

# ESPIRE HOSPITALITY LIMITED

## 34<sup>th</sup> Annual Report

Financial Year 2024-25





**NOTICE**

**34<sup>TH</sup>  
AGM**

## **ADDENDUM TO THE NOTICE OF 34TH ANNUAL GENERAL MEETING OF THE COMPANY**

**Addendum to the Notice dated 1<sup>st</sup> September,2025 convening 34<sup>th</sup> Annual General Meeting Of Espire Hospitality Limited ("The Company or EHL") will be held on Friday, 26<sup>th</sup> September,2025 at 10:00 AM Indian Standard Time (IST) at "Country Inn Nature Resorts", Mehragoan, Bhimtal, Uttarakhand-248179, through Physical Mode to transact the following business: -**

Notice is hereby given pursuant to the provisions of Section 160 of the Companies Act, 2013 ('Act') & pursuant to the provisions of Section 179, 204(1) of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 the following item of business is added in the aforesaid Notice as Item No. 3 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated 1<sup>st</sup> September,2025 and the notes provided therein.

### **SPECIAL BUSINESS:-**

#### **3. Appointment of Secretarial Auditors of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 179, 204(1) of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and based on the recommendation of the Board of Director and Audit Committee, M/s RSH & Associates , Company Secretaries, Peer Review Number:P2016DE057700 be and are hereby appointed as the Secretarial Auditor of the company for a term five years to hold office from the conclusion of the 34th Annual General Meeting ("AGM") till the conclusion of the 39<sup>th</sup> AGM of the company, for conducting Secretarial Audit for the period commencing from FY 2025-26 till FY 2029-30, on such terms and remuneration as mentioned in the explanatory statement and as may be determined by the Board of Directors in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

**“RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution.”

**By order of the Board of Directors  
For Espire Hospitality Limited**

Sumeer Narain Mathur

Company Secretary & Compliance Officer

Membership No: FCS9042

Address: House No: B-803, Dronagiri Apartment, Sector-11, Vasundhara, Ghaziabad-201012

Date: 09<sup>th</sup> September, 2025

Place: New Delhi

**NOTICE is hereby given that the 34<sup>th</sup> Annual General Meeting (AGM) Of Espire Hospitality Limited (“The Company or EHL”) will be held on Friday, 26<sup>th</sup> September,2025 at 10:00 AM Indian Standard Time (IST) at “Country Inn Nature Resorts”, Mehragoan, Bhimtal, Uttarakhand-248179, through Physical Mode to transact the following business: -**

**ORDINARY BUSINESS: -**

1.To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon.

2.To appoint a Director in the place of Mr. Gagan Oberoi (DIN:000087963) who retires by rotation and being eligible, offers himself for reappointment.

**By order of the Board of Directors  
For Espire Hospitality Limited**

Sumeer Narain Mathur  
Company Secretary & Compliance Officer

Membership No: FCS9042

Address: House No: B-803, Dronagiri Apartment, Sector-11, Vasundhara, Ghaziabad-201012

Date:01<sup>ST</sup> September, 2025

Place: New Delhi



**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HERSELF/ HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

- ❖ A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form issent herewith. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority, as applicable.
- ❖ Only registered members of the Company holding shares as on the cut-off date decided for the purpose, being 19<sup>th</sup> September,2025, or any proxy appointed by such registered member may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act, 2013.
- ❖ Electronic copy of the Notice of the aforesaid Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. The cut-off date is decided for the purpose of reckoning the number of shareholders eligible to receive notice of AGM is 26<sup>th</sup> September,2025
- ❖ **Voting Rights:** Shareholders holding Equity Shares shall have one vote per share as shown against their holding and shareholders
- ❖ **Voting through Electronic means** In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, read with Pursuant to SEBI circular no. SEBI/HO
- ❖ /CFD/ CMD/ CIR/ P/ 2020/ 242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, the Company is pleased to provide members facility to exercise their right to vote means and the business may be transacted through e- Voting Services provided by National Securities Depository Limited (NSDL).
- ❖ Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physical and e-voting, then votes cast through e-voting shall be only be taken into consideration and treated valid whereas votes cast physically at the meeting shall be treated as invalid. The “E-Voting “procedure along with the user id and password of each shareholder is annexed along with the proxy form at the end of the annual report.
- ❖ Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- ❖ Members/Proxies should fill in the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
- ❖ In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- ❖ Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
- ❖ Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 10:00A.M. and 2.00 P.M. up to the date of the Meeting.
- ❖ In line with the MCA Circular dated May 5, 2020 and January 13, 2021 and SEBI Circular dated May 12, 2020 and January 15, 2021 the Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories and the same will also be available on the Company’s website [www.espirehospitality.com](http://www.espirehospitality.com) and on the websites of stock exchange [www.bseindia.com](http://www.bseindia.com). For any communication, the members may send requests to the Company’s email Id [cs@espirehospitality.com](mailto:cs@espirehospitality.com)
- ❖ The Company’s Register of Members and Transfer Books will remain closed from 19<sup>th</sup> September,2025 to 28<sup>th</sup> September,2025 (both days inclusive) for the purpose of the Meeting, and the “E-Voting “facility shall be open for the period from 09:00 hours of 23<sup>rd</sup> September,2025 to 17:00 hours of 25<sup>th</sup> September,2025 after this period the event will be no longer available for casting votes by “E-Voting “mechanism.
- ❖ Members are requested to intimate immediately any change in their address or other mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change mandates for shares in electronic form.
- ❖ Members holding shares in physical form are requested to advise any change of address or bank mandates immediately to the Company / Registrar and Transfer Agent, Skyline Financial Services Pvt Limited

- ❖ The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.
- ❖ Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.
- ❖ Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
- ❖ Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agent, for consolidation into a single folio.
- ❖ Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
- ❖ Mr. Vijay Kumar Kaul, Practicing Company Secretary (Membership No.2719), Proprietor - M/s. Vijay Kaul & Co has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- ❖ The Scrutinizer shall immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days on conclusion of the annual general meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- ❖ As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited, where the equity shares of the Company are listed, within 02 working days of the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.espirehospitality.com](http://www.espirehospitality.com) and on the website of NSDL.
- ❖ Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, 26<sup>th</sup> September, 2025
- ❖ In respect of the information to be provided under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the Directors being appointed, Members are requested to kindly refer to the chapter on Corporate Governance in the Annual Report.
- ❖ The route map of the venue of the Meeting is attached at the end of the Notice for the 34<sup>th</sup> AGM.
- ❖ A link to access the same is also mentioned here <https://www.mappls.com/direction?places=29.268635,79.543516,Kathgodam,29.268635,79.543516;29.3677420000001,79.5425040000001,Hotel%20Country%20Inn%20C%20Bhowali%20C%20Bhimtal%20Haldwani%20Road%20C%20Mehragaon%20C%20Nainital%20C%20Nainital%20District%20C%20Uttarakhand%20C%20263136,29.368116,79.5418780000001&mode=driving&region=ind>
- ❖ Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their DP in case shares are held in electronic form or with the Company's Registrar & Transfer Agent - SLFSPL in case shares are held in physical form so that they can receive the Annual Report and other communication from the Company electronically.
- ❖ The Members desiring any information as regards to accounts are requested to write to the Company at an early date, so as to enable the Company to keep information ready.
- ❖ As a measure of economy, copies of Annual Report will not be distributed at the Meeting. Members are therefore requested to bring their copy of the Annual Report to the Meeting

- Members may please note that no gifts will be distributed at the Meeting.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection by the members up to the date of AGM, i.e. 26<sup>th</sup> September, 2025. Members seeking to inspect such documents can send an email to [cs@espirehospitality.com](mailto:cs@espirehospitality.com).
- In terms of Regulation 40(7) and 61(4) read with Schedule VII of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, it is mandatory for the transferor and the transferee(s) of the physical shares to furnish copy(ies) of their PAN card(s) for registration of transfer of shares. Transferor and the Transferee(s) are requested to furnish copies of their PAN card(s) along with Share Transfer Deed duly completed and physical share certificate(s). For securities market transactions and/or for off-market or private transactions involving transfer of shares, the transferee(s) as well as transferor(s) shall furnish copy of PAN card to the company/ Registrar and Transfer Agents, as the case may be, for registration of such transfer of securities. In case where PAN card is not available i.e. in case of residents of Sikkim, the identify proof shall be submitted for registration of such transfer of securities. SEBI vide Notification dated June 08, 2018 have conveyed amendment to Regulations 7 and 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which shall come into force from December 05, 2018. Accordingly, effective December 5, 2018 except in cases of transmission or transposition, transfer of securities of the Company cannot be processed unless the securities are held in dematerialized form with a depository. The implication of this amendment is, post December 05, 2018 equity shares of the Company which are held in physical form by some shareholders can be continued to be held by them in physical form, but cannot be further transferred by the Company or its R&T Agent except in case of transmission & transposition matters.
- In view above, we request the shareholders holding shares in physical form to kindly dematerialize equity shareholding in EHL
- **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**
- The remote e-voting period begins on 23<sup>rd</sup> September, 2025 at 09:00 A.M. and ends on 25<sup>th</sup> September, 2025 at 05:00 PM. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19<sup>th</sup> September, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 01<sup>st</sup> September, 2025
- **How do I vote electronically using NSDL e-Voting system?**
- *The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*
- **Step 1: Access to NSDL e-Voting system**
- **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**
- **In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.**

Type of shareholders	Login Method	Type of shareholders	Login Method
----------------------	--------------	----------------------	--------------

Individual Shareholders holding securities in demat mode with NSDL

- Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the **“Beneficial Owner”** icon under **“Login”** which is available under **‘IDeAS’** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **“Access to e-Voting”** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon **“Login”** which is available under **‘Shareholder/Member’** section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL

Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.



Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method
----------------------	--------------

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- **Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
- 
- **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

**Login type**

**Individual Shareholders holding securities in demat mode with NSDL**

**Individual Shareholders holding securities in demat mode with CDSL**

**Helpdesk details**

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at 022 - 4886 7000

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800-21-09911

## **B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

**a) For Members who hold shares in demat account with NSDL.**

**Your User ID is:**

8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

**b) For Members who hold shares in demat account with CDSL.**

**c) For Members holding shares in Physical Form.**

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - a) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - b) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button
9. After you click on the "Login" button, Home page of e-Voting will open.

### General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vijaykaul49@gmail.com](mailto:vijaykaul49@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to at [evoting@nsdl.com](mailto:evoting@nsdl.com)
- **Step 2: Cast your vote electronically on NSDL e-Voting system.**
- **How to cast your vote electronically on NSDL e-Voting system?**
- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@espirehospitality.com](mailto:cs@espirehospitality.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card to [cs@espirehospitality.com](mailto:cs@espirehospitality.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

# EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (The Act)

- **Item No: 02**

- Mr. Gagan Oberoi, a P.H.D by Qualification, holds a senior management certification from Indian Institute of Management, Calcutta and a graduate in computer engineering with process training from Carnegie Mellon University and KPMG. With a career spanning over 30 years, Gagan has held several leading positions including Head of Delivery and spearheaded many successful engagements & associations that has helped grow the business multifold. His transformational style of leadership, combined with his innovative thinking and deep understanding of client objectives has time and again translated into value-added solutions across Espire and our customers. He has been the driving force behind Espire's successful appraisal for CMMI level 5 Ver 1.3 (Dev + SVC) and accreditations in various ISO standards for quality and data security. He is also one of the Board of Directors of Radcliffe Education Private Limited. He has more than 22 years of experience in setting up various ventures and taking them to growth path. During his career he has worked with several international educational service providers to help them in developing systems and solutions for 20 Schools in space of e-learning.

- **Interest of Director**

- Mr. Gagan Oberoi is not holding any shares in the company
- Your Directors recommend the above Resolution for your approval.
- Additional information's as required under regulation 36(3) of SEBI LODR , Regulations,2015 (as amended) is as under:-

Name of the Director	Mr. Gagan Oberoi
Reason for change viz. appointment, resignation, removal, death or otherwise	Re- Appointment due to retire by rotation
Date of appointment & term of appointment	Original date of appointment 22.01.2021 Appointed as an Director (Non- Executive, Non-Independent Director) of the Company to hold office in terms of Section 161(1) of the Companies Act, 2013.
Age (Years)	57
Brief Resume/ Nature of Expertise in functional areas	Mr. Gagan Oberoi, a P.H.D by Qualification, holds a senior management certification from Indian Institute of Management, Calcutta and a graduate in computer engineering with process training from Carnegie Mellon University and KPMG. With a career spanning over 30 years, Gagan has held several leading positions including Head of Delivery and spearheaded many successful engagements & associations that has helped grow the business multifold. His transformational style of leadership, combined with his innovative thinking and deep understanding of client objectives has time and again translated into value-added solutions across Espire and our customers. He has been the driving force behind Espire's successful appraisal for CMMI level 5 Ver 1.3(Dev + SVC) and accreditations in various ISO standards for quality and data security. He is also one of the Board of Directors of Radcliffe Education Private Limited. He has more than 22 years of experience in setting up various ventures and taking them to growth path. During his career he has worked with several international Educational service providers to help them in developing systems and solutions for 20 Schools in space of e-learning.
Relationship between directors interse	No relationship
Names of listed entities in which holds the directorship and the membership of Committees of the board;	Nil

- Item No. 3,
- Pursuant to the provisions of Section 204 of the Companies Act, 2013, and Regulation 24A (1A) & (1B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024 w.e.f. 1st April, 2025, every listed entity is required to appoint an individual or a firm as a Secretarial Auditors of the Company, who shall be a peer reviewed Practicing Company Secretary and who has not incurred any disqualifications for appointment or continuation as Secretarial Auditors of the listed entity.
- Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s RSH & Associates , Company Secretaries, Peer Review Number:P2016DE057700, as the Secretarial Auditors of the Company for a term of five years to hold office from the conclusion of the 34th Annual General Meeting ("AGM") till the conclusion of the 39th AGM of the company to be held in the F.Y 2029-30 for conducting secretarial audit for a period commencing from FY 2025-26 till FY 2029-30 on such terms and remuneration for financial year 2025-26, plus applicable taxes and reimbursement of out-of-pocket expenses on actuals, with such revisions as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years.
- **Brief Profile of M/s RSH & Associates**
- M/S RSH & Associates, Company Secretaries, is one of the reputed company secretarial firms in Delhi & NCR, enriched with rich experience of more than Eleven years having professional expertise in dealing with all kinds of Corporate Secretarial, Foreign Exchange Laws (FEMA & R.B.I. Regulations / Approvals), Corporate Advisory (Incorporation of Companies, Infusing Foreign Equity, Government Approvals etc.), Regulatory Issues and such other Allied & Legal matters. It is a full service corporate advisory firm.
- The Board of Directors of the Company recommends the Ordinary resolution set out at Item No. 4 of the Notice for approval of the Members. None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.



**Form No.MGT-11**

Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Act (Management and Administration) Rules, 2014

CIN: **L45202UR1991PLC000604**

Name of the company: **ESPIRE HOSTPITALITY LIMITED**

Registered office: **Shop#1, Country Inn, Mehragaon, Bhimtal, Uttarakhand-248179**

**Name of the Member**

- I /We, being the member(s) of shares of the above named company ,hereby appoint:-

Registered Address

- Name:.....

Email id.

- Address:.....

- Email id:.....

- Signatures , or falling him.....

Folio No/ Client ID

- Name:.....

- Address:.....

- Email id:.....

Dp id.

- Signatures or falling him.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the company, to be held on the Friday, 26<sup>th</sup> September, 2025 at 10:00 AM at “Country Inn Nature Resorts , Mehragaon , Bhimtal, Uttarakhand-248179, and at the any adjournments thereof in respect of such resolutions as are indicated below:

Sl Number	Description	For	Against
<b>ORDINARY RESOLUTION</b>			
1	Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon		
2	To appoint a director in the place of Mr. Gagan Oberoi (DIN: 00087963 who retires by rotation and being eligible, offers himself for reappointment		
3	Appointment of Secretarial Auditors of the Company		

Signed this day of 2025.....

Signatures of shareholder.....

Signatures of Proxy holder(s).....

**Affix  
Revenue  
Stamp**

Note:

- This form of proxy in order to be effective should be duly completed and Deposited at the Registered office of the Company, not less than 48 hours before the Commencement of the Meeting
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the Thirty Fourth Annual General Meeting.
- It is optional to put a in the appropriate column against the resolutions indicated above. If you leave “For” or “Against” column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate

### Attendance Slip

- I, certify that I am registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company on 26th September,2025 at “**Country Inn Nature Resorts**”, **Mehragaon, Bhimtal, Uttarakhand-248179**.
- Clint id/Folio Number.....
- Signature of attending Member/Proxy.....

# Corporate Information

- **Company Secretary & Compliance Officer**

Sumeer Narain Mathur

- **Corporate Office:-**

A-41, Mohan Estate, New Delhi-110044

Email: [cs@espirehospitality.com](mailto:cs@espirehospitality.com)

- **Registrar & Transfer Agent**

M/s. Skyline Financial Services Private Limited

(Unit- Espire Hospitality Limited)

D-153A, 1st Floor Okhla Industrial Area, Phase- I,  
New Delhi – 110 020 Tel: - +91 – 11 – 2681-2682,  
2681-2683

- Fax: - +91 – 11 – 3085 7562

- Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)



# ESPIRE HOSPITALITY LIMITED

## 34<sup>th</sup> Annual Report

Financial Year 2024-25



# What's inside the report

- **BRIEF 23 TO 48**

- ✓ Managing Director & CEO's Message
- ✓ An Overview of Financial Year 2024-25
- ✓ Corporate Information
- ✓ Brief about EHL

- **STATUTORY REPORTS 49 TO 110**

- ✓ Board's Report
- ✓ Management Discussion and Analysis Report
- ✓ Corporate Governance Report
- ✓ Independent Auditor's Certificate on Corporate Governance
- ✓ CFO/CEO Certification & Annual Secretarial Compliance Report

- **FINANCIALS 110 TO 155**

- ✓ Independent Auditors' Report on Standalone Financial Statements
- ✓ Standalone Balance Sheet as at March 31, 2025
- ✓ Standalone Cash Flow Statement for the year ended March 31, 2025
- ✓ Notes to the Standalone Financial Statements for the year ended March 31, 2025





# Managing Director & CEO's Message

Dear Shareholders,

- I am delighted to report that Espire Hospitality achieved its highest-ever annual performance in Revenue, EBITDA, and PAT, highlighting outstanding financial results for the Financial Year 2024-25. Your company achieved an impressive revenue of Rs. 12,016.18 Lakhs, registering a substantial 230% growth as compared to Financial Year 2023-24. Your company also recorded its highest-ever EBITDA of Rs. 2,307.55 Lakhs for the Financial Year 2024-25, a 206% surge as compared to Financial Year 2023-24. The company recorded a PAT of Rs. 829.64 Lakhs, registering an impressive growth of 224% as compared to Financial Year 2023-24. These outstanding financial results underscore Espire's strategic operational excellence, precision-driven revenue and yield optimization, and disciplined cost control — collectively reflecting the strength and resilience of its business model throughout the financial year.
- On the operational front, Espire Hospitality reported an Average Daily Rate (ADR) of Rs. 13,822 for the Financial Year 2024-25, a 117% increase compared to Financial Year 2023-24, and significantly surpassing the industry average of Rs. 8,175 for the same period (Source: HVS Anarock's Hospitality Monitor, India). The company's Revenue Per Available Room (RevPAR) stood at Rs. 8,051 for the Financial Year 2024-25 reflecting a 168% increase as compared to Financial Year 2023-24 and again outperforming the industry average of Rs. 5,326 for the same period (Source: HVS Anarock's Hospitality Monitor, India).
- Espire Hospitality's strategic initiatives have also contributed to its success. The strategic tie-up, in the form of a business consolidation during the year, with Espire Resorts Private Limited, to bring the renowned Six Senses brand under its fold has positioned the company as a leader in the luxury segment. This strategic alliance introduces the magnificent Fort Barwara to Espire Hospitality's portfolio, while Six Senses continues to manage the resort's operations. With this addition, Espire Hospitality now offers three prominent brands: Six Senses Fort Barwara for the uber-luxury segment, Zana Luxury Resorts for the luxury and upscale segment, and Country Inn Hotels and Resorts for the midscale segment. This diversified portfolio enables the company to cater to a broad spectrum of tourists, enhancing both revenue and profitability.

# Managing Director & CEO's Message

- Espire Hospitality marked a significant stride in its growth journey with the addition of three new properties to its portfolio during FY25 — Zana by the Ganges, Rishikesh, Country Inn Premier, Amritsar, and Country Inn, Ayodhya — collectively adding 200+ keys to its inventory. These strategic additions reinforce Espire's diversified brand architecture, designed to serve a wide spectrum of discerning travelers. At the pinnacle of the luxury segment stands Six Senses Fort Barwara, setting new standards in ultra-luxury hospitality. Zana Luxury Resorts caters to affluent and upscale guests seeking immersive, high-end experiences, while Country Inn Hotels & Resorts continues to be the trusted choice for midscale travelers, offering comfort, consistency, and value.
- During the financial year, Espire Hospitality successfully concluded a fundraise of ₹3,200 lakhs through a preferential allotment of equity shares to strategic investors. This infusion of capital reflects strong investor confidence in the company's long-term vision, operational resilience, and growth potential. The proceeds from this fundraising initiative will be strategically deployed towards enhancing Espire Hospitality's asset portfolio. These investments will play a pivotal role in accelerating the development of new properties, upgrading existing infrastructure, and enriching guest experiences across the brand's diverse segments. This milestone provides a solid foundation to execute its ambitious growth roadmap. With a clear focus on scaling operations, capturing emerging market opportunities, and delivering sustained value to stakeholders, Espire Hospitality remains firmly poised for a dynamic and profitable future.
- Further strengthening its expansion momentum, Espire has embarked on the development of an upper-luxury resort near Vrindavan — a high-growth leisure and spiritual destination. With a planned investment of around ₹300 crores, funded through a prudent mix of equity and debt, this project underscores Espire's long-term commitment to value creation. The upcoming resort is envisioned to redefine luxury in the region, delivering exceptional experiences aligned with the evolving preferences of premium travelers.



At Espire Hospitality Limited, our story is one of passion, dedication, and arelentless pursuit of excellence in the world of hospitality. Founded over two decades ago, we have grown from humble beginnings into a leading name in the industry, renowned for our commitment to delivering unparalleled guest experiences and creating cherished memories.

Six Senses Fort Barwara, ZANA Luxury Resorts and Country Inn Hotels & Resorts, our renowned brands, are a testament to our commitment to quality and excellence. Each of our resorts is designed to provide a tranquil and luxurious escape, where guests can unwind and reconnect with nature. Our properties are thoughtfully located in some of the most scenic destinations in India, offering a perfect blend of comfort, luxury, and natural beauty.

Espire Hospitality Limited, a distinguished arm of the Espire Group, is a testament to the legacy of one of India's most progressive and dynamic enterprises. The Espire Group, a renowned fully private conglomerate, stands tall with its diverse portfolio that spans across Information Technology, Hospitality and Education. With a global footprint, the Espire Group is recognized for its relentless focus on innovation, quality and customer satisfaction; consistently delivering exceptional experiences and solutions that cater to the ever-evolving needs of international markets. The group's Investment Plus grade status in banking circles further underscores its financial strength and stability.



- Espire Hospitality is a shining example of the parent company's commitment to excellence. Our hospitality division is marked by a unique and diverse portfolio that sets us apart in the industry. As both hotel owners and operators, we possess a comprehensive understanding of the hospitality landscape, enabling us to create and manage properties that offer unparalleled experiences to our guests.
- At the pinnacle of our portfolio is the Six Senses Fort Barwara, a luxurious resort in Sawai Madhopur, Ranthambore that we proudly own. This property, which is India's newest and most acclaimed luxury resort, exemplifies our dedication to preserving heritage while offering modern, world-class amenities. Six Senses Fort Barwara has quickly become a landmark of opulence, drawing visitors from around the globe to experience its unique blend of history, culture, and contemporary luxury.
- ZANA Luxury Resorts are currently located in Jim Corbett, Udaipur, Ranthambore & Rishikesh, each offering a bespoke escape that reflects the natural beauty and cultural richness of its surroundings. The ZANA brand is poised to set new standards in luxury travel, with a focus on personalized service, exquisite accommodations, and immersive experiences.
- In addition to our luxury offerings, we operate a well-established mid-market resort chain under the brand name Country Inn Hotels and Resorts. This brand has become synonymous with comfort, quality, and value, with properties in some of India's most sought-after destinations, including Bhimtal, Jim Corbett, Udaipur, Mussoorie, Amritsar, Ayodhya, Goa and Vrindavan. Each Country Inn property is designed to provide a serene and welcoming environment, making it a preferred choice for families and travelers seeking memorable getaways.
- As Espire Hospitality continues to expand, our commitment to excellence remains unwavering. We are driven by a passion to create exceptional experiences that resonate with our guests and leave a lasting impression. Our strategic growth is guided by the principles of innovation, quality, and sustainability, ensuring that we not only meet but exceed the expectations of our guests and stakeholders.
- Espire Hospitality is not just a part of the Espire Group's illustrious portfolio; it is a reflection of our values, our vision, and our commitment to redefining hospitality in India and beyond. As we continue to grow and evolve, we remain dedicated to delivering on our promise of luxury, comfort, and unforgettable experiences.

