehicles	Computers	Total
Gross carrying amount								
As at 1 April, 2020	69,957.75	116,361.57	9,633.84	31,140.48	34,000.26	19,695.28	53,824.38	354,613.36
Additions	-	-	-	280.63	778.83	-	775.69	1,784.95
Deductions/Adjustments	(76,211.30)	(10,548.80)	-	-	-	-	-	(86,760.10)
Balance at 31 March, 2021	43,746.45	105,812.57	9,633.84	31,421.11	34,779.09	19,695.28	54,599.87	299,638.21
Additions	-	-	555.08	6,067.14	2,165.00	28,103.00	7,660.14	44,950.36
Deductions/Adjustments	(4,975.73)	-	-	-	-	(12,194.35)	-	(17,170.08)
Balance at 31 March, 2022	38,770.72	105,812.57	10,188.92	37,488.25	37,094.09	35,803.93	62,260.01	317,418.49
Accumulated depreciation								
Balance at 1 April, 2020	-	73,785.89	8,103.15	27,845.11	31,707.58	16,119.29	48,700.33	206,261.35
Depreciation	-	3,967.76	297.45	753.88	629.57	1,013.55	1,930.32	8,592.53
Deductions/Adjustments	-	(7,510.93)	-	-	-	-	-	(7,510.93)
Balance at 31 March, 2021	-	70,242.72	8,400.60	28,598.99	32,337.15	17,132.84	50,630.65	207,342.95
Depreciation	-	3,359.51	251.30	674.30	408.86	1,270.22	3,617.22	9,581.41
Deductions/Adjustments	-	-	-	-	-	(11,399.90)	-	(11,399.90)
Balance at 31 March, 2022	-	73,602.23	8,651.90	29,273.29	32,746.01	7,803.16	54,247.87	205,524.36
Net book								
Carrying value at 31 March, 2021	43,746.45	35,569.85	1,233.24	2,822.12	2,991.94	2,562.44	3,969.22	92,295.26
Carrying value at 31 March, 2022	38,770.72	32,210.34	1,537.02	8,214.96	4,488.08	28,800.77	8,012.14	121,894.03



KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED

[CIN: U74899DL1995PTC064578]

Notes forming part of the Financial Statements for the year ended 31 March, 2022

	AS ON 31.03.2022	(Rs. in Hundreds) AS ON 31.03.2021
Note - 13 : Non Current Investments		
(Non-Trade, Unquoted, at Cost)		
Investment in Equity Shares		
-20,00,000 (Previous Year 20,00,000) equity Shares in Ambrosia Corner House Pvt.Ltd. face value Rs 10/- per share		
TOTAL	200,000.00	200,000.00
Note - 14 : Long Term Loans & Advances		
(Unsecured, considered good)		
Security Deposits	93,755.60	93,755.60
	93,755.60	93,755.60
Note - 15 : Other Non Current Assets		
FDR marked lien in favor of IATA	25,382.28	-
FDR pledged with Bank as margin for Guarantees	135,592.72	-
Interest accrued but not due on deposits	3,372.32	-
	164,347.32	-
*Fixed deposits as other non-current assets includes deposit with remaining maturity above 12 months		
Note - 16 : Trade Receivables		
16.1 Unsecured, Considered Good		
-from others than related parties	317,362.33	60,763.58
Unsecured, Considered Doubtful		
-from others than related parties	10,078.54	-
	327,440.87	60,763.58
Allowance for bad and doubtful debts	1,996.61	-
	323,444.26	60,763.58

16.2 Trade receivable ageing schedule

Outstanding from due date of payment as at 31st March, 2022

Particulars	< 6 months	6month-1 years	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade Receivables - considered good	286,161.58	1,956.40	27,214.50	1,199.33	6,912.45	323,444.26
- considered doubtful						
Disputed Trade Receivables - considered good	-	-	-	-	-	-
- considered doubtful	-	-	-	-	1,996.61	1,996.61
Total	286,161.58	1,956.40	27,214.50	1,199.33	10,909.06	327,440.87

Outstanding from due date of payment as at 31st March, 2021

Particulars	< 6 months	6month-1 years	1-2 years	2-3 years	> 3 years	Total
Undisputed Trade Receivables - considered good	20,880.45	120.86	16,703.37	-	23,058.90	60,763.58
- considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables - considered good	-	-	-	-	-	-
- considered doubtful	-	-	-	-	-	-
Total	20,880.45	120.86	16,703.37	-	23,058.90	60,763.58



KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED

[CIN: U74899DL1995PTC064578]

Notes forming part of the Financial Statements for the year ended 31 March, 2022

(Rs. in Hundreds)

	AS ON 31.03.2022	AS ON 31.03.2021
Note - 17 : Cash & Cash Equivalents		
-Cash on hand (as certified by the management)	12,170.00	13,276.18
-Balance with Scheduled Banks		
in Current Accounts	95,827.04	95,080.22
Cheques in hand	51,513.27	599,063.94
in Deposit Accounts	1,742.72	1,339.17
	<u>161,253.03</u>	<u>708,759.51</u>
Note - 18 : Short Term Loans & Advances		
(Unsecured, considered good)		
Trade Advances to Airlines & Parties	6,136,267.43	5,806,654.18
Other Advances	9,144.54	10,850.78
Balance with Revenue Authorities	79,524.79	109,173.24
	<u>6,224,936.76</u>	<u>5,926,678.20</u>
Note - 19 : Other Current Assets		
Gold Coins in Hand	9,638.63	9,638.63
Other Recoverable	37,360.75	86,791.72
FDR marked lien in favor of JATA/Others	41,614.92	213,783.63
Interest accrued but not due on deposits	1,103.87	4,615.04
	<u>89,718.17</u>	<u>314,831.02</u>

*Fixed deposits as other current assets includes deposit with remaining maturity less than 12 months



KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED
[CIN: U74899DL1995PTC064578]

Notes forming part of the Financial Statements for the year ended 31 March, 2022

(Rs. in Hundreds)

	For the Year ended 31.03.2022	For the Year ended 31.03.2021
Note - 20 : Revenue from Operation		
Commission/Discounts/Incentives	2,752,228.79	1,273,126.96
Other Operation Income/Service Charges	295,644.55	131,462.58
	<u>3,047,873.34</u>	<u>1,404,789.54</u>
Note - 21 : Other Income		
Rental Income	4,800.00	4,800.00
Interest Received	15,539.83	14,257.87
Short & Excess/Round off A/c	323.38	92.81
Liability No Longer Req'd. W/back	-	1,092.24
Profit on Sale of Property, Plant & Equipments	255.55	90,750.83
	<u>20,918.76</u>	<u>110,993.75</u>
Note - 22 : Employees Benefit Expenses		
Salary, Bonus, Allowances & Incentives	150,948.40	100,203.08
Retirement Benefit Expenses- Gratuity	1,452.09	275.00
Contribution to PF, ESI & Other Funds	4,358.53	3,774.81
Directors Remuneration	112,500.00	96,000.00
Staff welfare Expenses	2,705.60	1,770.33
	<u>271,964.62</u>	<u>202,023.22</u>
Note - 23 Finance Cost		
Interest paid on bank borrowings	383,837.02	256,098.08
Bank and Credit Card Charges	741,949.67	320,809.89
	<u>1,125,786.69</u>	<u>576,907.97</u>



KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED
[CIN: U74899DL1995PTC064578]

Notes forming part of the Financial Statements for the year ended 31 March, 2022

	For the Year ended 31.03.2022	(Rs. in Hundreds) For the Year ended 31.03.2021
Note - 24 : Other Expenses		
<u>Administration, Selling & Other Expenses</u>		
Electricity & Water Expenses	16,866.31	13,142.94
Commission/Discounts/Incentive paid	1,280,828.76	523,385.13
IRCTC API Intergration & Authentication Charges	51,500.00	-
Conveyance Expenses	1,725.40	212.44
Vehicle Running & Maintenance	3,997.01	2,212.95
Printing & Stationery	994.98	438.88
Telephone & Internet Expenses	42,442.23	27,088.51
Data Entry Charges	3,499.63	3,886.43
Insurance Expenses	731.78	1,020.14
Repair & Maintenance	-	-
- Office Maintenance	1,637.69	1,602.72
- Computer & Software Maintenance	1,102.70	582.00
- Computer on Rent	65.00	108.00
- Other Repair & Maintenance	5,798.02	1,911.07
Business Promotion Expenses	11,388.01	4,796.38
Books & Periodicals	156.97	27.70
Travelling Expenses	5,557.32	3,720.72
Software Charges	994.90	57.50
Postal Expenses	130.11	73.75
Festival/Diwali Expenses	3,688.55	1,057.56
Rates, Rent, Fees & Taxes	1,424.64	2,110.03
Legal & Professional Charges	12,962.00	5,755.83
Charity & Donation	2,434.49	510.00
Misc. Expenditure	1,761.33	384.57
Auditor's Remuneration	2,500.00	2,500.00
Allowance for bad and doubtful debts	3,996.61	-
Prior period adjustment for property, plant & equipments	4,975.73	-
	1,463,160.17	596,585.25
24.1 Payments to auditorss:		
Statutory audit Fee	2,000.00	2,000.00
Tax audit Fee	500.00	500.00
	2,500.00	2,500.00



KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED

Notes attached to Financial Statements for the year ended on 31st March 2022

25. Contingent liabilities

S.No	Particulars	(Rs. In lacs)	
		31st March 2022	31st March 2021
(i)	Bank guarantees with IATA/SBI Cards	186.31	157.50
(ii)	Demand of Service Tax & cess	Nil	406.07
(iii)	Claims against the Company by a customer not acknowledged as debts	7.96	7.96
(iv)	Demand of pre closure charges and interest etc. by Axis Bank against which company raised/filed dispute/complaints and matter is pending	121.00	121.00
	Total	315.27	692.53

26. Capital Commitments : NIL (Previous Year: Nil)

27. In the opinion of the Management of the Company, the Current Assets and Loans and Advances are of the value as stated in financial statement in the ordinary course of business. The provision of all known liabilities has been made.

28. The Company has not received any information from suppliers or service providers, whether they are covered under the "Micro, Small and Medium Enterprises (Development) Act, 2006". Therefore, it is not possible to give the information required under the Act.

29. The Company is a Small and Medium Sized Company (SMC) as defined in general instruction in respect of Accounting Standard notified under the Companies Act. Accordingly the Company has complied with the Accounting Standard as applicable to Small and Medium Sized Companies.

30. Related party Disclosures:

Related party disclosures as required by AS-18 "Related party disclosures" are given below:

a. Key Management Personnel

Pradeep Chadha	>	Director
Madhu Chadha	>	Director

b. Entities over which company or managerial personnel or their relative exercise significant influence

Ambrosia Corner House Pvt. Ltd.
APT Designs Pvt. Ltd

c. Other persons reported hereunder are relatives of Key Management Personnel

Transaction with the related parties

Name of the Related Party	Nature of Transaction	(Rs. In lacs)	
		Current Year 2021-22	Previous Year 2020-21
Pradeep Kumar Chadha	Directors Remuneration	67.50	60.00
Madhu Chadha	Directors Remuneration	45.00	36.00



Avinash Chadha	Salary Paid	13.94	7.00
Kriti Chadha	Salary Paid	5.14	4.40
Swati Chadha	Salary Paid	5.14	—
Ambrosia Corner House Pvt. Ltd	Rent Received	4.80	4.80
	Sales of Ticket	—	0.15
	Hotel Room Rent Paid	—	0.02
Anil Kakkar	Salary Paid	6.82	6.50
	Rent Paid	—	0.72
	<u>Outstanding at year end</u>		
	Rent Payable	—	0.72
	Rent Security	67.80	67.80
APT Designs Pvt. Ltd	Sales of Ticket/Hotel	0.31	0.05
<u>Outstanding at year end</u>			
Trade Receivable		0.16	—

Note: Related party relationship is as identified by the management and relied upon by the Auditors.

31. Earning per Share (EPS)

In terms of Accounting Standard 20, the calculation of EPS is given below:

Particulars	Current Year	Previous Year
Profit/(Loss) after tax as per statement of profit & loss (Rs. In hundred)	1,36,147.66	1,17,186.63
Total Number of Shares at beginning of the year	9,28,776	9,28,776
Total Number of Shares at closing of the year	9,28,776	9,28,776
Weighted average No. of Equity Shares	9,28,776	9,28,776
Nominal Value of Shares (Rs.)	10/-	10/-
Basic & diluted Earning per share (Rs.)	14.66	12.62

Earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholder by weighted number of shares outstanding during the year.

32. There is no impairment loss on fixed assets on the basis of review carried out by the management in accordance with Accounting Standard (AS) – 28 "Impairment of Assets"



KAFILA HOSPITALITY & TRAVELS PRIVATE LIMITED

[CIN: U74899DL1995PTC064578]

Notes forming part of the Standalone Financial Statements for the year ended 31 March, 2022

33 Ratio Analysis and its components

Ratio	Numerator	Denominator	Current Year	Previous Year	% Variance	Reason for Variance
(a) Current Ratio	Current Assets	Current Liabilities	1.14	1.14	(0.20)	NA
(b) Debt-Equity Ratio	Paid-up debt capital (Long term borrowings+Short term borrowings)	Shareholder's Equity (Total Equity)	3.40	4.03	(15.52)	NA
(c) Debt Service Coverage Ratio	Profit after tax+Finance costs+ Depreciation and amortization expenses+ Loss(Gain) on sale of Property Plant & Equipment+Exceptional items	Finance Costs + lease payments+Scheduled principal repayments of long term borrowings	1.13	1.06	6.46	NA
(d) Return on Equity Ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder's Equity	0.10	0.10	4.57	NA
(e) Inventory turnover ratio	COGS/Sales	Average Inventory	NA	NA	NA	No inventory in company, hence not applicable
(f) Trade Receivables turnover ratio	Net Credit sales	Average trade receivables	15.87	24.79	(36.01)	Primarily due to increase in turnover
(g) Trade payables turnover ratio	Total Purchases for material consumed+ closing inventory*-Opening inventory* * inventory excluding Finished Goods & Stock in process	Closing Trade Payables	NA	NA	NA	There is no material consumed, hence not applicable
(h) Net capital turnover ratio	Net Sales	Average Working Capital	3.53	1.71	106.03	Primarily due to increase in earnings
(i) Net profit ratio	Net profit after tax	Net Sales	0.04	0.08	(46.45)	Due to decrease in significant net profit from sale of PPE reported in other income in current year in comparison to previous year
(j) Return on Capital employed	Earning before interest and taxes	Tangible Net Worth + Total Debt + Deferred Tax Liability	0.10	0.06	53.49	Primarily due to increase in earnings
(k) Return on investment	Income generated from invested funds	Time weighted average invested funds in investments	0.15	0.11	35.55	Primarily due to increase in earnings



24 Other statutory information

- The company does not have any Benami property where any proceedings has been initiated or pending against the company for holding any benami property.
- The Company has not revalued its property, plant and equipment or intangible assets or both during the current or previous year.
- Details of the title deeds of immovable properties not held in the name of the company are as under:-

Relevant line item in Balance Sheet	Description of item of property	Gross Carrying Value (Rs. In lacs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or	Property held since which date	Reasons for not being held in the name of the company
Property, Plant and Equipment	Freehold Land & Buildings situated at 10185B and 10185C, Arya Samaj Road, Karol Bagh, New Delhi	34.61	Mrs Madhu Chadha	Director	01.04.2008	These immovable properties acquired by the company while takeover the entire sole proprietary business of director Mrs. Madhu Chadha as on 01.04.2008.

- The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- The company has borrowings from bank in the shape of bank guarantee on the basis of security of current assets. The returns and statements of current assets filed by the company with the bank are in agreement with the books of accounts.
- The company does not have transactions or balances outstanding with the companies struck off u/s 248 of the Companies Act, 2013
- The company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies beyond the statutory period except in the case of registration of modification of charge inadvertently with RoC, Delhi for modification in credit card limit with SBI Cards And Payments Services Limited on 09.09.2021. The company is in the process of registering the same as soon as possible.
- The company has not traded or invested in crypto currency or virtual currency during the financial year.
- The company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- The company has not advanced or loaned or invested funds to any other person or entity including foreign entity (intermediaries) with the understanding that the intermediary shall:
 - Directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary) or
 - Provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.
- The company has not received any fund from any person or entity including foreign entity (funding party) with the understanding (whether recorded in writing or otherwise) that the company shall:
 - Directly or indirectly lend or investment in any other person or entity identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary) or
 - Provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.
- The company has no transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).
- The company does not have any investments through more than two layers of investment companies as per section 2(87) (d) and section 186 of Companies Act, 2013.



35. Additional Information

a) Earning in foreign currency

FOB Value of Exports

b) Value of Import on CIF Basis

c) Expenditure in foreign currency.

2021-22

2020-21

Nil

Nil

Nil

Nil

Nil

Nil

36. Figures for the previous year have been regrouped, rearranged and reclassified wherever found necessary to compare to the current year's Classifications

As per our Report of even date

for Nahata Jain & Associates

Chartered Accountants

Firm Regn. No. 016351N

(Anil K Jain)
(Anil K Jain)

Partner, Mem. No. 093912

Place: New Delhi

Date: 21/08/2022



On behalf of the Board

(Pradeep Chadha)

(Pradeep Chadha)

Director

DIN- 01736620

(Madhu Chadha)

(Madhu Chadha)

Director

DIN- 01736656

UDIN:- 22093912 AQEAHC7371

NAHATA JAIN & ASSOCIATES
Chartered Accountants



405, 4th Floor, Pearl Best Heights-II,
Netaji Subhash Place, Pitampura,
Delhi - 110034
Ph. 41564161

To,
The Board of Directors
Kafila Hospitality And Travels Private Limited
10185 C, Arya Samaj Road,
Karol Bagh, New Delhi- 110005.

Subject: Certificate on accounting treatment in the Draft Scheme of Amalgamation pursuant to sections 230 to 232 and other applicable provisions of the Companies Act, 2013, and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

We, **Nahata Jain & Associates**, Chartered Accountants (Firm Registration No. 016351N) are the statutory auditors of **M/s. Kafila Hospitality And Travels Private Limited** (hereinafter referred to as 'the Company' or 'the Amalgamated Company'), have examined the proposed accounting treatment, specified in Clause 24 of the Draft Scheme of Amalgamation ('Draft Scheme') between the Company and **M/s. Ambrosia Corner House Private Limited**, and their respective shareholders and creditors as approved by the Board of Directors of Company in their meeting held on 12th December 2023 for amalgamation of **M/s. Ambrosia Corner House Private Limited** into and with the amalgamated Company, in terms of provision of section 230 to 232 of the Companies Act, 2013 with reference to its compliance with the applicable accounting standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and reported whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in clause 24 of the aforesaid Draft Scheme is in compliance with all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.



This Certificate is issued at the request of the Company pursuant to the requirement of the Companies Act, 2013 read with clause 24 of the Draft Scheme for onward submission to the National Company Law Tribunal Delhi Bench or any other authority as required under the Act. This Certificate should not be issued for any other purpose without our prior written consent.

for Nahata Jain & Associates
Chartered Accountants
Firm Registration No. 016351N


(CA Anil K Jain)
Partner
M. No. 093912



UDIN: 24093912BKEQYB6154

Place : New Delhi
Date: 09/01/2024

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

आम परिवर्तन के सञ्ज्ञात नया निपटन प्रमाण-पत्र

सर्वोपयोगी सामग्री : 03463508.8935710064578

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वी साहसि वी, वी एसएलएन सहायिता वरून ही कि विरल
DASH JYC TESH SANGHO AND MOUNHO SANGHO PVT LTD

सो कूल एम सी डिप्लोमा बीटा प्रोग्राम कॉपीराइट सो फायरफॉक्स डॉ कॉम्पाई अक्टिविटीय, 1998 (1998 वर्ग) से उपलब्ध है।
©1998 JORDA ENGINEERING AND WEAVING MILLS PVT. LTD.

का. सं. २२ में विनियोजित की गई थी, ने कंपनी अधिनियम, १९५६ की धारा २१ की धारा में अनुसार विनियोजित आवश्यक विनियमन धारित करने तथा विनियम २२ में वर्तमान करने की वृत्ति प्राप्त कर अनुसूचक, कंपनी अधिनियम, १९५६ की धारा २१ में संशोधित, बना लाए, कंपनी अधिनियम, १९५६ में विनियोजित अधिनियम में संशोधन (१९७४) दिनांक २५.१२.७४ एवं आईएन आईटी२०१३ दिनांक ०१/०१/२०१३ में द्वारा प्राप्त हो गया है, संशोधन का नाम प्राप्त परिकल्पित का में निम्न

KAPILA HOSPITALITY AND TRAVELS PRIVATE LIMITED

हो गया है और वह प्रमाण-पत्र, सहित एडिनिंग्स की धारा 23(1) के अनुसार में जारी किया गया है।

कड़ प्रकाश-मय, जैसे अलखर दास दिल्ली में आज दिनांक सोम वसुधै दी वसुधै कल की जाती दिना वसुधै ।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, National Capital Territory of Delhi and Haryana

Fresh Certificate of Incorporation, Consequent upon Change of Name

Corporate Identity Number: UFI00011996PT0004928 ✓

In the matter of M/S DEEP JYOTI SPINNING AND WEAVING MILLS PVT LTD

I hereby certify that, DEEP JYOTI SPINNING AND WEAVING MILLS PVT LTD which was originally incorporated on Twelfth day of January Nineteen Hundred Ninety Five under the Companies Act, 1956 (No. 1 of 1956) as DEEP JYOTI SPINNING AND WEAVING MILLS PVT LTD having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signed in writing, having been accorded thereby under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R. 504(E) dated 24/06/1965 vide SRN: A1371-203 dated 05/07/2007 the name of the said company in this day changed to: KAFILA HOSPITALITY AND TRAVELS, S.F. INDIA LIMITED and this Certificate is issued pursuant to Section 2(31) of the said Act.

Given under my hand at St. Louis, Mo. 7th day of July Two Thousand Seven



(TEJPRATASHISHA)
कम्पनी रजिस्ट्रार 7 Registar & Companies
राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा
Capital Territory of Delhi and Haryana

Mailing Address as per record available in the office of Companies officer:
KAPILA HOSPITALITY AND TRAVELS PRIVATE LIMITED
A3-52, GROUND FLOOR, SHAHJAHAN BAGH,
DELHI - 110050,
Delhi, INDIA.

Holding Co.

TRUE COPY



प्राप्त एक

Form 1

निगमन का प्रमाण-पत्र

Certificate of Incorporation

सं० 55-64578

No 55-64578

दि० 1916

of 1994-95

ये एतद्वारा प्रमाणित करता हूँ कि नीचे दी गई जानकारी स्पष्ट और सही है और यह
निमित्त

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन नियमित की गई है और यह
कम्पनी परिलक्षित है।

I hereby certify that DEEP JYOTI SPINNING & WEAVING MILLS PRIVATE
LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and
that the Company is Limited.

मेरे हस्ताक्षर से जारी है।

30 दिसंबर, 1916

का दिया गया है।

Given under my hand at

NEW DELHI

this

TWENTIETH

day of JANUARY One Thousand nine hundred and NINETY FIVE



Sd/-

(अ. बहाव अन्सारी)

अपर कम्पनी रजिस्ट्रार

रा. रा. क्षेत्र बिल्डिंग एवं हरियाणा


(A. W. ANSARI)

ADDL. Registrar of Companies

N.C.T. OF DELHI & HARYANA

TRUE COPY

246



प्राप्त एक
Form 1
निगमन का प्रमाण-पत्र

Certificate of Incorporation

सं० 55-64578 दि० 19 16
No. 55-64578 of 19 94-95

मैं यहाँ द्वारा प्रमाणित करता हूँ कि प्रातः दीप ज्योति स्प्रिन्गिंग
मिल्स प्राइवेट लिमिटेड


कम्पनी अधिनियम 1956 (1956 का 1) के प्रावधानों के तहत की गई है और यह
कम्पनी लिमिटेड है।

I hereby certify that DEEP JYOTI SPINNING &
WEAVING MILLS PRIVATE LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956)
and that the Company is Limited.

मेरे हस्ताक्षरों के प्रातः 30 नवंबर, 1994 को दिया गया।

Given under my hand at NEW DELHI this THIRTIETH
day of JANUARY, One thousand nine hundred and NINETY FIVE.



19-1-1995

(A.W. ANSARI)
अवर सचिव
रा. र. क. दिल्ली एवं हरियाणा
(A.W. ANSARI)
ADDL. Registrar of Companies
NCT OF DELHI & HARYANA

Microfilm
Edition

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THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF

KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED

- I. The Name of the Company is **KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED.**
- II. The Registered Office of the Company is situated in the National Capital Territory of Delhi.
- III. The objects for which the Company is established are :-
(A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

To carry on in India or elsewhere the following businesses:-

1. To Manage, administer, own and to carry on the business of running hotels, motels, resorts, holiday camps, guest houses, restaurants, canteens, caterers, cafes, refreshment rooms and lodging, housekeepers, swimming pools, health clubs and dressing rooms, gymnasiums.
 2. To purchase, take on lease or on rent, hire, erect or otherwise acquire, establish and equip and to enter into agreement with local and foreign collaborators, to establish hotels, motels, holiday camps, health resorts, health clubs and centres any where in India or abroad.
 3. To carry on in India or Abroad the business of tourist and travel agents and representatives of airlines, steamship lines, Railways and other carrier whether Indian or Foreign to arrange and operate tours, to facilitate , traveling by land, air , sea and space and to provide for tourist and travelers provisions of convenience of all kinds by way of documentation, insurance of Rail/ Air Sea tickets, circular tickets, sleeping cars and berths, reserve places, hotels and lodging accommodation catering camping, adventure sports, safari, guides, safe deposits, enquiry bureau, libraries, reading rooms, baggage transport and otherwise.
 4. To carry on in India or Abroad the business of package for outgoing passengers and handling incoming and outgoing tours and to lease , charter on hire, cars, lorries, buses, trucks, tractors, ships, aeroplanes, carriages, vehicles and conveyance of all description.
 5. To deal in Foreign Exchange subject to approval of appropriate authorities.
- (B) **Matters which are necessary for furtherance of the objects specified in clause III(A) are:-**
1. To purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.

For Kafil Hospitality & Travels (P) Ltd.

X K. Reddy
Director

TRUE COPY

2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favor of the Company.
5. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
6. To undertake or promote scientific research relating to the main business or class of business of the Company.
7. To purchase whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, or technical collaboration and necessary formulas and patent rights for furthering the main objects of the Company.
9. Subject to the Provisions of the Companies Act 2013, to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
10. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, patterns, copyrights, trade-marks, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.

12. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorisation of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
14. To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
16. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required.
17. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
18. To establish, or promote or concur in establishing or promote any company for the purpose of dealing all or any of the properties, rights and liabilities of the Company.
19. To sell whole or any part of the business, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
20. Subject to the Provisions of Companies Act 2013, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
21. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of Sec. 52 of the Companies Act, 2013.
22. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.

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23. To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
24. Subject to the provisions of Section 179, 182 & 183 of Companies Act, 2013, to subscribe contribute, gift or money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
25. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the gratuities pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
26. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
27. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine.
28. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
29. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay all expenses incurred in the connection.
30. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.

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31. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
 32. To appoint agents, sub-agents, dealers, managers canvassers, sales, representatives or salesmen for transacting all or any kind of the main business of which this Company is authorised to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
 33. Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
- IV. The Liability of the members is Limited this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Share Capital of the Company is Rs. 200,00,000/- (Rupees Two Crores) divided into 20,00,000 (Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

For Kaffia Hospitality & Tourism (P) Ltd.

[Signature]

Director

[Handwritten mark]
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THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF

KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED

INTERPRETATION

- (1) In these regulations
 - (a) "the Act" means the Companies Act, 2013,
 - (b) Company shall mean **KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED**
 - (c) "Auditors" shall mean and includes those persons appointed as such for the time being by the Company.
 - (d) "Board" or "Board of Directors" shall mean the Board of Directors of the Company.
 - (e) "Branch Office", in relation to a company, means any establishment described as such by the company;
 - (f) "Employees' stock option" means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price;
 - (g) "Financial Year", in relation to any company, means the period ending on the 31st day of March every year;
 - (h) "Seal" or "the seal" means the common seal of the company.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
- (3) The Provisions of Table F of the Companies Act, 2013 shall apply to the company except to the extent those have been expressly modified or altered by virtue of the provisions contained in these Articles.

PRIVATE COMPANY

1. The Company private limited liability company within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly:
 - (i) The right to transfer the shares is restricted in the manner and to the extent provided in these Articles;

- (ii) The number of members of the Company (exclusive of persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were members of the Company while in that employment and have continued to be members after the employment ceased) is limited to 200 (two hundred), provided that for the purpose of these Articles, where 2 (two) or more persons jointly hold 1 (one) or more shares, they shall be treated as a single member; and
- (iii) No invitation shall be issued to the public to subscribe for any securities of the Company.

SHARE CAPITAL AND VARIATION OF RIGHTS

2. (a) The Authorised Share Capital of the Company is as per clause V of the Memorandum of Association of the Company, with power to increase the Capital, to divide the shares in the capital for time being into several classes and to attach thereto respectively any preferential, Deferred, qualified or special rights, privileges or conditions, but so that where shares are issued with any preferential or special rights attached thereto, such rights shall not (except where the terms of issue otherwise provide) be alterable than pursuant to the provisions contained in the Company's Articles of Association.
- (b) The paid-up capital of the Company shall be minimum Rs. 1, 00,000/- (Rupees One Lakh only).
3. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
4. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,
 - (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
5. The certificates of shares shall be issued in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.
6. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no

further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

- (ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.
- 7. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- 8. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- 9. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
- 10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
- 11. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

MODE OF FURTHER ISSUE OF SHARES

12.

(1) Where at any time, a company having a share capital proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:—

(i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

(ii) unless the articles of the company otherwise provide, the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) shall contain a statement of this right;

(iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not dis-advantageous to the shareholders and the company;

(b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be prescribed; or

(c) to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, subject to applicable provisions of the Acts and Rules thereunder.

The notice referred to in sub-clause (i) of clause (a) of sub-section (1) shall be despatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.

The provisions contained in this Article shall be subject to the provisions of the Section 42 and Section 62 of the Act, the rules thereunder and other applicable provisions of the Act.

2. Nothing in this section shall apply to the increase of the subscribed capital of a company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:

Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

3. A Further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules.

LIEN

13. (i) The company shall have a first and paramount lien
 - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company.

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
14. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made

 - (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
15. (i) To give effect to any such sale, the Board may authorise some person to

transfer the shares sold to the purchaser thereof.

- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
16. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares, at the date of the sale.

CALLS ON SHARES

17. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
- Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
18. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
19. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
20. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
21. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these

regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

22. The Board—

- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

- 23. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 24. The Board may, subject to the right of appeal conferred by section 58 decline to register—
 - (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) any transfer of shares on which the company has a lien.
- 25. The Board may decline to recognize any instrument of transfer unless—
 - (a) The instrument of transfer is in the form as prescribed in rules made under subsection (1) of section 56;
 - (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) The instrument of transfer is in respect of only one class of shares.
- 26. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

- 27. (i) On the death of a member, the survivor or survivors where the member was joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.

- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
28. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
29. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
30. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

31. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
32. The notice aforesaid shall—

- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
33. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
34. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
35. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
36. (i) A duly verified declaration in writing that the declaring is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (iii) The transferee shall thereupon be registered as the holder of the share.
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
37. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

38. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
39. Subject to the provisions of section 61, the company may, by ordinary

resolution,—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

40. Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

41. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

CAPITALISATION OF PROFITS

42. (i) The Company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
 - (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
43. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and
 - (b) Generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

44. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

EMPLOYEES' STOCK OPTION

45. Subject to the provisions of the Act, The Company may at any time authorize the Board to create or implement an ESOP or any stock option scheme to issue

shares to its Directors and/or employees whose contribution to the company's profitability is of material importance.

46. Notwithstanding anything contained above, but subject, however, to Section 62 (3) of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares, or to subscribe for shares in the Company or shares to be subscribed by employees under employees stock options scheme or any other scheme.

GENERAL MEETINGS

47. All general meetings other than annual general meeting shall be called extraordinary general meeting.
48. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETING

49. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
50. The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the company.
51. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
52. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

ADJOURNMENT OF MEETING

53. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned

meeting shall be given as in the case of an original meeting.

- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

54. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote, and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
55. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
56. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
57. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
58. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
59. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
60. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the chairperson of meeting, whose decision shall be final and conclusive.

PROXY

61. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

62. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
63. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given.
- Provided** that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

64. The Directors of the Company shall be appointed in accordance with the Companies Act from time to time, to the extent applicable.
65. The number of Directors shall not be less than two and shall not exceed fifteen at any time.
66. The following are the First Directors of the Company shall be:
 1. Jyoti Jain
 2. Deepak Raj Saini
New Directors as on date
 1. Pradeep Kumar Chadha
 2. Madhu Chadha
67. The Directors shall not be required to hold any qualification share in the Company.
68. Any casual vacancy in the Board shall be filled up at a meeting of the Board of Directors.
69. The Board of Directors shall have power to appoint Additional Directors on the Board subject to the provisions of the Companies Act.
70. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
71. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
 (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
 (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 (b) in connection with the business of the company.
72. The Board may pay all expenses incurred in getting up and registering the company.
73. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register, and the Board may (subject to the

provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

74. All cheques, promissory notes, drafts, *hundar*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
75. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
76. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

MANAGING DIRECTOR / WHOLE TIME DIRECTOR

77. The Board of Directors, may from time to time appoint one or more of their body to be a Managing Director or a Whole-time Director of the Company either for a fixed term or without any limitation as to period for which he/she or they is or are to hold such office on terms and conditions as they may deem fit and delegate such power to him as they may deem proper and from time to time remove or dismiss him or them from office and appoint another in his/their place.
78. The Board may fix the remuneration of such Managing Directors and Whole-time Directors, whether by way of salary or commission or by conferring a right to participate in the profits of the Company or by combination of any of the above.

PROCEEDINGS OF THE BOARD

79. (i) The Board of directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- Provided, however, that the meeting of the Board of Directors shall be held at least once in every three calendar months and at least four such meetings shall be held every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings: Meetings of the Board may be held within or outside India.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
80. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

- (ii) In case of an equality of votes, the chairperson of the Board, if any, shall have a second or casting vote.
81. The rules and regulations for the conduct of the meetings of the Board, including for matters such as quorum, notices for meeting and agenda, as contained in these Articles or in the Act, insofar as applicable, shall apply to discussions through audio conferencing, video conferencing or net conferencing, as the case may be.
82. Subject to provisions of Companies Act, a Director may participate in and vote at a meeting of the Board by means of a telephone, video conferencing or similar communications equipment which allows all persons participating in the meeting to hear each other and record the deliberations. Where any director participates in a meeting of the Board by any of the means above, the Company shall ensure that such director is provided with a copy of all documents referred to during such Board meeting prior to the commencement of this Board Meeting.
83. The continuing directors may act notwithstanding any vacancy in the Board, but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
84. (i) The Board may elect a chairperson of its meetings and determine the period for which he is to hold office.
(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
85. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
86. (i) A committee may elect a Chairperson of its meetings.
(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
87. (i) A committee may meet and adjourn as it thinks fit.
(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
88. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more

of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

89. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

90. Subject to the provisions of the Act,-
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
91. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

92. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

93. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
94. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
95. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which

shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 96. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- 97. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- 98. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 99. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 100. No dividend shall bear interest against the company.

ACCOUNTS

- 101. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

WINDING UP

102. Subject to the provisions of Chapter XX of the Act and rules made thereunder—
 - (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
 - (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
 - (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

NOMINATION FACILITY

103. Notwithstanding anything contained in these articles every holder of shares in, or debentures of the Company shall be entitled to nominate in the prescribed manner, a person to whom his shares in or debentures of the Company shall vest in the event of his death, in accordance with the provisions of the Act.

SECRECY CLAUSE

104. No Member shall be entitled to require discovery of or any information respecting any details of the Company's trading or any other matter which may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will not be expedient in the interest of the Company to communicate the same.

INDEMNITY

105. Subject to the provisions of the Companies Act every Director of the Company, Officer (whether Managing Director, Manager, Secretary or other Officer) or employee or any person employed by the Company as Auditor shall be indemnified by the Company against liability in respect of matters which arise from acts or omissions of the relevant person in the ordinary course of discharging his or her authorised duties other than liability which arises as a result of that persons dishonesty, fraud or negligence, and it shall be the duty of the Directors, out of the funds of the Company to pay all costs, losses and expenses (including travelling expenses) which any such Director, Officer, other employee, or Auditor may incur or become liable to by reason of any contract entered into or act or deed done by him as such Director, Officer, other employee or Auditor or in any way in the discharge of his duties.

106.

BORROWING POWERS

Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

For Kallia Hospitality & Travels (P) Ltd.

K. K. Reddy Director



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): U55101DL1974PTC007297

I hereby certify that the name of the company has been changed from NIRULAS CORNER HOUSE PRIVATE LIMITED to AMBROSIA CORNER HOUSE PRIVATE LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name NIRULAS CORNER HOUSE PRIVATE LIMITED.

Given under my hand at New Delhi this Tenth day of September two thousand twenty-one.



Nupur Aishwarya

Registrar of Companies
RoC - Delhi

Mailing Address as per record available in Registrar of Companies office:
AMBROSIA CORNER HOUSE PRIVATE LIMITED

10185C, ARYA SAMAJ ROAD, KAROL BAGH, NEW DELHI, Delhi, India, 110005



THE WORD PRIVATE HAS BEEN
REMOVED FROM THE NAME
AND THE COMPANY IS NOW
A PUBLIC COMPANY



Form I. R.

Therond Private deleted
UW43 AC of the company
A-1 1957/10/15-6-8

बहायद कर्पनी रजिस्ट्रार
दिल्ली एवं हरियाणा

CERTIFICATE OF INCORPORATION

No. 7297 of 1974-75

I hereby certify that **NIRULAS CORNER HOUSE**
LIMITED

is this day incorporated under the Companies Act (No. 1 of 1956) and
that the Company is Limited.