# CORPORATE INFORMATION

## • Board of Directors

### **Non Independent Directors**

- Mr. Amit Rai, Non-Executive Director (DIN: 00088067)
- Mr. Gagan Oberoi, Non-Executive Director (DIN: 00087963)
- Ms. Leela Bisht, Non-Executive Director (DIN: 07172417)

### **Independent Directors**

- Mr. Amit Kumar Jain, Independent Director (DIN: 00334133)
- Mr. Pramod Bhatnagar Independent Director (DIN: 02269852)
- Mr. Dileep Kumar Independent Director (DIN: 08242564)

## • Key Managerial Personnel

- Mr. Akhil Arora, Managing Director & CEO
- Mr. Rajeev Chatterjee, Chief Financial Officer
- Mr. Sumeer Narain Mathur, Company Secretary & Compliance Officer

# COMMITTEES OF DIRECTORS

- **AUDIT COMMITTEE**

- Mr. Dileep Kumar - Chairman
- Mr. Pramod Bhatnagar-Member
- Mr. Amit Kumar Jain –Member

- **NOMINATION & REMUNERATION COMMITTEE**

- Mr. Dileep Kumar - Chairman
- Mr. Pramod Bhatnagar-Member
- Mr. Amit Kumar Jain –Member

- **STAKEHOLDERS RELATIONSHIP COMMITTEE**

- Mr. Dileep Kumar - Chairman
- Mr. Pramod Bhatnagar-Member
- Mr. Amit Kumar Jain -Member

- **RISK MANAGEMENT COMMITTEE**

- Mr. Dileep Kumar - Chairman
- Mr. Pramod Bhatnagar-Member
- Mr. Amit Kumar Jain -Member

- **CORPORATE SOCIAL RESPONSIBILITY (CSR COMMITTEE)**

- Mr. Dileep Kumar - Chairman
- Mr. Pramod Bhatnagar-Member
- Mr. Amit Kumar Jain –Member

- **COMMITTEE OF DIRECTORS**

- Mr. Dileep Kumar - Chairman
- Mr. Pramod Bhatnagar-Member
- Mr. Amit Kumar Jain –Member

- **Registrar & Transfer Agent**

- M/s. Skyline Financial Services Private Limited (Unit- Espire Hospitality Limited)

- D-153A, 1st Floor Okhla Industrial Area, Phase-I, New Delhi – 110 020 Tel: - +91 – 11 – 2681-2682, 2681-2683

- Fax: - +91 – 11 – 3085 7562

- Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)

- **Bankers**

- ICICI Bank

- HDFC Bank

- **Listing of Equity**

- BSE (Bombay Stock Exchange)

- Security Code: Espire/532016

- CIN:L45202UR1991PLC000604

- **Quick Links for investors**

- [cs@espirehospitalty.com](mailto:cs@espirehospitalty.com)

- [investors@espirehospitalty.com](mailto:investors@espirehospitalty.com)

- **Auditors**

- Statutory Auditors**

Bansal & Co, LLP (Chartered Accountants),  
New Delhi

- Internal Auditors**

Kapil Aman & Associates  
(Chartered Accountants), New Delhi

- Secretarial Auditors**

RSH & Associates Practicing Company Secretary ,  
Delhi

- Registered Office:-**

Shop#1, Country Inn Bhimtal Mehraon,  
Uttarakhand-248179.

- Corporate Office:-**

A-41, Mohan Estate, New Delhi-110044



# Present Portfolio

- ❖ *Six Senses Fort Barwara, Ranthambore*
- ❖ *Zana Luxury Resort, Jim Corbett*
- ❖ *Zana Lake Resort, Udaipur*
- ❖ *Zana Forest Resort, Ranthambore*
- ❖ *Zana by the Ganges, Rishikesh*
- ❖ *Country Inn Nature Resort, Bhimtal*
- ❖ *Country Inn Tarika Riverside Resort, Jim Corbett*
- ❖ *Country Inn Tarika Goa Resort, Varca Beach, Goa*
- ❖ *Country Inn Hall of Heritage, Amritsar*
- ❖ *Country Inn Anant, Ayodhya*
- ❖ *Country Inn Vrindavan*
- ❖ *Country Inn Premier Pacific Resort Mussoorie*
- ❖ *Country Inn Premier Amritsar*
- ❖ *Country Inn Gurugram*
- ❖ *Country Inn Maribella Resort, Amritsar*



## SIX SENSES FORT BARWARA, RANTHAMBORE

A beautiful 14th-century fort sensitively restored to become a Six Senses sanctuary of well-being. Originally owned by a Rajasthani Royal Family, it faces the Chauth ka Barwara Mandir (Temple). The significant conservation effort incorporates two palaces and two temples within the walled fort. The design of Six Senses Fort Barwara in Rajasthan reinterprets the gracious and regal ambiance of a bygone era dating back 700 years.



## ZANA LUXURY RESORT, JIM CORBETT

Experience wild luxury steeped in natural settings at ZANA – Luxury Resort, Jim Corbett. Reminiscent of a warm and cosy country house in England with splendid gardens, woodland and European inspired architecture featuring characterful design elements like wood cladding, shingle roofs, stone work and stunning fireplaces, the resort seamlessly melds luxury with nature. Imagine immersive spaces and experiences set in a dramatic landscape of giant trees, grouping together to replicate a forest – this is ZANA.



## ZANA LAKE RESORT, UDAIPUR

Located just 20 minutes from the Maharana Pratap Airport, Zana Lake Resort, Udaipur is conveniently close to the key attractions of this Venice of the East and yet, far away from the bustle of the city. The collection of 30 modern guestrooms at Zana Lake Resort, Udaipur are tastefully designed and offer serene views of the lake. Each room opens into an outdoor sit-out area so that one can relax in the privacy of his or her room while also enjoying the views on offer.



## ZANA FOREST RESORT, RANTHAMBORE

Experience unhindered opulence and a deep connection with nature at ZANA Forest Resort, Ranthambore. You will find your senses immersed in the magical, serene touch of nature as soon as you enter this enchanting resort, spread across six acres of lush land. ZANA Forest Resort, Ranthambore is a tasteful amalgamation of traditional architecture and modern aesthetic, a contemporary take to immerse travellers in the local beauty and distinct character of the destination.



## COUNTRY INN NATURE RESORT- BHIMTAL

Bhimtal is a peaceful and calming destination that is most popular among travelers who prefer less crowded locations. Besides the pristine beauty of this place, people also visit Bhimtal for adventure, to experience scenic nature walks and treks. Many devotees flock to Bhimtal as it nestles some of the most famous temples that have great religious significance. At this peaceful hill station, go boating, water zorbing, and paragliding or simply enjoy the rays of glittering sun beaming over your face and watch the beautiful migratory birds. Spread across 13 acres of landscaped area covered by beautiful flora, with over 100 variety of trees and offering views of the scenic mountains, Country Inn Nature Resort, Bhimtal is a melting pot of sublime nature and earthen treasures. With tastefully designed cottages and suites, the resort features expansive landscaped gardens, an outdoor swimming pool, kids activity room, tennis & badminton court and a multi-cuisine all-day dining restaurant, Flames.



## COUNTRY INN RIVERSIDE RESORT, JIM CORBETT

If you are a wildlife lover, a visit to the natural habitat of Jim Corbett National Park is a must-have experience. Located on the foothills of Himalayas, it is the home to spectacular wildlife and one of the best places to spot the Royal Bengal Tiger. Explore the magical landscape of the forest and lush green pathways cut across by the river and scenic waterfalls, or even camp overnight under starry skies, if you fancy. A unique confluence of relaxation, adventure and serenity, Country Inn Tarika Riverside Resort, Jim Corbett is your blissful escape to kick-off your adventure in the wild. Set in the natural surroundings of the forest, only 25 meters away from the pristine Kosi River and Himalayas framing the backdrop, Country Inn Tarika Riverside Resort, Jim Corbett is an ideal base to explore the rich diversity of Jim Corbett.



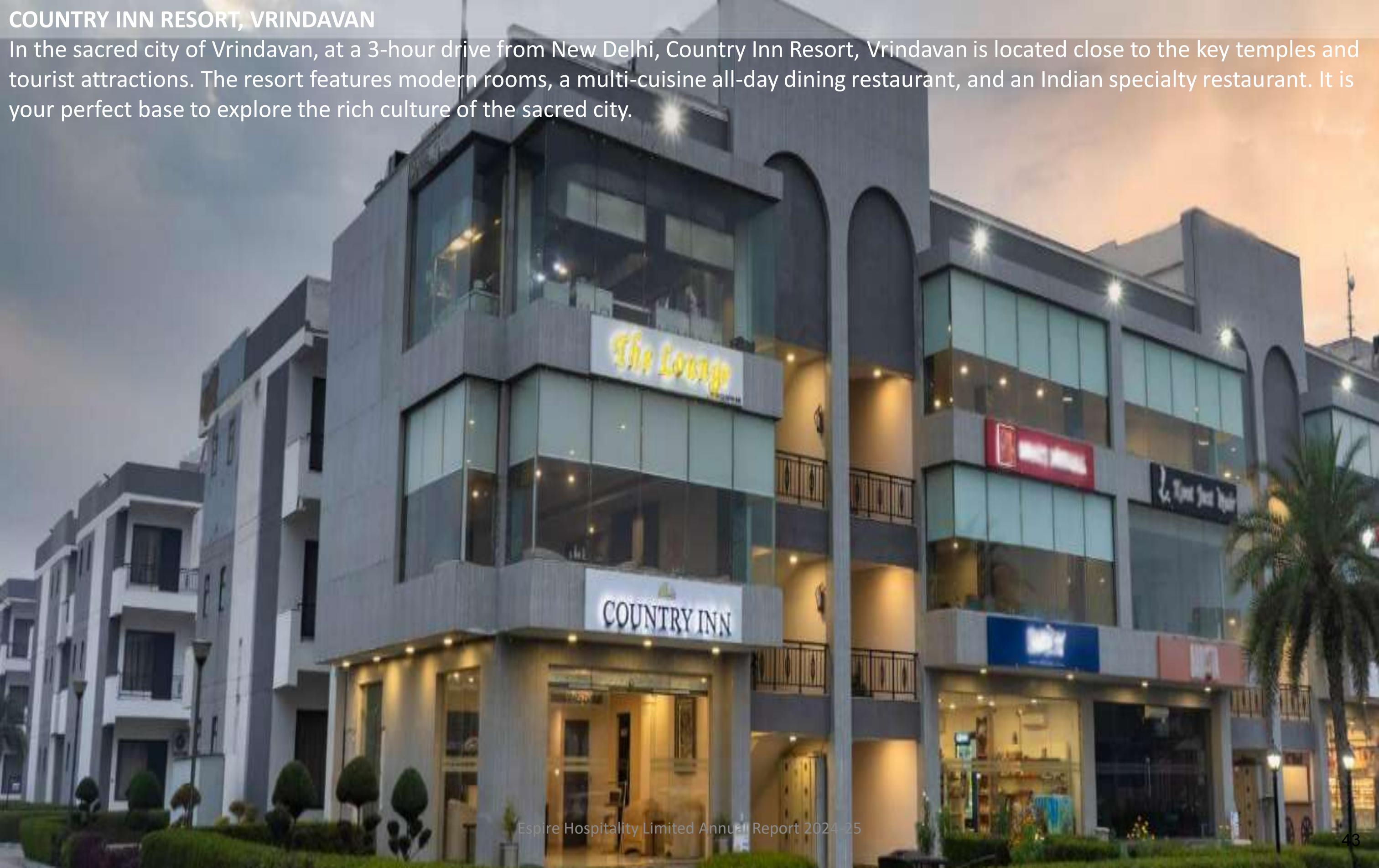
## COUNTRY INN HALL OF HERITAGE, AMRITSAR

Located only 800 meters away from the holy shrine, the stunning Golden Temple, Country Inn Hall of Heritage, Amritsar welcomes you to the city draped in rich history, culture, and traditions. The moment you step into the lively by-lanes of Amritsar, you're embraced by the bustling streets, aroma of the local cuisine, and the strain of devotional music. In addition to spiritual enrichment, witness the fervor of the Wagah border, located at a short drive from the hotel. After an unforgettable day of sightseeing, satiate your desire for a wholesome meal, with flavorful cuisine at our multi-cuisine restaurant - Heritage.



## COUNTRY INN RESORT, VRINDAVAN

In the sacred city of Vrindavan, at a 3-hour drive from New Delhi, Country Inn Resort, Vrindavan is located close to the key temples and tourist attractions. The resort features modern rooms, a multi-cuisine all-day dining restaurant, and an Indian specialty restaurant. It is your perfect base to explore the rich culture of the sacred city.



## COUNTRY INN PREMIER PACIFIC RESORT, MUSSOORIE

Nestled amidst the picturesque hills, Country Inn Premier - Pacific, Mussoorie is conveniently located at a walking distance of 500 meters from the heart of the town Mall Road and close to the attractions like Gun Hill and Kempty Falls, offering an ease to explore the destination. The mountain resort boasts of 48 well-appointed rooms, awe-inspiring views eliciting a restful state of mind and delightful experiences, promising guests a rejuvenating and soul-filling stay.



## COUNTRY INN ANANT , AYODHYA

Closest hotel to the airport, Country Inn Anant, Ayodhya offers characterful accommodation that showcases the mood of the sacred destination. The hotel is conveniently located opposite to the airport and just 5 kms from the famous Ram Mandir, making it an ideal base to explore the rich cultural tapestry of the area. For those considering a peaceful place to rest after a day of devotion or exploration, Country Inn Anant, Ayodhya is a perfect choice.



## COUNTRY INN GURUGRAM

A contemporary hotel strategically located near prominent corporate and leisure hubs of the city, Country Inn, Gurugram is designed to cater to both business and leisure travellers. Being close to many renowned Healthcare Centres, the hotel is also a preferred choice of guests visiting for medical facilities. With 41 well-designed rooms, a multi-cuisine restaurant, event facilities and the Country Inn brand's renowned warm hospitality, the hotel seamlessly blends comfort and convenience. Whatever be the reason of travel, Country Inn offers a refined stay experience in the heart of Gurugram.



## ZANA BY THE GANGES, RISHIKESH

Surrender to the natural beauty and timeless luxury at 'ZANA by the Ganges, Rishikesh'. Located at a walking distance from the destination's most glorious site 'Lakshman Jhula', ZANA offers calming views of the Ganges and the surrounding hills, setting the stage for an inspiring stay. This luxury hotel is a tasteful amalgamation of modern aesthetics, elegant spaces and inspiring experiences, a contemporary take to immerse travellers in the distinct character of the destination.

Tranquilizing beauty, architectural marvels, grand temples, and a never-ending list of leisurely activities – Rishikesh is a seamless blend of two opposite worlds offering solitude and adventure at the same place. Whether you are planning a peaceful retreat or wish to immerse in the city's vibrant energy, ZANA is designed to elevate your stay with refined comfort and distinctive hospitality 'ZANA Way'.



# About the Report

## □ BASIS OF PREPARATION

- The non-statutory section of this Report is based on the principles contained in the International Integrated Reporting Framework (the International Framework) published by the International Integrated Reporting Council (IIRC). This Report seeks to provide a balanced and transparent assessment of how we create value, considering both qualitative and quantitative matters that are material to our operations and strategic objectives, which may influence our stakeholders' decision-making.
- Other statutory reports, including the Directors' Report, its annexures, the Management Discussion and Analysis (MDA) and the Corporate Governance Report, are as per the Companies Act, 2013 (including the Rules framed thereunder), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the revised Secretarial Standards issued by the Institute of Company Secretaries of India. The financial statements are in accordance with the Indian Accounting Standards.

## □ REPORTING PERIOD

- The EHL Limited Report provides material information on our strategy and business model, operating context, risks, performance, prospects and governance, covering the financial year between April 1, 2024 and March 31, 2025.

## □ FORWARD LOOKING STATEMENT

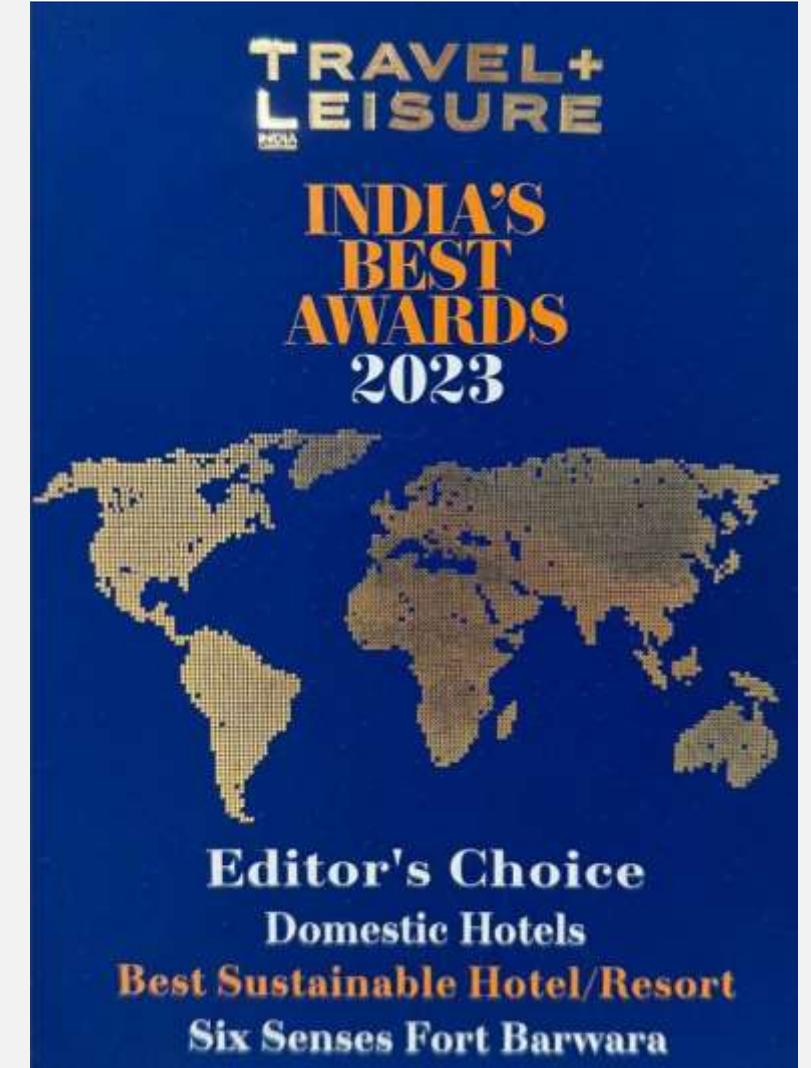
- In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should know or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. The information/disclosures made in this Annual Report are as on date of respective report and document and we undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise



# Awards and Accolades

The company has been awarded with various awards and accolades by various renowned Organizations



# Awards and Accolades



# Board's Report

Dear Shareholders,

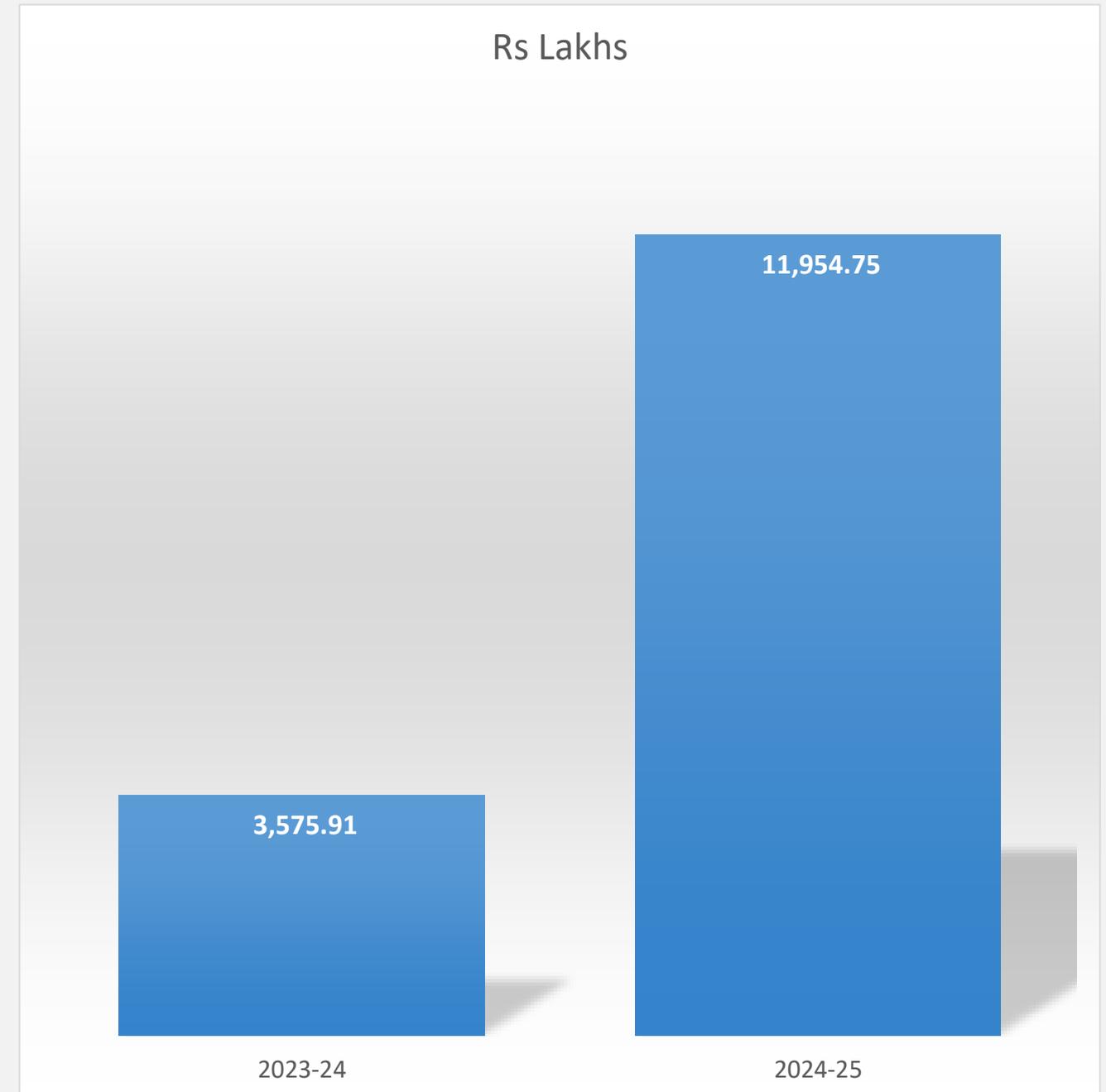
Your Directors are pleased to present their Thirty Fourth Report together with the Audited Financial Statements of your Company for the financial year ended March 31, 2025

1. **Financial Highlights** -The highlights of the financial results of the Company for the financial year ended March 31, 2025 are as under:-