Given under my hand at **NEW DELHI**

this **FIFTH (15th)** day of **JUNE (JYAISTHA)**

One thousand nine hundred and **SEVENTY FOUR (SAKA-1896)**



(S. KUMAR)
Registrar of Companies
DELHI & HARYANA



प्रमाण प्रतिलिपि

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GOVERNMENT OF INDIA
DEPARTMENT OF COMPANY AFFAIRS
OFFICE OF THE REGISTRAR OF COMPANIES
JAWAHARLAL NEHRU STADIUM
NEW DELHI 110 003

Co. No. 55-7297

CERTIFICATE OF REGISTRATION OF ORDERS OF COURT CONFIRMING
AMALGAMATION OF COMPANIES

(Section 391(2) and 394 of the companies Act, 1956)

Certified that the certified copy of the Delhi High Court orders in Company
Petition No. 376/2003 Dated 07-05-2004 regarding the
Amalgamation of undermentioned company(s):

- i) NIRULA'S HOTELS & RESTAURANTS PRIVATE LIMITED - 20461
- ii) NIRULA'S FOOD SPECIALITIES PRIVATE LIMITED - 47412

Transferor company (s)

M/s. NIRULA'S CORNER HOUSE PRIVATE LIMITED
(Transferee company) has been registered under the Companies Act, 1956.

Given under my hand at New Delhi this 24th day of JUNE
Two thousand Four.

Manoj Kumar
24/6/04

Asst (U.N. SHARMA)
Registrar of companies
NCT of Delhi And Haryana



THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

AMBROSIA CORNER HOUSE PRIVATE LIMITED

- I. The Name of the Company is **AMBROSIA CORNER HOUSE PRIVATE LIMITED**.
- II. The Registered Office of the Company will be situated in the **National Capital Territory of Delhi**.
- III. The objects for which the Company is established are :-
 - (A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**
 1. To carrying on the business of hotel, restaurants, canteen, bakery, confectionery, snack bar, caterers, bar, wine shop, licensed victuallers, dairy and poultry products, milk products, cold storage, dehydrating, deep -freezing, preserving to all types of edible products, distribution and publishing of tourist publicity and other materials, book-shop, entertainment centre and other related business (including various rights ,benefits and privileges acquired or possessed by the said business) and to enter into any such agreement with the said firm as may be deemed fit and proper by the Company.
 2. To carry on and run, manage, establish, take on lease, rent, enfranchise or otherwise deal in the business of hotels, restaurants, cafes, taverns, motels, guest houses, dark-bungalows, refreshment rooms, house keepers, travellers lodges, caterers, licensed victuallers, canteens, cafeterias, liquor vendor, auditoriums, conference centres, theaters, recreation centres, health centres, sport centres, shops, emporia and other places for selling travel requisites ,articles to tourist interest and all other activites that are normally carried on in similar business.

3. ...To establish and manage food research laboratories, training schools for hotel and catering industry, and to act as consultants, advisors and to render assistance to any person, firm, company or association engaged in the business of hotels, cafeterias, bars, refreshment rooms or other recreation and food service centres.
4. To acquire by purchase, lease, exchange or otherwise lands, buildings and hereditaments of any tenure and description and any estate or interest therein And any rights over or connected with land and to retain the same for the purpose of Company's business, or let any portion of any premises for residential, trade, or business purposes, and to collect rent, licence fee and to supply to tenants, licensees and occupiers all conveniences, amenities.

(B). MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A):

1. To carry on the business of launderers, hair dressers, florists, manicurists, pedicurists, perfumes, chemists, cosmeticians, beauticians, tobacconists, photographers, general merchants, caterers, and contractors.
2. To organize and carry on the business all inclusive tour package and to enter into all agreements connected with the organization of such tour and to establish and manage transport units, travel and transport counters and travel agents for carriers by air, ship, railway, road transport or any other means of transport and for this purpose to maintain and operate automotive vehicles, ships boats and other means of transport and for this purpose to maintain and operate automotive vehicles, ships boats and other means of transport and to arrange and conduct guided excursion and site seeing tours.
3. To carry on the business of textile goods, perfumery, silken and woolen garments, dealers in Novelty, and other goods of tourists attraction, like jewellery, gems, handicrafts and other articles of vertu and objects of art made of metal, plastic, rubber, ceramics, glass, lac, hessian leather, paper, jute, article required for interior decoration, carpets, tapestry, rugs, souvenirs, gift articles, antiques, murals, paintings, lamp and electric fittings, screens and such other articles as the Company may consider capable of being conveniently dealt in , in relation to its business.

4. To carry on the business of cold storage, refrigerators cooling, dehydrating, deep freezing, preserving, canning of any products, on company's own account or as contractors, for any Government, other authorities, companies or individuals.
5. To edit, design, print, publish, sell or otherwise deal with books, magazines, periodicals, folders, inserts, guide maps, pamphlets, bills, posters, pictures, post-cards, diaries, calendars, slides cinematograph films, sound recording and other material for the purpose of giving publicity to and developing hotel industry and tourism.
6. To maintain run, acquire, or take over farms, dairy farms, poultry farms and gardens of all kinds and descriptions and to deal in all types of garden products and its by-products, and in particular milk, cream, butter, cheese, condensed, milk, and allied products and preparations, poultry, eggs, and fruits and vegetables of all types.
7. To enter into any partnership, arrangement or agreement for sharing profits, union of interest, co-operation, joint venture, reciprocal connection or otherwise, with any person or Company carrying on or engaged in any business or transaction which this Company carrying on or engaged in any business or transaction which this Company is authorised to carry on, or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, both within the country and abroad.
8. To take or otherwise, acquire and hold shares in any other Company having objects altogether or in parts similar to those of this Company subject to the provision of Companies Act or carrying on any business capable of being conducted so as to directly or indirectly to benefit the company.
9. To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and other having dealing with the Company and to guarantee the performance of contracts by any these persons or companies, but no business falling within the meaning of Banking Regulations Act, 1949 shall be conducted.
10. To buy and sell foreign exchange in all lawful ways in compliance with the relevant laws of India and those of the foreign country concerned in that behalf, and generally to invest and deal with the moneys of the Company in or upon such securities and in such manner as from time to time be determined.

11. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
12. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
13. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
14. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines and houses, warehouses and such other works and conveniences necessary for carrying on the main business of the Company.
15. To undertake or promote scientific research relating to the main business or class of business of the Company.
16. To acquire and take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business, this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
17. To negotiate and enter into agreements and contracts with Indian and foreign Individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.
18. Subject to sections 230 to 234 and such other applicable provisions of Companies Act, 2013 read with relevant Rules (including any statutory modification or re-enactment thereof), amalgamate

with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.

- 19 Subject to any law for the time being in force, to undertake or take part in the formation supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
- 20 To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes scientific technical or other assistance manufacturing processes know-how and other information, designs, patterns, copyrights, trademark, licenses concessions and the like rights or benefits, conferring an exclusive or nonexclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
- 21 To apply for and obtain any order under any Act or Legislature, charter, privilege concession, licence or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceeding or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
- 22 To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
- 23 To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.

- 24 To draw, make, accept, discount, execute and issue bills of exchanges, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
- 25 To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to invest and deal with the money of the Company not immediately required in or upon such investments and in such manner as, from time to time, may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.
- 26 Subject to the provisions of Companies Act, 2013 read with its Rules (including any statutory modification or re-enactment thereof) and the Regulations made there under and the Directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures, debentures stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits of the Company both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or such other person or company to give the lenders the power to sell and such other powers as may seem expedient and purchase, redeem or pay off any such securities.
- 27 To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
- 28 To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
- 29 To sell, lease, mortgage, exchange, grant licenses and other rights improve, manage. Develop and dispose of undertakings, investments, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.

- 30 Subject to the Provisions of Companies Act, 2013 read with its Rules (including any statutory modification or re-enactment thereof), to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
- 31 To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares, subject to provisions of Sec. 52 of the Companies Act, 2013 read with its Rules (including any statutory modification or re-enactment thereof).
- 32 To employ agents or experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the Company propose to acquire.
- 33 To accept gifts, bequests, devises or donations of any movable or immovable property or any right or interests therein from members or others.
- 34 To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
- 35 Subject to the provisions of Section 179, 180, 183 and such other applicable provisions of the Companies Act, 2013 to subscribe contribute, gift or donate any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any Individual, body of individuals or bodies corporate.
- 36 To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the Company or is allied to or associated with

the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

- 37 To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
- 38 To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the Company may determine, Subject to applicable provisions of the Companies Act, 2013.
- 39 To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charges, duties, Impositions and expenses of and expenses of and incidental to the acquisition by the Company of any property or assets.
- 40 To send out to foreign countries, its directors, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in this connection.
- 41 To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such other status or rule having the force of law and to make payments to any persons whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.

- 42 To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
- 43 To appoint agents, sub-agents, dealer, managers, canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.

IV. The liability of members is limited and this liability is limited to the amount unpaid on shares held by them.

- V. The Authorised Share Capital of the Company is Rs. 13,73,00,000/- (Rupees Thirteen Crore Seventy three Lac only) divided into 1,37,30,000 (One crore Thirty seven thousand and thirty thousand only) Equity Shares of Rs. 10/- (Rupees Ten) each.**

We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses, description and occupation of Subscribers	No. of Shares taken	Signature of Subscribers	Name, addresses, description and occupation of Witness
MR. L.C. NIRULA S/o Dr. Kirpa Ram Nirula C/o Nirula's Hotel L-Block, Connaught Circus, New Delhi. (Occupation: Business)	5	Sd/-	Sd/- VINAY SETHI Chartered Accountant 56, Daryaganj, New Delhi.
MR. M. NIRULA S/o Dr. Kirpa Ram Nirula C/o Nirula's Hotel L-Block, Connaught Circus, New Delhi. (Occupation: Business)	11	Sd/-	
MR. S.K. NIRULA S/o Mr. R.C. Nirula 6, Gokal Niwas Connaught Circus, New Delhi. (Occupation: Business)	4	Sd/-	
MR. LALIT NIRULA S/o Mr. L.C. Nirula A-14, Anand Niketan New Delhi. (Occupation: Business)	5	Sd/-	

Dated this 5th day of JUNE 1974

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
AMBROSIA CORNER HOUSE PRIVATE LIMITED

- 1 (i) The Regulations contained in Table 'F' in the Schedule 'I' to the Companies Act, 2013 shall apply to the Company except in as far as otherwise expressly incorporated hereinafter.
- (ii) The exemptions, privileges or concessions granted by the Central Government under the provisions of the Companies Act 2013 from time to time for private limited companies shall prevail over these presents.

I. INTERPRETATION

2. (i) In these regulations-
- (a) **"The Act"** means the Companies Act, 2013 and the Companies Act, 1956 to the extent applicable.
 - (b) **"Articles"** shall mean these Articles of Association as originally framed or as altered from time to time by Special Resolution.
 - (c) **"Board"** means the collective body of the directors of the company.
 - (d) **"Company"** means **AMBROSIA CORNER HOUSE PRIVATE LIMITED.**
 - (e) **"Director"** means a Director appointed to the Board of a Company.
 - (f) **"Document"** shall include summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of the Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.
 - (g) **"Electronic Mode"** shall mean any communication sent by a company through its authorized and secured computer programme which is capable of producing confirmation and keeping record of such communication addressed to the person entitled to receive such communication at the last electronic mail address provided by the member.
 - (h) **"Financial Year"** means the period ending on 31st day of March every year.

(i) **"Member"** means

- (i) The subscriber to the memorandum of the Company who shall be deemed to have agreed to become member of the Company, and on its registration, shall be entered as member in its register of members;
- (ii) Every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the Company;
- (iii) Every person holding shares of the Company and whose name is entered as a beneficial owner in the records of a depository.

(j) "Postal ballot" shall mean voting by post or through any electronic mode.

(k) "Share" shall mean a share in the share capital of a Company and includes stock.

(l) "Video conferencing or other audio visual means" means audio- visual electronic communication facility employed which enables all the persons participating in a meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting.

(m) "The Seal" means the common seal of the company.

- (ii) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

II. PRIVATE COMPANY

3. The Company is a Private Company within the meaning of Section 2(68) of the Companies Act, 2013 and accordingly:

- (i) The right to transfer the shares in the Company is restricted in the manner and to the extent hereinafter appearing;
- (ii) The number of Members of the Company (exclusive of Persons who are in the employment of the Company, and Persons who, having been formerly in the employment of the Company, were Members of the Company while in that employment and have continued to be Members after such employment ceased) shall not exceed two hundred, provided that where two or more Persons hold one or more Shares in the Company jointly, they shall, for the purpose of these Articles, be treated as a single Member; and

- (iii) Prohibits any invitation to the public to subscribe for any securities of the company;

III. SHARE CAPITAL AND VARIATION OF RIGHTS

4. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
5. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,-
- (a) One certificate for all his shares without payment of any charges; or
- (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees or without payment of any charge, for each certificate after the first, as the Board decided.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
6. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees or without payment of any charge, as the Board decided.
- (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
7. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

8. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu there with.
9. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

IV. LIEN

10. (i) The Company shall have a first and paramount lien—
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
11. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:
- Provided that no sale shall be made—
- (a) Unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
12. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
13. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

V. CALLS ON SHARES

- 14. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
 - (iii) A call may be revoked or postponed at the discretion of the Board.
- 15. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
 - 16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
 - 17. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
 - (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

VI. TRANSFER OF SHARES

- 18. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
 - (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 19. The Board may, subject to the right of appeal conferred by section 58 declines to register—
 - (a) The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) Any transfer of shares on which the company has a lien.
 - 20. The Board may decline to recognize any instrument of transfer unless—
 - (a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

- (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) The instrument of transfer is in respect of only one class of shares.

VIL TRANSMISSION OF SHARES

- 21. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 22. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
 - (a) To be registered himself as holder of the share; or
 - (b) To make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- 23. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- 24. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

VIII. FORFEITURE OF SHARES

25. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
26. The notice aforesaid shall—
- (a) Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
- 26A. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
27. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
28. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
- 29 (i) A duly verified declaration in writing that the Declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;

- (iii) The transferee shall thereupon be registered as the holder of the share; and
 - (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
30. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

IX. ALTERATION OF CAPITAL

31. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
32. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
33. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—
- (a) Its share capital;
 - (b) Any capital redemption reserve account; or
 - (c) Any share premium account.

X. CAPITALISATION OF PROFITS

34. (i) The company in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

35. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) Make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) Generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

XI. BUY-BACK OF SHARES

36. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

XII. GENERAL MEETINGS

37. All general meetings other than annual general meeting shall be called extraordinary general meeting.
38. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
39. A general meeting of a company may be called by giving not less than clear twenty-one days notice either in writing or through electronic mode or may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote at such meeting.

XIII. PROCEEDINGS AT GENERAL MEETINGS

40. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
41. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
42. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
43. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
44. At any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109 or the voting is carried out electronically, be declared on a show of hands.
45. A declaration by the Chairman of the meeting of the passing of a resolution or otherwise by show of hands and an entry to that effect in the books containing the minutes of the meeting of the company shall be conclusive evidence of the fact of passing of such resolution or otherwise.
46. In case of an equality of votes, the Chairperson of the meeting, shall have a second or casting vote.

XIV. ADJOURNMENT OF MEETING

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

XV. VOTING RIGHTS

- 48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
 - (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- 49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 50.
 - (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
 - (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- 52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
- 54.
 - (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
 - (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

XVI. PROXY

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

XVII. BOARD OF DIRECTORS

58. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

THE FOLLOWING SHALL BE THE FIRST DIRECTORS OF THE COMPANY

1. Shri L.C Nirulas
2. Shri M. Nirulas
3. Shri S.K Nirulas
4. Shri Lalit Nirulas

NEW DIRECTORS AS ON DATE

1. Mr Pradeep Kumar Chadha
2. Mr. Ashish Chadha
3. Mr. Amit Chadha
4. Mr. Avinash Chadha

59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.
60. The Board may pay all expenses incurred in getting up and registering the company.
61. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
62. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
63. Subject to the provisions of section 161, the Directors may appoint any person to be an alternate Director to act as an alternate director for a director during his absence for a period of not less than three months from India, the alternate director shall not hold office for a period longer than that permissible to the Director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India.

Subject to the provisions and terms of the Lending Financial institutions /Banks agreement as a term of financing and debt issue, a Nominee Director shall be appointed on such terms as per agreement with the Financial institutions /Banks agreement.

BORROWING POWER

- 63A. Subject to the provisions of Sections 73, 76, 179, and 180 of the Act, and the Regulations thereunder and Directions issued by the RBI, Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property (both present and future), or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- B. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit subject to the provisions of Section 73 & 76 of the Act and rules framed thereunder.

- C. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

XVIII. PROCEEDINGS OF THE BOARD

64. (i) A meeting of the Board of Directors shall be minimum number of four (4) meetings every year in such a manner that not more than one hundred and twenty days shall be intervene between two consecutive meetings of the Board. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
65. The quorum necessary for the transaction of the business of Directors shall be $\frac{1}{3}^{rd}$ of the total numbers of Directors or two (2) Directors, whichever is higher, and the participation of the directors by video conferencing or by other Audio visual means shall also be counted for the purpose of quorum.
66. A meeting the Board shall be called by giving not less seven days notice in writing to every director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. Moreover, a meeting of the Board may be called at shorter notice to transact urgent business, subject to sub section 3 of section 173 of the Act.
67. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
68. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
69. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
70. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 71. (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 72. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
- 73. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
- 74. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
- 75. The Company, may by ordinary resolution, of which special notice has been given in accordance with the provisions of the Section 115 of the Act, remove any Director including the Managing Director, if any, before the expiration of the period of his office, notwithstanding anything contained in these regulations or in any agreement between the Company and such Director, such removal shall be without prejudice to any contract of service between him and the Company.
- 76. The Board of Directors of a company shall exercise the powers given under the provisions of section 179 on behalf of the Company by means of resolutions passed at meetings of the Board. Moreover, the Board may, by a resolutions passed at a meeting, delegate to any committee of directors, the managing director, the manager or any other principal officer of the company.

**XIX. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY
OR CHIEF FINANCIAL OFFICER**

- 77. Subject to the provisions of the Act,—
 - (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
78. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

XX. THE SEAL

79. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

XXI. DIVIDENDS AND RESERVE

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
81. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
82. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
83. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
85. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
88. No dividend shall bear interest against the company.