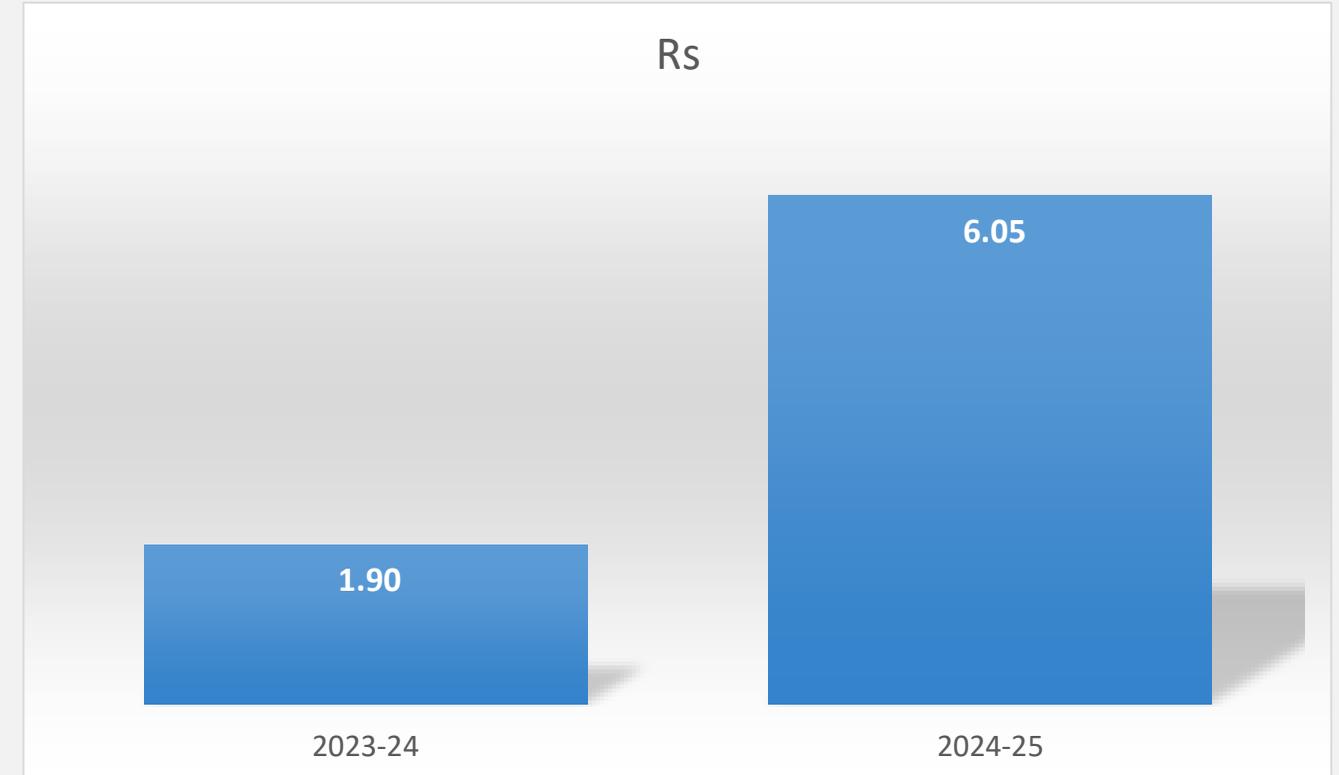
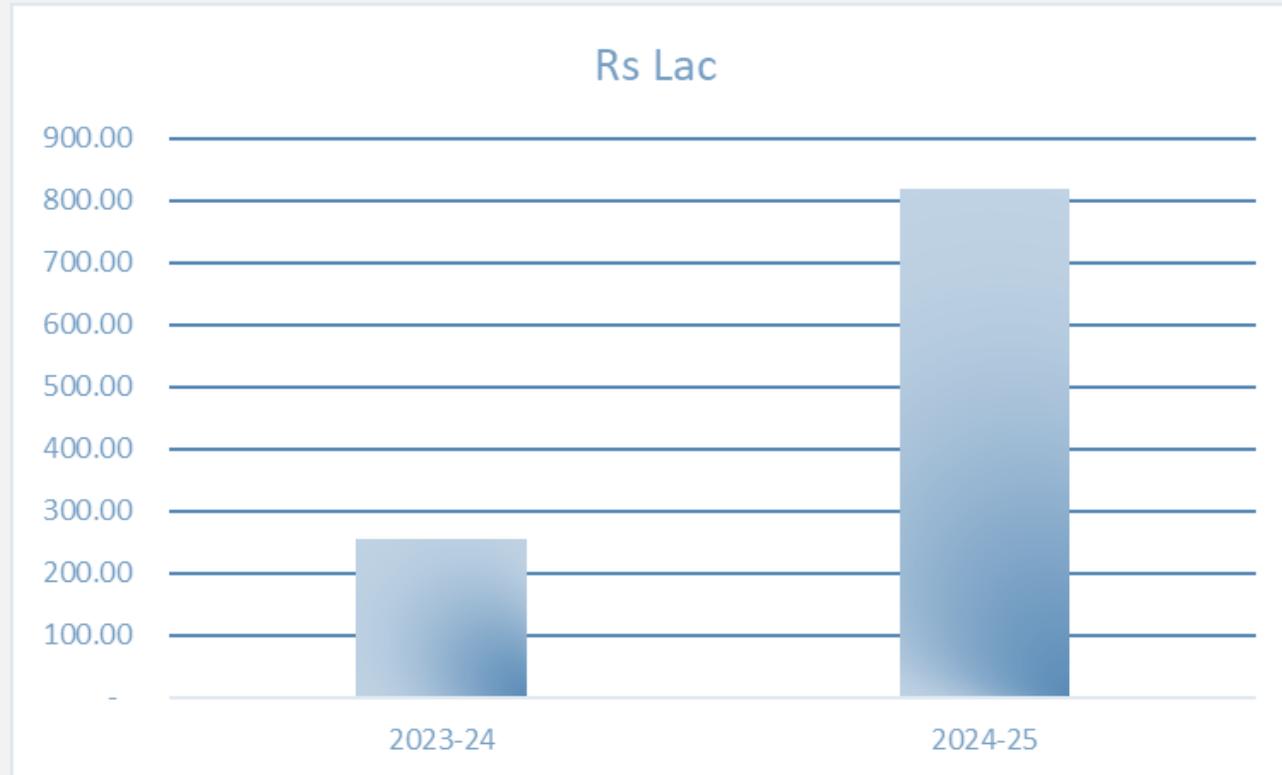
<b>Financial Highlights</b>		<b>Rs L</b>
<b>Particulars</b>	<b>2024-25</b>	<b>2023-24</b>
<b>Income</b>		
<b>Revenue from operations</b>	<b>11,954.75</b>	<b>3,575.91</b>
<b>Other Income</b>	<b>61.43</b>	<b>60.4</b>
<b>Total Income</b>	<b>12,016.18</b>	<b>3,636.31</b>
<b>Expenditure</b>		
<b>Cost of Materials Purchased</b>	<b>984.59</b>	<b>383.28</b>
<b>Changes in inventories of finished goods work-in-progress and Stock-in-Trade</b>	<b>-28.27</b>	<b>4.31</b>
<b>Employee benefits expense</b>	<b>2,985.47</b>	<b>734.16</b>
<b>Other expenses</b>	<b>5,766.22</b>	<b>1,760.28</b>
<b>Profit Before Depreciation Interest &amp; Tax</b>	<b>2,308.17</b>	<b>754.28</b>
<b>Less</b>		
<b>Finance Costs</b>	<b>684.51</b>	<b>130.61</b>
<b>Depreciation and amortization expense</b>	<b>542.37</b>	<b>360.55</b>
<b>Profit for the year before Tax</b>	<b>1,081.29</b>	<b>263.11</b>
<b>Tax expense:</b>		
<b>(1) Current tax</b>	<b>187.37</b>	<b>19.5</b>
<b>(2) Deferred tax</b>	<b>66.57</b>	<b>-11.96</b>
<b>Net Profit for the year after Tax</b>	<b>827.35</b>	<b>255.58</b>
<b>Other Comprehensive Income Net</b>	<b>-8.22</b>	<b>-0.6</b>
<b>Total Comprehensive Income for the year</b>	<b>819.13</b>	<b>256.18</b>
<b>Earnings per equity share</b>	<b>6.05</b>	<b>1.9</b>

## 2. Review of Operations & Business - KEY FINANCIAL HIGHLIGHTS

The Financial Year 2024-25 was a landmark year for Espire Hospitality, underscoring the strength of its diversified portfolio and resilient business model. The Company achieved revenues of ₹12,016.18 Lakhs, registering a robust 230% year-on-year growth. EBITDA reached an all-time high of ₹2,307.55 Lakhs, a significant 206% increase over the previous year, reflecting improved operational efficiencies and disciplined cost management. Profit After Tax (PAT) stood at ₹829.64 Lakhs, representing a strong 224% growth, further strengthening the Company's financial position. These outstanding results not only mark the highest-ever performance in Espire Hospitality's history but also reinforce the Company's ability to deliver sustainable growth and create long-term value for its stakeholders.



## 2. Review of Operations & Business - KEY FINANCIAL HIGHLIGHTS (Contd.)



**During the year the company was also able to multifold its Net Profits from 256.18 lakhs recorded in the year 2023-24 to Rs 819.13 lakhs in the financial year 2024-25**

**The earning per share also increased from Rs 1.90 to Rs 6.05 during the year 2024-25**

### **3. Share Capital**

During the year under review, the Company has raised funds by way of Preferential Issue of its Equity Shares , a total of 14,22,224 Equity Shares were issued @ 225 each(Including Premium of Rs 215 per share) . Accordingly the Paid-up Capital has increased to Rs 14,92,26,240 from the earlier Paid up Share Capital of Rs 13,50,04,000.

There was no change in the Authorised Share Capital of the company.

### **4. Dividend**

In compliance with Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”),the Dividend Distribution Policy of the Company is annexed herewith as Annexure I and is also available on the Company’s website at:

<https://www.espirehospitality.com/investors/investor-information>.. However the company has not declared any dividend for the year.

### **5.Transfer to Reserve**

The Directors of your Company do not propose to transfer any amount to reserves

### **6. Related Party Transaction**

All transactions entered with related parties during the year under review were on arm’s length basis and in the ordinary course of business. Your Company has not entered into any contracts / arrangements / transactions with related parties which could be considered material in accordance with the policy of the Company i.e. Policy on Materiality of and dealing with Related Party Transactions (“RPT Policy”). Further, transactions entered by the Company with related parties in the normal course of business were approved by the Audit Committee and placed before the Board. There were no materially significant related party transactions with the Promoters, Directors and Key Managerial Personnel, which may have a potential conflict with the interest of the Company at large. The RPT Policy as approved by the Audit Committee and the Board is available on the website of the Company at:

<https://www.espirehospitality.com/investors/investor-information> The Directors of your Company draw attention of the Members to Note No. 33 to the Standalone Financial Statements which sets out related party disclosure.

## **7. Particulars of Loans and Advances, Guarantees, Investments and Securities**

The company has neither granted nor provided any guarantee or made investment attracting the provisions of section 186 of the Companies Act, 2013.

## **8. Significant and Material Orders passed by the Regulators or Courts**

There were no significant and material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its operations in the future.

## **9. Corporate Social Responsibility**

Section 135 of the Companies Act, 2013 is become applicable on the company w.e.f FY 2025-26 and accordingly the board has designated a Corporate Social Responsibility , Committee (CSR Committee) to look after the required compliances therein .

## **10. Business Responsibility and Sustainability Reporting**

The provisions of BRSR are not applicable on the company for the f.y 2024-25

## **11. Corporate Governance Report**

A Report on Corporate Governance along with a certificate from the Statutory Auditors of the Company regarding the compliance of conditions of corporate governance as stipulated under Schedule V of the SEBI Listing Regulations, forms part of this Annual Report

## **13. Management Discussion and Analysis Report**

A detailed analysis of the Company's operational and financial performance as well as the initiatives taken by the Company in key functional areas such as Resort Operations, Member Experience, Business Excellence, Human Resources and Information Technology are separately discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

## **14. Whistle Blower Policy & Vigil Mechanism**

As per the provisions of Section 177(9) of the Act and Regulation 22 of the SEBI Listing Regulations, the Company is required to establish an effective Vigil Mechanism for Directors, employees and other stakeholders

to report genuine concerns. The details of the Whistle Blower Policy and Vigil Mechanism have been disclosed in the Corporate Governance Report, which forms part of this Annual Report

### **15. Employees' Stock Options**

Employees' Stock Options represent a reward system based on overall performance of the individual employee and the Company. It helps the Company to attract, retain and motivate the best available talent. This also encourages employees to align individual performances with those of the Company and promotes increased participation by the employees in the growth of the Company. However the company has not announce any ESOP during the year under report.

### **16. Subsidiaries, Joint Venture and Associate companies**

The Company has no Joint Venture Agreement, or Associate during the year.

### **17. Directors**

Your Company has 7 Directors, which includes 3 Independent Directors, 3 Non-Executive Non-Independent Directors ((including 1 woman Director)and 1 Managing Director.

### **18. Declaration by Independent Directors under Sub-section (6) of Section 149 of the Act**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors have confirmed that they meet the criteria of Independence as mentioned under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and that they are Independent of the Management.

In the opinion of the Board, there has been no change in the circumstances affecting their status as Independent Directors of the Company and the Board is satisfied of the integrity, expertise and experience (including proficiency in terms of Section 150(1) of the Act and applicable Rules thereunder) of all Independent Directors on the Board. In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by

Retirement by rotation Mr. Gagan Oberoi , retires by rotation and being eligible, offers himself for re-appointment at the ensuing AGM of the Company scheduled to be held on.

### **19. Key Managerial Personnel ("KMPs")**

Pursuant to the provisions of the Act, as on March 31, 2025, Mr.Akhil Arora, Managing Director & CEO, Mr. Rajeev Chaterjee Chief Financial Officer and Mr. Sumeer Narain Mathur Company Secretary & Chief Compliance Officer are the KMPs of the Company.

During the year there was no change in the designation/ any other changes in the KMP's of the company.

## 20. Policy on Directors' Appointment and Remuneration

Your Company has adopted the following Policies which, positive attributes and independence of a Director:

1. Policy on Appointment of Directors and Senior Management
2. Policy on Remuneration of Directors and
3. Policy on Remuneration of Key Managerial Personnel and Employees

Policy (1) mentioned above includes the criteria for determining qualifications, positive attributes and independence of a Director, identification of persons who are qualified to become Directors and who may be appointed in the Senior Management Team in accordance with the criteria laid down in the said Policy. Policies (2) and (3) mentioned above set out the approach for Compensation of Directors, Key Managerial Personnel and their employees in the Company.

The aforesaid policies are also available at the link: [www.espirehospitality.com](http://www.espirehospitality.com)

## 21. Board Evaluation

The Board has conducted an annual evaluation of its own performance, individual Directors, Committees of the Board and that of its Non-Executive Chairperson, in terms of the relevant provisions of the Act, Rules made thereunder and SEBI Listing Regulations. The Nomination and Remuneration Committee ("NRC") has defined the evaluation criteria and procedure for the Performance Evaluation process for the Board, its Committees and Directors including Independent Directors. The criteria for Board Evaluation includes inter alia, composition and structure, effectiveness of board processes, information and functioning of the Board, etc. The criteria for evaluation of the Committees of the Board includes mandate of the Committee and composition and effectiveness of the Committee, etc. The criteria for evaluation of individual Directors include aspects such as professional qualifications, prior experience, integrity, independence and contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

- In addition, the performance of the Chairperson is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer meetings, impartiality, ability to keep shareholders' interests in mind and effectiveness as Chairperson. The above criteria are based on the Guidance Note on Board Evaluation issued by the SEBI on January 5, 2017.
- The NRC has evaluated the performance of individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairperson of the Company was also carried out by the Independent Directors taking into account the views of the Executive Director and Non-Executive Directors. Performance Evaluation of Independent Directors was carried out by the entire Board excluding the Director being evaluated. The Annual Performance Evaluation was carried out by the Board in respect of its own performance as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders Relationship, Corporate Social Responsibility, Risk Management and Inventory Approval Committees. A structured questionnaire was prepared and circulated amongst the Directors, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committees thereof with regards to skill, experience, independence, execution and performance of specific duties, diversity, attendance and adequacy of time given by the Directors to discharge their duties, preparedness on the issues to be discussed, meaningful and constructive contributions, inputs at the meetings, Corporate Governance practices, etc. The Directors expressed their satisfaction with the evaluation process.

## **22. Number of Board Meetings**

- During the year under review, the Board of Directors met 6 (six) times. The details of the Board Meetings and attendance
- of the Directors are provided in the Corporate Governance Report, which forms part of this Annual Report.

## **23. Composition of Audit Committee**

- The Audit Committee comprises of 3 (three) Directors viz Mr Pramod Bhatnagar, Mr Amit Kumar Jain & Mr. Dileep Kumar, as its Chairperson . Further details are provided in the Corporate Governance Report, which forms part of this Annual Report. During the year under review, all recommendations of the Audit Committee were accepted by the Board.

## • **24. Directors' Responsibility Statement**

- ✓ Pursuant to Section 134(5) of the Act, your Directors, to their best of their knowledge and ability, confirm that :
- ✓ a) in the preparation of the annual accounts for the year ended March 31, 2025, the applicable Accounting Standards had been followed and there is no material departure;
- ✓ b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for the year ended on that date;
- ✓ c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- ✓ d) the annual accounts have been prepared on a going concern basis;
- ✓ e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- ✓ f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## • **25. Internal Financial Controls and their Adequacy**

- Your Company has an adequate internal controls system, commensurate with the size and nature of its business. The system is supported by documented policies, guidelines and procedures to monitor business and operational performance which are aimed at ensuring business integrity and remoting operational efficiency.

• Pursuant to Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014, and based on the framework of internal financial controls and compliance systems established and maintained by the Company, the assessments and audit carried out by the internal auditors, and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls laid down with reference to the Financial Statements were adequate and operating effectively during the financial year 2024-25.

- Further details are provided in the Management Discussion and Analysis Report, which forms part of this Annual Report

## • **26. Risk Management**

- Your Company has a well-defined risk management framework to identify and evaluate elements of business risk. The Board of Directors have constituted the Risk Management Committee pursuant to the provisions of Regulation 21 of the SEBI Listing Regulations and its prime responsibility is to oversee the implementation of the Risk Management Policy of the Company. Your Company has developed and implemented a Risk Management Policy which is approved by the Board. The Risk Management Policy, inter-alia, includes identification of risks, including cyber curity and related risks and also those which in the opinion of the Board may threaten the existence of the Company. The Audit Committee has an oversight in the area of financial risk and controls. Other details including details pertaining to various risks faced by your Company and also development

## • 27. Disclosure requirements

- Pursuant to Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, details of transactions with persons or entities belonging to the promoter/ promoter group which holds 10% or more shareholding in the Company, are furnished under Note No. 33 to the Standalone Financial Statements which sets out related party disclosure;
- The provisions in respect of maintenance of cost records as specified under sub-section (1) of Section 148 of the Act are not applicable to your Company;
- During the year under review, there was no change in the nature of business of the Company;
- During the year under review, there was only issue of shares by way of a Preferential Issue, no other issue of shares (including sweat equity shares) to employees of the Company under any Scheme, were issued.
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively;
- During the year under review, there was no revision of financial statements and Board's Report of the Company;
- During the year under review, your Company has not made any application and there are no proceedings pending under the Insolvency and Bankruptcy Code, 2016;
- There was no OTS (One Time Settlements) being done with any banks / financial institutions .
- During the year under review, there were no voting rights which are not directly exercised by the employees in respect of shares for the subscription / purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Act

## 28. Auditors

### A1- Statutory Auditors

- In terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended vide the Companies (Amendment) Act, 2017 and the Companies (Audit and Auditors) Amendment Rules, 2018 respectively, M/s Bansal & Co, LLP, Chartered Accountants, (ICAI Firm Regn No: 001113N/N500079), the auditors of the Company, hold office for a consecutive period of five years until the conclusion Thirty Fifth (35th) Annual General Meeting of the company to be held for the financial year 2025-26 and their appointment is not required to be ratified each year at Annual General Meeting of the Company.
- The Auditors have confirmed to the company that they continue to remain eligible to hold office as the Auditors and not disqualified for being so appointed under the Companies Act, 2013, the Chartered Accountants Act, 1949 and the rules and regulations made thereunder.

### A2- Auditors Report

- The Report given by the statutory auditors for the financial year 2024-25 on the financial statement of the Company is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

### B-Secretarial Auditors

- The Secretarial Audit was carried out by M/s. RSH & Associates, Company Secretaries (Peer Review Certificate number: 1719/2022) for the financial year 2024-25. The Report given by the Secretarial Auditors is annexed as **Annexure – 3** and forms an integral part of this Report. Explanations to their points are reverted in the same section of Annual Report .

- **C Annual Secretarial Compliance Report**

- In compliance with the Regulation 24A of SEBI Listing Regulations, your Company has undertaken an audit for the financial year 2023-24 for all applicable compliances as per SEBI Regulations and Circulars / Guidelines issued thereunder.

- The Annual Secretarial Compliance Report issued by M/s. RSM & Associates Secretaries, has already been submitted to the Stock Exchanges within 60 days from the end of the financial year and is annexed to this Annual Report.

- **29. Reporting of Frauds by Auditors**

- During the year under review, the Statutory Auditors and

- Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Act, details of which need to be mentioned in this Report.

- **30. Deposits**

- Your Company has not accepted any deposits from public or its employees and, as such no amount on account of principal or interest on deposit were outstanding as of the Balance Sheet date.

- There are no deposits which are not in compliance with the requirements of the Act.

- **31. Credit Rating**

- There is no credit rating being undertaken by the company

- **32. Material Changes and Commitment affecting Financial Position of the Company**

- There are no material changes and commitments, affecting financial position of the Company which have occurred from the end of the financial year of the Company i.e. March 31, 2025 till the date of the Board's Report.

- **33. Annual Return**

- Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return in form MGT-7, as of March 31, 2025 has been placed on the website of the Company and can be accessed at <https://www.espirehospitality.com/investors/financials>.

- **34. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

- Your Company continuously strives to conserve energy, adopt environment friendly practices and employ technology for more efficient operations. Some of these initiatives are discussed in the section on Sustainability in the Management Discussion and Analysis Report, which forms part of this Annual Report.

- In absence of any manufacturing activities, no details have been given as required under Section 134 of the Companies Act, 2013 and the rules framed there under.

## • **35. Human Resources**

- Your Company is committed to fostering an inclusive and diverse workforce by actively focusing on hiring and development of diverse talent. During the year under review, the Company has rolled out various initiatives to strengthen inclusion at the workplace, for instance, workshops on “Unconscious Bias” and “Allyship” focused on leadership capability to lead and develop diverse teams. At Resorts, the Company has been hiring Specially Abled Talent and supporting them through mentorship initiatives and accessible resources to create an inclusive work environment that nurtures their growth and success.
- The Company continues its concerted efforts towards building talent from within and has a robust talent management process aimed to develop capability of talent to take on diverse role
- Disclosures pertaining to The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
- Your Company has a Policy on Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace and matters connected therewith or incidental thereto covering all the aspects as contained under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH Act”). Your Company has also complied with provisions relating to the constitution of Internal Complaints Committee under the POSH Act and the Committee includes external members from NGO and / or members with relevant experience. There were no complaints pending at the beginning of the year. During the year under review, NO complaints were received as per the provisions of the POSH Act. Nil complaint was pending as on March 31, 2025.

## • **35. Particulars of Employees**

- The disclosure with respect to the remuneration of Directors, KMPs and employees under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”), is annexed herewith as Annexure VI and forms part of this report.

## • **37. Ethics Framework**

- The Company’s revised Code of Conduct (“the Code”) for employees outlines the commitment to the principles of integrity, transparency and fairness. The refreshed Code has been contemporized and aligned with the changes in the internal and the external environments. It enables the Company to make the right choices and demonstrate the highest standards of integrity and ethical behaviour. The Ethics & Governance framework is also anchored by clearly defined policies and procedures, covering areas such as Anti-Bribery and Anti-Corruption Policy, Policy on Gifts & Entertainment, Policy on Prevention of Sexual Harassment at Workplace and Whistle Blower Policy to ensure robust Corporate Governance.

## • **39. Acknowledgement and Appreciation**

- The Directors of your Company take this opportunity to thank the Company’s Customers, Shareholders, Suppliers, Bankers and the Central and State Governments for their unstinted support. The Directors would like to place on record their appreciation to the employees at all levels for their hard work, dedication and commitment.
- For & On Behalf of the Board.

Gagan Oberoi

Place: New Delhi

Chairperson

Date:01/09/2025

# ANNEXURE I TO THE BOARD'S REPORT FOR THE YEAR ENDED MARCH 31, 2025

## Dividend Distribution Policy

- The Dividend Distribution Policy ("the Policy") establishes the principles to ascertain amounts that can be distributed to equity shareholders as dividend by the Company as well as enable the Company strike balance between pay-out and retained earnings, in order to address future needs of the Company. The Policy shall come into force for the accounting period beginning from 1st April, 2016.
- Dividend would continue to be declared on per share basis on the Ordinary Equity Shares of the Company having face value of ₹ 10 each. The Company currently has no other class of shares. Therefore, dividend declared will be distributed amongst all shareholders, based on their shareholding on the record date. Dividends will generally be recommended by the Board once a year, after the announcement of the full year results and before the Annual General Meeting (AGM) of the shareholders, out of the profits of the Company for the current year or out of profits of the Company for any previous financial years or out of both, as may be permitted under the Companies Act, 2013 ("the Act").
- In the event of inadequacy or absence of profits in any year, the Board may recommend to declare dividend out of the accumulated profits earned by the Company in any previous financial years and transferred to free reserves, provided such declaration of dividend shall be in accordance with the provisions of the Act and Rules framed thereunder.
- The Board may also declare interim dividend as may be permitted by the Act.
- The Company's dividend policy aims to balance the objective of appropriately rewarding shareholders through dividends and to support the future growth. As in the past, subject to the provisions of the applicable laws, the Company's dividend payout will be determined based on available financial resources, investment requirements and taking into account optimal shareholder return. Within these parameters, the Company would endeavor to maintain a total dividend pay-out ratio in the range of 20% to 40% of the annual standalone Profit After Tax (PAT) of the Company. While determining the nature and quantum of the dividend payout, including amending the suggested payout range as above, the Board would take into account the following factors:
  - Internal Factors:
    - i. Profitable growth of the Company and specifically, profits earned during the financial year as compared with
      - a. Previous years and
      - b. Internal budgets,
    - ii. Cash flow position of the Company,
    - iii. Accumulated reserves,
    - iv. Earnings stability,
    - v. Future cash requirements for organic growth/ expansion and / or for inorganic growth,
    - vi. Brand acquisitions,
    - vii. Current and future leverage and, under exceptional circumstances, the amount of contingent liabilities

- viii. Deployment of funds in short term marketable investments,
- ix. Long term investments,
- x. Capital expenditure(s), and
- xi. The ratio of debt to equity (at net debt and gross debt level).
- • External Factors:
  - i. Business cycles,
  - ii. Economic environment,
  - iii. Cost of external financing,
  - iv. Applicable taxes including tax on dividend,
  - v. Industry outlook for the future years,
  - vi. Inflation rate, and
  - vii. Changes in the Government policies, industry specific rulings & regulatory provision
- Apart from the above, the Board also considers past dividend history and sense of shareholders' expectations while determining the rate of dividend. The Board may additionally recommend special dividend in special circumstances.
- The Board may consider not declaring dividend or may recommend a lower payout for a given financial year, after analyzing the prospective opportunities and threats or in the event of challenging circumstances such as regulatory and financial environment. In such event, the Board will provide rationale in the Annual Report.
- The retained earnings of the Company may be used in any of the following ways:
  - i. Capital expenditure or working capital,
  - ii. Organic and / or inorganic growth,
  - iii. Investment in new business(es) and / or additional investment in existing business(es),
  - iv. Declaration of dividend,
  - v. Capitalisation of shares,
  - vi. Buy back of shares,
  - vii. General corporate purposes, including contingencies,
  - viii. Correcting the capital structure,
  - ix. Any other permitted usage as per the Act.
- **Information on dividends paid in the last 5 years is provided in the Annual Report.**
- There was no dividend declared and paid during last 5 years by the company

For & On Behalf of the Board.

Gagan Oberoi

Chairperson

Place: New Delhi

Date: 01.09.25

# SECRETARIAL AUDIT REPORT

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31<sup>ST</sup>, 2025

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

TO,

THE MEMBERS,

ESPIRE HOSPITALITY LIMITED

(CIN NO: L45202UR1991PLC000604)

A 41, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE,

MATHURA ROAD, SOUTH DELHI, NEW DELHI-110044

- I, Lovneet Handa, Partner of M/s RSH and Associates, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **ESPIRE HOSPITALITY LIMITED (hereinafter referred to as “the Company”)** for the Financial Year ended on March 31<sup>st</sup>, 2025. This audit was conducted in a manner that provide us with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
- Based on our verification of the Company’s books, papers, minute books, forms filed by the Company and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period for the financial year ended on 31<sup>st</sup> March 2025 (“**herein referred as “review period”**”), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s Espire Hospitality Limited (“The Company”) for the financial year ended on 31<sup>st</sup> March, 2025 according to the provisions of:
- The Companies Act, 2013 (the Act) and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under; ***The company has complied with the relevant provisions of the act to the extend as Applicable during the audit period***
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; ***The company has complied with the relevant provisions of the act to the extend as Applicable during the audit period***
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings; ***(Not applicable to the Company during the audit period).***
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ***The company has complied with the relevant provisions of the act to the extend as Applicable***
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; ***The company has complied with the relevant provisions of the act to the extend as Applicable.***
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; ***(Not applicable to the Company during the audit period)***
- The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; ***(Not applicable to the Company during the audit period)***
- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; ***(Not applicable to the Company during the audit period)***
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; ***The company has complied with the relevant provisions of the act as Applicable***

- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; ***(Not applicable to the Company during the audit period)***
  - The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; ***(Not applicable to the Company during the audit period)*** and
  - We have also examined compliance with the applicable clauses of the following:
    - Secretarial Standards issued by The Institute of Company Secretaries of India.
    - Reserve Bank of India Act, 1934 including RBI Directions and Guidelines as applicable to the NBFCs MFI.
    - During the period under review, the Company has, by and large, complied with the applicable provisions of the Companies Act, 2013, the Rules made thereunder, the SEBI Regulations, applicable Secretarial Standards and other statutory requirements. The Company has established systems and processes which, in our opinion, are adequate to ensure compliance with applicable laws in a timely and effective manner
  - We further report that during the audit period, subject to the general compliance system prevailing in the Company, the following qualifications/observations were noted Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information
    - provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that:
      - **Annual Return (FY 2023-24)**
      - Discrepancies were observed in Form MGT-7 regarding disclosure of turnover, composition of Directors (inclusion of a resigned director), and misreporting of attendance. (Section 92 read with SS-1).
      - **Board / General Meetings**
      - In certain instances, **authorization reference numbers** mentioned in forms **MGT-14** and **PAS-3**, as filed under Sections 42 and 117 of the Companies Act, 2013, **did not align with the corresponding resolutions recorded in the minutes.**
- WE FURTHER REPORT** that during the year, the Company issued 14,22,224 (Fourteen Lakh Twenty-Two Thousand Two Hundred Twenty-Four) equity shares on a preferential basis. The Board approval for the said issue was obtained in a duly convened meeting held on January 29, 2025 and approval of the members was obtained in the Extra Ordinary General Meeting held on February 26, 2025. The Company obtained in-principal approval from the Stock Exchange prior to allotment, which was granted by BSE on March 06, 2025. Post allotment, the Company made listing application to BSE which was approved on April 21, 2025, and has completed the necessary corporate actions with the depositories to give effect to the allotment and listing.

- Apart from the above, there were no other significant corporate events or decisions such as mergers, acquisitions, restructuring, buybacks, delisting, changes in shareholding pattern of promoters or key managerial personnel, or any material regulatory actions during the audit period requiring specific reporting under this clause.

**For M/S RSH & ASSOCIATES**

**Company Secretaries (Peer Reviewed Certificate No. 5475/2024)**

**Peer review no: P2016DE057700**

**(LOVENEET HANDA)**

**Company Secretary**

**Partner**

**C.P. No.: 10753, Membership No.: 9055**

**UDIN: F009055G001074295**

**DATE: 25.08.2025**

**PLACE: DELHI**

**NOTE:**

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

**'ANNEXURE A'**

**TO,**

**THE MEMBERS,**

**ESPIRE HOSPITALITY LIMITED**

**(CIN NO: L45202UR1991PLC000604)**

**A 41, MOHAN CO-OPERATIVE INDUSTRIAL ESTATE,**

**MATHURA ROAD, SOUTH DELHI,**

**NEW DELHI-110044**

- Our report of even date is to be read along with this letter.
- Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion



# Management Discussion and Analysis Report

- **MANAGEMENT DISCUSSION & ANALYSIS**

- EHL is steadfast in its vision to establish a strong footprint in the hospitality industry by curating world-class hotels and resorts. With a commitment to redefining luxury and delivering personalized, guest-centric experiences, the Company aspires to set new benchmarks in ultra-luxury hospitality and create destinations that inspire unforgettable memories.
- This Management Discussion and Analysis ("MDA") Report presents an overview of the operational and financial performance of the Company. It also discusses the opportunities, Espire Hospitality's strategy and important initiatives taken by it during the year.

## **Industry structure & developments**

- **Global Economics**

- The International Monetary Fund (IMF) in its July, 2025 edition of World Economic Outlook mentioned that Global growth is projected to be 0.2 % higher than that in the reference forecast in the April, 2025 World Economic Outlook (WEO) forecast, at 0.1 percent point higher for 2026. This reflects stronger-than-expected front-loading in anticipation of higher tariffs; lower average effective US tariff rates than announced in April; an improvement in financial conditions, including due to a weaker US dollar; and fiscal expansion in some major jurisdictions.

- IMF Analyzed is expected to decelerate, with apparent resilience due to trade-related distortions waning. At 3.0 percent in 2025 and 3.1 percent in 2026, the forecasts are below the 2024 outcome of 3.3 percent and the pre-pandemic historical average of 3.7 percent
- IMF further forecasted that for global inflation is showing mixed signs. The global median of sequential headline inflation has increased a notch, but core inflation has eased considerably and is now below 2 percent
- The International Monetary Fund (IMF) has upgraded India's growth is projected to be 6.4 percent in 2025 and 2026, with both numbers revised slightly upward, reflecting a more benign external environment than assumed in the April reference forecast
- The IMF's latest 'World Economic Outlook' report indicates that India's economic growth forecast for the current year has also been raised to 6.4 percent.
- With this, India continues to maintain its position as the fastest-growing economy among emerging markets and developing economies.
- The IMF report stated that The forecast for growth in emerging markets and developing economies has been revised upward; this increase is powered by stronger-than-expected front-loading in anticipation of higher tariffs; lower average effective.

## Hospitality Sector

### Global Scenario

- The global hospitality industry (including hotels, restaurants, travel & tourism) is valued at **over USD 4.5 trillion**.
- Expected CAGR (2024–2029): **~7–8%**, driven by international travel recovery, rising disposable incomes, and digital transformation.
- **Post-COVID Rebound:** Leisure travel leading recovery; business travel still below pre-pandemic levels.
- **Luxury & Experience Economy:** Growth in wellness tourism, boutique stays, adventure travel, and experiential dining.
- **Indian Scenario**
  - Hospitality Sector in India's is one among the major and fast-growing sector of the economy, with a market size valued at over \$24 billion in 2024, expected to reach over \$31 billion by 2029-2030
  - Key drivers include the growth of domestic leisure, business, and medical tourism, alongside a rise in international arrivals and government initiatives to develop tourism infrastructure and promote the sector.

- Tourism in India for the Spiritual aspects increased multi-folds both by the National as well as by the International Tourists. Key factors driving this growth include cultural heritage, the government's focus on spiritual sites, social media's influence, improved infrastructure, and the rising interest of younger generations like millennials and Gen Z in mindfulness, yoga, and meditation.
- Ram Mandir has recorded over 110 million visitors since inaugurations in 2024,
- Tourism in India for the Weddings has also increased multifold, because of the rich indian culture and diverse destinations to attract International and Domestic couples , there is a significant boom raised in the destination weddings .Government's Initiative of 'Wed In India" is an aim for the growth of this sector

# FINANCIAL AND OPERATING PERFORMANCE

The Company, during the financial year 2024-25, has achieved various milestones:

- The company achieved its highest-ever revenue of Rs. 12,016.18 Lakhs, registering a substantial 230% growth as compared to Financial Year 2023-24.
- The company achieved its highest-ever EBITDA of Rs. 2,307.55 Lakhs for the Financial Year 2024-25, a 206% surge as compared to Financial Year 2023-24.
- The company achieved its highest-ever PAT of Rs. 829.64 Lakhs, registering an impressive growth of 224% as compared to Financial Year 2023-24.
- As part of a strategic tie-up, the company entered into a business consolidation with Espire Resorts Private Limited, to bring the renowned Six Senses brand under its fold. This has positioned the company as a leader in the luxury segment. This strategic alliance introduces the magnificent Fort Barwara to Espire Hospitality's portfolio, while Six Senses continues to manage the resort's operations.
- The company registered a significant stride in its growth journey with the addition of three new properties to its portfolio during FY25 — Zana by the Ganges, Rishikesh, Country Inn Premier, Amritsar, and Country Inn Anant, Ayodhya — collectively adding 200+ keys to its inventory.
- On the operational front, Espire Hospitality reported an Average Daily Rate (ADR) of Rs. 13,822 for the Financial Year 2024-25, a 117% increase compared to Financial Year 2023-24, and significantly surpassing the industry average of Rs. 8,175 for the same period (Source: HVS Anarock's Hospitality Monitor, India).
- The company's Revenue Per Available Room (RevPAR) stood at Rs. 8,051 for the Financial Year 2024-25 reflecting a 168% increase as compared to Financial Year 2023-24 and again outperforming the industry average of Rs. 5,326 for the same period (Source: HVS Anarock's Hospitality Monitor, India).

## Future Prospects

On the business development front, the Company is aggressively scaling its presence with a robust pipeline of new hotels in Ghaziabad, Vrindavan, Mussoorie, Navi Mumbai, Gurugram, Lucknow, Amritsar, and Bengaluru — collectively adding nearly 700 keys to the portfolio. In addition, advanced negotiations are underway for over 20 properties across 14 high-potential destinations, which are expected to contribute more than 1,000 keys in the coming year. Our ambitious expansion roadmap for the next 2–3 years is designed to establish a formidable footprint across both culturally significant and emerging destinations. Beyond physical expansion, our vision is to curate a distinguished collection of properties that not only elevate the hospitality experience but also celebrate the diverse cultural heritage of India. To capture demand across varied traveler segments, we are strategically pursuing growth in prominent business hubs such as Mumbai, Ahmedabad, Chennai, Bengaluru, Lucknow, Amritsar, Bhopal, Jaipur, Gurugram, Ranchi, Chandigarh, Pune, and Noida — tapping into the growing mobility of corporate and business travelers. Simultaneously, we are deepening our presence in spiritual and religious circuits, including Rishikesh, Puri, Varanasi, and Haridwar, in line with the rising trend of spiritual and experiential tourism. Parallely, we are exploring opportunities in leisure destinations such as Sikkim, Dehradun, Goa, Ootacamund, Dharamshala, and McLeodganj to cater to travelers seeking immersive, nature-centric retreats.

Strategically, the company is in the advanced stages of finalizing a proposal to merge an associate company with a sizeable land bank at a prominent location, subject to necessary approvals from the Board and Shareholders in next few quarters .



## **Threats, Risks and Concerns**

Espire Hospitality 's risk management framework consists of identification of risks, assessment of their nature, severity and potential impact and measures to mitigate them. This framework is in place for adequate and timely reporting and monitoring. Risks are reviewed periodically and updated to reflect the business environment and change in the size and scope of the Company's operations. The Company has a Risk Management Committee consisting of three Independent Directors.

### **Segment –wise or product wise performance**

The company deals in only one segment namely hotel and resorts, accordingly the requirements of Ind AS-108,are not applicable .

### **Internal Control Systems & their adequacy**

The company has placed adequate and effective system of internal controls, which are wisely commensurate with the nature of business and its scale of operations. Reviews of the audit plans, significant audit findings, adequacy of internal controls, compliance with accounting standards including any changes in that is a regular course of action of the company's Audit committee.

The Statutory Auditors of the Company have also, in their report to members for the financial year ended on 31<sup>st</sup> March 2025, confirmed the adequacy of internal control system of the Company.

### **Discussion on financial performance with respect to operational performance**

The Financial Statement for the financial year ended on 31st March, 2025 have been prepared in compliance of the provisions of the Companies Act, 2013 and applicable Indian Accounting Standards issued by the Institute of Chartered Accountants of India (Ind AS). The Board of Directors accepts the integrity and objectives of these financial statements.

During the year under report, your company has recorded revenue of Rs 12018.18 Lacs in financial year 2024-25 as compared to Rs 3636.31 Lacs in financial year 2023-24. The Company has incurred a net profit of Rs. 819.13 Lacs as compared to net profit of Rs 256.18 Lacs recorded in the last financial year.



## Material Development in Human Resources

At **ESPIRE HOSPITALITY**, human resources are considered as the prime assets, they have been treated with utmost care and caution. Since the hospitality sector is purely dependent on the guests' experience, the utmost care is being provided to the staff for delivering their best.

A combination of a robust talent management strategy and a transparent performance management system, leading to an attractive long-term compensation philosophy, is employed to attract and retain the best talents.

Friendly working environment, attractive remunerations, morale-boosting activities, accommodation, transportation etc. are some of the measures the HUMAN RESOURCE team uses to apply to strengthen the Human Resources in the organization.

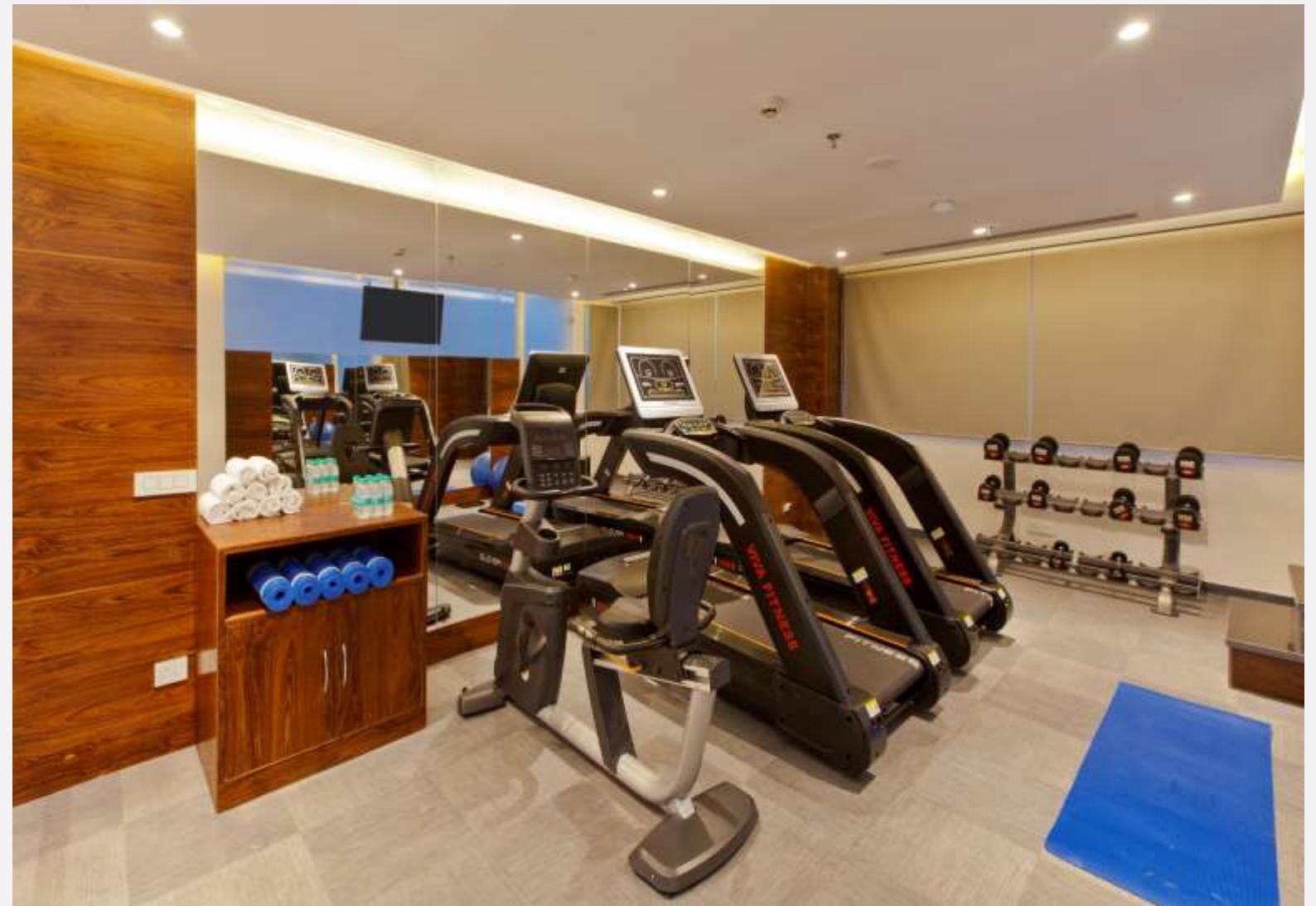
For & Behalf of the Board of Directors

Akhil Arora

Managing Director & CEO

Place: New Delhi

Date: 01.09.2025



# Corporate Governance at EHL

## Corporate Governance Report



- **COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE:**
- The corporate governance policy of **ESPIRE HOSPITALITY** encompasses the simple tenets of Integrity, transparency and fairness in whatever the company does and what it basically aims at achieving is a complete adherence to the applicable statutes while at the same time ensuring a complete commitment to values and the highest ethical standards in every facet of its operations and in each of the functional areas. This, in turn, ensures that best in the class concept of corporate governance practices become a way of life in the Company.
- In line with the nature and size of operations of the Company, the Corporate Governance framework in EHL is based on the following main principles:
  - ✓ Constitution of a Board of Directors of appropriate composition, size, varied experience and commitment to discharge their responsibilities and duties.
  - ✓ Transparency and independence in the functions of the Board.
  - ✓ Ensuring timely flow of information to the Board and its Committees to enable them discharge their functions effectively.
  - ✓ Independent verification and assured integrity of financial reporting. Timely and balanced disclosure of all material information related to the Company to all stakeholders and protection of their rights and interests.
  - ✓ A sound system of risk management and internal control.
  - ✓ Compliance with applicable laws, rules and regulations in letter and spirit

- **BOARD OF DIRECTORS:**

- **Composition & category of the Board**

- The Board of Directors in EHL has been constituted in a manner which ensures appropriate mix of executive, non-executive and independent directors to ensure proper governance and management. The Board members have collective experience in diverse fields like construction finance, architecture, human resources & hospitality.
- As on March 31, 2025 the Board consist seven directors, 06 of them are non-executive & one executive. Out of Seven directors, one director is promoter director, three Directors are Independent Directors and one Managing Director and two are non-independent director.
- The details of various directors on the Board of the Company, the nature of their directorships, the number of directorships held by them in other companies and also the number of committee memberships or chairmanships held by them in other companies (including the company) as on March 31, 2025, is depicted in the table given below:-

- **Details of Board Meetings and the last Annual General Meeting and attendance record of Directors thereat**

- During the FY 2024-25 the Board of EHL met 07 (Seven) times. The dates of the Board meetings were held on :-
  - 30<sup>th</sup> May,2024
  - 14<sup>th</sup> Aug,2024
  - 02<sup>nd</sup> Sep,2024
  - 14<sup>th</sup> Nov,2024
  - 09<sup>th</sup> Jan,2025
  - 29<sup>th</sup> Jan,2025
  - 14<sup>th</sup> Feb,2025
  - 28<sup>th</sup> Mar,2025
- and one meeting of Independent directors was held on 31st March,2025

Sl No	Name of Director	Category of Directorship	No of Directorship in other Listed Companies	No of Directorship in other Listed Companies (Including this company )	
				Member	Chairman
1	Mr Akhil Arora	Executive Director	0	0	0
		Managing Director & CEO			
2	Mr. Gagan Oberoi	Non- Executive	0	0	0
		Non Independent Director			
3	Ms Leela Bisht	Non- Executive	0	0	0
		Non Independent Director			
4	Mr Amit Rai	Non- Executive	0	0	0
		Non Independent Director			
5	Mr Pramod Bhatnagar	Non- Executive	0	5	0
		Independent Director			
6	Mr Dileep Kumar	Non- Executive	0	5	5
		Independent Director			
7	Mr. Amit Kumar Jain	Non- Executive	0	5	0
		Independent Director			

- The last Annual General Meeting (AGM) of the Company was held on 28<sup>h</sup> September,2024
- A table depicting the attendance of Directors at various Board Meetings and the AGM held during financial year 2024-25

<b>SI No.</b>	<b>Name of Director</b>	<b>No of Board Meetings Attended</b>	<b>Attendance at the Last AGM</b>
1	Mr Akhil Arora	7	7
2	Mr. Gagan Oberoi	7	7
3	Ms Leela Bisht	7	3
4	Mr Amit Rai	7	3
5	Mr Pramod Bhatnagar	7	7
6	Mr Dileep Kumar	7	7
7	Mr. Amit Kumar Jain	7	7

- **Disclosure of relationship between director's inter-se:-**

- The board consists of one director is promoter director, three Directors are Independent Directors, one Managing Director and three are non-independent director, except between Mr. Amit Rai and Mrs. Leela Bisht (Mother in law) there is no inter-se relation exists between any other directors

- **Number of shares and convertible instruments held by non-executive directors: -**

- The shares held by Late Mrs. Sadhana Rai (1,00,00,000 Shares )74.07% (Promoter and Non-Executive Director till 15.10.2020) of the share capital of the company were transmitted into the name of her legal heir Mr Amit Rai in the month of July,2025 . Further Mr Amit Rai was also allotted 3,33,333 Equity Shares @ 225/- each (Incl premium of Rs 215/-) under the Preferential Allotment in the month of Jan,25.
- One of the legal heir is Mr. Amit Rai, Non-Executive Director, none of the other legal heirs are having any directorship in the company

## **WEBSITE LINK WHERE THE DETAILS OF FAMILIARIZATION PROGRAMS IMPARTED TO INDEPENDENT DIRECTORS IS DISCLOSED**

- There has been no specific training programs conducted by the board of directors for the Independent Directors, however sufficient information about the company's business, changes in regulatory framework, updates by SEBI/BSE/MCA and other regulatory authorities were provided to them in the board meetings itself time to time.
- Considering the business and sector of the company, the Board of director of the company are having sufficient skills, good expertise and are competent enough to manage the functions of the company effectively.
- In the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

## **Committee of Directors**

The Board constituted committees namely, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee & Committee of Directors to act in accordance with the terms of reference determined by the Board. Meetings of each of these Committees are convened by the respective Chairman. Matters requiring Board's attention/approval are placed before the Board. The role, the composition of these Committees including the number of meetings held during the financial year 2024-25 and the related attendance detail are provided hereunder.

### **Audit Committee**

- The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 18 of the Listing Regulations. The members of the Audit Committee are financially literate and have experience in financial management.

- During the financial year 2024-25, the Audit Committee met 05 (Five) times. The dates of the Committee meetings are :-
- 30<sup>th</sup> May,2024
- 14<sup>th</sup> Aug,2024
- 02<sup>nd</sup> Sept,2024
- 14<sup>th</sup> Nov,2024
- 14<sup>th</sup> Feb,2025
- The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year ended March 31<sup>st</sup> 2025 is detailed below:

<b>Name of Member</b>	<b>Designation</b>	<b>No of Meetings Held</b>	<b>No of Meeting Attended</b>
Mr Dileep Kumar	Chairman	5	5
Mr Pramod Bhatnagar	Member	5	5
Mr. Amit Kumar Jain	Member	5	5

- Mr. Sumeer Narain Mathur, Company Secretary & Compliance Officer acts as the Secretary to the Audit Committee throughout the year.
- The terms of reference of the Audit Committee, inter-alia, include:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration
- and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval with particular reference to:-
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties; Scrutiny of inter-corporate loans and investments;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems; Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official
- Heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors; To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO after assessing the qualifications, experience and background etc of the candidate.

- **Nomination & Remuneration Committee**

- The role of the Nomination and Remuneration Committee is governed by its Charter and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 19 read with Part D of Schedule II of the Listing Regulations.
- During the financial year, the committee was never met :-
- The composition of the Nomination and Remuneration Committee of the Board of Directors of the Company is detailed below:
- Mr. Sumeer Narain Mathur, Company Secretary & Compliance Officer, acts as the Secretary to the Audit Committee throughout the year .