XXII. ACCOUNTS

89. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

XXIII. WINDING UP

90. Subject to the provisions of Chapter XX of the Act and rules made there under—
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

- (iv) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

XIV. SECRECY

91. Subject to the provisions of law of land and the act, every manager, auditor trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

XIV. INDEMNITY

92. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

S. No.	Names, addresses, description and occupation of Subscribers	Signature of Subscribers	Name, addresses, description and occupation of Witness
1.	MR. L.C. NIRULA S/o Dr. Kirpa Ram Nirula C/o Nirula's Hotel L-Block, Connaught Circus, New Delhi. (Occupation: Business)	Sd/-	
2.	MR. M. NIRULA S/o Dr. Kirpa Ram Nirula C/o Nirula's Hotel L-Block, Connaught Circus, New Delhi. (Occupation: Business)	Sd/-	Sd/- VINAY SETHI Chartered Accountant 56, Daryaganj, New Delhi.
3.	MR. S.K. NIRULA S/o Mr. R.C. Nirula 6, Gokal Niwas Connaught Circus, New Delhi. (Occupation: Business)	Sd/-	
4.	MR. LALIT NIRULA S/o Mr. L.C. Nirula A-14, Anand Niketan New Delhi. (Occupation: Business)	Sd/-	

Dated this 5th day of JUNE 1974

Sr.No.	Date	Order
		<p data-bbox="483 309 654 342">% 07-05-2004</p> <p data-bbox="483 376 1021 443">Present: Ms. F Kapur for petitioner. Mr. P.K. Batta, Dy. ROC, in person.</p> <p data-bbox="483 477 770 510"><u>+ Co. Pet. No. 374/2003</u></p> <p data-bbox="483 544 1300 790">By this petition under Section 391 to 394 of the Companies Act, 1956, petitioner M/s. Nirula's Hotels and Restaurants Private Limited is seeking sanction of the Scheme of Amalgamation amongst petitioner M/s. Nirula's Hotels and Restaurants Private Limited and M/s. Nirula's Food Specialities Private Limited (hereinafter "Transferor companies") with M/s. Nirulas Corner House Private Limited (hereinafter "Transferee Company")</p> <p data-bbox="483 813 1300 925">The registered offices of all the three companies are situated at L-Block, Connaught Circus, New Delhi, which are within the territorial jurisdiction of this Court.</p> <p data-bbox="483 947 1300 1462">The petition is supported by copies of Memorandum and Articles of Association Annual Reports for the year ending 31-3-2002 of the petitioner company. It is also accompanied by copy of the Scheme of Amalgamation. By order dated 21-7-2003 passed in CA(M) Nos. 127, 128 & 129/2003, holding of the meeting of Equity Shareholders of all the three Companies was dispensed with. However, meetings of the Secured and Unsecured Creditors were ordered to be convened. Mr. Vijay Hansaria, Senior Advocate was appointed as the Chairperson and Mr. Anil Kumar, Advocate was appointed as the Alternate Chairperson. Individual notices were ordered under postal certificate. Notices were also ordered to be published in "Statesman" (English) and "Jansatta" (Hindi). It is pleaded that the meeting were accordingly held on 6-9-2003 and the Chairperson has submitted the report stating that as per the orders of this court meetings were held and the scheme was duly approved.</p> <p data-bbox="483 1485 1300 1675">The salient features of the scheme and the circumstances necessitating the same have been explained in the petition. It is also pleaded that no proceeding under Section 235 to 251 of the Companies Act is pending against the company. Petition is duly supported by affidavit of Company Secretary.</p>

	<p>This petition was filed on 26-9-2003. Notices were issued to the Central Government and Regional Director, Department of Company Affairs, Kanpur, and also to the Official Liquidator. The Petition was also ordered to be published in "The Statesman"(English) and "Jansatta" (Hindi). Notices were duly published and the citations have been filed. Mr. U.C. Nahta, Regional Director, Northern Region, Department of Company Affairs and OL have filed affidavits and no objection has been raised. In spite of advertisement of notices in the newspapers, nobody has appeared in the court to oppose the prayer in the petition.</p> <p>Taking into consideration the averments made in the petition, materials placed on record and reports filed by Regional Director and OL, this Court is satisfied that the prayers made in the petition deserve to be allowed. I do not find any other legal impediment to the grant of sanction to the scheme. The sanction is accordingly granted to the Scheme of Amalgamation under Section 391(2) read with Section 394(1) of Companies Act.</p> <p>Consequent upon the amalgamation of the companies, the Transferor companies shall stand dissolved without undergoing the process of winding up.</p> <p>Petition stands disposed off.</p> <p>May 07, 2004 'dsr'</p> <p style="text-align: right;">Sd/- S.K. AGARWAL</p>
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IN THE HIGH COURT OF DELHI AT NEW DELHI
(ORIGINAL JURISDICTION)
IN THE MATTER OF COMPANIES ACT, 1956
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
BETWEEN
COMPANY PETITION NO. 374/2003
CONNECTED WITH
COMPANY APPLICATION NO. (M) 127/2003
IN THE MATTER OF M/S Nirula's Hotels & Restaurant Pvt.Ltd.
Having its Regd. Office at
L-Block, Connaught Circus, New Delhi-110 001
.....Petitioner
Transferor Company No. 1

COMPANY PETITION NO. 375/2003
CONNECTED WITH
COMPANY APPLICATION NO. (M) 128/2003
IN THE MATTER OF M/S Nirula's Food Specialities Pvt. Ltd.
Having its Regd. Office at
L-Block, Connaught Circus,
New Delhi-110 001
.....Petitioner
Transferor Company No. 2

AND
COMPANY PETITION NO. 129/2003
CONNECTED WITH
COMPANY APPLICATION NO. 129/2003
IN THE MATTER OF M/S Nirulas Corner House Pvt. Ltd.
Having its Regd. Office at
L-Block, Connaught Circus,
New Delhi-110 001
.....Petitioner
Transferee Company

BEFORE HON'BLE MR. JUSTICE S.K. AGARWAL
DATED THIS 7TH DAY OF MAY, 2004

The above petition coming up for hearing on 7-5-2004 for sanction of the scheme of amalgamation proposed to be made between M/s. Nirula's Hotels & Restaurant Pvt. Ltd. and Nirula's Food Specialities Pvt. Ltd. (hereinafter referred to as the transferee

companies No. 1 & 2 respectively) and Nirula's Corner House Pvt. Ltd., (hereinafter referred to as the transferee company, upon reading the said petition, the order dt. 21-7-2003 whereby the requirement of convening the meetings of shareholders of the Transferor Companies No. 1 & 2 and Transferee Company was dispensed with. However the Transferor Companies No. 1 & 2 and Transferee Company were ordered to convene a meeting of their secured creditors and unsecured creditors for the purpose of considering, and it thought fit, approving, with or without modification, the scheme of amalgamation annexed to the affidavits of Sh. Ajay Kharbanda authorized person of the petitioner companies filed on the 29th day of May, 2003 and the newspapers namely (1) Statesman (English) (2) Jansatta (Hindi) both dated 14-8-2003 each containing the advertisement of the said noticed convening the said meetings directed to be held by the said order dated 21-7-2003, the affidavit of Sh. Vijay Hansaria, Sr. Advocate filed on 2-9-2003 showing the publication and dispatch of the notices convening the said meetings, the reports of Chairman of the said meetings as to the result of the said meetings and upon hearing Ms. F. Kapur, Advocate for the petitioner and P.K. Batta, Deputy Registrar of Companies in person and it appearing from the reports that the proposed scheme of amalgamation has been approved unanimously without any modification by the said secured & unsecured creditors of the said transferor companies and transferee company present and voting either in person or by proxy and upon reading the affidavit dt. 5-12-2003 of Sh. U.C. Nahta, Regional Director, Northern Region, Department of Company Affairs, Kanpur on behalf of Central Government stating inter alia that the Central Govt. has no objection to the scheme of amalgamation and the reports of Sh. Alok Samanta Rai, Official Liquidator dt. 16-12-2003 stating therein that the affairs of the Transferor Companies No. 1 & 2 have not been conducted in a manner prejudicial to the interest of their shareholders or creditors or to public interest and transferor companies No. 1 & 2 could be dissolved without the process of winding up, there being no investigation proceedings pending in relation to the petitioner companies under Section 235 to 251 of the Companies Act, 1956 THIS COURT DOTH HEREBY SANCTION THE SCHEME OF AMALGAMATION Set forth in Schedule-1 annexed hereto and DOTH HEREBY DECLARE the same to be binding on all the shareholders and creditors of the said Transferor Companies and Transferee Company and all concerned and doth approve the scheme of amalgamation from the appointed date i.e. 1-4-2002.,

AND THIS COURT DOTH ORDER

1. That all the property, rights and powers of the said Transferor Companies specified in the First, Second and Third parts of the Schedule-II hereto and all other property, rights and powers of the said transferor companies be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to Section 394(2) of the Companies Act, 1956 be transferred to and vest in the transferee company for all the estate and

interest of the said transferor companies therein but subject nevertheless to all charges now affecting the same and ;

2. That all the liabilities and duties of the said Transferor Companies be transferred without further act or deed to the Transferee Company and accordingly the same shall pursuant to Section 394(2) of the Companies Act, 1956 be transferred to and become the liabilities and duties of the Transferee Company and;
3. That all the proceedings now pending by or against the Transferor Companies be continued by or against the Transferee Company and;
4. That as per para 9 of the scheme of amalgamation the Transferee Company holds 459999 (Four Lacs Fifty Nine Thousand Nine Hundred & Ninety Nine) Equity Share in its own name and 1 (One) Equity Share held by Mr. S.K. Nirula under the beneficial ownership of the Transferee Company in the Transferor Company No.1 and also holds 998 (Nine Hundred Ninety Eight) further its Equity Shares in the Transferor Company No. 2 in its own name and 2 (two) Equity Shares are held by Mr. A.K. Jain under the beneficial ownership of the Transferee Company. Consequent upon the Amalgamation, the aforesaid holdings of the shares shall stand cancelled and no allotment shall be made in respect of said Equity Shares in the Transferee Company.
5. That the Transferor Companies No. 1 & 2 do within 30 days after the date of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered, the Transferor Companies No. 1 & 2 shall be dissolved without the process of winding up and the Registrar of Companies shall place all documents relating to the said Transferor Companies and register with him on the file kept by him in relation to the transferee company and the files relating to the said Transferor companies and Transferee Company shall be consolidated accordingly and
6. That any person interested shall be at liberty to apply to the Court in the above matter for any directions that may be necessary.

Schedule 1

SCHEME OF AMALGAMATION

of

Nirula's Hotels & Restaurants Private Limited
(the Transferor Company No.1)

And

Nirula's Food Specialities Private Limited
(the Transferor Company No.2)

With

Nirulas Corner House Private Limited
(the transferee Company)

1. GENERAL

1. This Scheme of Amalgamation (hereinafter referred to as the "Scheme") provides for the Amalgamation of Nirula's Hotels & Restaurant Private Limited (NHRPL) AND Nirula's Food Specialities Private Limited (NFSPL) with Nirulas Corner House Private Limited (NCHPL), pursuant to Section 391 to 394 and other relevant provisions of the Act.
2. In this Scheme, unless repugnant to the subject or context, the following expressions shall have the following meanings:
 - 2.1 "The Said Act" means the Companies Act, 1956 including any statutory modifications, enactments or amendments thereof.
 - 2.2 "The Transferor Companies" means Nirula's Hotels & Restaurants Private Limited & Nirula's Food Specialities Private Limited.
 - 2.3 "The Transferee Company" means Nirulas Corner House Private Limited.
 - 2.4 "The Appointed Date" means 01.04.2002 or such other date as the High Court at Delhi may direct.
 - 2.5 "The Effective/Transfer Date" means the later of the dates on which Certified Copies of the Order(s) of the High Court at Delhi vesting the Assets, properties, liabilities, rights, duties, obligations and the like of the Transferor Companies in the Transferee Company are filed with the Registrar of Companies, NCT of Delhi & Haryana after obtaining the consents, approvals, permissions, resolutions, agreements, sanctions and orders necessary therefore.
 - 2.6 "Assets or Undertakings" means and includes:-
 - (a) All the Undertakings, the entire business, all the properties (whether movable or immovable, tangible or intangible), machinery, buildings, and structures, offices, residential and other premises, capital work in progress, furniture, fixtures, office equipment, appliances, accessories, deposits, all stocks, Assets, investments of all kinds, cash balances with banks, loans, advances, contingent rights or benefits, receivables, benefit of any deposits, financial Assets, leases (including lease rights & prospecting leases if any), and hire purchase contracts and Assets, lending contracts, benefit of any security arrangements, reversions, powers, authorities, allotments, approvals, permits and consents, quotas, rights, entitlements, contracts, licenses (industrial and otherwise), municipal permissions, tenancies in relation to the office and/or business properties or other, guest houses, godowns, wheresoever, leases, licenses, fixed and other Assets, benefits of Assets or properties or other interest held in trust, registrations, contracts, engagements,

arrangements of all kind, privileges and all other rights including sales tax deferrals, loans, title, interests, other benefits (including tax benefits) and advantages of whatsoever nature and wheresoever situate belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the Transferor Companies, including but without being limited to trade and service names and marks, patents, copyrights, and other intellectual, property rights of any nature whatsoever, authorization, permits, approvals, rights to use and avail of telephones, telexes facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of all agreements, all records, files, papers, computer programmes, manuals, data, catalogues, sales and advertising materials, lists and other details of present and former customers and suppliers, customer credit information, customer and supplier pricing information and other records in connection with or relating to the Transferor Companies and all other interests of whatsoever nature belonging to or in the ownership, power, possession or the control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Companies, whether in India or abroad.

- b) All employees of the Transferor Companies engaged in their respective offices, branches, units at their current terms and conditions.
 - c) All earnest monies or security deposits or other entitlements in connection with or relating to the Transferor Companies.
 - d) All debts, borrowings and liabilities present or future, secured or unsecured, of the Transferor Companies.
- 2.7. "The Scheme" means this Scheme of Amalgamation in its present form or with any modification(s) approved or imposed or directed by the shareholders/High Court at Delhi.

3. SHARE CAPITAL

- 3.1 The Authorised Share Capital of Nirula's Hotels & Restaurants Private Limited (Transferor Company No.1) is Rs.50,00,000/- divided into 500,000 equity shares of Rs.10/- each. The present issued, Subscribed and Paid up Share Capital is Rs.46,00,000/- divided into 460,000 equity shares of Rs.10/- each.
- 3.2 The Authorised Share Capital of Nirula's Food Specialities Private Limited (/Transferor Company No.2) is Rs.1,00,000/- divided into 1000 Equity Shares of Rs.100/- each. The present subscribed paid up and issued Share Capital is Rs.100,000/- divided into 1000 equity shares of Rs.100/- each.

- 3.3 The Authorised Share Capital of Nirulas Corner House Private Limited (Transferee Company) is Rs.500,00,000/- divided into 50,00,000 Equity Shares of Rs.10/- each. The present issued, subscribed and Paid-up Share Capital is Rs.403,20,000/- divided into 40,32,000 Equity Shares of Rs.10/- each.

4. TRANSFER AND VESTING OF UNDERTAKINGS

4.1 Date of Taking Effect

The Scheme shall become effective from the effective date but shall be deemed to be operative from the Appointed Date.

4.2 Vesting of Undertakings in NCHPL

Assets

The Undertakings of Transferor Companies shall vest in or be deemed to be vested in the Transferee Company in the following manner.

- a) Upon the coming into effect of the Scheme and with effect from the Appointed Date and subject to the provisions of the Scheme, the Undertakings of the Transferor Companies as more particularly described in this Scheme shall pursuant to provisions of Section 394(2) of the Act, without any further act, deed or instrument be and stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company as a going concern, so as to become as and from the Appointed Date the estate, Assets, rights, title and interests and authorities of the Transferee Company.
- b) All the Assets of the Undertakings of the Transferor Companies as are movable in nature or incorporeal property or are otherwise capable of transfer by mutual delivery or by endorsement and delivery by vesting and recordal pursuant to this Scheme, shall stand transferred, vested in and become the property, estate Assets, rights, title, interests and authorities of the Transferee Company with effect from the Appointed Date.
- c) All the estates, Assets, rights, titles, interests, licenses and authorities, whether freehold or leasehold together with the buildings standing thereon and any documents of title/rights and easements in relation thereto shall be transferred and vested in or deemed to be transferred or vested, in the Transferee Company without any further act, deed or instrument and without any payment of any unearned increase or premium to the lessors and shall from the Appointed Date belong to the Transferee Company. Further, the Transferee Company shall in relation to such properties be liable for rent and municipal taxes. The mutation/substitution of the title to the movable properties shall be made and duly

recorded by the appropriate authorities pursuant to the sanction of the Scheme and it becoming effective in accordance with the terms hereof in favour of the Transferee Company.

Licences

- d) All the licences permits, approvals, permissions, incentives, loans, rights, claims, leases, tenancy rights, and other benefits or privileges enjoyed or conferred upon or held or availed by and all rights and benefits that have accrued, or which may accrue to the Transferor Companies whether before and after the Appointed Date and upto the in connection with or in relation to the operations of the Undertakings shall pursuant to the provisions of Section 394(2) of the Act, without of any further act, deed or instrument be and stand transferred to and vested in and or be deemed to have been transferred to and vested in so as to become as and from the Appointed Date the licences, permits, quotas, approvals, permissions, incentives, loans, concessions, rights, claims, leases, licences, tenancy rights and other benefits or privileges of the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible under the law. It is hereby clarified that all intra-party transactions between the Transferor Companies and the Transferee Company shall be considered as intra-party transactions for all purposes from the Appointed Date.

Liabilities

- e) All the existing secured or unsecured debts, all liabilities, duties and obligations of the Transferor Companies alongwith any charge, encumbrance, lien or security thereon (hereinafter refer to as "the liabilities") raised and utilised before the Appointed Date in connection with the Undertakings shall without any further act, deed or instrument, be stand transferred to and vested or deemed to have been transferred to and vested in, so as to become the debts, liabilities, duties and obligations of the Transferee Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a the party to any contract or arrangement by virtue of which such duties, liabilities, debts and obligations have been arisen in order to give effect to the provisions of this clause.
- f) All loans raised and utilised and all debts, duties, Undertakings, liabilities and obligations incurred or undertaken by the Transferor Companies in relation to or in connection with the Undertaking after the Appointed Date and upto the shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the, shall upon coming to effect to this Scheme, without any further act, deed or instrument be stand transferred to or vested in or deemed to have been transferred to or vested in the Transferee Company and shall become the debts, duties, Undertakings,

liabilities and obligations of the Transferee Company which shall meet, discharge and satisfy the same.

- g) Loans advances and other obligations (including any guarantee, letter of comfort or any other instructions or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Companies and the Transferee Company shall stand discharged and there shall be no liability in that behalf on either party.
- h) Where any of the liabilities and obligations of the Transferor Companies as on the Appointed Date transferred to the Transferee Company have been discharged by the Transferor Companies after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.

4.3 Conduct of Business

- i) The Transferor Companies shall carry on, their business and activities with reasonable diligence and prudence and in the same manner as it had been doing hitherto and shall not undertake any additional financial commitments of any nature whatsoever, except under the following circumstances:
 - a) If the same is in the ordinary course of business as carried on by it as on the date of filing this Scheme with the High Court of Judicature at Delhi; or
 - b) If the same is expressly permitted by the Scheme; or
 - c) If the written consent of Transferee Company has been obtained.
- ii) All the profits or incomes accruing or arising to the Transferor Companies or expenditure losses arising or incurred (including the effect of taxes, if any thereon) by the Transferor Companies shall for all purposes be treated and deemed to be and accrue as profits or incomes or expenditures or losses or taxes of the Transferee Company, as the case may be.

4.4. Taxes, Duties

- i) The Transferee Company shall be expressly permitted to revise its Income Tax Returns and related TDS Certificates and to claim refunds, advance tax credits etc. on the basis of the closing balance shown in the Balance Sheet of the Transferor Companies as on 31.03.2002 and becoming effective on the Appointed Date and its rights to make such revision in the Income Tax

Returns and related TDS Certificates and the right to claim refunds, advance tax credits is expressly granted.