- **Terms of reference**

- The terms of reference of Nomination & Remuneration Committee, inter-alia, include:
  - Formulation of the criteria for determining qualifications, positive attributes and Independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
  - Formulation of criteria for evaluation of Independent Directors and the Board.
  - Devising a policy on Board diversity.
  - Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria lay down, and recommend to the Board their appointment and removal.
  - Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

- **Policy for appointment and removal of Director, KMP and Senior Management**

- **Appointment criteria and qualifications**

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board for his/her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

- **Term / Tenure**

- **Managing Director/Whole-time Director:-**

- The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- **Independent Director:**
- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms of five years each, but such Independent Director shall be eligible for Appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.
- **Removal**
- Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.
- **Retirement**
- The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board has the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

- **Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**
- **Fixed pay:**
- The Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Nomination & Remuneration Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Nomination & Remuneration Committee and approved by the shareholders and Central Government, wherever required.
- **Minimum Remuneration:**
- If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.
- **Provisions for excess remuneration:**
- If any Managing Director /Whole Time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he /she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.
- The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.
- **Remuneration to Non- Executive / Independent Director:**
- **Sitting Fees:** The Non- Executive / Independent Director may receive remuneration byway of fees for attending meetings of Board or Committee thereof.
- **Stock Option:** Independent Director shall not be entitled to any stock option of the Company.

- **Details of Directors' Remuneration**
- **Remuneration of Executive Director**
- The table given below specifies the details of remuneration package of Executive directors and their relationship with other Directors on the Board

<b>Name of the Director</b>	<b>Relationship with Other Directors</b>	<b>Salary &amp; Allowances</b>	<b>Monitory Value of Perquisites</b>	<b>Total</b>
Mr Akhil Arora	None	86 Lacs	Nil	86 Lacs

#### **Remuneration of Non-Executive Independent Directors**

No sitting fees was paid to non-executive directors of the company.

## • Board Level Performance Evaluation

- Listing Regulations mandate the Board of listed companies to monitor and review the Board Evaluation framework. The Companies Act, 2013 read with the Rules issued thereunder further provides that a formal annual evaluation needs to be made by the Board of its own performance and that of its Committees and individual Directors. The Schedule IV of the Companies Act, 2013 read with the Rules issued thereunder states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. After taking into consideration the Guidance Note on Performance Evaluation of Board dated 5<sup>th</sup> January, 2017 published by SEBI, controlled evaluations forms were finalized to evaluate the performance of the Board, Committees of the Board and individual performance of each Director including the Chairman.
- The process for performance evaluation is as under: -
  - Committee of Independent Directors evaluates the performance of Non Independent Directors and the Board as a whole and submits its report to the Nomination & Remuneration Committee.
  - The Board evaluates the performance of Independent Directors and submits its report to the Nomination & Remuneration Committee.
  - Nomination & Remuneration committee reviews the report of the Committee of Independent Directors and Board and accordingly recommends the appointment/re- appointment /continuation of Directors to the Board.
- The criteria for performance evaluation are as under: -
  - The Directors are evaluated based on various aspects which, amongst other parameters, included qualifications, experience, knowledge and competency, ability to function as a team, fulfillment of functions, the level of participation of the Directors, etc.
  - The parameters for performance evaluation of Board includes structure of the Board, competency of directors, experience of directors, mix of qualifications, diversity and the process of appointment to the Board of directors, role & responsibilities, strategy & performance evaluation, governance and compliances, evaluation of risks corporate culture ,grievances redressal for investors etc.
  - Some of the performance indicators for the Committees include regularity of meeting, logistics, agenda items, discussion & dissent, recording of minutes & dissemination of Information.
  - The Committee ensures that the Key Performance Objectives are aligned with the immediate and long term goals of the Company.
- The performance of the Independent Directors was also evaluated taking into account their independent views and judgements in addition to the points on which non-independent directors are evaluated.

- **Stakeholders Relationship Committee**
- The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 20 of the Listing Regulations
- During the financial year 2024-25 the Stakeholder Relationship Committee of Directors met four times. The dates of the meetings being:-
  - ❖ 30<sup>th</sup> May,24
  - ❖ 14<sup>th</sup> Aug,24
  - ❖ 14<sup>th</sup> Nov,24
  - ❖ 14<sup>th</sup> Feb,25
- The constitution of the Stakeholders Relationship Committee of the Board of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2023-24 is detailed below:

<b>Name of Member</b>	<b>Designation</b>	<b>No of Meetings Held</b>	<b>No of Meeting Attended</b>
Mr Dileep Kumar	Chairman	4	4
Mr Pramod Bhatnagar	Member	4	4
Mr. Amit Kumar Jain	Member	4	4

- Mr. Sumeer Narain Mathur, Company Secretary & Compliance Officer acts as the Secretary to the Stake Holders Relationship Committee throughout the year
- **Name and designation of Compliance Officer**  
Mr. Sumeer Narain Mathur, Company Secretary is the Compliance Officer pursuant to regulation 6(1) of the SEBI (LODR) Regulations,2015 .
- **During the year under report there was no shareholder complaint was received and resolved.**

## • Committee of Directors

- The constitution of the Committee of Directors of the Company along with the details of the meetings held and attended by the members of the Committee during the financial year 2024-25 is detailed below, however no meeting was held of the committee:

<b>Name of Member</b>	<b>Designation</b>	<b>No of Meetings Held</b>	<b>No of Meeting Attended</b>
Mr Dileep Kumar	Chairman	Nil	Nil
Mr Pramod Bhatnagar	Member	Nil	Nil
Mr. Amit Kumar Jain	Member	Nil	Nil

- Mr. Sumeer Narain Mathur, Company Secretary & Compliance Officer acts as the Secretary to the Committee

### • Terms of Reference

- The main term of reference is to approve the share transfers/split/renewal of old certificates, however the same has been delegated to the compliance officer of the company for effective implementation of transfer/split/demat/remat process and compliance of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 .

## • Risk Management Committee

- The Board of Directors has constituted a Risk Management Committee and defined its roles and responsibilities in accordance with the provisions of Regulation 21 of the Listing Regulations.
- The composition of the Risk Management Committee of the Board of Directors of the Company is mentioned below, there was only one meeting of the committee was held on 31<sup>st</sup> March, 2025 .

Name of Member	Designation	No of Meetings Held	No of Meeting Attended
Mr Dileep Kumar	Chairman	1	1
Mr Pramod Bhatnagar	Member	1	1
Mr. Amit Kumar Jain	Member	1	1

- Mr. Sumeer Narain Mathur, Company Secretary & Compliance Officer, acts as the Secretary to the Risk Management Committee throughout the year

- **Terms of Reference**

- Oversee and approve the risk management, internal compliance *and* control policies and procedures of the Company (including reporting and internal audit systems), in concurrence with existing business processes and systems, to manage the Company's material business risks.
- Establish policies for the monitoring and evaluation of risk management systems to assess the effectiveness of those systems in minimizing risks that may impact adversely on the business objectives of the Company.
- Be aware and concur with the Company's Risk Appetite including risk levels, if any, set for financial and operational risks.
- Ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- Review the existing risk Management System of the Company in view of the Company's RiskAppetite.
- Coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities. For example, internal or external audit issue relating to risk management policy or practice.
- Provide guidance to the Board on making the Company's risk management policies and procedures publicly available and, if appropriate, liaise with the Company Secretary on announcements to the market where material business risks or changes to those risks are likely to have a material impact on the price or value of the Company's securities.
- Perform such other activities related to this Memorandum as requested by the Board of Directors.

- **Independent Directors**
- During the year under report the Independent Directors met once on 31.03.20234
- Mr. Sumeer Narain Mathur, Company Secretary acts as the Secretary for the meeting of Independent Directors throughout the year .

### **Terms of Reference**

- In compliance to regulation 25 (4) of the listing regulations the terms of reference of the Independent Directors are:-
  - Review the performance of non-independent directors and the board as a whole.
  - Review the performance of the chairperson of the company, taking into account the views of executive directors and non-executive directors.
  - Assess the quality, quantity and timeliness of flow of information between the company management & the board.
- Based on the evaluation criteria laid down by the Nomination & Remuneration Committee for the non- executive directors, the Managing Directors & the Board as a whole has been evaluated and a report thereon has been submitted to the Nomination & Remuneration Committee for their reference and further recommended for reappointments if any.

- **GENERAL BODY MEETINGS**

<b>Activity</b>	<b>Financial Year Ended</b>	<b>Venue</b>	<b>Date</b>	<b>Time</b>
AGM	31st March,2022	Country Inn Hotel & Resorts, Mehragaon, Bhimtal Uttarakhand-248179	30.09.2022	10:00 AM
AGM	31st March,2023	Country Inn Hotel & Resorts, Mehragaon, Bhimtal Uttarakhand-248179	30.09.2023	10:30 AM
EGM	N.A	Country Inn Hotel & Resorts, Mehragaon, Bhimtal Uttarakhand-248179	21.03.2024	10:00 AM
AGM	31st March,2024	Country Inn Hotel & Resorts, Mehragaon, Bhimtal Uttarakhand-248179	28.09.2024	10:30 AM
EGM	N.A	Country Inn Hotel & Resorts, Mehragaon, Bhimtal Uttarakhand-248179	26.02.2025	10:30 AM



SI No	AGM No	Date	Matters Covered by Special Resolution
1	31st AGM	30th September,2022	Special Resolution to approve with or without modification the borrowing limits of the company over and above the share capital and free reserves of the company
			Special Resolution to approve with or without modification the loans and investments limits of the company over and above the share capital and free reserves of the company
			Special Resolution to approve the related party transactions
2	32nd AGM	30th September,2023	Special Resolution to Increase in Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company
			Special Resolution for the Alteration of Articles of Association of the Company
			Special Resolution to approve the related party transactions
3	33rd AGM	28th September,2024	Special Resolution for the appointment of Mr Akhil Arora as the Director of the company
			Special Resolution for the appointment of Mr Akhil Arora as the Managing Director & CEO of the company
			Special Resolution to approve with or without modification the borrowing limits of the company over and above the share capital and free reserves of the company
			Special Resolution to approve with or without modification the loans and investments limits of the company over and above the share capital and free reserves of the company
			Special Resolution to approve the related party transactions

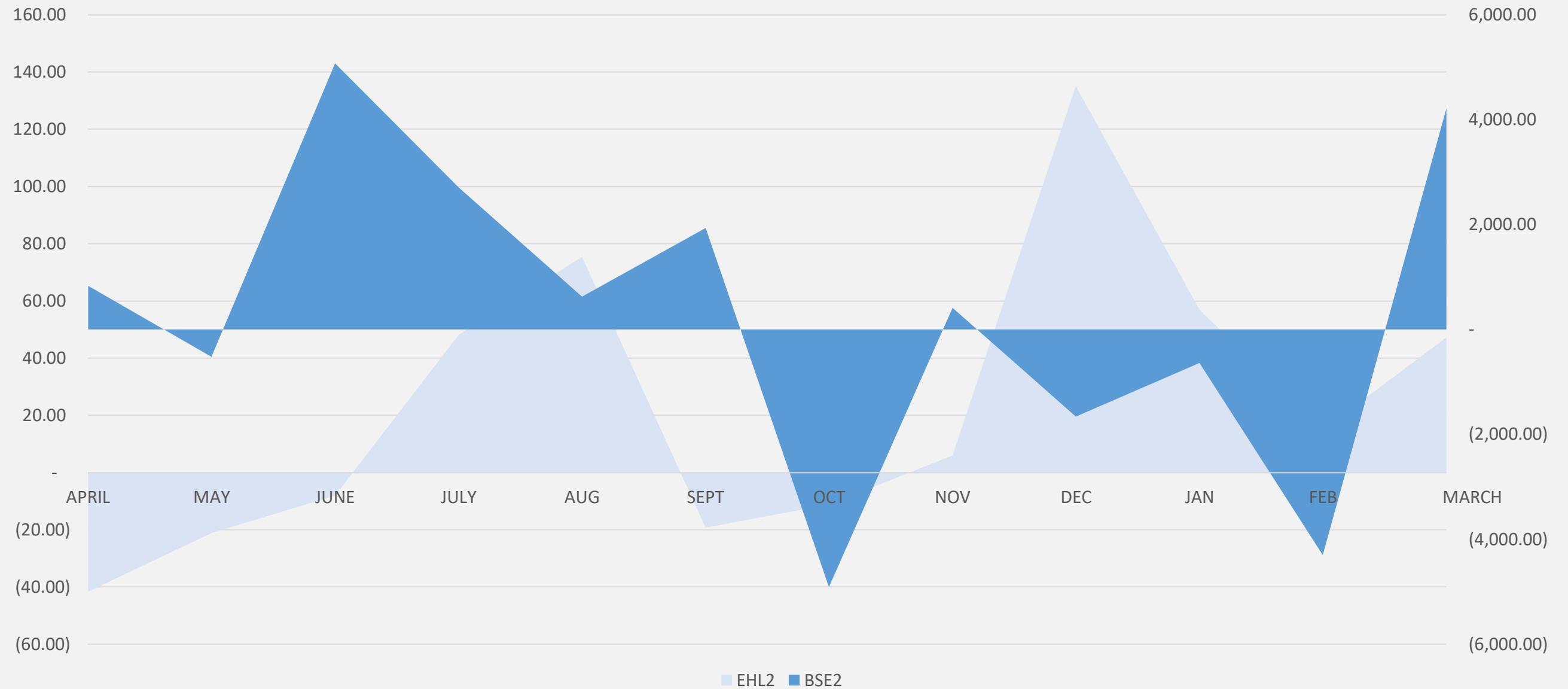
- **C. Postal Ballot**
- **Special resolutions passed through Postal Ballot during the F.Y 2024-25**
- During the financial year 2024-25, no resolution was passed through the mode of Postal Ballot
- **Procedure for Postal Ballot**
- For conducting a postal ballot, notice specifying the resolutions proposed to be passed through postal ballot as also the relevant explanatory statement and the postal ballot forms, are dispatched to all the shareholders along with self-addressed postage pre-paid envelope.
- The shareholders are requested to send back the postal ballot forms duly filled up and signed, in the postage pre-paid envelopes provided to them by the Company, so as to reach the Scrutinizer (in whose name the envelopes are marked) on or before the 30th day from the date of issue of notice by the company. The Scrutinizer compiles the postal ballot result out of the postal ballot forms found valid and hands over the results to the Company Secretary. The Chairman thereupon declares the result of the postal ballot and the same is displayed on a notice board at the corporate office of the Company.
- **MEANS OF COMMUNICATION**
- **Quarterly Results:**
- The quarterly/annual financial results of the Company are intimated to the Bombay Stock Exchange wherein the company is listed, within the prescribed time period by means of uploading the same on the listing portal i.e [www.listing.bseindia.com](http://www.listing.bseindia.com) a CFDS prescribed by the Bombay Stock Exchange.
- **News, Release etc.:**
- The quarterly /annual results are usually published in the leading newspapers viz; Financial Express and regional newspaper, Rozana/ Shah Times of the place of the registered office of the company.
- **Website:**
- The Company has its own website [www.espirehospitality.com](http://www.espirehospitality.com), and all vital information relating to the Company and its performance including financial results are regularly posted on the website.

## • GENERAL SHAREHOLDER INFORMATION

Number of AGM	34th	
Date	26 <sup>TH</sup> September,2025	
Time	10:00 AM	
Place	Country Inn Nature Resorts Bhimtal Mehragaon , Uttarkhand-248179	
Date of Book Closure	19th September to 28th September	
Dividend Payable	No dividend is declared during the year	
Stock Exchange	Stock Code	ISIN
BSE	532016/ESPIRE	INE176001011
Bombay Stock Exchange, listing fees has been paid till fy 2025-26	No dividend is declared during the year	



# Espire Hospitality's Share Performance versus BSE Sensex



## BSE– Monthly High / Low and Volumes

Month	High	Low	Monthly Volume
	₹	₹	
Mar-24	208.45	131.80	21,577
Apr-24	166.55	128.30	8,419
May-24	139.95	88.45	25,214
Jun-24	112.45	99.00	2,545
Jul-24	147.13	87.71	54,602
Aug-24	222.45	150.05	20,007
Sep-24	235.95	184.35	42,505
Oct-24	233.00	183.25	4,083
Nov-24	198.00	180.35	6,158
Dec-24	333.05	194.05	2,191
Jan-25	400.00	313.65	17,960
Feb-25	413.00	361.00	26,706
Mar-25	511.35	366.95	26,793

Month	EHL Closing Price on BSE on the last trading day of the month	BSE Sensex on the last trading day of the month
Mar-24	169.90	73,651.35
Apr-24	128.30	74,482.78
May-24	107.10	73,961.31
Jun-24	99.00	79,032.73
Jul-24	147.13	81,741.34
Aug-24	222.45	82,365.77
Sep-24	203.20	84,299.78
Oct-24	192.00	79,389.06
Nov-24	198.00	79,802.79
Dec-24	333.05	78,139.01
Jan-25	389.90	77,500.57
Feb-25	404.75	73,198.10
Mar-25	452.00	77,414.92

## Share Transfer System

All queries pertaining to share transfer / transmission, change of address, bank mandate, nomination forms, loss of shares, issue of duplicate shares, Annual Report may be forwarded directly to the Registrar and Share Transfer Agent at the above-mentioned address

## Registrar & Transfer Agent

M/s. Skyline Financial Services Private Limited (Unit- Espire Hospitality Limited)

D-153A, 1st Floor Okhla Industrial Area, Phase-I, New Delhi – 110 020 Tel: - +91 – 11 – 2681-2682, 2681-2683

Fax: - +91 – 11 – 3085 7562

Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)



<b>A) Distribution of Shareholding as on 31st March,2025</b>				
<b>Share or Debenture holding Nominal Value</b>	<b>Number of Shareholders</b>	<b>% to Total Numbers</b>	<b>Share or Debenture holding Amount</b>	<b>% to Total Amount</b>
<b>₹</b>			<b>₹</b>	
Up To 5,000	2060	91.03	24,07,380.00	91.03
5001 To 10,000	122	5.39	11,16,530.00	5.39
10001 To 20,000	18	0.80	2,91,110.00	0.80
20001 To 30,000	7	0.31	1,68,440.00	0.31
30001 To 40,000	5	0.22	1,81,800.00	0.22
40001 To 50,000	0	0.00	-	0.00
50001 To 1,00,000	3	0.13	2,27,380.00	0.13
1,00,000 and Above	48	2.12	14,48,33,600.00	2.12
<b>Total</b>	<b>2263</b>	<b>100</b>	<b>14,92,26,240.00</b>	<b>100</b>

- **Dematerialization of Shares & Liquidity**

- Equity shares of the company are available in both physical as well in demat mode at both the depositories i.e. NSDL & CDSL (ISIN No INE176O01011). As on March 31, 2025, 91.44% Equity shares of the Company representing **1,36,45,324** shares out of a total of **1,49,22,624** Equity shares, were held in dematerialized form and the balance **12,77,300** shares were held in physical form. Depository fees have been paid to NSDL & CDSL for the financial year 2025-26

- **Outstanding GDR's /ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity.**
- There were no GDR/ADR/Warrants/Convertible instruments were issued and pending for conversion.
- **Address for Investor's correspondence:**

a.	<b>Mr. Sumeer Narain Mathur</b>	
	Company Secretary & Compliance Officer	
a.	<b>Address</b>	A 41, Mohan Co-Operative Industrial Estate, Mathura Road New Delhi-110044
b.	<b>Phone No.</b>	91-11-71546500
c.	<b>Email id</b>	<a href="mailto:cs@espirehospitality.com">cs@espirehospitality.com</a>
		<a href="mailto:investor@espirehospitality.com">investor@espirehospitality.com</a>

**Details of directors seeking appointment or reappointment: -**

Mr. Gagan Oberoi, Non-Executive Non-Independent Director of the Company, being longest in the office, retires by rotation at the forthcoming AGM and being eligible, has offered himself for re-appointment.

**Brief resume of Mr. Gagan Oberoi is given below:**

Mr. Gagan Oberoi, a P.H.D by Qualification, holds a senior management certification from Indian Institute of Management, Calcutta and a graduate in computer engineering with process training from Carnegie Mellon University and KPMG. With a career spanning over 30 years, Gagan has held several leading positions including Head of Delivery and spearheaded many successful engagements & associations that has helped grow the business multifold. His transformational style of leadership, combined with his innovative thinking and deep understanding of client objectives has time and again translated into value-added solutions across Espire and our customers. He has been the driving force behind Espire's successful appraisal for CMMI level 5 Ver 1.3 (Dev + SVC) and accreditations in various ISO standards for quality and data security. He is also one of the Board of Directors of Radcliffe Education Private Limited.

- He has more than 22 years of experience in setting up various ventures and taking them to growth path. During his career he has worked with several international educational service providers to help them in developing systems and solutions for 20 Schools in space of e-learning. He became a director of the company at the AGM held on 10th December,2022 He does not hold any shares in the Company.He does not hold any other directorships and is not part of any committees of the Board. The resolution is recommended for the approval of the shareholders

## Disclosures

### Materially Significant Related Party Transaction

- There were no material significant related party transaction being taken place during the F.Y 2024-25 for which necessary approvals were required to be taken in Board/ Audit Committee/AGM's :-

### Significant and Material Orders passed by the Regulators or Courts

- There being no material orders passed by any of the regulators or courts .
- Details of Non-Compliance by the Company, penalties imposed by Stock Exchange/ SEBI/ Any Statutory Authority in any matter related to Capital Market during the last three years. There being no such incidents.
- The Company has paid listing fees to BSE Limited for the financial year 2025-26
- The company has formulated a “EHL Whistle Blower Policy” headed by the Chairman of the Audit Committee Mr. Dileep Kumar, wherein everyone is at the liberty to raise their concern to the chairman.
- The company is following all the mandatory requirements of the SEBI (Listing Obligations & Disclosure Requirements), Regulations,2015 and with regards to discretionary requirements as mentioned in Part: E of schedule-II, it is in the process to comply in near future.
- Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: During the year under report the company has not received any complaint or any other matter wherein the provisions of this Act needs to be invoked.

## **ANNUAL DECLARATION BY THE CEO PURSUANT TO SCHEDULE V (D) OF SEBI (LODR) REGULATIONS,2015**

- As provided under Regulation 34(3) read with Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation,2015 it is stated that all members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct of Board of Directors and Senior Management, for the financial year ended March 31,2025

For & on Behalf of the Board of Directors

Espire Hospitality Limited

Akhil Arora

Managing Director & CEO

DIN:09312308

Date: 01.09.2025

Place: New Delhi

## **INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To,

### **THE MEMBERS OF ESPIRE HOSPITALITY LIMITED**

We have examined the compliance of regulations of Corporate Governance by Espire Hospitality Limited ('the Company') for the year ended March 31, 2025 as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E OF Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

### **Management's Responsibility**

The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

### **Auditor's Responsibility**

Pursuant to the requirement of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the applicable General Accepted Auditing Standards in India, the Guidance Note on Reports or Certificate for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

### **Opinion**

Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended March 31, 2025. We state that such compliance is an assurance neither as to the future viability of the Company nor the efficient or effectiveness with which the Management has conducted the affairs of the Company

**Restrictions on use**

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

**For Bansal & Co, LLP Chartered Accountants**

Siddharth Bansal

Partner

M No:518004

Fr no:001113N/N500079

Date: 01.09.2025

Place: New Delhi

CEO/CFO certification pursuant to regulation 17(8) read with Part-B of Schedule-II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

The Board of Directors

**Espire Hospitality Limited**

As required by Regulation 17(8) read with Part-B of Schedule-II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby confirm to the Board that:

I, Akhil Arora , Managing Director & Chief Executive Officer of Espire Hospitality Limited, certify to the Board that:

I have reviewed financial statements and the cash flow statement for the year ended 31.03.2025 and that to the best of their knowledge and belief :

These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;

These statements together present a true and fair view of the company's affairs and comply with existing accounting standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or volatile of the company's code of conduct.

We accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

- We have indicated to the auditors and the Audit Committee that-
  - ✓ There has not been any significant changes in internal control over financial reporting during the year under reference;
  - ✓ There has not been any significant changes in accounting policies during the year under requiring disclosure in the notes to the financial statements; and
  - ✓ There has not been any instances during the year of significant fraud of which we had become aware and the Involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For & on Behalf of the Board of Directors

Espire Hospitality Limited

Akhil Arora

Managing Director & CEO

DIN:09312308

Date: 01/09/2025

Place: New Delhi

DISCLOSURE PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 4 & 5 OF THE COMPANIES APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL RULES 2014:

**ANNEXURE- IV**  
**Particulars of Employees**

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

**I. Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2024-25 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2024-25:**

(Rs L)

Sl No	Name of Director/KMP (Executive/Non-Executive/Independent Director)	Ratio of remuneration to median remuneration of Employees	% increase in remuneration in the financial year
	<b>Executive Director &amp; KMP</b>		
1	Mr. Akhil Arora, Managing Director & CEO	266	75% (MD was appointed w.e.f 1.1.24)
	<b>Key Managerial Personal</b>		
1	Mr. Rajeev Chatterjee, Chief Financial Officer	133	NIL
2	Mr. Sumeer Narain Mathur, Company Secretary & Compliance Officer	43.33	20%

**Notes:**

1. The Non-Executive Directors were not paid any remuneration during their tenure.
2. The Independent Director of the Company are not entitled to sitting fee as per the terms of their appointment .

**II. The percentage increase in the median remuneration of employees in the financial year;**

**The median remuneration of the eligible employees (Including Senior level & KMP) has increased by 10.00% in the financial Year 2024-25.**

**III. Company has 571 number of total employees (Including Casual )on the rolls of company as on March 31, 2025.**

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

**Percentage increase in salary of eligible employees in FY 2024-25 (excluding Senior level & KMP) 10% Percentage increase in 2024-25 for Senior level and KMP 20%**

**V. It is hereby affirmed that the remuneration paid is as per the Policy for Remuneration of the Directors, Key Managerial Personnel and other Employees.**

**FORM NO. AOC -2**

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

**Details of contracts or arrangements or transactions not at Arm's length basis.**

No material contracts or arrangements or transactions were entered by the Company with any Related Party not at arm's length during the period under review.

**Details of material contracts or arrangements or transactions at Arm's length basis:** No material contracts or arrangements or transactions were entered by the Company with any Related Party, during the period under review.

**ESPIRE HOSPITALITY LIMITED**

CIN: L45202UR1991PLC000604

Standalone Balance Sheet as at March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

	Particulars	Note No	As at March 31, 2025	As at March 31, 2024
<b>I.</b>	<b>ASSETS</b>			
<b>(1)</b>	<b>Non Current Assets</b>			
	(a) Property Plant and Equipment	<b>2</b>	8,867.45	5,318.96
	(b) Capital work in progress	<b>3</b>	1,743.61	52.19
	(c) Intangible assets	<b>4</b>	4.19	3.47
	(d) Deferred tax assets (Net)	<b>5</b>	-	27.78
	(e) Other non-current assets	<b>6</b>	234.38	145.41
	<b>Total non current assets</b>		<b>10,849.63</b>	<b>5,547.81</b>
<b>(2)</b>	<b>Current Assets</b>			
	(a) Inventories	<b>7</b>	31.90	3.63
	(b) Financial Assets			
	i) Trade receivables	<b>8</b>	116.74	73.63
	ii) Cash and cash equivalents	<b>9</b>	61.37	31.08
	iii) Bank Balances other than (ii) above	<b>10</b>	190.80	68.64
	(iv) Other Financial Asset	<b>11</b>	1,948.71	411.09
	(c) Other current assets	<b>12</b>	4,921.09	842.46
	<b>Total Current assets</b>		<b>7,270.60</b>	<b>1,430.53</b>
	<b>Total Assets</b>		<b>18,120.23</b>	<b>6,978.34</b>
	<b>EQUITY AND LIABILITIES</b>			
	<b>EQUITY</b>			
	(a) Equity Share Capital	<b>13</b>	1,492.26	1,350.04
	(b) Other Equity	<b>14</b>	2,858.32	(1,018.60)
	<b>Total Equity</b>		<b>4,350.58</b>	<b>331.44</b>
	<b>LIABILITIES</b>			
<b>(1)</b>	<b>Non Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	<b>15</b>	6,992.78	4,566.55
	(ii) Lease Liabilities	<b>16</b>	3,519.78	419.85
	(iii) Other financial liabilities	<b>19</b>	197.56	152.61
	(b) Provisions	<b>17</b>	150.66	95.74
	(c) Deferred Tax Liability (Net)	<b>5</b>	38.79	-
	<b>Total non-Current liabilities</b>		<b>10,899.58</b>	<b>5,234.75</b>
<b>(2)</b>	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	<b>15</b>	321.43	71.43
	(ii) Lease liabilities	<b>16</b>	219.24	315.32
	(iii) Trade Payables	<b>18</b>		
	(A) total outstanding dues of micro enterprises and small enterprises; and (B) total outstanding dues of creditors other than micro enterprises and small enterprises.		27.66	28.82
	(b) Other current liabilities	<b>20</b>	879.31	395.66
	(c) Provisions	<b>22</b>	1,218.44	556.60
	(d) Current Tax Liabilities	<b>21</b>	7.29	4.60
	<b>Total current liabilities</b>		<b>2,870.07</b>	<b>1,412.14</b>
	<b>Total Equity and Liabilities</b>		<b>18,120.23</b>	<b>6,978.34</b>

The accompanying notes form an integral part of financial statements

As per our report of even date attached

For and on behalf of the Board of Directors

For Bansal &amp; Co LLP

CHARTERED ACCOUNTANTS

(Firm Regn No:001113N/N500079)

(Gagan Oberoi)

(Akhil Arora)

**Director**  
**DIN: 00087963**
**Managing Director & CEO**  
**DIN:09312308**

Siddharth Bansal

**Partner**
**M No:518004**

 (Rajeev Chatterjee)  
**Chief Financial Officer**

(Sumeer Narain Mathur)

**Company Secretary &**
**Compliance Officer**
**Place:New Delhi**
**Date: May 29,2025**
**Membership No:FCS9042**

**ESPIRE HOSPITALITY LIMITED**

CIN: L45202UR1991PLC000604

Standalone Statement of Profit and Loss for the year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

	Particulars	Note No.	For the year ended March 31, 2025	For the year ended March 31, 2024
I.	Revenue from operations	23	11,954.75	3,575.91
II	Other Income	24	61.43	60.40
III	<b>Total Income(I + II)</b>		<b>12,016.18</b>	<b>3,636.31</b>
IV	<b>EXPENSES</b>			
	Cost of Materials Purchased	25	984.59	383.28
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	26	(28.27)	4.31
	Employee benefits expense	27	2,985.47	734.16
	Finance Costs	28	684.51	130.61
	Depreciation and amortization expense	2 & 4	542.37	360.55
	Other expenses	29	5,766.22	1,760.28
	<b>Total expenses (IV)</b>		<b>10,934.89</b>	<b>3,373.19</b>
V	Profit/(loss) before Exceptional items and tax(I- IV)		1,081.29	263.11
VI	Exceptional Items		-	-
VII	Profit before tax (V- VI)		1,081.29	263.11
VIII	Tax expense:			
	(1) Current tax		187.37	19.50
	(2) Deferred tax		66.57	(11.96)
IX	<b>Profit (Loss) for the year (VII-VIII)</b>		<b>827.35</b>	<b>255.58</b>
X	Other Comprehensive Income			
	Items that will not be reclassified to Profit or Loss (Net)	30	(8.22)	(0.60)
XI	Total Comprehensive Income for the year (IX+X) (Comprising Profit (Loss) and other Comprehensive Income for year		<b>819.13</b>	256.18
XII	Earnings per equity share			
	(1) Basic (In Rs.)		6.05	1.90
	(2) Diluted (In Rs.)		6.05	1.90

The accompanying notes form an integral part of financial statements

As per our report of even date attached

For Bansal & Co LLP  
 CHARTERED ACCOUNTANTS  
 (Firm Regn No:001113N/N500079)

Siddharth Bansal  
 Partner

M No:518004

Place:New Delhi

Date: May 29,2025

For and on behalf of the Board of Directors

(Gagan Oberoi)  
 Director  
 DIN: 00087963

(Rajeev Chatterjee)  
 Chief Financial Officer

(Akhil Arora)  
 Managing Director & CEO  
 DIN:09312308

(Sumeer Narain Mathur)  
 Company Secretary &  
 Compliance Officer  
 Membership No:FCS9042

**ESPIRE HOSPITALITY LIMITED**  
**CIN: L45202UR1991PLC000604**

Standalone Statement of Cash Flows for the year ended March 31, 2025  
(Rupees in lakhs, except for share data and if otherwise stated)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<b>A. CASH FLOW FROM OPERATING ACTIVITIES BEFORE INTEREST</b>		
Profit before taxation	1,081.29	263.11
<b>Adjustment for :</b>		
Depreciation and amortisation expenses	542.37	360.55
Interest income	(8.04)	(18.05)
Finance Cost	513.23	130.61
<b>Operating cash flow before working Capital changes</b>	<b>2,128.85</b>	<b>736.23</b>
(Increase) in Trade Receivables	(43.11)	(6.32)
(Increase) in Other Current assets	(4,078.63)	(667.24)
(Increase) in Other financial assets	(1,537.62)	(58.00)
Decrease/(Increase) in Other Non Current Assets	(88.97)	44.56
Increase in Provisions	49.40	46.46
Increase in trade payables	482.49	196.80
Increase/(Decrease) in financial liabilities	118.41	(62.84)
Increase in Other Liabilities	706.80	123.68
Decrease/(Increase) in Inventories	(28.27)	4.31
<b>Cash generated from operation</b>	<b>(2,290.65)</b>	<b>357.63</b>
Income taxes paid, net	(30.38)	(19.34)
<b>NET CASH FROM OPERATING ACTIVITIES(A)</b>	<b>(2,321.04)</b>	<b>338.29</b>
<b>B. CASH FROM INVESTING ACTIVITIES</b>		
Purchase of Property Plant & Equipment (including CWIP)	(2,438.92)	(3,569.96)
Purchase of Intangible assets	(1.23)	-
Interest received	8.04	2.14
Investment in bank deposit	(122.16)	(66.44)
<b>NET CASH FROM INVESTING ACTIVITIES(B)</b>	<b>(2,554.28)</b>	<b>(3,634.26)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Borrowings (Net of repayments)	2,676.23	3,727.34
Lease payment	(457.40)	(357.80)
Finance Cost	(513.23)	(52.74)
Proceed from issue of Equity Share capital	3,200.00	-
<b>NET CASH USED IN FINANCING ACTIVITIES ( C )</b>	<b>4,905.61</b>	<b>3,316.80</b>
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	30.29	20.83
Cash & Cash Equivalents as at the beginning of the year	31.08	10.25
<b>Cash &amp; Cash Equivalents as at the end of the year</b>	<b>61.37</b>	<b>31.08</b>
<b>Reconciliation of cash and cash equivalents as per the cash flow statement</b>		
<b>Cash and cash equivalents as per above comprise of the following</b>		
Cash on hand	16.65	11.34
Balances with banks	43.68	19.74
Balance in Card	1.04	-
<b>Cash and cash equivalents</b>	<b>61.37</b>	<b>31.08</b>
<b>Balance as per statement of cash flows</b>	<b>61.37</b>	<b>31.08</b>

The accompanying notes form an integral part of financial statements

As per our report of even date attached

For Bansal & Co LLP  
**CHARTERED ACCOUNTANTS**  
(Firm Regn No:001113N/N500079)

Siddharth Bansal  
**Partner**  
**M No:518004**  
**Place:New Delhi**

Date: May 29,2025

For and on behalf of the Board of Directors

(Gagan Oberoi) (Akhil Arora)  
**Director** **Managing Director & CEO**  
**DIN: 00087963** **DIN:09312308**

(Rajeev Chatterjee) (Sumeer Narain Mathur)  
**Chief Financial Officer** **Company Secretary &**  
**Compliance Officer**  
**Membership No:FCS9042**

**ESPIRE HOSPITALITY LIMITED****CIN: L45202UR1991PLC000604**

Standalone Statement of Changes in Equity for the year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

**A. Equity Share Capital**

Particulars	Amount
<b>Balance as at 31 March 2023</b>	1,350.04
Changes in share capital during the FY 23-24	-
<b>Balance as at 31 March 2024</b>	<b>1,350.04</b>
Changes in share capital during the year FY 24-25	142.22
<b>Balance as at 31 March 2025</b>	<b>1,492.26</b>

**B. Other Equity**

Particulars	Reserve & Surplus Retained Earnings	Security Premium	Total
<b>Balance as at March 31, 2023</b>	<b>(1,274.77)</b>	-	<b>(1,274.77)</b>
Total comprehensive income for the year 2023-24	<b>256.18</b>	-	<b>256.18</b>
<b>Balance as at March 31, 2024</b>	<b>(1,018.60)</b>	-	<b>(1,018.60)</b>
Share Premium received on issue of equity shares	-	<b>3,057.78</b>	<b>3,057.78</b>
Total comprehensive income for the year 2024-25	<b>819.13</b>	-	<b>819.13</b>
<b>Balance as at March 31, 2025</b>	<b>(199.47)</b>	<b>3,057.78</b>	<b>2,858.32</b>

The accompanying notes form an integral part of financial statements

As per our report of even date attached

**For and on behalf of the Board of Directors**

**For Bansal & Co LLP**  
 CHARTERED ACCOUNTANTS  
 (Firm Regn No:001113N/N500079)

(Gagan Oberoi)  
**Director**  
**DIN: 00087963**

(Akhil Arora)  
**Managing Director & CEO**  
**DIN:09312308**

Siddharth Bansal  
**Partner**  
**M No:518004**  
**Place:New Delhi**  
**Date: 29th May 2025**

(Rajeev Chatterjee)  
**Chief Financial Officer**

(Sumeer Narain Mathur)  
**Company Secretary & Compliance Officer**  
**Membership No:FCS9042**

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March,2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

**Note No. 1**

**(A) CORPORATE INFORMATION**

The Company was incorporated on October 23, 1991, under the provisions of the Companies Act,1956. The company Registered Office is located at Bhimtal, Dist Nainital (Uttarakhand) having CIN L45202UR1991PLC000604. The Shares of the company are listed on BSE. The Company has been primarily engaged in the business of hospitality including operating, managing, developing, renovating and promoting hotels/resorts and providing related services.

The company is operating its hotels namely Country Inn Nature Resorts (Bhimtal), Country Inn Tarika (Jim Corbett), Country Inn Tarika Varca Beach (Goa), Zana - Luxury Escapes (Udaipur), Country Inn Hall of Heritage (Amritsar), County Inn Maple Resorts (Chail), Zana Forest Resorts (Ranthambore), Zana (Jim Corbett) , Country Inn Anant Ayodhya & Country in Premier Amritsar ,

Further, the operations at Rishikesh in the name and Style Zana by the Ganges are also commenced from 2<sup>nd</sup> April,2025 .

**(B) BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

**1) Statement of Compliance**

These Standalone financial statements (“financial statements”) have been prepared to comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013, read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

The financial statements were authorised for issue by the Board of Directors of the Company on 29th May,2025.

**2) Basis of Measurement**

These financial statements have been prepared in accordance with Indian Accounting Standards (IndAS) on accrual and going concern basis and the historical cost convention except for certain financial assets, financial liabilities and certain other items which have been measured at fair value as required under the relevant IndAS, the provisions of the Companies Act ,2013(Act) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI), IndAs as prescribed under Section 133 of the Act read with Rule 3 of the Companies(Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting Policies have been consistently applied except when a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**3) Critical accounting estimates and judgements**

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Information about significant areas of estimation/uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows:

- measurement of defined benefit obligations: key actuarial assumptions.
- judgement required to ascertain lease classification.
- measurement of useful life and residual values of property, plant and equipment.
- fair value measurement of financial instruments.

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

- judgement required to determine probability of recognition of deferred tax assets.
- impairment of trade receivables
- other estimate items determined

**(C) MATERIAL ACCOUNTING POLICIES**

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

**(I) CURRENT - NON-CURRENT CLASSIFICATION**

All assets and liabilities are classified into current and non-current.

**Assets**

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting period; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current

**Liabilities**

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**(II) OPERATING CYCLE**

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non-current.

**(III) FOREIGN CURRENCY TRANSACTIONS AND TRANSLATIONS**

**Functional and presentation currency**

The management has determined the currency of the primary economic environment in which the Company operates i.e., functional currency, to be Indian Rupees (Rs.). The financial statements are presented in Indian Rupees, which is the Company's functional and presentation currency. All amounts have been rounded to the nearest lakhs, unless otherwise stated.

**Transactions and Balances**

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

Monetary and non-monetary transactions in foreign currencies are initially recorded in the functional currency of the Company at the exchange rates at the date of the transactions or at an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary foreign currency assets and liabilities remaining unsettled on reporting date are translated at the rates of exchange prevailing on reporting date. Gains/(losses) arising on account of realisation/settlement of foreign exchange transactions and on translation of monetary foreign currency assets and liabilities are recognised in the Statement of Profit and Loss.

Foreign exchange gains / (losses) arising on translation of foreign currency monetary loans are presented in the Statement of Profit and Loss on net basis. However, foreign exchange differences arising from foreign currency monetary loans to the extent regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs.

**(IV) FAIR VALUE MEASUREMENT**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
  - In the absence of a principal market, in the most advantageous market for the asset or liability
- The principal or the most advantageous market must be accessible to/ by the Company.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above

The Company measures financial instruments, such as, investments, at fair value at each reporting date. Also, fair value of financial instruments measured at amortised cost is disclosed in Notes.

**(V) FINANCIAL INSTRUMENTS**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial assets**

**Recognition and initial measurement**

All financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets are initially measured at fair value plus, in the case of financial assets not

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

#### **Classification and subsequent measurement**

##### **Classification**

For the purpose of subsequent measurement, the Company classifies financial assets in following categories:

- Financial assets at amortised cost
- Financial assets at fair value through other comprehensive income (FVTOCI)
- Financial assets at fair value through profit or loss (FVTPL)

A financial asset being 'debt instrument' is measured at the amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest (SPPI) on the principal amount outstanding.

A financial asset being 'debt instrument' is measured at the FVTOCI if both of the following criteria are met:

- The asset is held within the business model, whose objective is achieved both by collecting contractual cash flows and selling the financial assets, and
- A financial asset being equity instrument is measured at FVTPL.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL.

#### **Subsequent measurement**

##### **Financial assets at amortised cost**

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses, if any. Interest income and impairment are recognised in the Statement of Profit and Loss.

##### **Financial assets at FVTPL**

These assets are subsequently measured at fair value. Net gains and losses, including any interest income, are recognised in the Statement of Profit and Loss.

#### **Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. Any gain or loss on derecognition is recognised in the Statement of Profit and Loss.

#### **Impairment of financial assets (other than at fair value)**

The Company makes allowance for doubtful trade receivable and contract assets using simplified approach, significant judgement is used to estimate doubtful accounts as prescribed in IND AS 109. In estimating doubtful accounts historical and anticipated customer performance are considered. Changes in the economy, industry, or specific customer conditions may require adjustments to the allowance for doubtful accounts recorded in financial statements. This is done on the basis of company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

#### **Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the counterparty does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

### **Financial liabilities**

#### **Recognition and initial measurement**

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial liabilities are initially measured at fair value minus, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

#### **Classification and subsequent measurement**

Financial liabilities are classified as measured at amortised cost or FVTPL.

A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in the Statement of Profit and Loss.

Financial liabilities other than classified as FVTPL, are subsequently measured at amortised cost using the effective interest method. Interest expense are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

#### **Derecognition**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in the Statement of Profit and Loss.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

### **(VI) EQUITY SHARE CAPITAL**

Issuance of ordinary shares are recognised as equity share capital in equity. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity, net of any tax effects.

### **(VII) CASH AND CASH EQUIVALENTS**

Cash and cash equivalents comprises of cash at banks and on hand, cheques on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### **(VIII) PROPERTY, PLANT AND EQUIPMENT**

Items of property, plant and equipment are measured at cost, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment comprises: (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates; (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate component of property, plant and equipment.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of property, plant and equipment (calculated as the difference between the net disposal proceeds and the carrying amount of property, plant and equipment) is included in the Statement of Profit and Loss when property, plant and equipment is derecognised. The carrying amount of any component accounted as a separate component is derecognised, when replaced or when the property, plant and equipment to which the component relates gets derecognised.

**Subsequent costs**

Subsequent costs are included in the asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that the future economic benefits associated with expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit and Loss at the time of incurrence.

**(IX) DEPRECIATION ON PROPERTY, PLANT AND EQUIPMENT**

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values and is charged to Statement of Profit and Loss. Depreciation on property, plant and equipment, is provided on straight-line method at the rates and in the manner provided in Schedule II of the Companies Act, 2013.

Depreciation has been charged based on the following useful lives:

.Sr. No.	Particulars	Useful life as per Schedule II of Companies Act, 2013
1	Hotel Building	60 Years
2	Electric Installations	10 Years
3	Furniture & Fixture	8 Years
4	Kitchen & Office Equipment's	5 Years
5	Plant & Machinery	15 Years
6	Computers	3 Years
7	Vehicle	10 Years
8	Right to Use Assets	Over the lease period

The useful lives have been determined based on internal evaluation done by management and are in line with the estimated useful lives, to the extent prescribed by the Schedule II of the Companies Act, 2013, in order to reflect the technological obsolescence and actual usage of the asset. The residual values are not more than 5% of the original cost of the asset.

Depreciation is calculated on a pro-rata basis for assets purchased/sold during the year. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed by management at each reporting date and adjusted prospectively, as appropriate.

**Capital work-in-progress**

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in-progress.

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

**(X) INVESTMENT PROPERTY**

Property that is held for Long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as Investment Property. Investment Property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. All other repair and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Investment Properties are depreciated using the straight line method over their estimated useful lives. The useful life has been determined based on technical evaluation performed by the management's expert.

**(XI) INTANGIBLE ASSETS**

**Recognition and measurement**

Other intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of assets can be measured reliably. The other intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortisation and impairment losses, if any.

Gain or losses arising from derecognition of an other intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the other intangible asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Particulars	Useful life in years
Brands/Trademarks	10

**Subsequent costs**

Subsequent costs is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure on other intangible assets is recognised in the Statement of Profit and Loss, as incurred.

**Amortization**

Amortisation is calculated to write off the cost of other intangible assets over their estimated useful lives of 3 ye using the straight-line method. Amortisation is calculated on a pro-rata basis for assets purchased/ dispo during the year.

Amortisation method, useful lives and residual values are reviewed at each reporting date and adjus prospectively, if appropriate.

**Intangible assets under development**

Cost of intangible assets under development as at the reporting date are disclosed as intangible assets under development.

**(XII) LEASES**

**(i) As a lessee**

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct cost incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-to-use asset or the end of the lease term. The estimated useful life of right-of-use asset is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest method. It is re-measured when there is a change in future lease payments from a change in an index or rate. When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the profit and loss if the carrying amount of the right-of-use asset has been reduced to zero. The Company presents right-of-use asset that do not meet the definition of investment property as a separate line item and lease liabilities in "other financial liabilities" in the Balance Sheet. The Company has elected not to recognize right-of-use asset and lease liabilities for short term leases that have a lease term of 12 months or less, leases of low value assets and leases with no written agreement. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

**(ii) As a lessor**

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all the risk and rewards incidental to the ownership of the underlying asset. If this is the case, then the lease is a finance lease, if not, then it is an operating lease. As part of the assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset. If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 "Revenue from contract with customers" to allocate the consideration in the contract. The Company recognizes lease payments received under operating lease as income on a straight-line basis over the lease term as part of "Other Income".

**(XIII) INVENTORY**

Inventories are stated at cost or net realizable value, whichever is lower. Net realizable value (NRV) is the estimated selling price in the ordinary course of the business, less the estimated costs of completion and the estimated costs necessary to make the sale. Cost of inventories comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. The cost of all categories of inventory is determined using first in first out basis (FIFO).

**(XIV) IMPAIRMENT - NON-FINANCIAL ASSETS**

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

**(XV) EMPLOYEE BENEFITS**

**Short-term employee benefits**

Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

**Post-employment benefit plans**

**Defined contribution plans**

The Company pays provident fund contributions to the appropriate government authorities. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefits expense when they are due.

**Defined benefit plans**

**Defined benefit plans of the Company comprise gratuity.**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of five years of service. The gratuity plan of the Company is unfunded.

The liability recognised in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated by actuary using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. This cost and other costs are included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in "other equity" in the Statement of Changes in Equity and in the Balance Sheet.

Changes in the present value of the defined benefit obligation resulting from settlement or curtailments are recognised immediately in Statement of Profit and Loss as past service cost.

**Other long-term employee benefits**

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

**i. Compensated absences**

Accumulated leave which is expected to be utilised within the next 12 months is treated as a short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. Accordingly, benefits under compensated expenses are accounted as other long-term employee benefits. The Company's net obligation in respect of compensated absences is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation is measured on the basis of an actuarial valuation using the projected unit credit method. Remeasurements are recognised in Statement of Profit and Loss in the period in which they arise.

**ii. Others**

The Company's net obligation in respect of long-term employee benefits other than post-employee benefits is the amount of benefit to be settled in future, that employees have earned in return for their service in the current and previous years. The benefit is discounted to determine its present value. The obligation measured on the basis of an actuarial valuation using the projected unit credit method. Remeasurements are recognised in Statement of Profit and Loss in the period in which they arise.

**(XVI) PROVISIONS AND CONTINGENT LIABILITIES AND ASSET**

**Provisions**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**Contingent liabilities and assets**

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote.

**(XVII) REVENUE RECOGNISATION**

**a) Revenue in case of Hotels & Resorts Business**

Revenue is recognised at the transaction price that is allocated to the performance obligation. Revenue includes room revenue, food and beverage sale and banquet services which is recognised once the rooms are occupied, food and beverages are sold and banquet services have been provided as per the contract with the customer. In relation to laundry income, airport transfers income and other allied services, the revenue has been recognised by reference to the time of service rendered.

**b) Revenue in case of Sale of Services in real estate segment**

Revenue in case of property maintenance services shall be recognized on fulfillment of performance obligations as per the contracts.

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

**c) Interest**

Revenue is recognized on a time proportion basis using the effective interest rate method.

**(XVIII) EXPENDITURE**

Expenses are accounted for on the accrual basis and provisions are made for all known losses and liabilities.

**(XIX) BORROWING COSTS**

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing cost includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**(XX) TAXATION**

Income tax expense comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

**Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any relating to income taxes. It is measured using tax rates enacted at the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis.

**Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised. Significant management judgement is required to determine the probability of deferred tax asset.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

**(XXII) SEGMENT REPORTING**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is considered to be the Board of Directors who

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

**(XXIII) EARNING PER SHARE**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. Since there is no potential; dilutive equity shares hence there is no impact on basic EPS while calculating dilutive EPS.