- ii) The Transferee Company shall be expressly permitted to revise its Sales Tax Returns and to claim refund/credits and / or set off of all amounts paid by the Transferor Companies under the Sales Tax Laws towards the sales between the Transferor Companies and the Transferee Company and its rights to make such revision in the Sales Tax Returns and to claim refunds/credits is expressly reserved.
- iii) It is expressly clarified that with effect from Appointed Date, all the taxes, duties and levies payable by the Transferor Companies including all or any refunds of claims shall be treated as the tax liability or refunds/claims as the case may be of the Transferee Company.

4.5. Bank Accounts

From the and till such time the name of the Transferee Company is entered as a account holder in respect of all the bank accounts of the Transferor Companies in the relevant banks' books of record, the Transferee Company shall to be entitled to operate accounts of the Transferor Companies.

4.6 Miscellaneous

- (i) Upon the coming into effect of this Scheme and with effect from Appointed Date, for the purpose of accounting for and dealing with the value of the Assets and liabilities of the Transferor Companies in the books of the Transferee Company, the fair value of the Assets and liabilities of the Transferor Companies shall be determined as of the Appointed Date and accounted for properly.
- (ii) If considered appropriate for the purpose of application of uniform Accounting Methods and Policies between the Transferor Companies and the Transferee Company the Transferee Company may make suitable adjustments and reflect the effect thereof in the General Reserve of the Transferee Company.
- (iii) The resolution, if any, of the Transferor Companies which are valid and subsisting on the Effective Date shall be continued to be valid and subsisting and to be considered as resolutions of the Transferee Company.
- (iv) The Transferor Companies and the Transferee Company may assent from time to time on behalf of all persons concerned to any

modifications or amendments or additions to the Scheme or to any conditions of limitations which either the Board of Directors of the Transferor Companies and the Transferee Company deem fit or which the High Court of Judicature at Delhi or any other authorities under law may deem fit to approve of or impose and which the Transferor Companies and the Transferee Company may in their discretion deem fit.

5. TRANSFEROR COMPANIES' STAFF, WORKMEN AND EMPLOYEES.

All the staff workmen and other employees in the service of the Transferor Companies on the in terms of this Scheme shall as from such date become the staff, workmen and employees of the Transferee Company on the basis that:-

- (i) Their service shall have been continuous and shall not have been interrupted by reason of the transfer of the Undertakings and that the terms and conditions of service applicable to the said staff, workmen or employees on the as aforesaid shall not in any way be less favourable to them than those applicable to them immediately before the; and
- (ii) It is expressly provided that as far as Provident Fund, Gratuity Fund, Superannuation Fund or any other Special Fund / Trust created or existing for the benefit of the staff, workmen and other employees of the Transferor Companies are concerned, upon the Scheme becoming effective, the Transferee Company shall stand substituted for the Transferor Companies for all purposes whatsoever related to the administration or operation of such Funds or in relation to the obligation to make contributions to the said Funds in accordance with provisions of such Funds as per the terms provided in the respective Trust Deeds. It is the aim and intent that all the rights, duties, powers and obligations of the Transferor Companies in relation to such Funds / Trust shall become those of the Transferee Company and all the rights, duties and benefits of the employees employed in different units of the Transferor Companies under such Funds and Trusts shall be protected. It is clarified that the services of the employees of the Transferor Companies will also be treated as having been continuous for the purpose of the aforesaid Funds or provisions.

6. LEGAL PROCEEDINGS

If any suit, writ petition, appeal, revision or other proceedings of whatever nature (hereinafter called the "the Proceedings") by or against the Transferor Companies be pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the Undertakings of the

Transferor Companies or of anything contained in the Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made. On and from the / Transfer Date, the Transferee Company shall and may initiate any legal proceeding for and on behalf of the Transferor companies.

7. AGREEMENTS, CONTRACTS ETC.

With effect from the Appointed Date, all contracts, deeds, bonds, agreements, Schemes, arrangements, and other instruments of whatsoever nature in relation to the Transferor Company to which the Transferor Companies is a party or to the benefit of which the Transferor Companies may be eligible to, and which are subsisting or having effect immediately before the, shall be in full force and effect on or against or in favour of the Transferee Companies and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary or oblige thereto.

8. BENEFITS OF AMALGAMATION

The Amalgamation of Transferor Companies with the Transferee Company pursuant to this Scheme of Amalgamation would make available to the Transferee Company, the financial resources as well as the managerial, technical and marketing expertise of each other. The amalgamated Company will have the benefit of combined Assets, manpower cash flows of Transferor Companies and the Transferee Company. The combined resources will enable it to face competition in the market more effectively with the diverse product portfolio. Further, Amalgamation would enable the amalgamated company to derive benefits in terms of reduction in operational costs.

The Amalgamation of Transferor Companies into the Transferee Company with effect from the Appointed Date is in the interest of respective creditors and employees.

The Transferor Companies are the wholly owned subsidiary Companies of the Transferee Company. The business activities of the Transferor Companies and the Transferee Company are similar in nature. Therefore, it is prudent to amalgamate the transferor Companies into the Transferee Company.

9. SHARES OF THE TRANSFEROR COMPANIES

The Transferee Company holds 459999 (Four Lacs Fifty Nine Thousand Nine Hundred & Ninety Nine) Equity Shares in its own name and 1 (One) Equity Shares held by Mr. S.K. Nirula under the beneficial ownership of the

Transferee Company in the Transferor Company No. 1 and also holds 998 (Nine Hundred Ninety Eight) further it Equity Shares in the Transferor Company No. 2 in its own name and 2 (two) Equity Shares are held by Mr. A.K. Jain, under the beneficial ownership of the Transferee Company. Consequent upon the Amalgamation, the aforesaid holdings of the shares shall stand cancelled and no allotment shall be made in respect of said Equity Shares in the Transferee Company.

10. DIVIDENDS, PROFITS, BONUS / RIGHT SHARES

- (i) Subject to the provisions of this Scheme, the profit/ losses of the Transferor Companies for the period beginning from April 1, 2002 shall be deemed to belong to and be the profits / losses of the Transferee Company and will be available to the Transferee Company for being dealt with / disposed of in any manner as it thinks fit including declaration of dividend by the Transferee Company in respect of its financial year beginning April 1, 2002 or any other year thereafter

11. APPLICATIONS TO HIGH COURT

- (i) The Transferor Companies and the Transferee Company hereto shall, with all reasonable dispatch, make applications, under Sections 391 and 394 of the said Act to the High Court of Judicature or such other authority as may be required by law at Delhi for sanctioning this Scheme and for dissolution of the Transferor Companies without winding up.
- (ii) For the purpose of giving effect to the Scheme or to any modification thereof, the Directors / Authorized Representatives of the Transferee Company are hereby authorized to give such, directions, and/ or to take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

12. EXPENSES CONNECTED WITH THE SCHEME.

All costs, charges and expenses of the Transferor Companies and the Transferee Company respectively in relation to or in connection with the Scheme and of carrying out and implementing / completing the terms and provisions of the Scheme and/or incidental to the completion of Amalgamation of the said Undertakings of the Transferor Companies in pursuance of the Scheme shall be borne and paid solely by the Transferee Company.

13. DISSOLUTION OF TRANSFEROR COMPANIES.

- 13.1 The Transferor Companies shall stand dissolved upon the sanction of the Scheme without the process of winding up.
- 13.2 The Transferor Companies and the Transferee Company shall also take such other steps as may be necessary or expedient to give full and normal effect to the provisions of this Scheme.

14. CONDITIONALITY OF SCHEME.

THIS SCHEME IS CONDITIONALLY OPEN AND SUBJECT TO:

- (a) The Scheme being agreed to by the requisite majority of the members of the Transferor Companies and the Transferee Company as required under the Act and the requisite orders of the High Court of Judicature at Delhi being obtained.
- (b) Such other sanctions and approvals including the sanctions of any governmental or regulatory authority, creditors, lessors or contracting party as may be required by the law or contract in respect of the Scheme being obtained; and
- (c) The certified copies of the Court Orders referred to hereinabove being filed with the Registrar of Companies NCT of Delhi & Haryana.

END_____

SCHEDULE -II

**IN THE HIGH COURT OF DELHI AT NEW DELHI
ORDINARY CIVIL JURISDICTION**

**CIMpany PETITION NO. 374 OF 2003
CONNECTED WITH
COMPANY APPLICATION NO. (M) 127 OF 2003**

**IN THE MATTER OF THE COMPANIES ACT, 1956 (1 OF 1956)
SECTION 391 AND 394
IN THE MATTER OF AMALGAMATION OF
M/S. NIRULA'S HOTELS & RESTAURANTS PRIVATE LIMITED
TRANSFEROR COMPANY NO. 1**

AND

**M/S. NIRULA'S FOOD SPECIALITIES PRIVATE LIMITED
TRANSFEROR COMPANY NO. 2**

WITH

**M/S. NIRULAS CORNER HOUSE PRIVATE LIMITED
TRANSFeree COMPANY
AND IN THE MATTER OF:-
M/S. NIRULA'S HOTELS & RESTAURANTS PRIVATE LIMITED
L -BLOCK, CONNAUGHT CIRCUS, NEW DELHI -110 001
.....PETITIONER COMPANY**

SCHEDULE OF:

**DETAILS OF PROPERTY OF M/S. NIRULA'S HOTELS & RESTAURANTS
PRIVATE LIMITED (TRANSFEROR COMPANY NO. 1) AS ON THE
APPOINTED DATE TO BE TRANSFERRED TO THE TRANSFeree
COMPANY PURSUANT TO CLAUSE 4 OF THE SCHEME:**

PART -I

NIL

PART-III

1. LEASE HOLD RIGHTS OF:

- (i) Flat no. 35, 36, 55 and 56 Connaught Circus, New Delhi on the 1st and 2nd floors above the shop no. 16 (L-8) built on the common land of Block-L, Plots No. 3 and 4, Connaught Circus, New Delhi alongwith verandas in front and back, roof terrace of the flats and the proportionate ownership of the open area and access to common staircase and other appurtenance attached thereto;
- (ii) Balcony (the original mezzanine area) of the shop no. 16 (L-8), Connaught Circus, New Delhi.
- (iii) Proportionate share in the rear open compound of the building together with all rights of easement and appurtenance, jointly with other co-lessees of the Block-L, Plots No. 3 & 4, Connaught Circus, New Delhi.

2. LEASE HOLD RIGHTS in all that piece and parcel of a plot of land equivalent to 1% share of the Company therein, being the amalgamated Commercial Plots No. 19 & 20, at Local Shopping Centre, Preet Vihar, Delhi pursuant of the Perpetual Lease Deed dated 6th December, 1990, executed between the President of India, Delhi Development authority (Lessor) and M/s. Nirulas Corner House Private Limited, M/s Nirula & Company Private Limited, M/s. Hotels and Food Service Consultants Private Limited and M/s. Nirula's Hotels & Restaurants Private Limited (Lessee).

3. LEASE HOLD RIGHTS of the premises situated at Plot No. 5, Shalimar House, Community Centre, Saket, New Delhi, pursuant to Lease Deed dated 16th May, 2002, executed between M/s. Shalimar International Private Limited (Lessor) & M/s. Nirula's Hotels & Restaurants Private Limited (Lessee).

4. LEASE HOLD RIGHTS of the premises situated at 23, Community Centre, Basant Lok, Vasant Vihar, New Delhi pursuant to Lease Deed dated 1st December, 2002 for the Ground Floor and Mezzanine Floor of the premises as well as Lease Deed dated 5th August, 2002 for the basement of the premises executed between Mr. R.C. Gaiinda and Mrs. Kaushalya Devi Gaiinda (Lessors) and M/s. Nirula's Hotels & Restaurants Private Limited (Lessee).

5. LICENCE RIGHTS of the premises at 53, Gole Market, New Delhi, Pursuant to a Licence Agreement dated 17th May, 1999 between Mr. Madan Lamba (Licensor) & M/s. Nirula's Hotels & Restaurants Private Limited and M/s. Nirulas Corner House Private Limited (Licensee).

6. LICENCE RIGHTS in respect of Nirula's Restaurants at Destination Point at 12/2 Mathura Road, Faridabad, pursuant to a Licence Agreement dated 28th June, 2002 executed between M/s. Sardari Lal Arora and Sons Private Limited

(Licensor) and M/s. Nirula's Hotels & Restaurants Private Limited and Nirulas Corner House Private Limited (Licensee).

7. **LICENCE RIGHTS** in respect of Nirula's Restaurants at Day Centre Cafeteria, Probyn Road, Oppt. Arts Faculty, University of Delhi, pursuant to a Licence Agreement dated 23rd October, 2002, executed between Delhi University (Licensor) and Nirula's Hotels & Restaurants Private Limited (Licensee).
8. All the improvements on the lease hold and licensed buildings of the Transferor Company.

PART-III

1. All the Plant & Machinery, Furniture, Fixture, Office Equipment, Crockery, Cutlery, Utensils and Vehicles as per the Balance Sheet of the Transferor Company No. 1 as at 31st March, 2002, including the additions thereto thereafter.
2. All that stock-in-trade, raw material, work-in-progress, finished goods, cash and bank balance, loans and advances and sundry debtors as per the Balance Sheet of the Transferor Company No.1 as at 31st March, 2002 including the additions thereto thereafter.

Date:

**IN THE HIGH COURT OF DELHI AT NEW DELHI
ORDINARY CIVIL JURISDICTION**

**COMPANY PETITION NO. 375 OF 2003
CONNECTED WITH
COMPANY APPLICATION NO. (M) 128 OF 2003**

**IN THE MATTER OF THE COMPANIES ACT, 1956 (1 OF 1956)
SECTION 391 AND 394**

**IN THE MATTER OF AMALGAMATION OF
M/S. NIRULA'S HOTELS & RESTAURANTS PRIVATE LIMITED
TRANSFEROR COMPANY NO. 1**

AND

**M/S. NIRULA'S FOOD SPECIALITIES PRIVATE LIMITED
TRANSFEROR COMPANY NO. 2**

WITH

**M/S. NIRULAS CORNER HOUSE PRIVATE LIMITED
TRANSFeree COMPANY
AND IN THE MATTER OF
M/S. NIRULA'S HOTELS & RESTAURANTS PRIVATE LIMITED
L -BLOCK, CONNAUGHT CIRCUS, NEW DELHI -110 001
.....PETITIONER COMPANY**

SCHEDULE OF:

**DETAILS OF PROPERTY OF M/S. NIRULA'S FOOD SPEICALITIES
PRIVATE LIMITED (TRANSFEROR COMPANY NO. 2) AS ON THE
APPOINTED DATE TO BE TRANSFERRED TO THE TRANSFeree
COMPANY PURSUANT TO CLAUSE 4 OF THE SCHEME:**

PART -I

NIL

PART-III

- (i) Lease Hold rights of the Restaurants Premises situated at C -18, Sector - 18, Noida, pursuant to Lease Deed dated 27th November, 2001 executed between M/s. Roop Rai Industries (lessor) and M/s. Nirula's Food Specialities Private Limited (Lessee) including the improvements carried in the restaurant premises.

PART-III

1. All the Plant & Machinery, Furniture, Fixture, Office Equipment, Crockery, Cutlery, Utensils and Vehicles as per the Balance Sheet of the Transferor Company No. 2 as at 31st March, 2002, including the additions thereto thereafter.
2. All that stock-in-trade, raw material, work-in-progress, finished goods, cash and bank balance, loans and advances and sundry debtors as per the Balance Sheet of the Transferor Company No.2 as at 31st March, 2002 including the additions thereto thereafter.

Dated this the 7th day of May, 2004
(By order of the Court)

Sd/-
Joint Registrar (Co.)
for Registrar

SCHEDULE OF PROPERTIES OF M/S HOTEL & FOOD SERVICE
CONSULTANTS PRIVATE LIMITED, THE TRANSFEROR COMPANY NO. 1
TO BE TRANSFERRED TO M/S NIRULAS CORNER HOUSE PRIVATE
LIMITED, THE TRANSFEREE COMPANY

(Valuation as on 30.09.2008)

PART- I

SHORT DESCRIPTION OF FREEHOLD PROPERTIES

----- NIL -----

PART- II

SHORT DESCRIPTION OF LEASEHOLD PROPERTIES

----- NIL -----

PART- III

**SHORT DESCRIPTION OF STOCK, SHARES, DEBENTURES AND OTHER
CHARGES IN ACTION**

11592 Equity Shares of Rs. 10/- each
in Nirulas Corner House Private Limited

Rs. 1330.00

TOTAL

Rs. 1330.00

Dated this the 20th October, 2008
(By order of the Court)

Deputy Registrar (Co)

IN THE HIGH COURT OF DELHI AT NEW DELHI
(ORIGINAL JURISDICTION)

IN THE MATTER OF THE COMPANIES ACT, 1956

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT
BETWEEN

COMPANY PETITION NO. 159/2008

CONNECTED WITH

COMPANY APPLICATION (M) NO. 31/2008

IN THE MATTER OF M/s. Nirulas Corner House Pvt. Ltd.,
having its Regd. office at:
Plot No. 19 & 20, LSC, A-Block, Preet Vihar, Delhi-110092
Demerged Company/Transferee Company

AND

IN THE MATTER OF M/s. Hotel & Food Services Consultants Pvt. Ltd.,
having its Regd. office at :
Plot No. 19 & 20, LSC, A-Block, Preet Vihar, Delhi-110092
Transferor Company No. 1

AND

IN THE MATTER OF M/s. Nirula and Company Pvt. Ltd.
having its Regd. Office at :
Plot No. 19 & 20, LSC, A-Block, Preet Vihar, Delhi-110092
Transferor Company No. 2

AND

IN THE MATTER OF M/s. Nirulas Hospitality Services Pvt. Ltd.,
having its Regd. office at :
Plot No. 19 & 20, LSC, A-Block, Preet Vihar, Delhi-110092
Resulting Company

BEFORE HON'BLE MS. JUSTICE GITA MITTAL

DATED THIS THE 20th DAY OF OCTOBER, 2008

ORDER UNDER SECTION 394 OF THE COMPANIES ACT, 1956

The above petitions came up for hearing on 20/10/2008 for sanction of Scheme of Arrangement proposed to be made between M/s. Nirulas Corner House Pvt. Ltd. (hereinafter referred to as Demerged Company/Transferee Company), M/s. Hotel & Food Services Consultants Pvt. Ltd., (hereinafter referred to as Transferor Company No. 1), M/s. Nirula and Company Pvt. Ltd. (hereinafter referred to as the Transferor Company No. 2) and M/s. Nirulas Hospitality Services Pvt. Ltd. (herein referred to as Resulting Company) which comprises of two stages. Stage-1 being in the nature of Demerger of Training Division of Demerged Company/Transferee Company into the Resulting Company and Stage-2 being in the nature of

Merger of Transferor Companies No. 1 & 2 into Demerged/ Transferee Company. The Court examined the petitions; the order dt. 2/4/2008 passed in CA(M) 31/2008, whereby the requirement of convening and holding the meetings of the equity shareholders of Demerged/Transferee Company, Resulting Company and Transferor Company No.1&2 and also Secured Creditors of Demerged/Transferee Company and Transferor Company No.2 was dispensed with; there being no secured and unsecured creditors of Transferor Company No.1 and Resulting Company and the meetings of unsecured Creditors of the Demerged/Transferee Company and Transferor Company No.2 were ordered to be convened for the purpose of considering and if thought fit approving with or without modification, the Scheme of Arrangement annexed to the affidavits of Sh. Sameer Kukreja, Rakesh Aneja and Rohit Sharma, Directors of the Petitioner Companies filed on 19th day of February, 2008; the publication in the newspapers namely (1) Statesman (English) and (2) Veer Arjun (Hindi) dt. 17/04/2008 containing the notice convening the said meetings directed to be held vide order dt. 2/4/2008, the affidavits of Sh. Sandeep Prakash Agarwal, Sh. Rajeev Masodkar, Chairpersons appointed by this Court, filed on 3/5/2008 respectively showing the publication and despatch of the notices convening the said meetings and the reports of the Chairpersons of the said meetings as to the result of the said meetings.

The Court also examined the report filed by Sh. Dhan Raj, Regional Director Northern Region, Ministry of Corporate Affairs, Noida on behalf of Central Government vide affidavit dated 27/8/2008 stating that on perusal of the Memorandum of Association of the Transferor Company no. 2 and of the Transferee Company, it has been observed that there are no enabling clause(s) of amalgamation to amalgamate with other companies. So far as the first objection is concerned, the petitioners have invoked the statutory powers conferred on this court under Sections 391 to 394 of the Companies Act, 1956. The only fetter on the exercise of such powers, regardless of whether the power to amalgamate with another company is contained in the Memorandum of the concerned company, are those statutorily prescribed. The Court overruled the objection raised by the Regional Director.

He further submitted that the individual assets and liabilities and the values thereof pertaining to "Training Division" of the Demerged company to be transferred to the Resulting Company are not mentioned in the Scheme. Since shareholders and creditors of the companies have approved the Composite Scheme of Arrangement as such, it should have been part of the

Composite Scheme of Arrangement so that the details of individual assets and liabilities and the values thereof pertaining to "De-merged Undertaking" are known to the shareholders & creditors of all the Transferor & Transferee Companies. So far the Second Objection raised by the Regional Director is concerned, it was pointed out by the petitioners that non-mentioning of the individual assets and liabilities and the values thereof pertaining to "Training Division" of the Demerged Company to be transferred to the Resulting Company would not make any difference because on the approval of the Scheme, all individual assets and liabilities shall stand transferred to the Resulting Company. It was noted that the Resulting Company does not have any secured and unsecured creditors and is the wholly owned subsidiary of the Demerged Company. There is, therefore, no other shareholder who should know the details of individual assets and liabilities and values thereof pertaining to the "Demerged Undertaking". In view of the above, the Court observed that the objection raised by the Regional Director does not survive.

The Regional Director further stated that the Appointed Date has been fixed as 01.11.2007 and the Resulting Company was incorporated only on 19.12.2007 i.e. after the Appointed Date and it was not in existence as on 01.11.2007. It is not clear as to how the assets and liabilities of the Demerged Company shall be transferred in the Resulting Company when the company was not in existence. In response to this objection raised by the Regional Director, it is submitted by the petitioners that the Appointed Date has been stipulated only for the purpose of identification and quantification of assets and liabilities of the Demerged Company, which would be transferred to the Resulting Company. It is the Effective Date which is relevant to determine the date of transfer of the undertaking of the Demerged Company. The Composite Scheme of Arrangement does not seek artificial transfer of any assets on the Appointed Date. All the assets which are proposed to be transferred to the Resulting Company were in existence on the Appointed Date. It is further submitted that the Appointed Date has to be distinguished from the Effective Date which is the date on which all consents and approvals required under the Scheme are to be obtained and the transfer is to take place. In view of the above, the Court observed that the objection raised by the Regional Director in this behalf does not survive.

The Regional Director further referred para 5.3 of Part-B of the Scheme and submitted that the proposed reduction can be effected in accordance with the provisions of

Section 100/101 of the Act. As such, a separate petition under Section 100/101 of the Companies Act, 1956 is required to be filed by the Transferee Company. In response to the said objection, the petitioners submitted that the provisions made in the Composite Scheme of Arrangement clearly show that there is no diminution of liability in respect of the unpaid share capital or payment to any shareholder of any paid up share capital so as to attract the procedure envisaged under Section 101(2) of the Act. In the existing company, the shares are fully paid-up and the proposal is one whereby some divisions of the existing company are being spun off into the new company. There is really no reduction in capital as the bifurcation involves both the assets and the liabilities to go with the divisions which are being spun off. The division which is to spin off into the new company would discharge these liabilities to creditors. The creditors of the existing company relating to the division being spun off would become the creditors of the new company and the new company, upon which the assets and liabilities would devolve under the Composite Scheme of Arrangement, is to discharge the liabilities from the assets which are available and represented in the Divisions Transferred.

The Regional Director further submitted that para 21 of Part-C of the Scheme provides for the Accounting Treatment, but there is no mention whether the petitioner companies have complied with the Accounting Standard-14 issued by the Institute of Chartered Accountant of India. Regional Director has prayed that Petitioner Companies may be asked to furnish an undertaking that they shall comply with the Accounting Treatment as prescribed under Accounting Standard-14 i.e. "Accounting for Amalgamation" issued by the Institute of Chartered Accountants of India. The Petitioners in the affidavit dated 04/09/2008 of Shri Sameer Kukreja, Director of the Transferee Company had undertaken that the companies shall comply with the Accounting Treatment as prescribed under the Accounting Standard-14 i.e. "Accounting for Amalgamation" issued by the Institute of Chartered Accountants of India.

Upon hearing Sh. Amit Goel, Advocate for the petitioners and Ms. Manisha Tyagi Advocate for the Official Liquidator, Mr. Raisuddin, Asstt. Registrar of companies in person; and in view of the approval of the Scheme of Arrangement without any modification, by the equity shareholders of Demerged/Transferee Company, Resulting and Transferor Company No.1&2, also Secured and Unsecured Creditors of Demerged/Transferee Company and Transferor Company No.2; and there being no investigation proceedings pending in relation to the petitioner companies under Section 235 to 251 of the Companies Act, 1956,

THIS COURT DOTH HEREBY SANCTION THE SCHEME OF ARRANGEMENT set forth in Schedule-I annexed hereto and Doth hereby declare the same to be binding on all the shareholders and creditors of the Demerged/Transferee Company, Resulting Company and Transferor Companies no. 1&2 and all concerned and doth approve the said Scheme of Arrangement with effect from the appointed date i.e. 1/11/2007.

AND THIS COURT DOTH FURTHER ORDER AS UNDER:

Stage-I

1. That all the property, rights and powers of the Training Division of Demerged Company/Transferee Company specified in the First, Second and Third parts of the Schedule-II hereto and all other property, rights and powers of the Training Division of Demerged Company/Transferee Company be transferred without further act or deed to the Resulting Company and accordingly the same shall pursuant to Section 394 (2) of the Companies Act, 1956 be transferred to and vest in the Resulting Company for all the estate and interest of the Training Division of Demerged/Transferee Company therein but subject nevertheless to all charges now affecting the same; and
2. That all the liabilities and duties of the Training Division of Demerged Company/Transferee Company be transferred without further act or deed to the Resulting Company and accordingly the same shall pursuant to Section 394 (2) of the Companies Act, 1956 be transferred to and become the liabilities and duties of the Resulting Company; and
3. That all the proceedings now pending by or against the Training Division of Demerged Company/Transferee Company be continued by or against the Resulting Company; and
4. That the Resulting Company do without further application allot to such members of the Training Division of Demerged Company/Transferee Company as have not given such notice of dissent as is required by Clause 5.1 given in the Scheme of Arrangement herein the shares in the Resulting Company to which they are entitled under the said Arrangement; and
5. That the Demerged/Transferee Company do within five weeks after the date of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration; and

Stage-II

1. That all the property, rights and powers of the Transferor Companies No. 1 & 2 specified in the First, Second and Third parts of the Schedule-II hereto and all other property, rights and powers of the Transferor Companies No. 1 & 2 be transferred without further act or deed to the Demerged/Transferee Company and accordingly the same shall pursuant to Section 394 (2) of the Companies Act, 1956 be transferred to and vest in the Transferee Company for all the estate and interest of the and the Transferor Companies No. 1 & 2 therein but subject nevertheless to all charges now affecting the same; and
2. That all the liabilities and duties of the Transferor Companies No. 1 & 2 be transferred without further act or deed to the Demerged/Transferee Company and accordingly the same shall pursuant to Section 394 (2) of the Companies Act, 1956 be transferred to and become the liabilities and duties of the Demerged/Transferee Company ; and
3. That all the proceedings now pending by or against the Transferor Companies No. 1 & 2 be continued by or against the Demerged/Transferee Company; and
4. That the Transferee Company do without further application allot to such members of the Transferor Companies No. 1 & 2 as have not given such notice of dissent as is required by Clause 14.1 given in the Scheme of Arrangement herein the shares in the Transferee Company to which they are entitled under the said Arrangement; and
5. That the Transferor Companies No. 1 & 2 do within five weeks after the date of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such certified copy being so delivered, the Transferor Companies No. 1 & 2 shall be dissolved without undergoing the process of winding up and the Registrar of Companies shall place all documents relating to the Transferor Companies No. 1 & 2 on the file kept by him in relation to the Transferee Company and the files relating to the said Transferor and Transferee Companies shall be consolidated accordingly. That this order will not be construed as an order granting exemption from payment of stamp duty that is payable in accordance with law; and
6. That any person interested shall be at liberty to apply to the Court in the above matter for any directions that may be necessary.

**COMPOSITE SCHEME OF ARRANGEMENT
BETWEEN
NIRULAS CORNER HOUSE PRIVATE LIMITED
AND
NIRULAS HOSPITALITY SERVICES PRIVATE LIMITED
AND
HOTEL & FOOD SERVICES CONSULTANTS PRIVATE LIMITED
AND
NIRULA AND COMPANY PRIVATE LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS**

Under Sections 391 to 394 of the Companies Act, 1956

This Composite Scheme of Arrangement is presented under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956, for:

- a) demerger of DU (as defined hereinafter) into the SPV, and
- b) amalgamation of NCOPL and HFSCPL with NCHPL
- c) Consequent reduction of share capital and reserves of NCHPL and re-organisation thereof

The Scheme is divided into following parts:

- (i) **Part A** – dealing with definitions;
- (ii) **Part B** – dealing with demerger of DU into the SPV;
- (iii) **Part C** – dealing with the amalgamation of NCOPL and HFSCPL with NCHPL;
- (iv) **Part D** - dealing with general terms and conditions

PART - A

1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meaning.

- 1.1 **"Act"** means the Companies Act, 1956 or any statutory modifications, amendments or re-enactment thereof for the time being in force.
- 1.2 **"Appointed Date"** means the 1st day of November, 2007 or such other date as the Hon'ble High Court may direct/fix.
- 1.3 **"Demerger Record Date"** means the date to be fixed jointly by the Board of Directors of NCHPL & SPV for the purpose of issue of shares of the SPV to the shareholder(s) of NCHPL upon the Scheme becoming effective.
- 1.4 **"Effective Date"** means the last date of the approvals under Clause 24 of the Scheme.
- 1.5 **"HFSCPL"** means Hotel & Food Services Consultants Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Plot no 19 & 20, LSC, A Block, Preet Vihar Delhi-110092
- 1.6 **"Demerged Undertaking (DU)"** means all Assets and Liabilities of the Training Division of NCHPL carrying on its operations from Plot No. 93, Sector 32, Institutional Area, Gurgaon, as on appointed date.
- 1.7 **"Merger Record Date"** means the date to be fixed jointly by the Board of Directors of NCHPL and NCOPL and HFSCPL for the purpose of issue of equity shares of NCHPL to the shareholder(s) of NCOPL and HFSCPL, respectively upon the Scheme becoming effective.
- 1.8 **"NCOPL"** means Nirula and Company Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Plot No. 19 & 20, LSC, A Block, Preet Vihar Delhi-110092.
- 1.9 **"Remaining Business"** means the entire undertaking of NCHPL other than the Demerged Undertaking.
- 1.10 **"Scheme" or "the Scheme" or "this Scheme"** means this Composite Scheme of Arrangement in its present form or with any modifications(s) made under Clause 23 of this Scheme as approved or directed by the Hon'ble High Court of Delhi or any other appropriate authority.
- 1.11 **"SPV"** means Nirulas Hospitality Services Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at Plot No. 19 & 20, LSC, A-Block, Preet Vihar, Delhi-110092. Which is a wholly owned subsidiary of Nirulas Corner House Private Limited.
- 1.12 **"Transferor Companies"** means collectively NCOPL and HFSCPL.
- 1.13 **"Transferee Company" or "Demerged Company" or "NCHPL"** means Nirulas Corner

House Private Limited, a company incorporated under the Companies Act, 1956, and having its registered office at Plot No 19 & 20, LSC, A-Block, Preet Vihar Delhi-110092.

2. SHARE CAPITAL

Details of the share capital of the Companies are given below:

2.1 NCOPL (Transferor Company No. 1) as on 31st October 2007

Particulars	Amount (In Rs.)
<u>Authorised Capital</u>	
[4,97,500] Equity shares of Rs. 10/- each	4,975,000 [4,975,00]
25,000 Deferred shares of Re 1/- each	[25,000]
Total	[5,000,000]
<u>Issued, Subscribed and Paid-up capital</u>	
[448,042] Equity Shares of Rs. 10/- each fully paid-up	[4,480,420]
Total	[4,480,420]

Thereafter, some allotment of shares was made by NCOPL in January 2008 and the issued, subscribed and paid up share capital as on date stands increased to 5,021,200

2.2 HFSCPL (Transferor Company No. 2) as on 31st October 2007

Particulars	Amount (In Rs.)
<u>Authorised Capital</u>	
[1000] Equity shares of Rs. 10/- each	[100,000]
Total	[100,000]
<u>Issued, Subscribed and Paid-up capital</u>	
[1000] Equity Shares of Rs. 10/- each fully paid-up	[100,000]
Total	[100,000]

Subsequent to 31st October 2007 there was no change in the share capital.

2.3 SPV (Resulting Company) as on the date of its incorporation

Particulars	Amount (In Rs.)
<u>Authorised Capital</u>	
[1000] Equity shares of Rs. 10/- each	[100,000]
Total	[100,000]
<u>Issued, Subscribed and Paid-up capital</u>	
[1000] Equity Shares of Rs. 10/- each fully paid-up	[100,000]
Total	[100,000]

Subsequent to incorporation, there was no change in the share capital.

2.4 NCHPL (Demerged Company/Transferee Company) as on 31st October 2007

Particulars	Amount (In Rs.)
<u>Authorised Capital</u>	
[5,000,000] Equity shares of Rs. 10/- each	[50,000,000]
Total	[50,00,000]
<u>Issued, Subscribed and Paid-up capital</u>	
[4,032,000] Equity Shares of Rs. 10/- each fully paid-up	[40,320,000]
Total	[40,320,000]

Thereafter, some allotment of shares was made by NCHPL in January 2008 and the issued, subscribed and paid up share capital stands increased to 44,910,620.

3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme shall be effective from the Appointed Date mentioned herein but shall be operative from the Effective Date.

PART-B

4. DEMERGER OF DU INTO SPV

- 4.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date and subject to the provisions of this Scheme, including in relation to the mode of transfer/vesting, the entire business including all movable and immovable properties (whether lease hold or free hold), tangible and intangible properties, assets, buildings, offices, investments, lease and hire purchase contracts, licensing, arrangements, lending contracts, benefits of any security, arrangements, revisions, powers, authorities, allotments, approvals, consents, licenses, registrations, contracts, agreements, engagements, arrangements of all kind, rights, titles, interests, benefits, easements and privileges of whatsoever nature and wherever situated belonging to or in the ownership, power or possession and in the control of or vested in or granted in favour of or enjoyed by the DU whether accrued or to accrue after the appointed date including but without being limited to patents, trademarks, copyrights and other intellectual property rights of any nature whatsoever, permits, approvals, authorization, right to use the telephones, telexes, facsimile, connections, and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of all agreements and all other interest (hereinafter referred to as "said Assets") shall be and stand vested in and/or be deemed to be and stand vested in the SPV as a going concern pursuant to the provisions of Section 394 of the said Act, so as to become on and from the Appointed Date, the assets, rights, title and interests of the SPV, subject to subsisting charges, if any.
- 4.2 Without prejudice to clause 4.1 above, in respect of such of the said Assets of the DU as are movable in nature or incorporeal property, or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same may be so transferred to the SPV and shall upon such transfer become the property as an integral part of SPV. In respect of such of the said Assets other than those referred hereinabove, the same shall, without any further act, instruments or deed, be transferred and vested in and/or be deemed to be transferred to and vested in the SPV pursuant to an order being made thereof under section 394 of the Act.
- 4.3 Notwithstanding the generality of clause above, with effect from the Appointed Date and upon the Scheme becoming effective, all statutory licenses, permissions, approvals or consents issued in respect of the DU shall stand vested in or transferred to the SPV without any further act or deed, and shall be appropriately transferred/endorsed/mutated by the authorities

concerned therewith in favour of the SPV. The benefits of all statutory and regulatory permission or approvals or consents including the statutory licenses, permissions or approval, or consents required to carry on the operations of DU shall vest in and become available to the SPV pursuant to the Scheme.

- 4.4 With effect from the Appointed Date, all debts, duties, liabilities and obligations of NCHPL pertaining to and/or arising out of the said DU as on the Appointed Date as appearing/ disclosed in the Books of Accounts of NCHPL, (whether or not provided or accounted for in the Books of Accounts of NCHPL), and long term loans, to the extent agreed to between the parties, shall also under the provisions of Sections 391 to 394 of the Act and pursuant to the orders of the High Court become the debts, liabilities and obligations and long term liabilities of SPV and SPV undertakes to meet, discharge and satisfy the same to the exclusion of NCHPL for the period upto the Appointed Date to the extent not provided in the books.
- 4.5 SPV undertakes to deal with and discharge the liabilities stated hereof, which are vested in SPV and keep NCHPL indemnified from and against all debts, duties, liabilities and obligations as also actions, claims and demands in respect thereof. In the event any such liability is required to be met and paid by NCHPL, NCHPL undertakes to deal with all proceeds in respect thereof in consultation with and as per advice of SPV and to the account of SPV.
- 4.6 Notwithstanding anything contained in the Scheme, if there are any common liabilities or loans raised and where the funds have been used for both divisions the same shall be allocated between the divisions/businesses in terms of the de-merger provisions as contained in the Income Tax Act, 1961.

5. ISSUE OF SHARES BY SPV

- 5.1 Upon this Scheme becoming effective, the SPV shall, without any further application or deed, but subject to necessary approvals, if any, being granted, issue and allot on a proportionate basis to every member of NCHPL holding fully paid up Equity Shares in NCHPL and whose names appear in the register of members of NCHPL on the Demerger Record Date, or his/ her heirs, executors, administrators or successors-in-title, as the case may be, in respect of every [10] such Equity Shares of the face value of Rs. 10/- each fully paid-up held by it in NCHPL, [1] Equity Share of the face value of Rs. 10/- each of SPV credited as fully paid-up with rights attached thereto as under.
- (a) The Equity Shares to be issued and allotted in terms hereof will be subject to the Memorandum and Articles of Association of SPV.
- (b) SPV shall, if and to the extent required, apply for and obtain any approvals from concerned regulatory authorities for the issue and allotment of Equity Shares to the members of NCHPL under the Scheme.
- (c) The Equity Shares of SPV will be issued in the physical form.