**(XXIV) CASH FLOW STATEMENT**

The cash flows from operating, investing and financing activities of the Company are segregated based on the available information. Cash flows from operating activities are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

**(XXV) RECENT PRONOUNCEMENT**

Ministry of Corporate Affairs (“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

*(Page Intentionally Left Blank)*

**Espire Hospitality Limited**

Notes forming part of Standalone Financial Statements for the financial year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

**NOTE 2 : PROPERTY, PLANT AND EQUIPMENT**

Particulars	G R O S S B L O C K				D E P R E C I A T I O N				N E T B L O C K		
	As at April 1, 2024	Additions during the year	Deductions / Adjustments during the year	As at March 31, 2025	As at April 1, 2024	Current year	Depreciation on Life expired Assets	Deletions / Adjustments of Depreciation	As at March 31, 2025	As at March 31, 2025	As at April 1, 2024
<b>(i) Tangible Assets</b>											
- Electric Installations	26.39	0.23	1.61	25.01	7.71	5.09		0.64	12.17	12.85	18.68
- Furniture & Fixture	352.54	51.43	3.78	400.20	7.80	72.82		1.30	79.33	320.87	344.74
- Kitchen Equipments	74.45	22.20	5.56	91.09	7.00	16.91		2.37	21.55	69.54	67.45
- Office Equipments	37.23	46.44	5.61	78.07	4.39	11.07		2.42	13.04	65.03	32.85
- Computers	42.44	13.32	6.36	49.40	22.56	12.11		4.09	30.59	18.82	19.88
-Right to use asset	1,192.40	3,520.04	429.19	4,283.24	431.29	303.10		252.00	482.39	3,800.85	761.11
Leasehold Improvements	4,392.92	662.88	76.96	4,978.85	318.80	120.75		40.19	399.35	4,579.50	4,074.26
<b>Total</b>	<b>6,118.39</b>	<b>4,316.54</b>	<b>529.07</b>	<b>9,905.86</b>	<b>799.56</b>	<b>541.86</b>	<b>-</b>	<b>303.00</b>	<b>1,038.41</b>	<b>8,867.45</b>	<b>5,318.96</b>
<b>Previous Year</b>	<b>1,574.92</b>	<b>4,737.95</b>	<b>194.48</b>	<b>6,118.39</b>	<b>294.40</b>	<b>360.09</b>	<b>-</b>	<b>27.60</b>	<b>626.89</b>	<b>5,318.96</b>	<b>1,280.52</b>

There have been no revaluation of Property, plant and equipment during financial year 2024-25 or 2023-24

There are no proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Standalone Financial Statements for the financial year ended March 31, 2025  
(Rupees in lakhs, except for share data and if otherwise stated)

**Note 3 : Capital work in progress**

Cost	Leasehold Improvements	Computers	Plant & Equipments	Furniture & Fixtures	Total
<b>Balance at March 31, 2022</b>	<b>73.76</b>	-	-	-	<b>73.76</b>
Additions during the year	479.12				479.12
Transferred to Property, plant and equipment/Adjustment					-
Transferred to Profit and loss account					-
<b>Balance at March 31, 2023</b>	<b>552.89</b>	-	-	-	<b>552.89</b>
Additions during the year	28.18				28.18
Transferred to Property, plant and equipment/Adjustment	528.88	-	-	-	528.88
Transferred to Profit and loss account	-	-	-	-	-
<b>Balance at March 31, 2024</b>	<b>52.19</b>	-	-	-	<b>52.19</b>
Additions during the year	<b>1,692.33</b>	-	-	-	<b>1,692.33</b>
Transferred to Property, plant and equipment/Adjustment	<b>0.91</b>	-	-	-	<b>0.91</b>
Transferred to Profit and loss account	-	-	-	-	-
<b>Balance at March 31, 2025</b>	<b>1,743.61</b>	-	-	-	<b>1,743.61</b>

**3.1 (a) For the CWIP, ageing schedule shall be given as at March 31, 2025.**

Capital Work in progress (CWIP)	Amount of CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
-Project in progress	1,738.41	5.20		-	<b>1,743.61</b>
-Project temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>1,738.41</b>	<b>5.20</b>	-	-	<b>1,743.61</b>

**3.1 (b) For the CWIP, ageing schedule shall be given as at March 31, 2024.**

Capital Work in progress (CWIP)	Amount of CWIP for a period of				
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
-Project in progress	28.18	24.01	-	-	<b>52.19</b>
-Project temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>28.18</b>	<b>24.01</b>	-	-	<b>52.19</b>

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the financial year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

**3.2(a) For the CWIP, whose completion is overdue or has exceeded its cost compared to its original plan as at March 31, 2025**

Capital Work in progress (CWIP)	To be completed in				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
-Project 1	-	-	-	-	-
-Project 2	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

**3.2(b) For the CWIP, whose completion is overdue or has exceeded its cost compared to its original plan as at March 31, 2024**

Capital Work in progress (CWIP)	To be completed in				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
-Project 1	-	-	-	-	-
-Project 2	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

**3.2(c) For the CWIP, projects whose activity has been suspended as at March 31, 2025**

Capital Work in progress (CWIP)	To be completed in				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
-Project 1	-	-	-	-	-
-Project 2	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

**3.2(d) For the CWIP, projects whose activity has been suspended as at March 31, 2024**

Capital Work in progress (CWIP)	To be completed in				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
-Project 1	-	-	-	-	-
-Project 2	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

(This page is left blank intentionally)

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the financial year ended March 31, 2025  
(Rupees in lakhs, except for share data and if otherwise stated)

**Note 4. Intangible assets****A. Reconciliation of carrying amount**

<b>Particulars</b>	<b>Softwares</b>	<b>Total</b>
<b>Gross carrying Balance as at 31 March 2023</b>	4.61	<b>4.61</b>
Additions during the year	-	-
Disposals during the year	-	-
<b>Balance as at 31 March 2024</b>	<b>4.61</b>	<b>4.61</b>
<b>Gross carrying Balance as at March 31, 2024</b>	<b>4.61</b>	<b>4.61</b>
Additions during the year	1.23	<b>1.23</b>
Disposals during the year	-	-
<b>Balance as at March 31, 2025</b>	<b>5.85</b>	<b>5.85</b>
<b>Accumulated depreciation as at 31 March 2023</b>	0.68	<b>0.68</b>
Amortisation for the year	0.46	<b>0.46</b>
Disposals during the year	-	-
<b>Accumulated depreciation at March 31, 2024</b>	<b>1.14</b>	<b>1.14</b>
Amortisation for the year	<b>0.51</b>	<b>0.51</b>
Disposals during the year	-	-
<b>Balance at March 31, 2025</b>	<b>1.66</b>	<b>1.66</b>
<b>Net carrying value</b>		
<b>Net carrying value as at March 31, 2025</b>	<b>4.19</b>	<b>4.19</b>
<b>Net carrying value as at March 31, 2024</b>	<b>3.47</b>	<b>3.47</b>

There have been no revaluation of Intangible assets during financial year 2024-25 or 2023-24

( This page is left blank intentionally)

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

**NOTE - 5****DEFERRED TAX ASSETS (NET)**

PARTICULARS	As at March 31, 2025	Deferred Tax Expense	As at March 31, 2024
<b>Deferred Tax Asset/ (Liability)</b>			
(ROU Assets / Lease liabilities & Provisions)	(38.79)	(66.57)	27.78
Net Deferred Tax Asset/(Liability)	(38.79)	(66.57)	27.78

**5.1 For the year ended March 31, 2025**

Particulars	Opening Balance	Recognised in profit and loss	Closing Balance
<b>Deferred tax Liabilities</b>			
Property , plant and equipment and intangibles assets	(4.57)	(58.42)	(62.98)
Leases	(177.93)	(778.67)	(956.60)
<b>Deferred tax Assets</b>			
Leases	185.03	756.01	941.04
Employee Benefit	25.25	14.50	39.75
<b>Deferred tax assets / (liabilities), Net</b>	<b>27.78</b>	<b>(66.57)</b>	<b>(38.79)</b>

**5.1 For the year ended March 31, 2024**

Particulars	Opening Balance	Recognised in profit and loss	Closing Balance
<b>Deferred tax Liabilities</b>			
Property , plant and equipment and intangibles assets	7.56	2.99	(4.57)
Leases	210.41	32.48	(177.93)
<b>Deferred tax Assets</b>			
Leases	(215.33)	(30.30)	185.03
Employee Benefit	(18.62)	6.63	25.25
<b>Deferred tax assets / (liabilities), Net</b>	<b>15.97</b>	<b>11.81</b>	<b>27.78</b>

**NOTE - 6****OTHER NON CURRENT ASSETS**

PARTICULARS	As at March 31, 2025	As at March 31, 2024
i) Capital advances	234.38	145.41
<b>TOTAL</b>	<b>234.38</b>	<b>145.41</b>

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

**NOTE - 7****INVENTORIES**

PARTICULARS	As at 31 March 2025	As at 31 March 2024
Linen & Crockery		
Grocery Items, Beverages and Consumables	31.90	3.63
<b>TOTAL</b>	<b>31.90</b>	<b>3.63</b>

**NOTE-8****TRADE RECEIVABLES**

PARTICULARS	As at 31 March 2025	As at 31 March 2024
<b>Trade Receivables</b>		
(a) Receivables considered good - Secured		-
(b) Receivables considered good - Unsecured	116.74	73.63
(c) Receivables which have significant increase in credit risk	-	-
(d) Receivables credit impaired	-	-
Trade Receivables considered good-Unsecured	-	-
<b>TOTAL</b>	<b>116.74</b>	<b>73.63</b>

**Financial Year 2024-25**

Note :8.1 Ageing Schedule of Trade Receivables

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	87.10	10.02	-	-	97.12
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	19.62	19.62
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-
<b>Total</b>	<b>87.10</b>	<b>10.02</b>	<b>-</b>	<b>19.62</b>	<b>116.74</b>

**Financial Year 2023-24**

Note :8.1 Ageing Schedule of Trade Receivables

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	54.01	-	-	-	54.01
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	19.62	19.62
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-
<b>Total</b>	<b>54.01</b>	<b>-</b>	<b>-</b>	<b>19.62</b>	<b>73.63</b>

(This page is left blank intentionally)

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

**NOTE - 9****Cash and cash Equivalents**

PARTICULARS	As at March 31, 2025	As at 31 March 2024
a) Cash on Hand	16.65	11.34
b) Balance with Banks		
In Current Accounts	43.68	19.74
c) Balance in Card	1.04	-
<b>TOTAL</b>	<b>61.37</b>	<b>31.08</b>

**NOTE - 10****OTHER BANK BALANCES**

PARTICULARS	As at March 31, 2025	As at March 31, 2024
In term deposit account (Including Accrued Interest)	190.80	68.64
<b>TOTAL</b>	<b>190.80</b>	<b>68.64</b>

**Note 10.1**

Term deposit amounting to Rs. 2.50Lakhs (PY Rs. 2.34Lakhs) has been given as security against the bank guarantee submitted to Department of Trade and Taxes Delhi. The tenure of the Bank Guarantee has already been expired however the Bank Guarantee is yet to be released by the Department of Trade and Taxes, Delhi. Term Deposit amounting to Rs.188.30 Lakhs (PY 66.30) pledged with Bank against borrowings facilities.

**NOTE - 11****OTHER FINANCIAL ASSETS**

PARTICULARS	As at 31 March 2025	As at 31 March 2024
a) Security Deposits	1,948.71	411.09
<b>TOTAL</b>	<b>1,948.71</b>	<b>411.09</b>

**NOTE - 12****OTHER CURRENT ASSETS**

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Advance to staff	23.46	17.31
Prepaid Expenses	3.53	7.03
Advance to Vendors	2,742.79	95.30
Other receivables	2,151.31	722.81
<b>TOTAL</b>	<b>4,921.09</b>	<b>842.46</b>

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the year ended March 31, 2025  
(Rupees in lakhs, except for share data and if otherwise stated)

**NOTE NO. 13****EQUITY SHARE CAPITAL**

PARTICULARS	As at March 31, 2025	As at March 31, 2024
<b>Authorised</b> 2,50,00,000 (Previous year 2,50,00,000) Equity share of Rs 10/- each *	2,500	2,500
<b>Issued</b> 1,49,22,624 (Previous year 1,35,00,400) Equity shares of Rs 10/- each	1,492.26	1,350.04
<b>Subscribed &amp; fully paid up</b> 1,49,22,624 (Previous year 1,35,00,400) Equity shares of Rs 10/- each	1,492.26	1,350.04
<b>TOTAL</b>	<b>1,492.26</b>	<b>1,350.04</b>

**13.1**

Details of reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of shares	Rupees	No. of shares	Rupees
Number of shares outstanding at the beginning of the year	1,35,00,400	1,350.04	1,35,00,400	1,350
Add: Changes during the year	14,22,224	142.22	-	-
Number of shares outstanding at the end of the year	1,49,22,624	1,492.26	1,35,00,400	1,350

**13.2**

The details of Shareholders holding more than 5% equity shares in the company

Name of the Shareholder	As at March 31, 2025		As at March 31, 2024	
	No of Shares	%	No of Shares	%
Mrs Sadhana Rai*	1,00,00,000	67.01	1,00,00,000	74.07
Rajesh Kumar Gupta	10,37,902	6.96	9,82,232	7.28

**13.3** The company has not reserved any equity shares for issue under options and contracts/commitments for sale of shares/disinvestment.

**13.4** The company for the period of five years immediately preceding the Balance Sheet date has not:

- (i) allotted any equity shares as fully paid up pursuant to contract(s) without payment being received in cash
- (ii) allotted any fully paid up shares by way of bonus shares nor has bought back any class of equity shares

**13.5** 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 to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders, in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are entitled to receive only the residual assets of the company. The distribution of dividend, if any, is in the proportion to the number of equity shares held by the shareholders.

**13.6**

Shareholding of promoter and group of promoters

Promoter Name	No of Shares		Changes during the year	
	No of Shares	%	No of Shares	%
Mrs Sadhana Rai*	1,00,00,000	67.01	NIL	(7.06)
Mr. Amit Rai	3,33,333	2.23	3,33,333	2.23
	1,03,33,333	69.25	3,33,333	(4.82)

\*Mrs. Sadhana Rai has passed away on 23rd November, 2020, however her shares are yet to be transmitted to the legal heirs.

A petition for succession certificate with Hon'ble court has been filed and order has been received on dated 8 February, 2024 however the transmission is under process.

13.7 The Company has no holding, subsidiary, associate or joint venture.

13.8 The Company has not issued bonus shares, bought back shares or issued shares for consideration other than cash during the period of five years immediately preceding the reporting date.

The Company has not declared dividend in the financial year 2024-25 and 2023-24.

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

**NOTE - 14**

**OTHER EQUITY**

Particulars	As at March 31, 2025	As at March 31, 2024
<b>Other Reserves</b>		
Retained Earnings	2,858.32	(1,018.60)
<b>TOTAL</b>	<b>2,858.32</b>	<b>(1,018.60)</b>

**NOTE - 15**

**BORROWING**

Particulars	As at March 31, 2025		As at March 31, 2024	
	Non-current	Current	Non-current	Current
<b>Unsecured:</b>				
<b>Debentures</b>				
10% Non Convertible Debenture	2,000.00		1,000.00	-
<b>Secured:</b>				
<b>Term Loan from bank</b>				
ICICI Bank	1,062.50	250.00	1,500.00	-
HDFC Bank	2,000.54	-	-	-
Dropline Facility from ICICI Bank	307.52	71.43	380.95	71.43
<b>Unsecured:</b>				
<b>From other Parties</b>				
Loans from related parties	1,622.22	-	1,685.60	-
<b>TOTAL</b>	<b>6,992.78</b>	<b>321.43</b>	<b>4,566.55</b>	<b>71.43</b>

**Note:15.1**

**Details of Borrowing**

Particulars	As at March 31, 2025	As at March 31, 2024	Rate of Interest	Terms	Repayment Terms
Unsecured, unlisted, 10% Non Convertible Debentures (200 debentures (PY 100) of Face Value 10 lakhs each).	2,000.00	1,000.00	10%	10 years	Redeemable after 10 Years from date of issue. Rs. 1000 Lakhs in 2034 and Rs. 1000 lakhs in 2035.
Loan from Related Parties (Unsecured)	1,622.22	1,685.60	9%	84 Months	Repayable after 84 Months from drawdown.
Term Loan from ICICI Bank**	1,312.50	-	6.50% Repo Rate +Spread 3.35% (Floating Rate)	84 Months	Quarterly payment of Rs. 62.50 Lakhs over the period of 7 years payment of which will start after 12 months of receipt of Loan Amount.
Loan from HDFC Bank*	2,000.54	-	9.25% p.a linked to 3 month repo rate	10 years	Principle repayable in 84 Equal Monthly Instalment starting after 3 years of moratorium period.
Dropline Facility from ICICI Bank **	378.95	452.381	9.85%	84 Months	Monthly Payment of Rs. 5.95 Lakhs

\*ICICI Term loan and Dropline Facility are secured against exclusive charge on all movable assets and current assets of the Comapny alongwith resort properties,Kosi Land owned by group companies namely Forest Fern Resorts Private Limited & Brentwoods International Limited and run by EHL. Total Sanction amount Rs.2,000 Lakhs.

\*HDFC Term loan and Dropline Facility are secured against exclusive charge on all movable assets and current assets of the Comapny alongwith resort properties,Kosi Land owned by group companies namely Forest Fern Resorts Private Limited & Brentwoods International Limited and run by EHL. Total Sanction amount Rs.10,760 Lakhs.

**Note: 15.2**

The company has not been declared as a wilful defaulter by any bank or financial institution or other lenders.

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the year ended March 31, 2025  
(Rupees in lakhs, except for share data and if otherwise stated)

**NOTE - 16**

**LEASE LIABILITY**

Particulars	As at March 31, 2025		As at March 31, 2024	
	Current	Non-current	Current	Non-current
Lease Liability	219.24	3,519.78	315.32	419.85
<b>TOTAL</b>	<b>219.24</b>	<b>3,519.78</b>	<b>315.32</b>	<b>419.85</b>

**16.1 Leases**

**As a Lessee**

**Property, Plant and Equipment' comprise owned and leased assets that do not meet the definition of investment property.**

Particulars	Note	As at	As at
		March 31, 2025	March 31, 2024
Right-of-use assets, except for investment property	2	3,800.85	761.11
<b>TOTAL</b>		<b>3,800.85</b>	<b>761.11</b>

Information about leases for which the Company is a lessee is presented below.

**Right-of-use assets**

Particulars	Leaseshold Resorts
Balance at 1 April 2020	-
Additions:	266.98
Depreciation charge for the year	28.40
Balance at 31st March 2021	<b>238.59</b>
Balance at 1 April 2022	238.59
Additions:	789.79
Depreciation charge for the year	202.97
Balance at March 31, 2023	<b>825.41</b>
Additions	327.87
Deletion	192.24
Deletion of Depreciation	27.60
Depreciation charge for the year	227.53
Balance at March 31, 2024	<b>761.11</b>
Additions	<b>3,520.04</b>
Deletion	<b>429.19</b>
Deletion of Depreciation	<b>252.00</b>
Depreciation charge for the year	<b>303.10</b>
Balance at March 31, 2025	<b>3,800.85</b>

**Lease liabilities**

Maturity analysis - Contractual undiscounted cash flows	As at March 31, 2025	As at March 31, 2024
	Less than one year	219.24
One to five years	1,511.07	418.48
More than five years	2,008.71	15.00
<b>Total undiscounted lease liabilities at 31st March, 2025</b>	<b>3,739.02</b>	<b>843.40</b>

Lease liabilities included in the statement of financial position	As at March 31, 2025	As at March 31, 2024
	Current	219.24
Non-current	3,519.78	419.85

Amounts recognised in profit or loss	Period ended March 31, 2025	Period ended March 31, 2024
	Interest on lease liabilities	171.28
Expenses relating to short-term leases / variable payments	1,328.36	457.04

Particulars	Period ended March 31, 2025	Period ended March 31, 2024
	Total cash outflow for leases	(457.40)

There are no significant restrictions or covenants imposed by the leases

There are no lease pending commencement to which the Company has committed as at year ended March 31, 2025

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the year ended March 31, 2025  
(Rupees in lakhs, except for share data and if otherwise stated)

**NOTE - 17****PROVISIONS - NON CURRENT**

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits		
- Gratuity(Unfunded)	95.81	51.13
- Leave(Unfunded)	54.85	44.61
<b>TOTAL</b>	<b>150.66</b>	<b>95.74</b>

17.1 The following table sets out the disclosure in respect of defined benefit plans for Employee benefits as required under Ind AS 19 (For the F.Y 2024-25)

PARTICULARS	Gratuity	Leave Encashment
<b>Reconciliation of opening and closing balances of the present</b>		
<b>value of the defined benefit obligation :</b>		
Obligations as at 01.04.2024	53.57	46.76
Service cost	34.52	17.87
Interest Cost	3.85	3.36
Benefits Paid	(3.74)	(5.55)
Transfer In/(Out)	-	-
RE-measurement Actuarial(Gain)/ Loss	10.98	(3.67)
<b>Obligations as at 31.03.2025</b>	<b>99.18</b>	<b>58.77</b>
<b>Reconciliation of present value of the obligation and the fair</b>		
<b>value of the plan assets :</b>		
Fair Value of plan assets as at 31.03.2025	-	-
Present value of the defined benefit obligations as at 31.03.2025	99.18	58.77
<b>(Asset)/Liability recognised in the balance sheet</b>	<b>99.18</b>	<b>58.77</b>
Short Term Provision	3.37	3.91
Long Term Provision	95.81	54.86
<b>Total</b>	<b>99.18</b>	<b>58.77</b>
<b>Assumptions</b>		
Attrition rate	5%	5%
Discount factor	6.75	6.75
Estimated rate of return on plan assets	N.A	N.A
Salary Increase	5%	5%
Retirement age	60	60

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the year ended March 31, 2025  
(Rupees in lakhs, except for share data and if otherwise stated)

17.2 The following table sets out the disclosure in respect of defined benefit plans for Employee benefits as required under Ind AS 19 (For the F.Y 2023-24)

PARTICULARS	Gratuity	Leave Encashment
<b>Reconciliation of opening and closing balances of the present</b>		
<b>value of the defined benefit obligation :</b>		
Obligations as at 01.04.2023	43.14	30.84
Service cost	12.35	21.42
Interest Cost	3.23	2.31
Benefits Paid	(5.88)	(3.56)
Transfer In/(Out)	-	-
RE-measurement Acturial(Gain)/ Loss	0.73	(4.14)
<b>Obligations as at 31.03.2024</b>	<b>53.57</b>	<b>46.87</b>
<b>Reconciliation of present value of the obligation and the fair</b>		
<b>value of the plan assets :</b>		
Fair Value of plan assets as at 31.03.2024	-	-
Present value of the defined benefit obligations as at 31.03.2024	53.57	46.87
<b>(Asset)/Liability recognised in the balance sheet</b>	<b>53.57</b>	<b>46.87</b>
Short Term Provision	2.44	2.16
Long Term Provision	51.13	44.61
<b>Total</b>	<b>53.57</b>	<b>46.77</b>
<b>Assumptions</b>		
Attrition rate	5%	5%
Discount factor	7.20	7.20
Estimated rate of return on plan assets	N.A	N.A
Salary Increase	5%	5%
Retirement age	60	60

**NOTE - 18****TRADE PAYABLES**

(Amount in ₹ Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(A) total outstanding dues of micro enterprises and small enterprises	27.66	28.82
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.	879.31	395.66
<b>TOTAL</b>	<b>906.97</b>	<b>424.49</b>

The Company has not been able to identify the vendors who are registered as Micro, Small and Medium Enterprises as per the provisions of the Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosures required under Schedule III to the Companies Act, 2013 in respect of the amount due to Micro, Small and Medium Enterprises and the principal amount and interest paid to them during the year, have not been furnished accurately.