- (d) SPV, shall, to the extent required, increase its Authorised Share Capital in order to issue Equity Shares under this Scheme.

The entitlement ratio as stated above are based on principal of going concern, therefore in case of any allotment of shares made after the Appointed date, the entitlement ratio shall be changed accordingly.

- 5.2 With effect from the Appointed Date and as an integral part of the scheme and upon coming into effect of this Scheme, the authorized capital of NCHPL, to the extent of the amount of share capital issued by SPV to the equity shareholders of NCHPL, shall be splitted and transferred to SPV and consequently the same shall be reduced from the authorized capital of NCHPL.
- 5.3 In view of the de-merger and other related provisions of this Scheme and concurrently and as an integrally connected part of the Scheme and upon the coming into effect of this Scheme, with effect from the Appointed date, the issued, subscribed and paid up capital of NCHPL shall be reduced by an equal amount of share capital issued by SPV to equity shareholders of NCHPL and such reduction shall be effected by proportionately reducing the face value of each equity shares of NCHPL from Rs. 10/- (Rupees Ten only) per equity shares to Rs. 9/- (Rupees Nine Only) per equity share. The remaining Rs. 1/- (Rupee One only) per equity shares shall be extinguished. Thereupon, 100 (One hundred) equity shares of the reduced face value of Rs. 9.00 (Nine rupees only) each shall be consolidated into 90 (Ninety only) new equity shares of the face value of Rs. 10/- each fully paid up for every 100 (one hundred) equity shares of the face value of Rs. 10/- each fully paid up.
- 5.4 The reduction of the paid up capital of NCHPL shall be effected as part of the Scheme only and the Order of the High Court sanctioning the Scheme shall be deemed that all requirement of the Act relating to reduction of capital have been complied with
- 5.5 Notwithstanding the reduction of capital of the NCHPL under the provisions of the Scheme, NCHPL shall not be required to add "And Reduced" as suffix to its name and the order of the Hon'ble High Court sanctioning the Scheme shall be deemed to be an Order under Section 102 of the Act.
- 5.6 (a) The members of the NCHPL whose names are registered on the register of members of the NCHPL as on the record date, shall for the sake of convenience, upon the Scheme become effective and upon so notified, existing share certificates in the NCHPL shall stand cancelled and shall cease to exist.
- (b) In case any member's shareholding in the NCHPL is such that such member becomes entitled to a fraction of one share of the NCHPL on such consolidation as mentioned in forgoing provisions of this Scheme, such fraction shall be rounded off to one.
- 5.7 Upon the coming into effect of the Scheme, an amount representing the excess of the amount representing the surplus of the assets over the liabilities of the DU of NCHPL being transferred

to the SPV in term of the Scheme as reduced by the amount representing the reduction in share capital described in clause 5.3 of this Scheme, shall be debited to Capital reserve account and balance, if any, shall be debited to Share premium account in the books of the NCHPL.

- 5.8 Upon the coming into effect of this Scheme, an amount representing the excess (i) the amount representing the surplus of assets over liabilities of the DU in its books of account, over (ii) aggregate face value of the share capital issued by SPV to the member of NCHPL, shall be credited by the SPV to the Capital reserve account (equal to amount of capital reserve debited in the books of NCHPL as described under clause 5.7) and balance, if any, shall be credited to Share premium account.

6. TRANSACTIONS RELATING TO DEMERGED UNDERTAKING BETWEEN THE APPOINTED DATE AND EFFECTIVE DATE

- 6.1 During the period between the Appointed Date and the Effective Date:

- i) NCHPL shall be deemed to have been carrying on or to be carrying on all business and activities relating to DU and stand possessed of the properties so to be vested in SPV for and on account of and in trust of SPV.
- ii) All the profits or income accruing or arising to NCHPL or expenditure or losses arising or incurred by NCHPL on account of DU, shall for all purposes be treated and deemed to accrue as the profits or income or expenditure or losses (as the case may be) of the SPV in relation to the DU being transferred in terms hereof.

- 6.2 As and from the date of acceptance of this Scheme by the Board of Directors of NCHPL, NCOPL and HFSCPL, as the case may be, and the Board of Directors of the SPV and till the Effective Date, NCHPL shall not alienate, charge, mortgage, encumber or otherwise deal with the DU or any part thereof without the prior written concurrence of the Board of Directors of the SPV.

7. STAFF, WORKMEN & EMPLOYEES

- a) SPV undertakes to engage, on and from the Effective Date, all the employees of NCHPL engaged in the DU on the same terms and conditions on which they are engaged as on the Effective Date by NCHPL without any interruption of service as a result of the transfer. SPV agrees that the services of all such employees with NCHPL up to the Effective Date shall be taken into account for the purposes of all benefits to which the said employees may be eligible, including for the purpose of payment of any bonus, retrenchment compensation, gratuity and other terminal benefits.
- b) The accumulated balances, if any, standing to the credit of the employees and officers of the DU in the existing Provident Fund, Gratuity Fund and Superannuation Fund, of which they

are members, will be transferred to such Provident Fund, Gratuity Fund and Superannuation Fund nominated by SPV and/or such new Funds to be established and caused to be recognized by the concerned authorities by SPV pending the transfer as aforesaid, the Provident Fund, Gratuity Fund and Superannuation Fund dues to the said employees and Officers of the DU would be continued to be deposited in the existing Provident, Gratuity and Superannuation Funds respectively. This shall be binding on the Managers of such funds, if any.

8. LEGAL PROCEEDINGS

- 8.1 All legal proceedings of whatsoever nature by or against NCHPL pending and/or arising at the Appointed Date and relating to the DU, as and from the Effective Date, shall be continued and enforced by or against the SPV in relation to the DU, in the manner and to the same extent as would or might have been continued and enforced by or against NCHPL.
- 8.2 After the Appointed Date, if any proceedings are taken against NCHPL in respect of the matters referred to in the sub-clause 10.1, NCHPL shall defend the same at the cost of the SPV and the SPV shall reimburse and indemnify NCHPL against all liabilities and obligations above, and the costs incurred by NCHPL in respect thereof.
- 8.3 The SPV undertakes to have all legal or other proceedings initiated by or against NCHPL referred to in sub-clause 10.1 above, transferred into its name and to have the same continued, prosecuted and enforced by or against it to the exclusion of NCHPL.

9. CONTRACTS, DEEDS, ETC. & POWER TO GIVE EFFECT TO THIS PART

- 9.1 Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments, if any, of whatsoever nature relating to the DU and to which NCHPL is party and subsisting or having effect on the Effective Date, shall be in full force and effect against or in favour of the SPV, as the case may be, and may be enforced by or against the SPV as fully and effectually as if, instead of NCHPL, the SPV had been a party thereto from inception. The SPV shall enter into and/or issue and/or execute deeds, writings or confirmations or enter into any arrangements, confirmations or novations, in order to give formal effect to the provisions of this Scheme.
- 9.2 The SPV shall be deemed to be authorised to execute any deeds, writings or confirmations on behalf of NCHPL and to implement or carry out all formalities required on the part of NCHPL to give effect to the provisions of this Part B of the Scheme.

10. SAVING OF CONCLUDED TRANSACTIONS & PROCEEDINGS

The transfer of and vesting of the properties and liabilities under Clause 4 above and the continuance of proceedings by or against the SPV under Clause 10 above shall not affect any transaction or proceedings already concluded by NCHPL in respect of the DU on or after the Appointed Date till the Effective Date, to the end and intent that the SPV accepts and adopts all acts, deeds and things done and executed by the SPV in respect thereto as done and executed on behalf of itself.

11. REMAINING BUSINESS

- 11.1 Save and except as expressly provided in this Scheme nothing contained in this Scheme for demerger of DU of NCHPL to SPV shall affect the Remaining Business of NCHPL which shall continue to belong to and be vested in and be managed by NCHPL.

PART-C

AMALGAMATION OF NCOPL AND HFSCPL ("THE TRANSFEROR COMPANIES") WITH NCHPL ("THE TRANSFEREE COMPANY")

12. TRANSFER OF UNDERTAKING

- 12.1 Upon the coming into effect of this scheme and with effect from the "Appointed Date" and subject to the provisions of this scheme in relation to the mode of transfer and vesting all the undertaking and the entire businesses and all the movable and immovable properties, real or personal, corporeal or incorporeal, including fixed assets, capital work in progress, current assets, investments of all kinds, lease and hire purchase contracts, lending contracts, benefits of any security arrangements, reversion, powers, authorities, allotments, approvals, consents, licenses (including engagements) arrangement, rights titles, interests, quotas, benefits, and advantages of whatsoever nature and whatsoever situated, belonging to or in the ownership, power or possession and/or in the control of or vested in or granted in favour of or enjoyed by each of the Transferor Companies including but without being limited to all patents, trademarks, copyrights, trade names and other intellectual property rights of any nature whatsoever and licenses in respect thereof, privileges, liberties, easements, advantages, exemptions, benefits, leases, leasehold rights, tenancy rights, ownerships facts, quotas, rights, permits, approvals, permits approvals authorizations, right to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity, power lines, communication and other services, reserves, deposits, provisions, funds, benefits of all agreements, subsidies, grants, tax credits, sales tax, turnover tax, excise and all other interest including all bookings made for the residential complexes etc. being constructed by the Transferor Companies in the ordinary course of business as a going concern arising of the Transferor Companies and any accretions or addition thereto after the "Appointed Date" (hereinafter collectively referred to as "the said assets") shall be transferred to and vested in and/or deemed to be transferred to and vested in the Transferee Company without any further act or deed or instrument pursuant to the provisions of Section 394 of the Companies Act, 1956, for all the estates, rights, titles and interests of the Transferor Companies therein so as to become as and from the 'Appointed Date' the estates, assets, rights, titles and interests of the Transferee Company. For the purpose of this Scheme, the undertaking of the Transferor Companies shall include:
- i) All the assets/properties of the Transferor Companies as on the 'Appointed Date' and as per the schedule attached herewith.
 - ii) All the liabilities of the Transferor Companies.

- 12.2 The transfer/vesting, as aforesaid, shall be, subject to existing charges/hypothecation & mortgage (if any, as may be subsisting) over or in respect of the said assets or any part thereof. Provided, however, that any reference in any security documents or arrangements to which the Transferor Companies offered or agreed to be offered as security for any financial assistance both availed and to be availed up to any limit for which sanctions have already been obtained by the Transferor Companies as are vested in the Transferee Company by virtue of the sub-clause 12.1 hereof, to the end and intent that such security, mortgage and/or charge shall not exceed or be deemed to extend, to any of the assets or to any of the other units or divisions of the Transferee Company with such secured creditors and subject to the consents and approvals of the existing secured creditors of the Transferee Company.
- 12.3 It is expressly provided that in respect of such of the said assets as are movable in nature or are otherwise capable of transfer by manual or constructive delivery and/or by endorsement and delivery the same shall be so transferred by the Transferor Companies and shall become the property of the Transferee company in pursuance of the provisions of section 391 and 394 of the said Act, be deemed to have taken place at the location of the Registered office of the Transferee Company, i.e. in the NCT of Delhi.
- 12.4 In respect of the said assets other than those referred to in sub-clause 12.3 above, the same shall as more particularly provided in sub-clause 21 hereof, without any further act, instrument or deed be transferred to and vested in and/or deemed to be transferred and vested in the Transferee Company on the "Appointed Date", pursuant to the provisions of section 391 and 394 of the said Act. The vesting of all such assets, shall by virtue of the provisions of this Scheme, and the effect of the provisions of section 391 and 394 of the said Act, be deemed to have taken place at the location of the Registered Office of the Transferee Company i.e. in the N.C.T of Delhi.
- 12.5 The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions here of, if so required, under any law or otherwise, execute deeds of confirmation in favour of the secured creditors of the Transferor Companies as may be necessary to be executed in order to give formal effect to the above provisions. The transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such writings on behalf of the Transferor Companies and to implement or carry out all such formalities or compliance referred to above on the part of the Transferor Companies to be carried out or performed.

13. TRANSFER OF DEBTS AND LIABILITIES

- 13.1 With effect from the said 'Appointed Date', all debts, liabilities, duties and obligations of the Transferor Companies including contingent liabilities not provided in their respective books (hereinafter referred to as "the said liabilities") and any accretions and additions or decrections thereto after the 'Appointed date' shall also stand transferred or be deemed to be transferred without any further act or instrument or deed to the Transferee Companies so as to become as and from the date, the debts, liabilities, duties and obligations of the Transferee Company

and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this clause. PROVIDED ALWAYS that nothing in this clause shall or is intended to enlarge the security for any loan, deposit or other indebtedness created by the Transferor Companies prior to the Appointed Date which shall be transferred to and vested in the Transferee Company by virtue of the amalgamation and the Transferee company shall not be required or obliged in any manner create any further or additional security therefore after the 'Appointed Date' or otherwise.

- 13.2 Upon this Scheme coming into effect, any loan or other obligations due between or amongst the Transferor Companies and the Transferee Company shall stand discharged and there shall be no liability in that behalf. In so far as any securities or notes issued by the Transferor Companies and held by the Transferee Company and vice versa are concerned, the same shall unless sold or transferred by the Transferor Companies or the Transferee Company as the case may be at any time prior to the "Effective Date" stand cancelled as on the "Effective Date" and shall be of no effect and the Transferor Companies or the Transferee company as the case may be shall have no further obligation outstanding in that behalf.
- 13.3 This Part C of the Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under section 2 (1B) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with section 2(1B) of the Income-tax, 1961. Such modification will however not affect the other parts of the Scheme.

14. CONSIDERATION

- 14.1 Upon coming into effect of the Scheme, and in consideration for the transfer of and vesting of the assets and liabilities of the Transferor Companies in NCHPL, NCHPL shall, (subject to Clauses 12.2 and 12.3) without any further act or deed and without the surrender of share certificates of the Transferor Companies, but subject to necessary approvals, if any, being granted, the Transferee Company shall issue and allot equity shares to the extent indicated below, to the members of the Transferor Companies, holding fully paid-up shares and whose names appear in the Register of Members of respective Transferor Companies, on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the board of directors of each of the Transferor Companies in the following proportion viz.

"2 (two) fully paid up equity shares of Rs 10/- each of NCHPL shall issued and allotted for every 4 (four) equity shares of Rs. 10/- each held in NCOPL"

"81 (Eighty One) fully paid up equity shares of Rs. 10/- each of NCHPL shall be issued and allotted for every 1 (One) equity shares of Rs. 100/- each held in HFSCPL"

The exchange ratio as stated above are based on principal of going concern, therefore in case of any allotment of shares made after the Appointed date, the exchange ratio shall be changed accordingly.

In case any member of the Transferor Companies becomes entitled to a fraction of one share of the NCHPL on such consolidation as mentioned in forgoing provisions of this Scheme, such fraction shall be rounded off to one.

Equity shares allotted by NCHPL under this Scheme shall be hereinafter referred to as "New Equity Shares".

- 14.2 Upon New Equity Shares being issued and allotted by NCHPL to the shareholders of the Transferor Companies, in accordance with Clause 14.1, the share certificates in relation to the shares held by the said shareholders in the Transferor Companies shall be deemed to have been cancelled and extinguished and be of no effect on and from such issue and allotment.
- 14.3 It is clarified that, save and except as provided in Clause 14.1 above, NCHPL shall not issue shares to the extent of shares held by itself in the Transferor Companies as well as shares held by the Transferor Companies inter-se as on the Appointed date.
- 14.4 NCHPL Shall, if and to the extent required, apply for and obtain any approvals from concerned regulatory authorities for the issue and allotment by NCHPL of New Equity Shares to the members of the Transferor Companies under the Scheme.
- 14.5 The New Equity Shares to be issued to the members of the Transferor Companies under Clause 14.1 shall be subject to the Memorandum and Articles of Association of NCHPL and shall rank pari passu with the existing equity shares of NCHPL in all respects including dividend.
- 14.6 The issue and allotment of New Equity Shares to the members of the Transferor Companies, as provided in this Scheme, shall be deemed to be made in compliance with the procedure laid down under Section 81(1A) (and any other provisions of the Act).
- 14.7 The authorized share capital of the Transferor Companies shall be added to and shall form part of the existing Authorized Share capital of the Transferee Company without any further act or deed. The authorized share capital of the Transferee Company shall be increased to this extent without payment of any fees to the Registrar of Companies. The filing fee and stamp duty already paid by the Transferor Companies on their respective authorised share capital shall be deemed to have been so paid by the Transferee Company on the combined authorised share capital. Accordingly, the Transferee Company shall not be required to pay any fee/stamp duty on the authorised share capital so increased.

15. STAFF, WORKMEN & EMPLOYEES

- 15.1 On the Scheme becoming operative, all staff, workmen and employees of the Transferor Companies in service on the Effective Date shall be deemed to have become staff, workmen and employees of NCHPL with effect from the Appointed Date without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with NCHPL shall not be less favourable than those applicable to them with reference to the Transferor Companies immediately preceding the transfer.
- 15.2 As far as the Provident Fund, Gratuity Fund, Superannuation Fund or any other special fund created or existing for the benefit of such permanent employees of the Transferor Companies are concerned, on and from the Effective Date, NCHPL shall stand substituted for the Transferor Companies for all the purposes whatsoever related to administration or operation of such Funds in accordance with provisions of such Funds according to the terms provided in the respective trust deeds or other documents. It is the aim and intent that all the rights, duties, powers and obligations of the Transferor Companies in relation to such Funds shall become those of NCHPL. It is clarified that the services of such permanent employees of the Transferor Companies will be treated as having been continuous and not interrupted for the purposes of such Funds.

16. LEGAL PROCEEDINGS

- 16.1 If any suit, appeal or other proceeding of whatever nature by or against the Transferor Company(ies) is pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the arrangement by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against NCHPL in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company(ies) as if this Scheme had not been made.
- 16.2 The transfer of the entire business and the undertaking of the Transferor Companies to NCHPL and the continuance of all contracts or proceedings by or against the Transferor Company(ies) shall not affect any contracts or proceedings already concluded by the Transferor Company(ies) on or after the Appointed Date to the end and intent that NCHPL accepts and adopts all acts, deeds, matters and things done and/or executed by the Transferor Company(ies) in regard thereto as having been done or executed on behalf of NCHPL.

17. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

- 17.1 Subject to the other provisions of the Scheme, all contracts, deeds, bonds, agreements for tenancies, arrangements and other instruments of whatsoever nature to which the Transferor Company(ies) is/are a party, or the benefit to which the Transferor Company(ies) is/may be eligible, subsisting or operative immediately on or before the Effective Date, shall be in full force and effect against or in favour of NCHPL and may be enforced as fully and effectively

as if instead of the Transferor Company(ies) NCHPL had been a party or beneficiary thereto from inception. NCHPL shall enter into and/or issue and/or execute deeds, writings or confirmation or enter into any tripartite agreement, confirmations or novations to which the Transferor Company(ies) will, if necessary, also be a party in order to give formal effect to the provisions of this Scheme, if so required or becomes necessary. Further, NCHPL shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Company(ies) and to implement or carry out all formalities required on the part of the Transferor Company(ies) to give effect to the provisions of this Scheme.