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

**Note:18.1****Trade Payables ageing for the Financial Year 2024-25**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	27.58	0.08	-	-	27.66
(ii) Others	779.96	99.35	-	-	879.31
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**Note:18.2****Trade Payables ageing for the Financial Year 2023-24**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	28.82	-	-	-	28.82
(ii) Others	341.41	54.25	-	-	395.66
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**Note:18.3****Trade Payables ageing for the Financial Year 2022-23**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	25.09	-	-	-	25.09
(ii) Others	202.60	-	-	-	202.60
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

**NOTE - 19****OTHER FINANCIAL LIABILITIES**

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Other Advances</b>		
Security Deposit	-	5.90
Capital Creditors	197.56	146.71
<b>TOTAL</b>	<b>197.56</b>	<b>152.61</b>

**NOTE - 20****OTHER CURRENT LIABILITIES**

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Other Advances</b>		
Advance from Customers	99.22	30.80
Statutory Dues	625.29	221.52
Expenses Payable	315.56	165.37
Staff Payable	178.37	138.91
<b>TOTAL</b>	<b>1,218.44</b>	<b>556.60</b>

**NOTE - 21****CURRENT TAX LIABILITIES**

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for Income Tax	196.69	39.71
<b>TOTAL</b>	<b>196.69</b>	<b>39.71</b>

**NOTE - 22****PROVISIONS - CURRENT**

Particulars	As at 31 March 2025	As at 31 March 2024
Provision for employee benefits		
- Gratuity(Unfunded)	3.37	2.44
- Leave(Unfunded)	3.92	2.16
<b>TOTAL</b>	<b>7.29</b>	<b>4.60</b>

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the year ended March 31, 2025  
(Rupees in lakhs, except for share data and if otherwise stated)

**NOTE - 23****REVENUE FROM OPERATIONS**

PARTICULARS	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of Services		
Room Rent & Room Package Sale	9,221.99	2,535.75
Food & Beverages	2,451.78	835.03
Other Operational Income	280.97	205.12
<b>TOTAL</b>	<b>11,954.75</b>	<b>3,575.91</b>

**Revenue disaggregation by timings of satisfaction of performance obligation**

PARTICULARS	For the year ended March 31, 2025	For the year ended March 31, 2024
At a point in time	11,954.75	3,575.91
Over a period of time	-	-
<b>Total</b>	<b>11,954.75</b>	<b>3,575.91</b>

**Disaggregation revenue by geographical region**

PARTICULARS	For the year ended March 31, 2025	For the year ended March 31, 2024
Within India	11,954.75	3,575.91
Outside India	-	-
<b>Total</b>	<b>11,954.75</b>	<b>3,575.91</b>

**NOTE - 24****OTHER INCOME**

PARTICULARS	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on FDR's	8.04	2.14
Misc Income	33.90	42.36
Interest Income on security deposit (Notional)	19.49	15.91
<b>TOTAL</b>	<b>61.43</b>	<b>60.40</b>

**NOTE - 25****COST OF MATERIALS PURCHASED**

PARTICULARS	For the year ended March 31, 2025	For the year ended March 31, 2024
Grocery Items, Beverages and Consumables	984.58	383.28
<b>TOTAL</b>	<b>984.59</b>	<b>383.28</b>

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the financial year ended March 31,2025

(Rupees in lakhs, except for share data and if otherwise stated)

**NOTE - 26****CHANGES IN INVENTORIES OF FINISHED GOODS,WORK IN PROGRESS AND STOCK IN TRADE**

<b>PARTICULARS</b>	<b>For the year 2024-25</b>	<b>For the year 2023-24</b>
<b>Inventories at Close</b>		
Grocery Items,Beverages and Consumables	31.90	3.63
<b>Inventories at Commencement</b>		
Grocery Items,Beverages and Consumables	3.63	7.93
<b>Decrease/(Increase) In Inventory</b>	<b>(28.27)</b>	<b>4.31</b>

**NOTE - 27****EMPLOYEE BENEFITS EXPENSE**

<b>PARTICULARS</b>	<b>For the year 2024-25</b>	<b>For the year 2023-24</b>
Salary & Wages	2,625.72	643.49
Contribution to provident & other funds	168.77	42.05
Staff welfare expenses	190.98	48.62
<b>TOTAL</b>	<b>2,985.47</b>	<b>734.16</b>

**NOTE - 28****FINANCE COST**

<b>PARTICULARS</b>	<b>For the year 2024-25</b>	<b>For the year 2023-24</b>
Interest Expenses on:		
-bank loan	185.32	24.75
-lease liability (Notional)	171.28	77.88
-other	307.39	7.80
Bank Charges & POS Charges	20.52	20.19
<b>TOTAL</b>	<b>684.51</b>	<b>130.61</b>

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of Financial Statements for the year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

**NOTE - 29****OTHER EXPENSES**

PARTICULARS	For the year 2024-25	For the year 2023-24
Lease Rent Expenses	1,328.36	457.04
Power & Fuel	661.31	237.95
Event Expenses	482.77	90.66
<u>Repairs &amp; Maintenance</u>		
Repairs & Maintenance - Building	107.92	40.24
Repairs & Maintenance - Others	358.78	134.67
Rates & Taxes	118.16	38.44
Insurance	46.50	2.58
Office Communications & Stationery	41.26	33.01
Travel & Conveyance	118.89	91.31
Advertisement and business promotion	553.64	66.26
Commission and Operator Fees	1,443.55	269.30
Audit Fees (Refer Note Below)*	26.50	16.50
Legal & Professional Expenses	92.36	26.58
Housekeeping Expenses	79.07	58.54
Misc. Expenses	307.15	197.20
<b>TOTAL</b>	<b>5,766.22</b>	<b>1,760.28</b>

\*Includes payments to auditors as follows:

	For the year ended 31 Mar 2025	For the year ended 31 Mar 2024
<b>Payments to auditors</b>		
<b>As auditor:</b>		
Statutory audit fee	18.00	11.00
Tax audit fee	2.50	2.50
Limited reviews fee	6.00	3.00
<b>Total</b>	<b>26.50</b>	<b>16.50</b>

**NOTE - 30****OTHER COMPREHENSIVE INCOME**

PARTICULARS	For the year 2024-25	For the year 2023-24
A) Items that will not be reclassified to profit or loss		
Remeasurement of the defined benefit plans	8.22	0.60
<b>TOTAL</b>	<b>8.22</b>	<b>0.60</b>

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of the financial statements for the year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

**31A Fair value measurement and financial instruments**
**a. Financial instruments – by category and fair values hierarchy**

The following table shows the carrying amounts and fair value of financial assets and financial liabilities, including their levels in the fair value hierarchy.

**As on 31 March 2025**

Particulars	Note	Carrying value				Fair value measurement using		
		FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>								
<b>Current</b>								
Trade receivables	8	-	-	116.74	116.74	-	-	116.74
Cash and cash equivalents	9	-	-	61.37	61.37	-	-	61.37
Other bank balances	10	-	-	190.80	190.80	-	-	190.80
Other Financial Asset	11	-	-	1,948.71	1,948.71	-	-	1,948.71
<b>TOTAL</b>		-	-	<b>2,317.62</b>	<b>2,317.62</b>	-	-	<b>2,317.62</b>
<b>Financial liabilities</b>								
<b>Non-current</b>								
Borrowings	15	-	-	6,992.78	6,992.78	-	-	6,992.78
Lease liabilities	16	-	-	3,519.78	3,519.78	-	-	3,519.78
Other financial liabilities	19	-	-	197.56	197.56	-	-	197.56
<b>Current</b>								
Borrowings	15	-	-	321.43	321.43	-	-	321.43
Trade payables	18	-	-	906.97	906.97	-	-	906.97
Lease liabilities	16	-	-	219.24	219.24	-	-	219.24
<b>TOTAL</b>		-	-	<b>12,157.77</b>	<b>12,157.77</b>	-	-	<b>12,157.77</b>

**As on 31 March 2024**

Particulars	Note	Carrying value				Fair value measurement using		
		FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3
<b>Financial assets</b>								
<b>Current</b>								
Trade receivables	8	-	-	73.63	73.63	-	-	73.63
Cash and cash equivalents	9	-	-	31.08	31.08	-	-	31.08
Other bank balances	10	-	-	68.64	68.64	-	-	68.64
Other Financial Asset	11	-	-	411.09	411.09	-	-	411.09
<b>TOTAL</b>		-	-	<b>584.44</b>	<b>584.44</b>	-	-	<b>584.44</b>
<b>Financial liabilities</b>								
<b>Non-current</b>								
Borrowings	15	-	-	4,566.55	4,566.55	-	-	4,566.55
Lease liabilities	16	-	-	419.85	419.85	-	-	419.85
Other financial liabilities	19	-	-	152.61	152.61	-	-	152.61
<b>Current</b>								
Borrowings	15	-	-	71.43	71.43	-	-	71.43
Trade payables	18	-	-	424.49	424.49	-	-	424.49
Lease liabilities	16	-	-	315.32	315.32	-	-	315.32
<b>TOTAL</b>		-	-	<b>5,950.24</b>	<b>5,950.24</b>	-	-	<b>5,950.24</b>

There has been no transfers between Level 1, Level 2 and Level 3 for the years ended 31 March 2024 and 31 March 2023.

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of the financial statements for the year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

**Valuation processes**

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Senior Management. Discussions on valuation and results are held between the Senior Management and valuation team atleast once every quarter in line with the Company's quarterly reporting periods.

**b. Financial risk management**

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ;
- Market Risk - Interest rate

**Risk management framework**

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has authorized respective business Managers to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the business managers periodically to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

**31A Financial risk management (continued)****b.****(i) Credit risk**

**The maximum exposure to credit risks is represented by the total carrying amount of these financial assets in the Balance Sheet**

Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivables	116.74	73.63
Cash and cash equivalents	61.37	31.08
Other bank balances other than cash and cash equivalents	190.80	68.64

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks with high credit ratings assigned by domestic credit rating agencies. The loan represents security deposits given to suppliers, employees and others. The credit risk associated with such deposits is relatively low.

As per Ind AS 109, the Company makes allowance for doubtful trade receivable using simplified approach , significant judgement is used to estimate doubtful accounts as prescribed in IND AS 109 . In estimating doubtful accounts historical and anticipated customer performance are considered. Changes in the economy, industry, or specific customer conditions may require adjustments to the allowance for doubtful accounts recorded in financial statements. This is done on the basis of company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. Based on the business environment in which the Company operates, management considers that the trade receivables (other than receivables from government departments) are in default (credit impaired) if the payments are more than 365 days past due however the Company based upon past trends determine an impairment allowance for loss on receivables outstanding for more than 365 days past due and the probability of recovery determined by the competent management.

**The Company's exposure to credit risk for trade receivables is as follows:**

Particulars	Gross carrying amount	
	As at 31 March 2025	As at 31 March 2024
Less than 6 months	87.10	47.69
6 months -1 year	-	-
1-2 years	10.02	-
2-3 years	-	-
More than 3 years	19.62	19.62
	<b>116.74</b>	<b>67.31</b>

The Company believes that the unimpaired amounts that are past due by more than 1 year are still collectible in full, based on historical payment behaviour.

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of the financial statements for the year ended 31 March 2025

(Rupees in lakhs, except for share data and if otherwise stated)

## Movement in the allowance for impairment in respect of trade receivables

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	-	-
Impairment loss recognised / (reversed)	-	-
Amount written off	-	-
Balance at the end of the year	-	-

**(ii) Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial assets. The Company's approach to manage liquidity is to have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed circumstances, without incurring unacceptable losses or risking damage to the Company's reputation.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, Company treasury maintains flexibility in funding by maintaining availability under credit facilities.

Liquidity risk results from the Company's potential inability to meet the obligations associated with its financial liabilities, for example settlement of financial debt and paying suppliers. The Company's liquidity is managed by Company Treasury. The aim is to ensure effective liquidity management, which primarily involves obtaining sufficient committed credit facilities to ensure adequate financial resources and, to some extent, tapping a range of funding sources.

**Exposure to liquidity risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The contractual cash flow amounts are gross and undiscounted, and includes interest accrued but not due on borrowings.

As at 31 March 2025	Carrying amount	Contractual cash flows				
		Less than six months	Between six months and one year	Between one and five years	More than 5 years	Total
Borrowings	7,314.21	160.71	160.71	1,879.10	5,113.68	7,314.21
Lease Liabilities	3,739.02	109.62	109.62	1,511.07	2,008.71	3,739.02
Trade Payable	906.97	906.97	-	-	-	906.97
Other Financial Liabilities	197.56	-	-	-	197.56	197.56
	<b>12,157.77</b>	<b>1,177.31</b>	<b>270.33</b>	<b>3,390.17</b>	<b>7,319.95</b>	<b>12,157.76</b>

As at 31 March 2024	Carrying amount	Contractual cash flows				
		Less than six months	Between six months and one year	Between one and five years	More than 5 years	Total
Borrowings	910.64	-	-	-	910.64	910.64
Lease Liabilities	855.56	182.57	182.57	490.43	-	855.56
Trade Payable	227.69	227.69	-	-	-	227.69
Other Financial Liabilities	47.11	41.21	-	-	5.90	47.11
	<b>2,041.00</b>	<b>451.47</b>	<b>182.57</b>	<b>490.43</b>	<b>916.54</b>	<b>2,041.00</b>

The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity.

The interest payments on variable interest rate loans in the table above reflect market forward interest rates at the reporting date and these amounts may change as market interest rates change.

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of the financial statements for the year ended March 31, 2025

(Rupees in lakhs, except for share data and if otherwise stated)

**(iii) Market risk**

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk namely: currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

**A. Interest rate risk**

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's borrowings with floating interest rates.

**Exposure to interest rate risk**

The Company's interest rate risk arises majorly from the term loan carrying floating rate of interest. These obligations exposes the Company to cash flow interest rate risk. The exposure of the Company's borrowing to interest rate changes as reported to the management at the end of the reporting period are as follows:

	As at 31 March 2025	As at 31 March 2024
<b>Fixed rate liabilities</b>		
Borrowings	3,622.22	4,185.60
	<u>3,622.22</u>	<u>4,185.60</u>
<b>Variable rate liabilities</b>		
Borrowings	3,691.99	452.38
	<u>3,691.99</u>	<u>452.38</u>
<b>Total</b>	<u>7,314.21</u>	<u>4,637.98</u>

**Cash flow sensitivity analysis for variable-rate instruments**

The Company does not hold any variable rate instruments.

**Fair value sensitivity analysis for fixed-rate instruments**

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

**ESPIRE HOSPITALITY LIMITED**

Notes forming part of the financial statements for the year ended 31 March 2025

(Rupees in lakhs, except for share data and if otherwise stated)

**31. c Fair value measurement and financial instruments****Capital Management**

The primary objective of the management of the Company's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows. Management also monitors the return on equity.

The Board of directors regularly review the Company's capital structure in light of the economic conditions, business strategies and future commitments.

For the purpose of the Company's capital management, capital includes issued share capital, securites premium and all other equity reserves. Debt includes term loan

During the financial year ended 31 March 2025, no significant changes were made in the objectives, policies or processes relating to the management of the Company's capital structure.

**Debt equity ratio:**

Particulars	As at 31 March 2025	As at 31 March 2024
Long-term borrowings	6,992.78	4,566.55
Short-term borrowings	321.43	71.43
<b>Adjusted net debt (A)</b>	<b>7,314.21</b>	<b>4,637.98</b>
Equity share capital	1,492.26	1,350.04
Other equity	2,858.32	(1,018.60)
<b>Total Equity (B)</b>	<b>4,350.58</b>	<b>331.44</b>
<b>Capital and total debt (C)</b>	<b>11,664.79</b>	<b>4,969.43</b>
<b>Debt equity ratio (C = A/B)</b>	<b>1.68</b>	<b>13.99</b>

**Return on equity:**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>Profit after tax</b>	<b>827.35</b>	<b>255.58</b>
Average Equity share capital	1,421.15	1,350.04
Average Other equity	919.86	(1,018.60)
<b>Total equity</b>	<b>2,341.01</b>	<b>331.44</b>
<b>Average Total equity</b>	<b>1,170.51</b>	<b>203.36</b>
<b>Return on equity Ratio</b>	<b>71%</b>	<b>126%</b>

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

**32. Commitment & Contingent Liabilities:-**

a) LG Electronics India Pvt. Ltd (LG) had filed a suit against the company, Usha India Ltd., and others for the recovery of ₹ 465.02 lakhs given as security deposit for the premises A-41, Mohan Co-operative Industrial Estate, New Delhi -110044 taken by it on lease from Usha India Ltd. and against the maintenance service agreement for the same premises entered into with the Company. The Company has denied its liability on the ground that it has already assigned the agreement to Lord Mahadev Trust on 6th August, 1997 and transferred the security deposit of ₹ 87.19 lakhs received by the Company to the said Trust. However, Hon'ble High Court of Delhi has passed a part joint decree of ₹ 231.26 lakhs in favour of LG and the LG filed an execution petition and subsequently the Court directed the Company to transfer a sum of ₹ 4.50 lakhs to LG. The liability on account of above decree has not been ascertained by the court among the parties to the suit.

However, the management is of the opinion based on legal advices, that the Company shall not be liable to make any payment to L.G, even the amount of ₹ 4.50 lakhs shall be recovered by the company from LG Electronics India Pvt. Ltd (LG). Presently ₹ 4.50 lakhs so transferred to LG Electronics has been shown under the head of Long term Loan and Advances .

b) An income tax demand of ₹46.77 lakhs has been raised by the Income Tax Department vide intimation dated 28th February 2025 under Section 143(1) of the Income-tax Act, 1961 for the Assessment Year 2024-25 (Financial Year 2023-24). The demand primarily relates to the disallowance of expenses, specifically Provident Fund (PF), Employees' State Insurance (ESI), and other expenses.

Based on the advice of tax consultants, the Company believes it has a good case on merits. Accordingly, no provision has been made in the books of account, and the amount has been disclosed as a contingent liability.

**b) Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Nil (previous year Nil)

**33. Disclosure of Related Parties/Related Party Transactions:**

A) Name and Transactions with related parties:-

- i. Key Management Personnel
  1. Mr. Akhil Arora- Managing Director & Chief Executive Officer
  2. Mr. Rajeev Chatterjee- Chief Financial Officer
  3. Mr. Sumeer Narain Mathur - Company Secretary & Compliance Officer
- ii. Enterprises having Significant influence of KMP's
  1. Espire Reality Limited
  2. Forest Fern Hospitality Private Limited
  3. Forest Fern Resorts Private Limited
  4. Brentwoods International Limited
  5. Sarp Hotels Private Limited
  6. Espire Resorts Private Limited
  7. Espire Conglomerate Private Limited
  8. Espire Infolabs Private Limited
  9. Espire Retail Private Limited

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

B) Name and Transactions with related parties:-

(Amount in ₹ Lakhs)

S. No.	Name	Relation	Nature of Transaction	Transaction for the year ended 31 <sup>st</sup> March, 2025	Transaction for the year ended 31 <sup>st</sup> March, 2024
1.	Mr. Akhil Arora	Managing Director & Chief Executive Officer	Director Remuneration	72.00	24.00
2.	Mr. Rajeev Chatterjee	Chief Financial Officer	Director Remuneration	46.00	40.98
3.	Mr. Sumeer Narain Mathur	Company Secretary & Chief Financial Officer	Remuneration	14.04	13.33
4.	Espire Reality Limited	Enterprises having Significant influence of KMP's	Loan taken	2241.92	4136.51
			Advance Given	3200.00	Nil
			Expenses Incurred on their behalf	Nil	0.09
			Loan Repaid	2858.96	3861.16
5.	Forest Fern Hospitality Private Limited	Enterprises having Significant influence of KMP's	Payments received on our behalf from guest	NIL	NIL
			Expenses /payments made on our behalf	NIL	NIL
			Loan Taken	26.20	587.11
			Loan Repaid	93.08	139.21
			Expenses incurred on their Behalf	42.30	15.21
			Payment received on expense incurred on their behalf	21.00	-
			Security Deposit Given	NIL	NIL
			Services Received	NIL	342.56
			Advances Received During the year	20.00	NIL
6.	Forest Fern Resorts Private Limited	Enterprises having Significant influence of KMP's	Payments received on our behalf from guests	NIL	NIL
			Expenses /payments made on our behalf	NIL	NIL
			Expenses incurred on their Behalf	1.18	629.7
			Lease Rent Paid	12.41	NIL
			Services Rendered	NIL	NIL

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

			Lease rentals charged During the Year	(218.84)	NIL
7.	Espire Resorts Private Limited	Enterprises having Significant influence of KMP's	Expenses Incurred on their behalf	NIL	9.19
			Amount received for expense incurred on their Behalf	NIL	NIL
			Security Deposit	1234.06	NIL
			Rendering of Service/Lease Rent	767.36	183.63
			Other Recievables	2313.79	NIL
8.	Espire Conglomerate Private Limited	Enterprises having Significant influence of KMP's	Issue of Debentures	1000.00	1000.00
			Loan Received	2811.50	NIL
			Rendering of services	707.28	NIL
			Interest on Debentures Recorded (Net of TDS)	142.15	NIL
			Loan Repaid	487.80	NIL
			Interest on loans	71.92	NIL
9.	Brentwoods International Limited	Enterprises having Significant influence of KMP's	Expenses incurred on our behalf	NIL	NIL
			Expenses Incurred on our behalf	0.08	0.3
10.	Sarp Hotels Private Limited	Enterprises having Significant influence of KMP's	Expenses Incurred on their behalf	0.21	0.01
11	Espire Infolabs Private Limited	Enterprises having Significant influence of KMP's	Advance from Customers	15.00	NIL
12	Espire Retail Private Limited	Enterprises having Significant influence of KMP's	Amount paid during the year	0.57	NIL

**C ) Balance outstanding at the end of the year**

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

(Amount in ₹ Lakhs)

	Nature of Balance	As on 31.03.2025	As on 31.03.2024
Espire Reality Limited	Other payables	(568.95)	(1186)
	Advance Given	3200	NIL
	Expenses Incurred on their behalf	0.11	0.11
Forest Fern Hospitality Private Limited	Payments received on our behalf from guests & Expenses incurred	NIL	NIL
	Loan Received	(432.72)	(499.60)
	Expense incurred on their Behalf	25.64	4.34
	Services Received	NIL	(9.36)
	Advances Received during the Year	(20.00)	NIL
Forest Fern Resorts Private Limited	Payments received on our behalf from guests	NIL	NIL
	Expenses Incurred on their Behalf	565.55	709.77
	Lease Rentals Outstanding	(61.02)	26.82
	Security Deposit	20.00	20.00
Espire Resorts Private Limited	Expenses Incurred on their behalf	NIL	4.70
	Lease Rental Payable	(767.30)	NIL
	Security Deposit	1234.06	NIL
	Other Recievables	2313.79	NIL
Espire Conglomerate Private Limited	Issue of Debentures	(2000.00)	(1000.00)
	Rendering of Services during the Year	866.65	NIL
	Interest on Debentures (Net of TDS)	(136.25)	NIL
	Loan Received	(2395.62)	NIL
Sarp Hotels Private Limited	Expenses Incurred on their behalf	0.49	0.28
Brentwoods International Limited	Expenses Incurred on their behalf	1.09	1.16
Espire Infolabs Private limited	Advance from Customers	(15.00)	NIL
Espire Retail Private Limited	Other Receivable /(Payable)	0.20	(.37)

Negative figures represent payable and positive figure represent recoverable

### 34. Segment Reporting

#### Basis for Segment reporting

Factors used to identify the entity's reportable segments, including the basis of organization

The company is engaged in hospitality business of operating and managing hotels / resorts. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments. The CODM has determined only one operating segment i.e. hospitality business.

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

**Geographical Segments**

The geographical segment have been identified on the basis of the location of customers. The total market of the Company can be segregated into domestic market as they do not have any overseas market.

**35. Impairment of Non-Financial Assets**

All significant assets and cash generating unit were tested for impairment. The recoverable amount of significant assets and cash generating units was found higher than the carrying value. No impairment was identified.

**36. Earnings per share**

	As on 31.03.2025	As on 31.03.2024
A) No. of Shares at the beginning and at the end of the year	1,49,22,624	1,35,00,400
B) Net Profits after Tax available for Equity Shareholders (Rs. Lakhs)	819.14	256.18
C) Basic & Diluted Earnings per share (Annualized) (Rs.)	6.05	1.90

37. Value of Imports on CIF basis : NIL (Previous . Year Nil)

38. Details of imported and indigenous raw materials, spare parts, and components consumed

Raw Materials: NIL(Previous. Year Nil)

Stores & spares: NIL(Previous Year Nil)

39. Expenditure in foreign currency: 1,39,48,495 (Previous Year Nil).

Earning In Foreign currency: NIL (Previous Year Nil).

40. Exceptional items NIL (Previous Year Nil)

41. The Micro and Small Enterprises have been identified by the Company from the available information, which has been relied upon by the auditors. According to such identification, the information as required to be reported as per Micro, Small and Medium Enterprise Development Act, 2006 as at March 31, 2025 are as under:-

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

	(Amount in ₹ Lakhs)	
	As on 31.03.2025	As on 31.03.2024
(a) the principal amount and the interest due thereon remaining unpaid to any supplier	27.66	28.82
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day	NIL	NIL
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006:	NIL	NIL
(d) the amount of interest accrued and remaining unpaid at the end of the year	NIL	NIL
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	NIL	NIL

**Also refer note 18**

42. The company neither holds any benami property nor any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
43. Gross amount required to be spent on CSR activities during the year is Nil (Previous year Nil).
44. The Company has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956
45. There is no charge or satisfaction pending for registration with the Registrar of Companies beyond the statutory period.
46. The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended March 31, 2025 and March 31, 2024.
47. The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
48. The Company has been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate from banks and financial institutions, however there was no requirement for submission of monthly / quarterly statement of current assets for the financial year ending March 31, 2025.
49. The Company has established a comprehensive system of maintenance of information and documents that are required by the transfer pricing legislation under section 92-92F of the Income Tax Act, 1961.

**ESPIRE HOSPITALITY LIMITED**  
**Notes to the Financial Statements for the period ended 31<sup>st</sup> March, 2025**  
**(Rupees in lakhs, except for share data and if otherwise stated)**

50. There are no undisclosed incomes that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
51. The Company has used accounting software that includes an audit trail (edit log) feature, which was enabled and operational throughout the year for all relevant transactions.
52. Audit Trail:
- i. The Company has used accounting software that includes an audit trail (edit log) feature, which was enabled and operational throughout the year for all relevant transactions.
  - ii. There were no instances where the audit trail feature was tampered with during the period it was enabled.
  - iii. The audit trail has been preserved by the Company as per applicable statutory record retention requirements.
53. Previous year's figures have been regrouped / rearranged wherever necessary.

**For Bansal & Co LLP**  
Chartered Accountants  
Firm Reg No:001113N/N500079

**For Espire Hospitality Limited**

Siddharth Bansal  
Partner  
Membership No:518004

**Gagan Oberoi**  
Director  
DIN:00087963

**Akhil Arora**  
Managing Director & CEO  
DIN: 09436540

Place: New Delhi  
Date: 29<sup>th</sup> May 2025

**Sumeer Narain Mathur**  
Company Secretary  
& Compliance Officer  
M.No.: FCS9042

**Rajeev Chatterjee**  
Chief Financial Officer