- 17.2 For the removal of doubts, it is expressly made clear that the dissolution of the Transferor Companies without the process of winding up as contemplated hereinafter, shall not, except to the extent set out in the Scheme, affect the previous operation of any contract, agreement, deed or any instrument or beneficial interest to which the Transferor Company(ies) is a party thereto and shall not affect any right, privilege, obligation or liability, acquired, deemed to be vested or incurred under any such contracts, agreements deeds or any instrument and all such references in such agreements, contracts, and instruments to the Transferor Company(ies) shall be construed as reference only to the Transferee Company with effect from the "Effective Date".

18. TRANSACTIONS BETWEEN APPOINTED DATE AND EFFECTIVE DATE

- 18.1 With effect from the Appointed Date and upto the Effective Date,

- i) The Transferor Companies shall carry on and be deemed to have carried on their business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of their entire business and undertakings for and on account of and in trust for NCHPL.
- ii) All the profits or income accruing or arising to the Transferor Companies or expenditure or losses incurred by the Transferor Companies shall for all purposes be treated and deemed to be the profits or income or expenditure or losses (as the case may be) of NCHPL.
- iii) The Transferor Companies shall carry on their business and activities with reasonable diligence and business prudence and shall not venture into/expand any new businesses, alienate, charge, mortgage encumber or otherwise deal with the significant assets or any part thereof except in the ordinary course of business without the prior written consent of NCHPL.
- iv) The Transferor Companies shall not utilize the profits or income, if any, for the purpose of declaring or paying any dividend or for any other purpose in respect of the period falling on and after the Appointed Date, without the prior written consent of NCHPL.
- v) Transferor Companies shall not without the prior written consent of NCHPL, except as contemplated under the Scheme, issue or allot any further securities, either by way of rights or bonus or otherwise. NCHPL may in its sole discretion and without requiring any approval from the Transferor Companies, issue and allot further securities in any manner whatsoever.

- 18.2 NCHPL shall be entitled, pending sanction of the Scheme to apply to the Central Government, State Government, Union Territories and all other concerned agencies, departments and authorities (statutory or otherwise) as are necessary under any law for such consents, approvals and sanctions, which NCHPL may require to carry on the business of the Transferor Companies.

19. SAVING OF CONCLUDED TRANSACTIONS

The transfer of undertakings of the Transferor Companies pursuant to this Scheme, and the continuance of proceedings by or against NCHPL under Clause 16 above shall not affect any transaction or proceedings already concluded or liabilities incurred, or any liabilities discharged by the Transferor Companies subject to the provisions of Clause 18 above, on or after the Appointed Date till the Effective Date, to the end and intent that NCHPL shall accept and adopt all acts, deeds and things done and executed by the Transferor Companies in respect thereto as done and executed on behalf of itself.

20. DISSOLUTION OF THE TRANSFEROR COMPANIES

Subject to an order being made by the Hon'ble High Court at Delhi under section 394 of the Act, the Transferor Companies shall be dissolved without the process of winding up on the Scheme becoming effective in accordance with the provisions of the Act and the rules made thereunder.

21. ACCOUNTING TREATMENT IN THE BOOKS OF NCHPL

On the Scheme becoming effective, NCHPL shall account for the arrangement as under:

- (i) Save and except as provided in sub-clause (ii) below, NCHPL shall record the values of the tangible assets and liabilities of the Transferor Companies at their respective fair values;
- (ii) NCHPL shall credit the aggregate face value of the New Equity Shares of NCHPL issued by it to the members of Transferor Companies pursuant to this Scheme to the Share Capital Account in its books of account;
- (iii) Subject to Clause 12.3, the investments held by NCHPL in the Transferor Companies as well as investments held by the Transferor Companies inter-se will stand cancelled and there shall be no further obligation/outstanding in that behalf;
- (iv) The inter-corporate deposits/loans and advances outstanding between NCHPL and Transferor Companies and amongst the Transferor Companies inter-se will stand cancelled and there shall be no further obligation/outstanding in that behalf;
- (v) All costs and expenses incurred as per Clause 26 below as well as other costs, whether of NCHPL or of the Transferor Companies, incidental with the finalisation of this Scheme and to put it into operation, including expenses in connection with excise and label re-registrations, all advisory fees, stamp duty charges, meeting expenses, professional fees, consultant fees

& expenses and any other expenses or charges attributable to the implementation of the Scheme, shall be borne by NCHPL and, in the books of NCHPL, be kept in a "mergers suspense" account and adjusted against the general reserves in the books of NCHPL on completion of the Scheme.

- (vi) The difference between the value of net assets of the Transferor Companies transferred to NCHPL pursuant to the High Court order over the face value of New Equity Shares issued by NCHPL and after giving effect to sub-clause (iii) above and adjusting the appreciation and/or diminution, if and to the extent considered appropriate by the Board of Directors of NCHPL, in the value of certain of its assets, whether fixed or current, as on the Appointed Date in the books of account of NCHPL shall; in case of surplus, an amount, as may be considered appropriate by the Board be credited to General Reserve Account and in case of deficit, be debited to General Reserve Account.
- (vii) Further, in case of any differences in accounting policy between NCHPL and the Transferor Companies, the accounting policies followed by NCHPL will prevail and the difference till the Appointed Date, as the case may be, will be quantified and adjusted in the General Reserve Account mentioned earlier to ensure that the financial statements of NCHPL reflect the financial position on the basis of consistent accounting policy.

PART D- GENERAL

22. APPLICATION TO THE HIGH COURT OR SUCH OTHER COMPETENT AUTHORITY

The Transferor Companies, the SPV and NCHPL shall make application/petitions, either severally or jointly, under Sections 391 to 394 and other applicable provisions of the Act to the High Court of Delhi or such other appropriate authority in respect of the Transferor Companies for sanction of this Scheme and for dissolution of the Transferor Companies without winding-up under the provisions of law.

23. MODIFICATION/AMENDMENT TO THE SCHEME

- 23.1 On behalf of the Transferor Companies and NCHPL, the Board of Directors of respective companies, may consent on behalf of all persons concerned, to any modifications or amendments of the Scheme and without prejudice to the generality of the foregoing, any modification to the Scheme involving withdrawal of any of the parties to the Scheme at any time and for any reason whatsoever, or to any conditions or limitations that the High Court or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board of Directors) and solve all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect.

- 23.2 For the purpose of giving effect to this Scheme or to any modification thereof, the Board of Directors of NCHPL may give and are authorised to give such directions including directions for setting any question of doubt or difficulty that may arise, whether by reasons of any order of the Hon'ble High Court of Judicature at Delhi, or any directive or order of any other authorities or otherwise, however, arising out of, under or by virtue of this Scheme and/or matters concerning or connected therewith.

24. SCHEME CONDITIONAL ON APPROVAL / SANCTIONS

The Scheme is conditional upon and subject to the following:

- (i) The requisite consent, approval or permission of the Central Government or any other statutory or regulatory authority, which by law may be necessary for the implementation of this Scheme.
- (ii) The sanction of the High Court of Delhi or any other authority under Sections 391 to 394 of the Act in favour of the Transferor Companies, the SPV and NCHPL under the said provisions and to the necessary order or orders under Section 394 of the Act being obtained and the same being filed with the Registrar of Companies.

25. EFFECT OF NON-RECEIPT OF APPROVALS/SANCTIONS

In the event of any of the said sanctions and approvals referred to in the preceding Clause 24 not being obtained and/or the Scheme not being sanctioned by the any of the High Court or such other competent authority and/or the order or orders not being passed as aforesaid by 31st December 2008, (or such extended time as may be mutually agreed between the Transferor Companies, the SPV and NCHPL) this Scheme shall at the sole option of NCHPL stand revoked, cancelled and be of no effect (either wholly or partially), save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

26. COSTS

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed), incurred in carrying out and implementing this Scheme and matters incidental thereto, shall be borne by NCHPL. If, however, for any reason this Scheme is not sanctioned by the Hon'ble High Court at Delhi for any reason whatsoever or for any other reason this Scheme cannot be implemented, the parties to this Scheme shall bear their respective costs and expenses in connection with this Scheme of amalgamation.

SCHEDULE OF PROPERTIES OF M/S NIRULAS CORNER HOUSE PRIVATE LIMITED, THE DEMERGED COMPANY TO BE TRANSFERRED TO M/S NIRULAS HOSPITALITY SERVICES PRIVATE LIMITED, THE RESULTING COMPANY

(Valuation as on 30.09.2008)

PART-I

SHORT DESCRIPTION OF FREEHOLD PROPERTIES

LAND AND BUILDING AT
PLOT NO. 93, SECTOR 32,
GURGAON, HARYANA
MEASURING 4050 SQ. MTS.

Rs. 3,67,23,048.00

TOTAL

Rs. 3,67,23,048.00

PART-II

SHORT DESCRIPTION OF LEASEHOLD PROPERTIES

----- NIL -----

PART-III

SHORT DESCRIPTION OF STOCK, SHARES, DEBENTURES AND OTHER CHARGES IN ACTION

----- NIL -----

For Nirulas Corner House Pvt. Ltd.

Director

**SCHEDULE OF PROPERTIES OF M/S NIRULA & COMPANY PRIVATE LIMITED,
THE TRANSFEROR COMPANY NO. 2 TO BE TRANSFERRED TO M/S NIRULAS
CORNER HOUSE PRIVATE LIMITED, THE TRANSFEREE COMPANY**

(Valuation as on 30.09.2008)

PART-I

SHORT DESCRIPTION OF FREEHOLD PROPERTIES

----- NIL -----

PART-II

SHORT DESCRIPTION OF LEASEHOLD PROPERTIES

----- NIL -----

LAND AT C-135B, BUILDING AT
SECTOR 2, NOIDA, U.P.
MEASURING 939.03 SQ. MTS.

Rs. 15,45,454.00

LAND AND BUILDING AT C-135A,
SECTOR-2, NOIDA, U.P.
MEASURING 2816.29 SQ. MTS.

Rs. 3,83,72,269.00

TOTAL

Rs. 3,99,17,723.00

PART-III

**SHORT DESCRIPTION OF STOCK, SHARES, DEBENTURES AND OTHER
CHARGES IN ACTION**

76103 Equity Shares of Rs. 10/- each
in Nirulas Corner House Private limited

Rs. 53,293.00

TOTAL

Rs. 53,293.00

For Nirulas Corner House Pvt. Ltd.

Director

**KAFILA HOSPITALITY & TRAVELS PVT. LTD.**

Regd. Office : 10185-C, ARYA SAMAJ ROAD, KAROL BAGH, NEW DELHI-110005
PHONE: 91-11-45022221-60 Fax : 91-11-45022223 E-mail : support@kafilatravel.in

Website : www.kafilaholidays.in

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED HELD ON TUESDAY 12TH DAY OF DECEMBER, 2023, AT THE REGISTERED OFFICE OF THE COMPANY AT 10185-C, ARYA SAMAJ ROAD, KAROL BAGH, NEW DELHI DL 110005 INDIA AT 1.00 P.M.

The Chairman of the company Mr. Pradeep Chadha informed that the management has been discussing the idea of restructuring the group companies in order to leverage upon better efficiencies through consolidation and economies of scale and also to present a better consolidated group financial position. It was therefore considered commercially expedient that the business of the company i.e. Ambrosia Corner House Private Limited be amalgamated and consolidated with its holding company M/s Kafila Hospitality And Travels Private Limited through a process of merger under section 230 to section 232 of the Companies Act 2013 and subject to such compliances and regulatory approvals as may be applicable. After some deliberations the following resolution was passed unanimously by the Board:

"RESOLVED THAT the valuation report dated 10th November 2023 of the Registered Valuer JHAMB & ASSOCIATES, as placed before the Board be and is hereby accepted and taken on record.

"RESOLVED FURTHER THAT pursuant to provisions of section 230 to 232 of the Companies act 2013, and the rules framed there under as amended from time to time, and subject to the approval of members/ creditors and approval by the Hon'ble National Company Law Tribunal, Delhi Bench, the consent of Board be and is hereby accorded to amalgamation of Ambrosia Corner House Private Limited with its holding company M/s Kafila Hospitality And Travels Private Limited from appointed date 1st December 2023 and the provisional financial statements dated 30th November 2023 and scheme of amalgamation between Ambrosia Corner House Private Limited and Kafila Hospitality And Travels Private Limited as placed before the board and initialled by the Chairperson for the purpose of identification be and is hereby approved.

"RESOLVED FURTHER THAT Mr. Pradeep Chadha Managing Director of the company is hereby authorised to take all such steps and also to execute all or any documents/ agreements or other letters etc as may be required in this connection".

CERTIFIED TRUE COPY

FOR KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED

Madhu Chadha
Director
DIN: 01736656



CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF AMBROSIA CORNER HOUSE PRIVATE LIMITED HELD ON TUESDAY 12TH DAY OF DECEMBER, 2023, AT THE REGISTERED OFFICE OF THE COMPANY AT 10185-C, ARYA SAMAJ ROAD, KAROL BAGH, NEW DELHI DL 110005 INDIA AT 11.30 A.M

The Chairman of the company Mr. Pradeep Chadha informed that the management has been discussing the idea of restructuring the group companies in order to leverage upon better efficiencies through consolidation and economies of scale and also to present a better consolidated group financial position. It was therefore considered commercially expedient that the business of the company i.e. Ambrosia Corner House Private Limited be amalgamated and consolidated with its holding company M/s Kafila Hospitality And Travels Private Limited through a process of merger under section 230 to section 232 of the Companies Act 2013 and subject to such compliances and regulatory approvals as may be applicable. After some deliberations the following resolution was passed unanimously by the Board:

"RESOLVED THAT valuation report dated 10th November 2023 of the Registered Valuer JHAMB & ASSOCIATES, as placed before the Board be and is hereby accepted and taken on record.

"RESOLVED FURTHER THAT pursuant to provisions of section 230 to 232 of the Companies act 2013, and the rules framed there under as amended from time to time, and subject to the approval of members/ creditors and approval by the Hon'ble National Company Law Tribunal, Delhi Bench, the consent of Board be and is hereby accorded to amalgamation of Ambrosia Corner House Private Limited (Amalgamating Company) with its holding company M/s Kafila Hospitality And Travels Private Limited (Amalgamated Company) from appointed date 1st December 2023 and the provisional financial statement of the company dated 30th November 2023 and scheme of amalgamation between Ambrosia Corner House Private Limited and Kafila Hospitality And Travels Private Limited as placed before the board and initialled by the Chairperson for the purpose of identification be and is hereby approved.

"RESOLVED FURTHER THAT Mr. Amit Chadha Director of the company is hereby authorised to take all such steps and also to execute all or any documents/ agreements or other letters etc as may be required in this connection".

**CERTIFIED TRUE COPY
FOR AMBROSIA CORNER HOUSE PRIVATE LIMITED**


Ashish Chadha
Director
DIN: 02953698

Regd. Off. : 10185-C, Arya Samaj Road, Karol Bagh, New Delhi-110005

**BEFORE THE NATIONAL
COMPANY LAW TRIBUNAL, NEW
DELHI BENCH**

COMPANY APPLICATION NO. CA(AA)-08/(ND)/2024

In the Matter of the Companies Act, 2013 (18 of 2013)

And

In the matter of Scheme of Amalgamation and
Arrangement between
Ambrosia Corner House Private Limited AND Kafila
Hospitality and Travels Private Limited

**Kafila Hospitality And Travels Private Limited
10185-C, ARYA SAMAJ ROAD Karol Bagh New**

Delhi – 110005

CIN: U74899DL1995PTC064578

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013
and rule 19(3) of the Companies (Management and
Administration) Rules, 2014]

Name of the company	Kafila Hospitality And Travels Private Limited
Registered Office	10185-C, ARYA SAMAJ ROAD Karol Bagh New Delhi – 110005

Name of the Secured Creditor	
Registered Office	
E-mail Id	
Folio No /Client ID	
DP ID	

I/We , being the secured creditor of the above-named company. Hereby appoint

Name :	
Address:	
E-mail Id:	
Signature , or failing him	

Name :	
Address:	
E-mail Id:	
Signature , or failing him	
Name :	
Address:	
E-mail Id:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Meeting of the Secured Creditor of the company convened pursuant to the order of the Hon'ble National Company Law Tribunal Delhi Bench dated 8th July 2024 and 28th August 2024, to be held on Friday the 25th day of October 2024 at 10:30 a.m. at Hotel Regent Grand 2/6 East Patel Nagar Opp. Metro Pillar No. 167 New Delhi 110008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.1.

Approval of the Scheme of Amalgamation and Arrangement between Ambrosia Corner House Private Limited ('Amalgamating Company') and Kafila Hospitality And Travels Private Limited ('Amalgamated Company') and their respective shareholders and Creditors pursuant to the provisions of

Sections 230-232 read with Section 66 and other relevant provisions of the Companies Act, 2013 and rules there under.

Signed this ____ day of ____ 20__

Signature of Secured Creditor
Signature of Proxy

Affix Revenue
Stamps

Note:

1. Please affix revenue stamp not less than Re.1 before putting signature.
2. Proxy need not be a secured Creditor of the Company.
3. The Proxy Form in order to be effective shall be duly filled in and signed by the secured Creditor(s) across Revenue Stamp and should reach the Company's Registered Office at least 48 hours before the commencement of the meeting (i.e. on Wednesday 23rd October 2024 at 10.30 am).
4. Corporate secured Creditors intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. It is optional to indicate your preference. If you leave the for and against column blank against any or all resolutions, your

proxy will be entitled to vote in the manner as he/she may think appropriate.

6. In case of multiple proxies, the proxy later in time shall be accepted.
7. No person shall be appointed as a Proxy who is a minor.

KAFILA HOSPITALITY AND TRAVELS PRIVATE LIMITED
Regd Office : 10185-C, ARYA SAMAJ ROAD Karol Bagh New
Delhi – 110005
CIN: U74899DL1995PTC064578
Website: www.kafilatravels.com

ATTENDANCE SLIP

MEETING OF THE SECURED CREDITORS OF THE COMPANY
CONVENED BY THE HON'BLE NATIONAL COMPANY LAW
TRIBUNAL, DELHI BENCH ON FRIDAY, 25th OCTOBER 2024 at
10.30 am

Name and Address of the secured Creditor

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Authorized Representative/Proxy Holder.

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Folio No./DP ID & Client ID

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Value of debt outstanding as on date of meeting (i.e. 25th October

2024)

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I Certify that I am an secured Creditor/ proxy/ authorized
representative for the secured Creditor of the Company

I hereby record my presence at the meeting of the secured Creditors of

the Company convened pursuant to an Order dated 8th July 2024 and

28th August 2024 of Hon'ble National Company Law Tribunal, Delhi

Bench at **Hotel Regent Grand 2/6 East Patel Nagar Opp. Metro**

Pillar No. 167 New Delhi 110008 on Friday, 25th October 2024 at

10.30 am

Name of secured Creditor/Proxy (Block Letters)

Signature of the secured Creditor / Proxy

Notes:

1. Only secured Creditors would be allowed to attend the meeting. No Minors would be allowed at the meeting.
2. The secured Creditors, Proxy Holder or the Authorized Representative attending the meeting must bring this attendance slip to the meeting and hand over at the entrance duly signed for admission to the meeting hall.
3. The secured Creditors, Proxy Holder or the Authorized Representative are requested to bring their copy of notice of reference at the Meeting.
4. The authorised representative of a body corporate which is a secured Creditors of the Company must bring a certified true copy of the Resolution of the board meeting authorizing such representative to attend and vote at the said meeting.

